



**UNISYNC CORP.  
MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED SEPTEMBER 30, 2025**

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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## **BACKGROUND**

The following management discussion and analysis ("MD&A") was prepared as of December 9, 2025 and should be read in conjunction with the Company's audited consolidated financial statements and the accompanying notes for the years ended September 30, 2025 and September 30, 2024 prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, and actual results could vary considerably from these statements (see section headed "Forward-Looking Information"). Readers are cautioned not to put undue reliance on forward-looking statements.

Additional information related to Unisync Corp. is available for view on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

## **DESCRIPTION OF BUSINESS**

Unisync Corp. is a British Columbia corporation and reporting issuer in British Columbia, Alberta, Manitoba and Ontario. Unisync's voting Common Shares are listed and posted for trading on the TSX Exchange under the symbol "UNI" and on the OTC market under the symbol "USYNF". Unisync Corp. and its subsidiaries are hereinafter referred to collectively as "Unisync" or the "Company".

Unisync is a vertically integrated North American enterprise with exceptional capabilities in garment design, domestic manufacturing and offshore outsourcing, combined with state-of-the-art web based B2B and B2C ordering, distribution and program management systems.

Unisync operates through two business segments: Peerless Garments LP ("Peerless") of Winnipeg, Manitoba and Unisync Group Limited ("UGL") of Mississauga, Ontario. Peerless specializes in the production and distribution of highly technical protective garments, military operational clothing and accessories for a broad spectrum of Federal, Provincial and Municipal government departments and agencies. UGL is a leading customer-focused provider of corporate apparel, serving a list of leading iconic brands such as Air Canada, Alaska Airlines, Purolator, Canadian Coast Guard, Sobeys, Tim Hortons and WestJet.

UGL has a broad base of operations across Canada with four distribution and service facilities encompassing a total of 245,000 square feet which provide a unique capability to effectively service national and Quebec based customers. UGL's United States subsidiary, Unisync (Nevada) LLC ("UNV"), operates a 29,000 square foot distribution and service facility in Henderson, Nevada, as a base to distribute uniforms to its US clients and to develop new business in the US corporate apparel market.

## **BUSINESS STRATEGY**

The Company's strategy is to leverage its integrated manufacturing, sourcing, and distribution platform to expand its position as a North American leader in corporate and government uniform markets. Key elements of this strategy include:

- Deepening relationships with core national accounts in sectors such as airlines, quick-service restaurants, logistics, and public safety, through consistent service levels, product innovation, and competitive total program cost.
- Expanding the Company's presence in the United States, using its Nevada distribution facility as a base to support existing contracts and pursue new multi-year managed service programs.
- Delivering industry-leading service quality by maintaining high product standards, ensuring a seamless end-user experience and consistently achieving reliable on-time delivery and high fill rates.
- Pursuing complementary, revenue-producing acquisition opportunities that enhance scale, broaden sector exposure, or add capabilities aligned with the Company's core uniform and managed services offering.

This strategy is intended to enable sustainable growth and deliver long-term value for shareholders

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

**OVERALL RESULTS OF OPERATIONS**

The overall results of operations include certain items that have been disclosed separately in order to provide an assessment of the Company's underlying results. In addition to IFRS measures, management uses certain non-IFRS measures in this MD&A, as management believes they are widely accepted financial indicators for evaluating the Company's results and its ability to incur and service debt. These non-IFRS measures do not have standardized meanings under IFRS and are unlikely to be comparable to similar measures used by other companies. Accordingly, they should not be considered in isolation. The following table sets out selected consolidated financial information for the previous three fiscal years.

<b>Fiscal Year ended September 30</b>	<b>2025</b>	<b>2024</b>	<b>2023</b>
Revenue	\$ 84,478,060	\$ 89,836,325	\$ 103,599,811
Direct expenses	62,829,901	72,459,664	90,730,003
General and administrative expenses	12,390,860	14,004,650	16,357,416
Depreciation and amortization	4,317,189	5,354,678	4,871,806
Interest expense	3,412,810	3,777,209	3,487,042
Restructuring expense	-	846,676	933,927
Gain on sale of New Jersey division	-	-	(334,602)
Net Income (loss before) income taxes	1,527,300	(6,606,552)	(12,445,781)
Income tax expense (recovery)	1,244,527	(2,058,277)	(3,261,614)
Net income (loss)	\$ 282,773	\$ (4,548,275)	\$ (9,184,167)
Attributable to Unisync Corp. shareholders	204,719	(4,666,663)	(9,262,244)
Attributable to minority partner	\$ 78,054	\$ 118,388	\$ 78,077
Net income (loss) per share attributable to Unisync Corp. shareholders:			
Basic	\$ 0.01	\$ (0.25)	\$ (0.49)
Diluted	0.01	(0.25)	(0.49)
<b>Supplemental data:</b>			
Gross profit <sup>(1)</sup>	\$ 17,330,970	\$ 12,021,983	\$ 7,998,002
Gross profit as a % of revenue	20.5%	13.4%	7.7%
Adjusted EBITDA <sup>(2)(3)</sup>	\$ 9,257,299	\$ 6,534,418	\$ 2,272,598
Adjusted EBITDA as a % of revenue	11.0%	7.3%	2.2%

<sup>(1)</sup> The Company calculates gross profit as revenue less direct expenses and depreciation and amortization.

<sup>(2)</sup> Adjusted EBITDA is a non-IFRS financial measure. Securities regulations require that companies caution readers that earnings and other measures adjusted to a basis other than IFRS do not have standardized meanings and are unlikely to be comparable to similar measures used by other companies. Accordingly, they should not be considered in isolation.

<sup>(3)</sup> Effective Q4 2024, the Company revised its definition of Adjusted EBITDA to exclude certain non-recurring expenses. Management believes this change aligns with evolving industry practices and provides greater comparability. Prior-year Adjusted EBITDA figures have been restated to reflect the new definition. The revised definition of Adjusted EBITDA excludes unusual inventory write-down adjustments and separation and related costs.

**Unisync Corp.**  
**Management’s Discussion and Analysis**  
**For the Year Ended September 30, 2025**

**The following table provides a reconciliation of IFRS “Net Loss” to Non-IFRS “Adjusted EBITDA”:**

<b>Fiscal Year ended September 30</b>	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Net Income (loss)</b>	<b>\$ 282,773</b>	<b>\$ (4,548,275)</b>	<b>\$ (9,184,167)</b>
Income tax expense (recovery)	1,244,527	(2,058,277)	(3,261,614)
Interest expense	3,412,810	3,777,209	3,487,042
Depreciation and amortization	4,317,189	5,354,678	4,871,806
Inventory write-down and adjustments	-	2,544,445	5,760,206
Restructuring expense	-	846,676	933,927
Separation and other costs	-	617,962	-
Gain on sale of New Jersey division	-	-	(334,602)
<b>Adjusted EBITDA</b>	<b>\$ 9,257,299</b>	<b>\$ 6,534,418</b>	<b>\$ 2,272,598</b>
<i>Adjusted EBITDA % of Revenue</i>	<i>11.0%</i>	<i>7.3%</i>	<i>2.2%</i>

**Results for the year ended September 30, 2025 versus September 30, 2024**

**Revenues**

Consolidated revenue for the year ended September 30, 2025 was \$84.5 million, a decrease of \$5.3 million, or 5.9%, compared to the prior year. The decline was driven by a \$7.5 million decrease in the UGL segment, partially offset by a \$2.0 million increase in the Peerless segment and a \$0.2 million decrease in inter-segment eliminations.

UGL segment revenues decreased by \$7.5 million, or 9.3% year over year to \$72.9 million, largely due to a \$4.2 million decline in airline account volumes. This decrease reflected lower new-hire uniform orders in fiscal 2025 and the non-recurrence of a major uniform program launch completed in fiscal 2024. Launch-year volumes typically increase 200% or more relative to normal replenishment cycles, and no comparable launch occurred in fiscal 2025. In addition, UGL also experienced \$2.2 million of lost business, and \$0.8 million of non-recurring shipments in fiscal 2024 that did not repeat.

Peerless segment revenues increased by \$2.0 million or 19.5% year over year due to higher uniform product sales to the Department of National Defence (DND) and other international customers.

**Gross Profit and Gross Margin**

Consolidated gross profit improved meaningfully in fiscal 2025 to \$17.3 million, or 20.5% of revenue, from \$12.0 million, or 13.4% of revenue in fiscal 2024.

UGL segment achieved a substantial improvement in profitability, despite a decrease in revenue. Segment gross profit increased \$5.6 million, from \$9.8 million (12.2% of revenue) in fiscal 2024 to \$15.4 million (21.2% of revenue) in fiscal 2025. The year-over-year margin expansion was driven by:

- A more favorable sales mix and pricing improvements
- Lower offshore input costs
- Operational efficiencies and higher fill rates as a result of the consolidation of facilities and restructuring that began in 2023 and completed in fiscal 2024
- Lower freight costs
- A \$2.3 million reduction in inventory write-downs
- A \$1.0 million reduction in depreciation and amortization from fully amortized intangibles
- Partially offset by \$0.5 million of unrealized foreign exchange losses

Excluding unrealized foreign exchange losses, UGL segment operating gross profit was \$15.9 million, or 22.0% of segment

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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revenues.

The Peerless segment experienced a decrease in gross profit by \$0.3 million, from \$2.7 million (26.5% of revenue) in fiscal 2024 to \$2.3 million (19.5% of revenue) in fiscal 2025. The decline was attributable to a less favorable sales mix.

**Depreciation and Amortization**

Depreciation and amortization expense totaled \$4.3 million, down from \$5.4 million in the prior year, reflecting the full amortization of certain intangible assets after September 30, 2024.

**General and Administrative Expenses**

General and administrative expenses were \$12.4 million, a reduction of \$1.6 million, or 11.4%, compared to fiscal 2024. The decrease resulted from lower staffing levels, overhead reductions associated with the consolidation of the Carleton Place, Ontario and Saint-Laurent, Quebec operations completed in the first half of fiscal 2024, and reduced separation and employee-related costs.

**Interest Expense**

Interest expense decreased to \$3.4 million, driven by lower average debt outstanding and lower interest rates compared to the prior fiscal year.

**Net Income and Adjusted EBITDA**

The Company reported net income before tax of \$1.5 million for the year ended September 30, 2025, compared to a loss of \$6.6 million in the prior year. Adjusted EBITDA increased to \$9.3 million, up from \$6.5 million in fiscal 2024, reflecting improved operating performance, cost efficiencies, and stronger gross margin contributions from the UGL segment.

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

**Summary of Quarterly Results**

(Canadian \$'s) (000's), except per share data

	2025				2024			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	\$ 16,720	\$ 21,873	\$ 24,527	\$ 21,358	\$ 19,991	\$ 21,194	\$ 25,683	\$ 22,968
Direct expenses	12,259	15,145	18,302	17,124	18,403	16,780	19,200	18,077
Depreciation & amortization	878	878	1,221	1,340	1,346	1,321	1,308	1,380
General & administrative	3,098	3,222	3,105	2,966	3,308	3,323	3,688	3,686
Interest expense	744	821	901	947	1,000	1,002	877	898
Restructuring expense	-	-	-	-	847	-	-	-
Net income (loss) before income taxes	(259)	1,807	998	(1,019)	(4,913)	(1,232)	610	(1,073)
Income tax expense (recovery)	153	438	935	(281)	(1,628)	(320)	160	(270)
Net income (loss)	(411)	1,369	63	(738)	(3,285)	(912)	450	(803)
Net income (loss):								
Attributable Unisync Corp. shareholders	(403)	1,351	1	(744)	(3,273)	(971)	390	(813)
Attributable to minority partner	(7)	18	60	7	(12)	60	60	10
Basic income (loss) per share	(0.02)	0.07	0.00	(0.04)	(0.17)	(0.05)	0.02	(0.04)
Diluted income (loss) per share	(0.02)	0.07	0.00	(0.04)	(0.17)	(0.05)	0.02	(0.04)
Supplemental data:								
Gross profit <sup>(1)</sup>	3,583	5,850	5,004	2,894	242	3,093	5,175	3,510
Gross profit %	21.4%	26.7%	20.4%	13.5%	1.2%	14.6%	20.1%	15.3%

The following table provides a reconciliation of IFRS "Net Income (Loss)" to Non-IFRS "Adjusted EBITDA":

	2025				2024			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Net Income (Loss)	(411)	1,369	63	(738)	(3,285)	(912)	450	(803)
Income tax expense (recovery)	153	438	935	(281)	(1,628)	(320)	160	(270)
Interest expense	744	821	901	947	1,000	1,002	877	898
Depreciation and amortization	878	878	1,221	1,340	1,346	1,321	1,308	1,380
Inventory write-down and adjustments	-	-	-	-	2,483	-	27	34
Restructuring expense	-	-	-	-	847	-	-	-
Separation and other costs	-	-	-	-	618	-	-	-
<b>Adjusted EBITDA <sup>(2) (3)</sup></b>	<b>1,363</b>	<b>3,506</b>	<b>3,120</b>	<b>1,268</b>	<b>1,381</b>	<b>1,091</b>	<b>2,822</b>	<b>1,239</b>
<i>Adjusted EBITDA % of Revenue</i>	<i>8.2%</i>	<i>16.0%</i>	<i>12.7%</i>	<i>5.9%</i>	<i>6.9%</i>	<i>5.1%</i>	<i>11.0%</i>	<i>5.4%</i>

**Results for the quarter ended September 30, 2025 versus September 30, 2024**

**Revenues**

Consolidated revenue for the three months ended September 30, 2025 was \$16.7 million, a decrease of \$3.3 million, or 16.5%, compared to the same period last year. The decline was driven by a \$3.3 million decrease in UGL segment revenues, partially offset by a \$0.2 million increase in Peerless revenues and a \$0.1 million increase in inter-segment eliminations.

UGL segment revenues decreased by \$3.3 million or 18% to \$15.0 million in fiscal 2025. The decrease was primarily due to a \$2.4 million decline in airline account volumes, \$0.3 million in lost business, and \$0.6 million lower revenue from non-

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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airline customers. The reduction in airline volumes reflects the non-recurrence of a major component of a uniform program launch for one customer in the prior year quarter as well as lower new-hire uniform orders in the fourth quarter of fiscal 2025. Program launches typically generate volumes 200% or more above normal replenishment levels, and no comparable launch occurred in the fourth quarter of fiscal 2025.

Peerless revenue increased by \$0.2 million or 11% year over year, driven by higher uniform product sales to the Department of National Defence (DND) and other government customers following the exercise of contract options after September 30, 2024.

**Gross Profit and Gross Margin**

Consolidated gross profit improved significantly in the fourth quarter to \$3.6 million or 21.4% from \$0.2 million or 1.2%.

UGL segment achieved a substantial improvement in profitability, despite a decrease in revenue. Segment gross profit increased \$3.3 million, from \$0.1 million (0.4% of revenue) in the fourth quarter of fiscal 2024 to \$3.4 million (22.9% of revenue) in the fourth quarter of fiscal 2025. The year-over-year margin expansion was driven by:

- A more favorable sales mix and pricing improvements
- *Lower offshore input costs*
- *Operational efficiencies and higher fill rates*
- *Reduced freight costs*
- *A \$2.3 million reduction in inventory write-downs*
- *A \$0.5 million decrease in depreciation and amortization from fully amortized intangibles*
- *Partially offset by \$0.1 million in unrealized foreign exchange losses*

Excluding unrealized foreign exchange losses, segment gross profit was \$3.5 million, or 23.6% of segment revenue.

Peerless gross profit remained relatively flat quarter over quarter due to a less favorable margin mix, resulting in a decline in gross margin from 17.5% to 13.6%.

**Depreciation and Amortization**

Depreciation and amortization expense decreased to \$0.9 million from \$1.3 million in the same quarter last year, reflecting the full amortization of certain intangible assets after September 30, 2024.

**General and Administrative Expenses**

General and administrative expenses were \$3.1 million, a reduction of \$0.2 million from the prior year quarter. The decrease resulted from lower professional services fees and reductions in general overhead expenses.

**Interest Expense**

Interest expense was \$0.7 million, down \$0.3 million from the same quarter last year. The decline was due to lower average debt outstanding and lower interest rates on the Company's operating loans.

**Net Loss and Adjusted EBITDA**

The Company reported a net loss before tax of \$0.3 million for the three months ended September 30, 2025, compared to a loss of \$4.9 million in the same period last year. Adjusted EBITDA was \$1.4 million, relatively consistent with the prior year's fourth quarter, reflecting the offsetting impact of significantly higher UGL margins against lower consolidated revenue.

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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## **BUSINESS OUTLOOK**

During the year ended September 30, 2025, the UGL segment continued to benefit from the relocation of offshore production from factories with higher labour costs or exposure to import duties to factories offering lower labour costs and/or duty-free status. In addition, restructuring initiatives that began in 2023 and concluded in fiscal 2024 delivered realized savings in the current year, resulting in operational efficiencies, improved fill rates, and lower staffing and administrative costs.

The UGL segment was awarded approximately \$1.7 million in annual new business in late fiscal 2025, which is expected to begin shipping in fiscal 2026. Subsequent to September 30, 2025, an additional \$7.5 million in annual new business was secured in the segment. This new business includes contracts in the telecommunications, quick-service restaurant, and government sectors, and contributes to a more diversified and resilient customer base.

UGL management continues to actively pursue a number of material business opportunities expected to come to market in both the Canadian and U.S. corporate apparel markets during the 2026 calendar year. The Company believes that the operating efficiencies realized in fiscal 2025, combined with its strengthened sales pipeline, provide a solid foundation for future growth.

With \$26.7 million in firm contracts and options on hand as at September 30, 2025, the Peerless segment is positioned to maintain its current level of revenues and profitability in fiscal 2026, subject to the timing of government orders and exercise of available options.

Notwithstanding these positive developments, the Company is mindful of ongoing external risks. A sustained lower Canadian dollar and the potential for increased tariffs could raise the cost of offshore production, which is largely payable in U.S. dollars. Management will continue to monitor these factors closely and will seek to mitigate their impact through pricing actions and ongoing sourcing optimization.

## **LIQUIDITY**

The Company's liquidity position improved in fiscal 2025, supported by stronger operating cash flow and a reduction in operating loan balances. As at September 30, 2025, Unisync remained in compliance with all covenants on its operating and mortgage loan facilities, and management believes that available credit capacity and internally generated cash flows are sufficient to support ongoing operations and planned business activities.

At September 30, 2025, Unisync holds two operating loan facilities totalling \$24.0 million and a loan facility of US\$5.0 million with a Canadian chartered bank to finance its working capital requirements. The maximum amount available under the facilities is based on certain margin requirements and covenants as stipulated in the loan facility agreements as described in accompanying notes 11 and 23 to the audited consolidated financial statements for the years ended September 30, 2025 and September 30, 2024.

The Company has three mortgage loan facilities with the Business Development Bank of Canada ("BDC") with amounts of \$3.5 million (the "Peerless" mortgage loan on the Winnipeg, Manitoba property) and amounts of \$5.5 million and \$7.3 million (the "Utility" mortgage loans on the Saint-Laurent, Quebec property) outstanding at September 30, 2025 on the properties having appraised values of \$5.7 million and \$15.7 million, respectively. The Peerless mortgage loan is repayable in blended monthly instalments of principal and interest of \$23,717 that began on November 1, 2021 over a 240 month term. The first Utility mortgage loan is repayable in blended monthly instalments of principal and interest of \$32,642 that began on November 1, 2021 over a 300 month term. Advances under the Peerless and the first Utility mortgage loan bear interest at a fixed rate of 4.10% until May 1, 2026 following which the interest rate will be adjusted to the BDC's fixed rate then in effect. The second Utility mortgage loan is repayable in blended monthly instalments of principal and interest of \$51,708 commencing on August 1, 2024 for a term of 25 years at a fixed interest rate of 6.7% for the first five years, following which the interest rate will be adjusted to the BDC's fixed rate then in effect.

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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Excluding the current portions of the mortgage loan and long-term lease facilities, and amounts due to its minority interest partner, Unisync had working capital of \$13.5 million at September 30, 2025 (September 30, 2024 - \$10.2 million). As at September 30, 2025, the Company had outstanding foreign exchange contracts of \$nil (September 30, 2024 - \$nil) and letters of credit of \$0.9 million (September 30, 2024 - \$1.5 million) in support of government contracts along with operating loans outstanding of \$18.4 million (September 30, 2024 - \$23.2 million) under its three operating loan facilities.

Cash flow from operations of \$10.3 million after changes in working capital was used to fund \$0.4 million of mortgage loan repayments, \$2.5 million in long-term lease facilities principal payments, interest payments on all debt facilities of \$2.6 million, and \$5.0 million decrease in operating loans.

## **SHARE CAPITAL**

The following table sets out the share capitalization of the Company as at September 30, 2024 and the date of this MD&A.

Description	Authorized	Outstanding as at September 30, 2025	Outstanding as at the date of this MD&A
Common Shares	Unlimited	19,012,229	19,012,229
Stock Options – Common Shares	1,901,223	1,855,000	1,375,000
Class A Preferred Shares	Unlimited in series	Nil	Nil

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements other than letters of credit granted in the ordinary course as set out in the Section headed "Liquidity".

## **CRITICAL ACCOUNTING ESTIMATES**

### Measurement Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

### Impact of Trade Policies

The Company is subject to risks associated with changes in international trade policies, including the imposition of tariffs by the United States and reciprocal actions by other countries. During the year ended September 30, 2025, finished goods imported by the Company became subject to new or increased tariffs. Management has assessed the potential impact of these tariffs on the Company's operations, including cost of goods sold, pricing strategies and inventory valuation. While these tariff changes during the year did not materially impact the company's financial performance, the tariff changes and geopolitical changes introduces heightened uncertainty that could materially impact supply chains and increase production costs.

**Unisync Corp.**  
**Management's Discussion and Analysis**  
**For the Year Ended September 30, 2025**

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*Impact of Rising Interest Rates*

The impact of rising interest rates and economic uncertainty can be far reaching and difficult to predict and may potentially impact the Company's ability to continue as a going concern. Interest rates can affect many areas within the consolidated financial statements, including accounting estimates, concentration risks, impairment assessments, borrowing costs, debt covenants, and more.

The Company's operating loans with variable rates of interest may be faced with higher repayments because of increased interest rates and may be unable to meet immediate future repayments. The Company's fixed rate mortgage loans may be subject to higher interest rates at the expiry of the current fixed rate periods on the facilities, meaning higher repayments in the future. Although a significant portion of the Company's accounts receivables are insured and/or with government entities, rising interest rates may also result in expectations of increased credit losses.

These risks have been considered when forecasting future cash flows. The Company has taken steps to improve its cash flows through the restructuring of its Canadian distribution and sewing operations, right sizing the organization, the resourcing of offshore production to lower cost locations and the negotiation of customer contract pricing to respond to the inflationary post pandemic and higher interest rate environment.

Other key areas of estimates and judgments are listed in Note 5 to the consolidated financial statements and include but are not limited to the recognition of deferred income taxes, costing allocations of labour and overhead for inventories, the estimated useful lives of property, plant and equipment, recording of accrued liabilities and contingencies, due to minority partner, valuation of receivables and inventory obsolescence, valuation of goodwill and share based payments and the allocation of purchase consideration on the acquisition of businesses. Actual results could differ from these estimates.

**CHANGE IN ACCOUNTING POLICIES**

*Accounting standards issued but not yet applied.*

The reader is referred to Note 4 to the consolidated financial statements for the year ended September 30, 2025, for a summary of new standards which will be effective for future years. The Company is in the process of assessing the impact of these new standards.

**EFFECTIVENESS OF THE INTERNAL AND DISCLOSURE CONTROLS AND PROCEDURES**

An evaluation has been carried out on the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures as defined in National Instrument 52-109. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the design and operation of these internal and disclosure controls and procedures were effective.

The Company did not make any changes to the design of its internal controls over financial reporting in the year ended September 30, 2025 that would have materially affected, or would be reasonably likely to materially affect the Company's internal controls over financial reporting.

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. Internal financial controls and procedures have been designed under the supervision of management.

It should be noted, that while the Company believes that the current disclosure controls and procedures and internal controls over financial reporting provide a reasonable level of assurance, it cannot be expected that existing disclosure controls and procedures or internal financial controls will prevent all human error and circumvention or overriding of the controls and procedures. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

## **FORWARD-LOOKING INFORMATION**

This Management Discussion and Analysis contains forward-looking information. Specific forward-looking statements included or incorporated by reference in this document include, but are not limited to, statements with respect to:

- that the Company's profitability will improve as a result of increased contract pricing, headcount reductions and operational efficiencies, the relocation of its offshore production from higher labour cost manufacturers and duty subject jurisdictions and the consolidation of the UGL segment's distribution operations at its main Guelph distribution facilities as outlined in the Business Outlook section;

Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "believes", "anticipates" or "does not anticipate", or variations of such words and phrases or states that certain actions, events, or results "may", "could", "would", "might", "will be taken", "occur", or "be achieved". Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Unisync to be materially different from any future results, performance or achievement expressed or implied by the forward-looking information. Although Unisync has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Known and unknown factors could cause actual results or events to differ materially from those projected in the forward-looking statements. Such material factors include, but are not limited to competition, operational risk, litigation, a change in the timing or bidding conditions of future government contracts, customer concentration/economic dependence, working capital, potential conflicts of interest, volatility of stock price, disruptions in production, government budgetary restraint, reliance on key personnel, reliance on few suppliers, reliance on subcontractors, technological milestones, operating cost fluctuations, increases in interest rates, decreases in the value of the Canadian dollar against the U.S. dollar and other foreign currencies, access to credit, and potential unknown liabilities. Accordingly, readers should not place undue reliance on forward-looking information. Unisync does not undertake any obligation to update forward-looking information except as otherwise required by law.

## **RELATED PARTY TRANSACTIONS**

The Company paid rent of \$29,268 (2024 - \$29,268) for the Company's head office location to a company having two members of the Company's Board of Directors in common.

The Company paid subcontractor fees of \$202,923 (2024 – nil) to a garment manufacturing company owned by a member of the Company's Board of Directors.

The Company's minority partner in the Peerless segment, a member of management, received an income allocation of \$78,054 (2024 - \$118,388) and a distribution of \$76,092 (2024 - \$107,495).

Related party transactions are recorded at the exchange amounts, which are the amounts agreed upon by the related parties.

## **SUBSEQUENT EVENTS**

None.

## **INVESTOR RELATIONS**

Investor relations inquiries are handled by the Company's Chief Financial Officer.

Venture Liquidity Providers Inc. provides market-making services and assists in maintaining an orderly trading market for the shares of the Company.