

AECON GROUP INC.
THIRD QUARTER

**INTERIM CONDENSED
CONSOLIDATED
FINANCIAL
STATEMENTS**
(unaudited)

September 30, 2025

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS SEPTEMBER 30, 2025 AND 2024

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MANAGEMENT REPORT

October 29, 2025

Notice to Reader

The management of Aecon Group Inc. (the “Company”) is responsible for the preparation of the accompanying interim condensed consolidated financial statements. The interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) applicable to the preparation of interim financial statements including International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” and are considered by management to present fairly the consolidated financial position, operating results and cash flows of the Company.

These interim condensed consolidated financial statements have not been reviewed by the Company’s auditor. These interim condensed consolidated financial statements are unaudited and include all adjustments, consisting of normal and recurring items, that management considers necessary for a fair presentation of the consolidated financial position, results of operations and cash flows of the Company.

(signed) Jean-Louis Servranckx, President and Chief Executive Officer

(signed) Jerome Julier, Executive Vice-President and Chief Financial Officer

CONSOLIDATED BALANCE SHEETS

AS AT SEPTEMBER 30, 2025 AND DECEMBER 31, 2024

(in thousands of Canadian dollars) (unaudited)

	Note	September 30 2025	December 31 2024
ASSETS			
Current assets			
Cash and cash equivalents	6	\$ 390,843	\$ 438,025
Trade and other receivables	7	1,190,104	897,316
Unbilled revenue		867,137	743,198
Inventories	8	20,444	21,526
Income tax recoverable		80,717	36,675
Prepaid expenses		140,343	91,874
		2,689,588	2,228,614
Non-current assets			
Long-term financial assets		36,073	38,375
Projects accounted for using the equity method	9	233,063	237,939
Deferred income tax assets		134,547	117,939
Property, plant and equipment	10	381,823	360,022
Intangible assets	11	264,340	243,335
		1,049,846	997,610
TOTAL ASSETS		\$ 3,739,434	\$ 3,226,224
LIABILITIES			
Current liabilities			
Trade and other payables	12	1,362,966	1,060,415
Provisions	13	17,312	21,555
Deferred revenue		690,806	595,482
Income taxes payable		45,273	64,911
Current portion of long-term debt	14	53,172	40,765
Preferred Shares of Aecon Utilities	15	165,280	160,300
		2,334,809	1,943,428
Non-current liabilities			
Bank indebtedness	16	293,573	152,847
Provisions	13	4,963	4,707
Long-term debt	14	104,757	110,804
Deferred income tax liabilities		77,041	50,236
Other liabilities		1,442	1,766
		481,776	320,360
TOTAL LIABILITIES		2,816,585	2,263,788
EQUITY			
Capital stock	21	454,421	442,334
Contributed surplus		72,682	70,649
Retained earnings		392,885	440,841
Accumulated other comprehensive income (loss)		(3,933)	2,296
Equity attributable to Aecon shareholders		916,055	956,120
Non-controlling interests		6,794	6,316
TOTAL EQUITY		922,849	962,436
TOTAL LIABILITIES AND EQUITY		\$ 3,739,434	\$ 3,226,224
Contingencies (Note 20)			

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024
(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Note	For the three months ended		For the nine months ended	
		September 30 2025	September 30 2024	September 30 2025	September 30 2024
Revenue		\$ 1,530,221	\$ 1,275,347	\$ 3,893,450	\$ 2,975,718
Direct costs and expenses	22	(1,398,954)	(1,124,922)	(3,643,479)	(2,900,414)
Gross profit		131,267	150,425	249,971	75,304
Marketing, general and administrative expense	22	(54,701)	(55,814)	(171,080)	(156,116)
Depreciation and amortization	22	(24,355)	(22,985)	(76,106)	(61,612)
Income from projects accounted for using the equity method	9	2,143	5,796	5,796	19,644
Other income	23	7,019	3,473	14,363	33,177
Operating profit (loss)		61,373	80,895	22,944	(89,603)
Finance income		1,927	1,420	4,959	6,717
Finance cost	24	(13,621)	(4,544)	(38,353)	(16,788)
Profit (loss) before income taxes		49,679	77,771	(10,450)	(99,674)
Income tax recovery (expense)	18	(9,277)	(21,303)	4,905	26,131
Profit (loss) for the period		\$ 40,402	\$ 56,468	\$ (5,545)	\$ (73,543)
Profit (loss) attributable to:					
Aecon shareholders		\$ 39,997	\$ 56,462	\$ (5,559)	\$ (73,549)
Non-controlling interests		405	6	14	6
		\$ 40,402	\$ 56,468	\$ (5,545)	\$ (73,543)
Basic earnings (loss) per share	25	\$ 0.63	\$ 0.90	\$ (0.09)	\$ (1.18)
Diluted earnings (loss) per share	25	\$ 0.60	\$ 0.85	\$ (0.09)	\$ (1.18)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

(in thousands of Canadian dollars) (unaudited)

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Profit (loss) for the period	\$ 40,402	\$ 56,468	\$ (5,545)	\$ (73,543)
Other comprehensive income (loss):				
Items that will not be reclassified to profit or loss:				
Fair value gain (loss) on Preferred Shares of Aecon Utilities	(2,170)	1,020	510	1,610
	(2,170)	1,020	510	1,610
Items that may be reclassified subsequently to profit or loss:				
Currency translation differences - foreign operations	3,022	(2,689)	(3,954)	2,797
Cash flow hedges - equity accounted investees	(2,106)	(2,694)	(3,178)	(5,208)
Cash flow hedges - joint operations	750	(284)	(160)	(674)
Income taxes on the above	(198)	791	327	1,651
Total other comprehensive income (loss) for the period	(702)	(3,856)	(6,455)	176
Comprehensive income (loss) for the period	\$ 39,700	\$ 52,612	\$ (12,000)	\$ (73,367)
Comprehensive income (loss) attributable to:				
Aecon shareholders	39,151	52,714	(11,788)	(73,265)
Non-controlling interests	549	(102)	(212)	(102)
	\$ 39,700	\$ 52,612	\$ (12,000)	\$ (73,367)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

	Accumulated other comprehensive income (loss)							Shareholders' equity	Non-controlling interest	Total equity
	Capital stock	Contributed surplus	Retained earnings	Currency translation differences	Actuarial gains and losses	Cash flow hedges	Fair value gain (loss) on preferred shares			
Balance at January 1, 2025	\$ 442,334	\$ 70,649	\$ 440,841	\$ 7,175	\$ (962)	\$ 823	\$ (4,740)	\$ 956,120	\$ 6,316	\$ 962,436
Profit (loss) for the period	-	-	(5,559)	-	-	-	-	(5,559)	14	(5,545)
Other comprehensive income (loss):										
Currency translation differences - foreign operations	-	-	-	(3,728)	-	-	-	(3,728)	(226)	(3,954)
Cash flow hedges - equity accounted investees	-	-	-	-	-	(3,178)	-	(3,178)	-	(3,178)
Cash flow hedges - joint operations	-	-	-	-	-	(160)	-	(160)	-	(160)
Fair value gain on Preferred Shares of Aecon Utilities	-	-	-	-	-	-	510	510	-	510
Taxes with respect to above items included in other comprehensive income	-	-	-	-	-	327	-	327	-	327
Total other comprehensive income (loss) for the period	-	-	-	(3,728)	-	(3,011)	510	(6,229)	(226)	(6,455)
Total comprehensive income (loss) for the period	-	-	(5,559)	(3,728)	-	(3,011)	510	(11,788)	(212)	(12,000)
Dividends declared	-	-	(35,960)	-	-	-	-	(35,960)	-	(35,960)
Common shares purchased under Normal Course Issuer Bid (note 21)	(2,414)	-	(4,649)	-	-	-	-	(7,063)	-	(7,063)
Non-controlling interests - additional equity issued	-	-	-	-	-	-	-	-	690	690
Shares issued for business combination	7,579	-	-	-	-	-	-	7,579	-	7,579
Stock-based compensation expense	-	9,912	-	-	-	-	-	9,912	-	9,912
Shares issued to settle LTIP/ESU/Director DSU obligations	6,922	(6,676)	(1,788)	-	-	-	-	(1,542)	-	(1,542)
Stock-based compensation settlements and receipts	-	(1,203)	-	-	-	-	-	(1,203)	-	(1,203)
Balance at September 30, 2025	\$ 454,421	\$ 72,682	\$ 392,885	\$ 3,447	\$ (962)	\$ (2,188)	\$ (4,230)	\$ 916,055	\$ 6,794	\$ 922,849

	Accumulated other comprehensive income (loss)							Shareholders' equity	Non-controlling interest	Total equity
	Capital stock	Contributed surplus	Retained earnings	Currency translation differences	Actuarial gains and losses	Cash flow hedges	Fair value gain (loss) on preferred shares			
Balance at January 1, 2024	\$ 430,709	\$ 80,706	\$ 551,263	\$ (3,950)	\$ 803	\$ 6,635	\$ (1,840)	\$ 1,064,326	\$ -	\$ 1,064,326
Profit (loss) for the period	-	-	(73,549)	-	-	-	-	(73,549)	6	(73,543)
Other comprehensive income (loss):										
Currency translation differences - foreign operations	-	-	-	2,905	-	-	-	2,905	(108)	2,797
Cash flow hedges - equity-accounted investees	-	-	-	-	-	(5,208)	-	(5,208)	-	(5,208)
Cash flow hedges - joint operations	-	-	-	-	-	(674)	-	(674)	-	(674)
Fair value gain on Preferred Shares of Aecon Utilities	-	-	-	-	-	-	1,610	1,610	-	1,610
Taxes with respect to above items included in other comprehensive income	-	-	-	-	-	1,651	-	1,651	-	1,651
Total other comprehensive income (loss) for the period	-	-	-	2,905	-	(4,231)	1,610	284	(108)	176
Total comprehensive income (loss) for the period	-	-	(73,549)	2,905	-	(4,231)	1,610	(73,265)	(102)	(73,367)
Dividends declared	-	-	(35,551)	-	-	-	-	(35,551)	-	(35,551)
Common shares purchased under Normal Course Issuer Bid (note 21)	(1,046)	-	(1,857)	-	-	-	-	(2,903)	-	(2,903)
Non-controlling interests arising on a business combination	-	-	-	-	-	-	-	-	6,389	6,389
Stock-based compensation expense	-	5,757	-	-	-	-	-	5,757	-	5,757
Shares issued to settle LTIP/ESU/Director DSU obligations	5,629	(5,208)	(1,366)	-	-	-	-	(945)	-	(945)
Stock based compensation settlements and receipts	-	(1,460)	-	-	-	-	-	(1,460)	-	(1,460)
Balance at September 30, 2024	\$ 435,292	\$ 79,795	\$ 438,940	\$ (1,045)	\$ 803	\$ 2,404	\$ (230)	\$ 955,959	\$ 6,287	\$ 962,246

During the nine months ended September 30, 2025, the Company declared dividends amounting to \$0.57 per share (September 30, 2024 - \$0.57 per share).

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

(in thousands of Canadian dollars) (unaudited)

	Note	September 30 2025	September 30 2024
CASH PROVIDED BY (USED IN)			
Operating activities			
Loss before income taxes		\$ (10,450)	\$ (99,674)
Income taxes paid		(52,424)	(27,799)
Defined benefit pension		(324)	(715)
Stock-based compensation settlements and receipts		(4,692)	(2,405)
Items not affecting cash:			
Depreciation and amortization		76,106	61,612
Income from projects accounted for using the equity method		(5,796)	(19,644)
Gain on sale of assets		(7,390)	(17,297)
Gain on sale of subsidiaries	23	-	(14,912)
Fair value gain on Preferred Shares of Aecon Utilities	15	(11,020)	(15,299)
Fair value gain on other financial instruments		(857)	(499)
Provision for expected credit losses		937	313
Unrealized foreign exchange (gain) loss		5,071	(8,783)
Increase in provisions		17,355	16,615
Accrued dividends on Preferred Shares of Aecon Utilities and notional interest representing accretion		19,806	16,114
Stock-based compensation expense		14,904	14,225
Change in other balances relating to operations	26	(112,015)	68,654
		(70,789)	(29,494)
Investing activities			
Purchase of property, plant and equipment	10	(45,470)	(42,776)
Proceeds on sale of property, plant and equipment		14,088	23,085
Proceeds on sale of subsidiaries	23	-	11,494
Increase in intangible assets		(746)	(602)
Increase in long-term financial assets		(423)	(130)
Distributions from projects accounted for using the equity method		3,392	18,116
Cash outflow from business acquisitions, net of cash acquired	17	(26,142)	(113,511)
		(55,301)	(104,324)
Financing activities			
Increase in bank indebtedness		146,742	55,631
Issuance of long-term debt	14	17,484	9,887
Repayments of lease liabilities	14	(31,079)	(26,485)
Repayments of long-term debt	14	(7,651)	(8,546)
Dividends paid		(35,872)	(35,215)
Common shares purchased under NCIB	21	(7,063)	(2,903)
		82,561	(7,631)
Decrease in cash and cash equivalents during the period		(43,529)	(141,449)
Effect of foreign exchange on cash balances		(3,653)	1,742
Cash and cash equivalents - beginning of period		438,025	645,784
Cash and cash equivalents - end of period	6	\$ 390,843	\$ 506,077

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

1. CORPORATE INFORMATION

Aecon Group Inc. (“Aecon” or the “Company”) is a publicly traded construction and infrastructure development company incorporated in Canada. Aecon and its subsidiaries provide services to private and public sector clients throughout Canada, the United States, and on a selected basis internationally. Its registered office is located in Toronto, Ontario at 20 Carlson Court, Suite 105, M9W 7K6.

The Company operates in two segments within the infrastructure development industry: Construction and Concessions.

2. DATE OF AUTHORIZATION FOR ISSUE

The consolidated financial statements of the Company were authorized for issue on October 29, 2025 by the Board of Directors of the Company.

3. BASIS OF PRESENTATION

Basis of presentation

The Company prepares its interim condensed consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) applicable to the preparation of interim financial statements including International Accounting Standard (“IAS”) 34 “Interim Financial Reporting”. The interim condensed consolidated financial statements do not include all the information and disclosures required in the Company’s annual consolidated financial statements and should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2024. The accounting policies that are set out in Note 5, “*Summary of Material Accounting Policies*” to the Company’s annual consolidated financial statements for the year ended December 31, 2024 were consistently applied to all periods presented.

Seasonality

The construction industry in Canada is seasonal in nature for companies like Aecon who do a significant portion of their work outdoors. As a result, less work is performed in the winter and early spring months than in the summer and fall months. Accordingly, Aecon has historically experienced a seasonal pattern in its operating results, with the first half of the year, and particularly the first quarter, typically generating lower revenue and profits than the second half of the year. Therefore, results in any one quarter are not necessarily indicative of results in any other quarter, or for the year as a whole.

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial assets and financial liabilities to fair value, including derivative instruments.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and all of its subsidiaries. In addition, the Company’s participation in joint arrangements classified as joint operations is accounted for in the consolidated financial statements by reflecting, line by line, the Company’s share of the assets held jointly, liabilities incurred jointly, and revenue and expenses arising from the joint operations. The consolidated financial statements also include the Company’s investment in and share of the earnings of projects accounted for using the equity method. When necessary, adjustments are made to the financial statements of subsidiaries, joint arrangements and associates to bring their accounting policies in line with those used by the Company.

A subsidiary that is not wholly-owned by the Company results in non-controlling interests that are presented separately on the consolidated balance sheets, while the portions of net income and of other comprehensive income attributable to such non-controlling interests are also shown separately on the consolidated statements of income and on the consolidated statements of comprehensive income, respectively.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

4. CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in a material adjustment to the carrying value of the asset or liability affected.

Critical accounting estimates are those that require management to make assumptions about matters that are highly uncertain at the time the estimate or assumption is made. Critical accounting estimates are also those that could potentially have a material impact on the Company's financial results were a different estimate or assumption used.

Estimates and underlying assumptions are reviewed on an ongoing basis. These estimates and assumptions are subject to change at any time based on experience and new information. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Critical accounting estimates are also not specific to any one segment unless otherwise noted below.

The Company's material accounting policies are described in Note 5, "Summary of Material Accounting Policies," in the Company's annual consolidated financial statements for the year ended December 31, 2024. The following discussion is intended to describe those judgments and key assumptions concerning major sources of estimation uncertainty at the end of the reporting period that have the most significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year.

4.1 MAJOR SOURCES OF ESTIMATION UNCERTAINTY

ASSETS AND LIABILITIES ACQUIRED IN A BUSINESS COMBINATION

The Company assesses whether an acquisition transaction should be accounted for as an asset acquisition or a business combination. This assessment requires management to make judgments on whether the assets acquired and liabilities assumed constitute a business as defined in IFRS 3, "Business Combinations" and if the integrated set of activities, including inputs and processes acquired, is capable of being conducted and managed as a business. Purchase prices related to business combinations and asset acquisitions are allocated to the underlying acquired assets and liabilities based on their estimated fair value at the time of acquisition. The determination of fair value requires the Company to make assumptions, estimates and judgments regarding cash flow projections, valuation techniques, economic risk, weighted average cost of capital and future events. Significant judgments, estimates and assumptions are also required by management in estimating the amount of contingent payments to the selling shareholders of the acquiree and assessing whether these amounts should be considered part of the consideration transferred for the acquiree (i.e. contingent consideration), accounted for as a separate transaction from the business combination as compensation expense, or a combination of both. The measurement of the purchase consideration and allocation process is therefore inherently subjective and impacts the amounts assigned to individually identifiable assets and liabilities. As a result, the purchase price allocation impacts the Company's reported assets and liabilities (including the amounts allocated to intangible assets and goodwill), and future earnings due to the impacts on compensation expense, depreciation and amortization expense, and impairment testing. See Note 17 "Business Combinations".

REVENUE AND GROSS PROFIT RECOGNITION

Revenue and income from fixed price construction contracts, including contracts in which the Company participates through joint operations, are determined on the percentage of completion method, based on the ratio of costs incurred to date over estimated total costs. The Company has a process whereby progress on jobs is reviewed by management on a regular basis and estimated costs to complete are updated. However, due to unforeseen changes in the nature or cost of the work to be completed or performance factors, contract profit can differ significantly from earlier estimates.

The Company's estimates of contract revenue and cost are highly detailed. Management believes, based on its experience, that its current systems of management and accounting controls allow the Company to produce materially reliable estimates of total contract revenue and cost during any accounting period. However, many factors can and do change during a contract performance period, which can result in a change to contract profitability from one financial reporting period to another. Some of the factors that can change the estimate of total contract revenue and cost include differing site conditions (to the extent that contract remedies are unavailable), project execution challenges, the availability

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

of skilled contract labour, the performance of major material suppliers to deliver on time, the performance of major subcontractors, unusual weather conditions and the accuracy of the original bid estimate. Fixed price contracts are common across all of the Company's sectors, as are change orders and claims, and therefore these estimates are not unique to one core sector. Because the Company has many contracts in process at any given time, these changes in estimates can offset each other without impacting overall profitability. Changes in cost estimates, which on larger, more complex construction projects can have a material impact on the Company's consolidated financial statements, are reflected in the results of operations when they become known.

A change order results from a change to the scope of the work to be performed compared to the original contract that was signed. Unpriced change orders are change orders that have been approved as to scope but unapproved as to price. Claims are amounts in excess of the agreed contract price, or amounts not included in the original contract price, that the Company seeks to collect from clients for delays, errors in specifications and designs, contract terminations, change orders in dispute or unapproved as to both scope and price, or other causes of unanticipated additional costs. Management, in making judgments, estimates and assumptions that affect the contract revenue and cost amounts from unpriced change orders and claims, also considered the impacts of recent economic conditions on the Company's operations. These judgments, estimates and assumptions affecting the revenue and cost forecasts of individual performance obligations were based on facts and circumstances that existed at the time when such judgments, estimates and assumptions were made. In accordance with the Company's accounting policy, unpriced change orders and claims are recognized in revenue at the amount the Company expects to be entitled to, where it is highly probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Where such revenue amounts cannot be estimated with reasonable assurance, they are excluded from the revenue forecast of the related performance obligation. Therefore, it is possible for the Company to have substantial contract costs recognized in one accounting period with associated revenue recognized in a later period.

Given the above-noted critical accounting estimates associated with the accounting for construction contracts, including change orders and claims, it is reasonably possible, on the basis of existing knowledge, that outcomes within the next financial year or later could be different from the estimates and assumptions adopted and could require a material adjustment to revenue and/or the carrying amount of the asset or liability affected. The Company is unable to quantify the potential impact to the consolidated financial results from a change in estimate in calculating revenue.

LITIGATION RISK AND CLAIMS RISK

Disputes are common in the construction industry and as such, in the normal course of business, the Company is involved in various legal actions and proceedings which arise from time to time, some of which may be substantial, including the legal proceedings discussed in Note 20, "*Contingencies*". The Company must make certain assumptions and rely on estimates regarding potential outcomes of legal proceedings in order to determine if a provision is required. Estimating and recording the future outcome of litigation proceedings requires management to make significant judgments and assumptions, which are inherently subject to risks and uncertainties. Management regularly analyzes current information about these matters, and internal and external legal counsel, as well as other claim specialists, are often used for these assessments. In making decisions regarding the need for provisions, management considers the degree of probability of an unfavorable outcome and the ability to make a sufficiently reliable estimate of the amount of loss. The outcome of matters related to disputes, legal actions and proceedings may have a material effect on the financial position, results of operations or cash flows of the Company, and there is no guarantee that there will not be a future rise in litigation which, depending on the nature of the litigation, could impact the financial position, results of operations, or cash flows of the Company.

The Company also pursues claims against project owners for additional costs exceeding the contract price or for amounts not included in the original contract price. When these types of events occur and unresolved claims are pending, the Company may invest significant working capital in projects to cover costs pending the resolution of the relevant claims. A failure to ultimately recover on claims could have a material effect on liquidity and financial results.

FAIR VALUING FINANCIAL INSTRUMENTS

From time to time, the Company, often through its subsidiaries, joint arrangements and equity accounted investees, enters into forward contracts and other foreign exchange hedging products to manage its exposure to changes in exchange rates related to transactions denominated in currencies other than the Canadian dollar, but does not hold or issue such financial instruments for speculative trading purposes. In addition, some of the Company's equity accounted

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024 (in thousands of Canadian dollars, except per share amounts) (unaudited)

investees enter into derivative financial instruments, namely interest rate swaps, to hedge the variability of interest rates related to non-recourse project debt. Additionally, to partially offset the costs of its share-based compensation plans, the Company has also fixed a portion of the settlement costs of these plans by entering into total return swap derivative contracts. The Company is required to measure certain financial instruments at fair value, using the most readily available market comparison data and where no such data is available, using quoted market prices of similar assets or liabilities, quoted prices in markets that are not active, or other observable inputs that can be corroborated.

Preferred Shares issued by Aecon Utilities Group Inc. (“Aecon Utilities”) are recorded as a financial liability measured at fair value through profit and loss. The fair value of the Preferred Shares was determined at inception, represented by the aggregate subscription price, and subsequently remeasured to its fair value at each reporting date. This subsequent fair value was determined using significant unobservable inputs when readily available market comparison date was not available. The key inputs in the fair value measurement include credit spread, market volatility, and the underlying share price. The changes in these inputs and assumptions could materially affect the determination of the fair value at each reporting date. Refer to Note 15, “Preferred Shares of Aecon Utilities” and Note 27, “Financial Instruments” for further details regarding the Preferred Shares.

While the Company considers its fair value measurements to be appropriate and reasonable, the use of alternative assumptions could result in different fair values. It is possible that other market participants may measure a same financial instrument and arrive at a different fair value on a given valuation date, with the valuation techniques and inputs used by these market participants still meeting the definition of fair value. The fact that different fair value measurements could exist reflects the judgment, estimates and assumptions applied as well as the uncertainty involved in determining the fair value of these financial instruments.

Further information with regard to the treatment of other financial instruments can be found in Note 27, “Financial Instruments.”

INCOME TAXES

The Company is subject to income taxes in both Canada and several foreign jurisdictions. Significant estimates and judgments are required in determining the Company’s worldwide provision for income taxes. In the ordinary course of business, there are transactions and calculations where the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Management estimates income taxes for each jurisdiction the Company operates in, taking into consideration different income tax rates, non-deductible expenses, valuation allowances, changes in tax laws, and management’s expectations of future results. Management bases its estimates of deferred income taxes on temporary differences between the assets and liabilities reported in the Company’s consolidated financial statements, and the assets and liabilities determined by the tax laws in the various countries in which the Company operates. The Company is also within the scope of the Organisation for Economic Co-operation and Development Pillar Two model rules (“Pillar Two”). Under the legislation, the Company is liable to pay a top-up tax for the difference between its Global Anti-Base Erosion Rules (“GloBE” or “global minimum tax”) effective tax rate per jurisdiction and the 15% minimum tax rate. Applying the OECD Pillar Two model rules and determining their impact on the consolidated financial statements is complex and poses a number of practical challenges. Although the Company believes its tax estimates are reasonable, there can be no assurance that the final determination of any tax audits and litigation will not be materially different from that reflected in the Company’s historical income tax provisions and accruals. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the Company’s income tax expense and current and deferred income tax assets and liabilities in the period in which such determinations are made. Although management believes it has adequately provided for any additional taxes that may be assessed as a result of an audit or litigation, the occurrence of either of these events could have an adverse effect on the Company’s current and future results and financial condition.

The Company is unable to quantify the potential future impact to its consolidated financial results from a change in estimate in calculating income tax assets and liabilities.

IMPAIRMENT OF GOODWILL AND OTHER INTANGIBLE ASSETS

Intangible assets with finite lives are amortized over their useful lives. Goodwill, which has an indefinite life, is not amortized. Management evaluates intangible assets that are not amortized at the end of each reporting period to determine whether events and circumstances continue to support an indefinite useful life. Intangible assets with finite

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lives, including the Company's intangible assets in the Bermuda International Airport Concessionaire which is accounted for using the equity method, are tested for impairment whenever events or circumstances indicate the carrying value may not be recoverable. Goodwill and intangible assets with indefinite lives, if any, are tested for impairment by applying a fair value test in the fourth quarter of each year and between annual tests if events occur or circumstances change, which suggest the goodwill or intangible assets should be evaluated.

Impairment assessments inherently involve management judgment as to the assumptions used to project these amounts and the impact of market conditions on those assumptions. The key assumptions used to estimate the fair value of cash generating units under the fair value less cost to disposal approach are: weighted average cost of capital used to discount the projected cash flows; cash flows generated from new work awards; and projected operating margins.

The weighted average cost of capital rates used to discount projected cash flows are developed via the capital asset pricing model, which is primarily based on market inputs. Management uses discount rates it believes are an accurate reflection of the risks associated with the forecasted cash flows of the respective reporting units.

To develop the cash flows generated from project awards and projected operating margins, the Company tracks prospective work primarily on a project-by-project basis as well as the estimated timing of when new work will be bid or prequalified, started and completed. Management also gives consideration to its relationships with prospective customers, the competitive landscape, changes in its business strategy, and the Company's history of success in winning new work in each reporting unit. With regard to operating margins, consideration is given to historical operating margins in the end markets where prospective work opportunities are most significant, and changes in the Company's business strategy.

Unanticipated changes in these assumptions or estimates could materially affect the determination of the fair value of a reporting unit and, therefore, could reduce or eliminate the excess of fair value over the carrying value of a reporting unit entirely and could potentially result in an impairment charge in the future.

See Note 14, "*Intangible Assets*", in the Company's annual consolidated financial statements for the year ended December 31, 2024 for further details regarding goodwill and other intangible assets.

4.2 JUDGMENTS

The following are critical judgments management has made in the process of applying accounting policies and that have the most significant effect on how certain amounts are reported in the consolidated financial statements.

BASIS FOR CONSOLIDATION AND CLASSIFICATION OF JOINT ARRANGEMENTS

Assessing the Company's ability to control or influence the relevant financial and operating policies of another entity may, depending on the facts and circumstances, require the exercise of significant judgment to determine whether the Company controls, jointly controls, or exercises significant influence over the entity performing the work. This assessment of control impacts how the operations of these entities are reported in the Company's consolidated financial statements (i.e., full consolidation, equity investment or proportional share).

The Company performs the majority of its construction and concession projects through wholly owned subsidiary entities, which are fully consolidated. However, a number of projects, particularly some larger, multi-year, multi-disciplinary projects and concession projects, are executed through partnering agreements. As such, the classification of these entities as a subsidiary, joint operation, joint venture, associate or financial instrument requires judgment by management to analyze the various indicators that determine whether control exists. In particular, when assessing whether an entity is classified as either a joint operation, joint venture or associate, management considers the contractual rights and obligations, voting shares, share of board members and the legal structure of the joint arrangement. Subject to reviewing and assessing all the facts and circumstances of each joint arrangement, joint arrangements contracted through agreements and general partnerships would generally be classified as joint operations whereas joint arrangements contracted through corporations would be classified as joint ventures. The majority of the current partnering agreements are classified as joint operations.

The application of different judgments when assessing control or the classification of joint arrangements could result in materially different presentations in the consolidated financial statements.

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SERVICE CONCESSION ARRANGEMENTS

The accounting for concession arrangements requires the application of judgment in determining if the project falls within the scope of IFRIC Interpretation 12, “*Service Concession Arrangements*”, (“IFRIC 12”). Additional judgments are needed when determining, among other things, the accounting model to be applied under IFRIC 12, the allocation of the consideration receivable between revenue-generating activities, the classification of costs incurred on such activities, as well as the effective interest rate to be applied to the financial asset. As the accounting for concession arrangements under IFRIC 12 requires the use of estimates over the term of the arrangement, any changes to these long-term estimates could result in a significant variation in the accounting for the concession arrangement.

5. FUTURE ACCOUNTING CHANGES

IFRS 18, Presentation and Disclosure in Financial Statements

IFRS 18 is a new standard on financial statement presentation and disclosure with a focus on updates to the statement of income. IFRS 18 will supersede IAS 1 “Presentation of Financial Statements” and the related interpretations when it becomes effective, however, many existing principles in IAS 1 are retained with limited changes. New requirements introduced in IFRS 18 include updates to the structure of the statement of income including presenting defined subtotals and specified categories (i.e. three new defined categories – operating, investing and financing, and two new subtotals – “operating profit or loss” and “profit or loss before financing and income taxes”), further disclosures on management-defined performance measures, and enhanced guidance on the principles of aggregation and disaggregation. The standard is effective for annual reporting periods beginning on or after January 1, 2027, and retrospective application is required.

The Company is currently assessing the impact of adopting this new accounting standard on its future financial statements.

6. CASH AND CASH EQUIVALENTS

	September 30 2025	December 31 2024
Cash balances excluding joint operations	\$ 21,185	\$ 123,270
Cash balances of joint operations	369,658	314,755
	\$ 390,843	\$ 438,025

Cash and cash equivalents on deposit in the bank accounts of joint operations cannot be accessed directly by the Company.

7. TRADE AND OTHER RECEIVABLES

	September 30 2025	December 31 2024
Trade receivables	\$ 771,218	\$ 503,628
Holdbacks receivable	351,910	354,842
TRS Derivatives	6,316	-
Other	62,567	40,094
Allowance for expected credit losses	(1,907)	(1,248)
	1,190,104	897,316
Amounts receivable beyond one year	\$ 10,816	\$ 13,772

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

A reconciliation of the beginning and ending carrying amounts of the Company's allowance for expected credit losses is as follows:

	September 30 2025	December 31 2024
Balance - beginning of period	\$ (1,248)	\$ (848)
Additional amounts provided for during the period	(937)	(560)
Trade receivables written off during the period	35	60
Amounts recovered	243	100
Balance - end of period	\$ (1,907)	\$ (1,248)

The Company entered into a program with a financial institution whereby it can sell, without credit recourse, eligible trade receivables to the financial institution. The Company's ongoing involvement is limited to the remittance of customer payments to the financial institution with respect to the sold trade receivables. Trade receivables are presented net of the trade receivables sold.

The Company uses total return swap ("TRS") derivative contracts for the purpose of managing its exposure to changes in the fair value of its PSU and Director DSU (as defined later in Note 21, "Capital Stock") share-based compensation plans due to changes in the fair value of the Company's common shares. Changes in the fair value of the TRS derivative contracts are recorded as compensation expense in marketing, general and administrative in the consolidated statement of income.

8. INVENTORIES

	September 30 2025	December 31 2024
Raw materials and supplies	\$ 15,023	\$ 15,249
Finished goods	5,421	6,277
	\$ 20,444	\$ 21,526

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024

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

9. PROJECTS ACCOUNTED FOR USING THE EQUITY METHOD

The Company performs some construction and concession related projects through non-consolidated entities. The Company's participation in these entities is conducted through joint ventures and/or associates and is accounted for using the equity method. The Company's joint ventures and associates are private entities and there is no quoted market price available for their shares.

The summarized financial information below reflects the Company's share of the amounts presented in the financial statements of joint ventures and associates as applicable:

	September 30, 2025		December 31, 2024	
	Joint Ventures	Total	Joint Ventures	Total
Cash and cash equivalents	\$ 49,548	\$ 49,548	\$ 50,188	\$ 50,188
Other current assets	247,798	247,798	418,178	418,178
Total current assets	297,346	297,346	468,366	468,366
Non-current assets	1,187,910	1,187,910	1,215,944	1,215,944
Total assets	1,485,256	1,485,256	1,684,310	1,684,310
Trade and other payables and provisions	364,519	364,519	385,123	385,123
Other current financial liabilities	203,788	203,788	203,791	203,791
Total current liabilities	568,307	568,307	588,914	588,914
Non-current financial liabilities	678,719	678,719	852,556	852,556
Other non-current liabilities	5,167	5,167	4,901	4,901
Total non-current liabilities	683,886	683,886	857,457	857,457
Total liabilities	1,252,193	1,252,193	1,446,371	1,446,371
Net assets	\$ 233,063	\$ 233,063	\$ 237,939	\$ 237,939

	For the three months ended			
	September 30, 2025		September 30, 2024	
	Joint Ventures	Total	Joint Ventures	Total
Revenue	\$ 140,492	\$ 140,492	\$ 141,269	\$ 141,269
Depreciation and amortization	(3,925)	(3,925)	(3,843)	(3,843)
Other costs and expenses	(123,531)	(123,531)	(115,293)	(115,293)
Operating profit	13,036	13,036	22,133	22,133
Finance cost	(10,756)	(10,756)	(15,867)	(15,867)
Income tax expense	(137)	(137)	(470)	(470)
Profit for the period	2,143	2,143	5,796	5,796
Other comprehensive income (loss)	392	392	(4,490)	(4,490)
Total comprehensive income	\$ 2,535	\$ 2,535	\$ 1,306	\$ 1,306

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

	For the nine months ended			
	September 30, 2025		September 30, 2024	
	Joint Ventures	Total	Joint Ventures	Total
Revenue	\$ 387,757	\$ 387,757	\$ 430,504	\$ 430,504
Depreciation and amortization	(11,958)	(11,958)	(11,487)	(11,487)
Other costs and expenses	(335,050)	(335,050)	(350,032)	(350,032)
Operating profit	40,749	40,749	68,985	68,985
Finance cost	(34,595)	(34,595)	(46,727)	(46,727)
Income tax expense	(358)	(358)	(2,614)	(2,614)
Profit for the period	5,796	5,796	19,644	19,644
Other comprehensive loss	(7,280)	(7,280)	(1,765)	(1,765)
Total comprehensive income (loss)	\$ (1,484)	\$ (1,484)	\$ 17,879	\$ 17,879

The movement in the investment in projects accounted for using the equity method is as follows:

	For the nine months ended	For the year ended
	September 30 2025	December 31 2024
Projects accounted for using the equity method - at beginning of period	\$ 237,939	\$ 232,752
Share of profit for the period	5,796	21,210
Share of other comprehensive income (loss) for the period	(7,280)	5,029
Distributions from projects accounted for using the equity method	(3,392)	(21,052)
Projects accounted for using the equity method - at end of period	\$ 233,063	\$ 237,939

The following joint ventures and associates are included in projects accounted for using the equity method:

Name	Ownership interest	Joint Venture or Associate	Years included
Waterloo Light Rail Transit Concessionaire	10%	Joint Venture	2025, 2024
Eglinton Crosstown Light Rail Transit Concessionaire	25%	Joint Venture	2025, 2024
Finch West Light Rail Transit Concessionaire	33%	Joint Venture	2025, 2024
Gordie Howe International Bridge Concessionaire	20%	Joint Venture	2025, 2024
Highway 401 Expansion Project SPV	50%	Joint Venture	2025, 2024
Pattullo Bridge Replacement Project SPV	50%	Joint Venture	2025, 2024
Eglinton Crosstown West Extension Advance Tunnel Project SPV	40%	Joint Venture	2025, 2024
ONxpress Operations Inc.	28%	Joint Venture	2025, 2024
Bermuda International Airport Concessionaire ("Skyport")	50.1%	Joint Venture	2025, 2024
Yonge North Subway Extension Advance Tunnel Developer	33%	Joint Venture	2025

Projects accounted for using the equity method include various concession joint ventures or project special purpose vehicles ("SPVs") as listed above. However, the construction activities related to these concessions and project SPVs are classified as joint operations which are accounted for in the consolidated financial statements by reflecting, line by line, the Company's share of the assets held jointly, liabilities incurred jointly, and revenue and expenses arising from the joint operations.

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10. PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings and leasehold improvements	Aggregate properties	Machinery and construction equipment	Office equipment, furniture and fixtures, and computer hardware	Vehicles	Total
Cost							
Balance at January 1, 2025	\$ 45,602	\$ 175,848	\$ 21,872	\$ 331,781	\$ 43,263	\$ 122,429	\$ 740,795
Additions - purchased assets	-	1,455	-	34,149	4,023	5,843	45,470
Additions - right-of-use assets	645	3,360	-	19,373	-	4,935	28,313
Additions - business combination (note 17)	-	8,239	-	4,516	-	1,459	14,214
Disposals	(868)	(5,990)	-	(23,028)	(4,015)	(9,353)	(43,254)
Foreign currency translation adjustments	(1)	173	-	(286)	(20)	(1,340)	(1,474)
Balance at September 30, 2025	\$ 45,378	\$ 183,085	\$ 21,872	\$ 366,505	\$ 43,251	\$ 123,973	\$ 784,064
Accumulated depreciation and impairment							
Balance at January 1, 2025	3,298	88,466	11,049	188,200	38,812	50,948	380,773
Depreciation - purchased assets	-	3,801	2,282	18,155	2,377	4,943	31,558
Depreciation - right-of-use assets	(a) 2,453	8,481	-	7,657	-	7,667	26,258
Disposals	(665)	(5,720)	-	(18,464)	(4,015)	(6,825)	(35,689)
Foreign currency translation adjustments	(1)	(159)	-	(356)	(1)	(142)	(659)
Balance at September 30, 2025	\$ 5,085	\$ 94,869	\$ 13,331	\$ 195,192	\$ 37,173	\$ 56,591	\$ 402,241
Net book value at September 30, 2025	\$ 40,293	\$ 88,216	\$ 8,541	\$ 171,313	\$ 6,078	\$ 67,382	\$ 381,823
Net book value at January 1, 2025	\$ 42,304	\$ 87,382	\$ 10,823	\$ 143,581	\$ 4,451	\$ 71,481	\$ 360,022
Net book value of right-of-use assets included in property, plant & equipment at January 1, 2025							
	\$ 7,011	\$ 39,436	\$ 75	\$ 40,297	\$ -	\$ 28,344	\$ 115,163
Net book value of right-of-use assets included in property, plant & equipment at September 30, 2025							
	\$ 5,084	\$ 35,058	\$ 75	\$ 51,594	\$ -	\$ 23,920	\$ 115,731

(a) Depreciation of land relates to leases of land.

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

11. INTANGIBLE ASSETS

	Goodwill	Acquired customer backlog and other acquisition - related intangible assets	Licences, software and other rights	Total
Cost				
Balance at January 1, 2025	\$ 151,266	\$ 89,937	\$ 99,370	\$ 340,573
Additions				
Separately acquired or constructed	-	-	746	746
Business combinations (note 17)	(a) 30,585	10,380	-	40,965
Disposals	-	(2,335)	(90)	(2,425)
Foreign currency translation adjustments	(845)	(1,784)	-	(2,629)
Balance at September 30, 2025	\$ 181,006	\$ 96,198	\$ 100,026	\$ 377,230
Accumulated amortization and impairment				
Balance at January 1, 2025	-	8,291	88,947	97,238
Amortization	-	14,639	3,651	18,290
Disposals	-	(2,335)	(80)	(2,415)
Foreign currency translation adjustments	-	(223)	-	(223)
Balance at September 30, 2025	\$ -	\$ 20,372	\$ 92,518	\$ 112,890
Net book value at September 30, 2025	\$ 181,006	\$ 75,826	\$ 7,508	\$ 264,340
Net book value at January 1, 2025	\$ 151,266	\$ 81,646	\$ 10,423	\$ 243,335

(a) Includes goodwill from 2025 business combinations as well as purchase price allocation adjustments of (\$415) made to the provisional goodwill balance related to the 2024 acquisition of Ainsworth Power Construction.

12. TRADE AND OTHER PAYABLES

	September 30 2025	December 31 2024
Trade payables and accrued liabilities	\$ 1,151,486	\$ 875,497
Holdbacks payable	211,480	184,918
	\$ 1,362,966	\$ 1,060,415

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13. PROVISIONS

	Contract related obligations	Asset decommissioning costs	Tax assessments	Other	Total
Balance at January 1, 2025	\$ 15,859	\$ 4,707	\$ 3,525	\$ 2,171	\$ 26,262
Additions made	14,272	63	-	2,819	17,154
Amounts used	(17,754)	(8)	-	(3,580)	(21,342)
Other changes	-	201	-	-	201
Balance at September 30, 2025	\$ 12,377	\$ 4,963	\$ 3,525	\$ 1,410	\$ 22,275
Reported as:					
Current	\$ 12,377	\$ -	\$ 3,525	\$ 1,410	\$ 17,312
Non-current	-	4,963	-	-	4,963
	\$ 12,377	\$ 4,963	\$ 3,525	\$ 1,410	\$ 22,275

14. LONG-TERM DEBT

LONG-TERM DEBT

	September 30 2025	December 31 2024
Long-term debt:		
Leases	\$ 122,950	\$ 124,623
Equipment and other loans	34,979	26,946
Total long-term debt	\$ 157,929	\$ 151,569
Reported as:		
Current liabilities:		
Current portion of long-term debt	\$ 53,172	\$ 40,765
Non-current liabilities:		
Long-term debt	104,757	110,804
	\$ 157,929	\$ 151,569

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The following describes the components of long-term debt:

- (a) At September 30, 2025, leases of \$122,950 (December 31, 2024 - \$124,623) bore interest at fixed rates averaging 4.55% (December 31, 2024 – 5.20%) per annum, with specific equipment provided as security.
- (b) At September 30, 2025, equipment and other loans of \$34,979 (December 31, 2024 - \$26,946) bore interest at fixed rates averaging 3.15% (December 31, 2024 – 3.71%) per annum, with specific equipment provided as security.

The weighted average interest rate on long-term debt outstanding at September 30, 2025 was 4.24% (December 31, 2024 – 4.94%).

Expenses relating to short-term leases and leases of low-value assets recognized in the statement of income during the three and nine months ended September 30, 2025 were \$33,517 and \$92,219, respectively (2024 - \$31,854 and \$69,615, respectively).

Total cash outflow related to leases excluding expenses relating to short-term and low-value leases and variable lease payments for the three and nine months ended September 30, 2025 was \$9,894 and \$31,079, respectively (2024 – \$9,276 and \$26,485, respectively).

See Note 10, “*Property, Plant and Equipment*” for further details of additions to right-of-use assets and depreciation charged on right-of-use assets during the nine months ended September 30, 2025.

See Note 24, “*Finance Cost*” for further details of interest on lease liabilities recognized during the three and nine months ended September 30, 2025.

See Note 27, “*Financial Instruments*” for contractual maturities of lease liabilities at September 30, 2025.

15. PREFERRED SHARES OF AECON UTILITIES

	September 30 2025	December 31 2024
Reported as current liabilities:		
Preferred Shares of Aecon Utilities	\$ 165,280	\$ 160,300
Total Preferred Shares of Aecon Utilities	\$ 165,280	\$ 160,300

On October 23, 2023, Aecon Utilities, a wholly owned subsidiary of Aecon, entered into a subscription agreement with funds managed by the Power Opportunities strategy of Oaktree Capital Management LP (“Oaktree”). Oaktree subscribed for 154,640 convertible preferred shares (the “Preferred Shares”) in Aecon Utilities at a subscription price of \$1,000 each resulting in gross proceeds of \$154,640, which represents \$150,000 after upfront fees (“Net Investment Amount”). The Preferred Shares are convertible at any time by Oaktree into a fixed 27.5% of the common equity of Aecon Utilities and is mandatorily convertible upon a qualified initial public offering (“IPO”). Prior to conversion, the Preferred Shares will accrue a 12% annual coupon for the first three years and 14% annual coupon thereafter. At Aecon’s option, the coupon is payable in kind by accreting the principal amount or in cash. On conversion of the Preferred Shares, Aecon’s 72.5% equity interest in Aecon Utilities is not diluted as a result of the accretion feature. Accrued dividends of \$5,667 and \$16,510, respectively, were included in finance costs for the three and nine months ended September 30, 2025 (2024 - \$5,035 and \$14,669, respectively).

Aecon has the option to purchase the Preferred Shares for cash at any time at a value equivalent to the greatest of: (a) the as-converted value of the Preferred Shares, (b) the accreted value of the Preferred Shares, and (c) 1.5 times the Net Investment Amount less all cash dividends and distributions paid to Oaktree. Following the seven-year anniversary of the Investment, Oaktree may sell its Preferred Shares, subject to a right of first offer in favour of Aecon, or may require Aecon, at Aecon’s election, to either (i) initiate an IPO process and/or (ii) initiate a sale of Aecon Utilities or (iii) purchase the Preferred Shares for cash at a price equal to the greater of (A) the accreted value of the Preferred Shares and (B) the

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as-converted value of the Preferred Shares being the fair market value of the common shares into which the Preferred Shares is convertible at that time.

Upon the occurrence of a change of control event, or in the event of the dissolution, liquidation or winding-up of Aecon Utilities, the preferred shares will be redeemed for cash at the greatest of: (a) the as-converted value of the Preferred Shares, (b) the accreted value of the Preferred Shares, and (c) 1.5 times the Net Investment Amount less all cash dividends and distributions paid to Oaktree.

The following table sets out the movements in the Preferred Shares of Aecon Utilities:

	For the nine months ended	For the year ended
	September 30 2025	December 31 2024
Balance at beginning of period	\$ 160,300	\$ 157,110
Accrued dividends	16,510	19,855
Fair value (gain) through profit or loss	(11,020)	(19,565)
Fair value (gain) loss through other comprehensive income	(510)	2,900
Balance at end of period	\$ 165,280	\$ 160,300

16. BANK INDEBTEDNESS

	September 30 2025	December 31 2024
Bank indebtedness	\$ 293,573	\$ 152,847
	\$ 293,573	\$ 152,847

At September 30, 2025, Aecon had a committed credit facility of \$600,000 (December 31, 2024 - \$450,000) and a separate \$400,000 (December 31, 2024 - \$400,000) committed credit facility for Aecon Utilities. At September 30, 2025, these two committed revolving credit facilities totalled \$1,000,000 (December 31, 2024 - \$850,000). Both credit facilities mature on June 25, 2029. The Company also has uncommitted demand letter of credit facilities of \$201,000 (December 31, 2024 - \$201,000) from Canadian banks and \$48,993 (€30,000) from a Spanish bank (December 31, 2024 - \$44,784 (€30,000)).

Bank indebtedness representing borrowings on the Aecon and Aecon Utilities revolving credit facilities at September 30, 2025 were \$146,716 and \$146,857, respectively (December 31, 2024 - \$nil and \$152,847, respectively). At September 30, 2025, letters of credit amounting to \$2,786 and \$1,657, respectively, were issued against Aecon and Aecon Utilities revolving credit facilities (December 31, 2024 - \$2,756 and \$1,327, respectively). At September 30, 2025, letters of credit amounting to \$29,405 and \$12,295, respectively, were issued against Aecon and Aecon Utilities uncommitted demand letter of credit facilities (December 31, 2024 - \$39,769 and \$7,400, respectively). Cash drawings under the two revolving credit facilities bear interest at rates between prime and prime plus 1.85% per annum. Letters of credit drawn on the revolving credit facilities reduce the amount available-for-use under the facilities.

At September 30, 2025, the Company also maintains an additional performance security guarantee facility of \$900,000 (December 31, 2024 - \$900,000) and a separate \$60,000 facility for Aecon Utilities (December 31, 2024 - \$nil) to support letters of credit provided by Export Development Canada of which \$781,509 and \$nil, respectively, were utilized at September 30, 2025 (December 31, 2024 - \$610,656 and \$nil, respectively). These performance security guarantee facilities mature on June 30, 2027.

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17. BUSINESS COMBINATIONS

Bodell Construction Company

On August 7, 2025, the Company acquired Bodell Construction Company (“Bodell”), an industrial construction company headquartered in Salt Lake City, Utah. Bodell specializes in oil and gas, mining, water and wastewater, and power generation projects across the Western and Southern U.S.

The acquisition is accounted for using the purchase method and the results of its operations are included from the date of the acquisition. The purchase price allocation for this acquisition is provisional as the Company is still finalizing the valuation of assets acquired and liabilities assumed at the date of acquisition. As such, the final allocation of the purchase price may vary significantly from the amounts presented below.

The transaction requires the Company to pay the sellers additional earnout payments based on annual profitability over the subsequent year. The Company has included \$16,977 as contingent consideration related to the additional earnout payment, which represents its assessment of fair value at the date of acquisition. A working capital purchase price adjustment is receivable or payable between the seller and the Company based on the final closing working capital balance exceeding or falling short of the target closing working capital balance.

Goodwill is attributed to Bodell's workforce, the future profitability of the acquired business, and from expected synergies arising from the complementary nature of Bodell's service offerings. This goodwill is not deductible for tax purposes.

Trinity Industrial Services

On September 18, 2025, the Company acquired the business of Trinity Industrial Services (“Trinity”), headquartered in Beaumont, Texas provides multidisciplinary services supporting maintenance, capital projects, turnarounds and fabrication for core industrial clients, primarily in Texas and Louisiana.

The acquisition is accounted for using the purchase method and the results of its operations are included from the date of the acquisition. The purchase price allocation for this acquisition is provisional as the Company is still finalizing the valuation of assets acquired and liabilities assumed at the date of acquisition. As such, the final allocation of the purchase price may vary significantly from the amounts presented below.

The transaction requires the Company to pay the sellers additional earnout payments based on exceeding annual profitability targets over the subsequent three years. The Company has included \$3,173 as contingent consideration related to the additional earnout payment, which represents its assessment of fair value at the date of acquisition. A working capital purchase price adjustment is receivable or payable between the seller and the Company based on the final closing working capital balance exceeding or falling short of the target closing working capital balance.

Goodwill is attributed to Trinity's workforce, the future profitability of the acquired business, and from expected synergies arising from the complementary nature of Trinity's service offerings. This goodwill is deductible for tax purposes.

Details of the Acquisitions

Details of the purchase consideration, the net assets acquired, and goodwill for the two business combinations during the period ended September 30, 2025 are as follows:

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Purchase consideration:		2025
Cash paid	\$	28,536
Holdback and other amounts payable		2,708
Share consideration issued		7,579
Contingent consideration payable		20,150
Total purchase consideration	\$	58,973

Assets and liabilities recognized as a result of the acquisitions:

		2025
Cash and cash equivalents	\$	2,394
Trade and other receivables		20,351
Unbilled revenue		4,010
Prepaid expenses		524
Property, plant and equipment		14,214
Intangible assets		10,380
Trade and other payables		(10,766)
Long-term debt		(555)
Deferred revenue		(8,602)
Deferred income tax liabilities		(3,977)
Net identifiable assets acquired	\$	27,973
Add: goodwill		31,000
Net assets acquired	\$	58,973

The fair value of trade and other receivables of \$20,351 includes \$30 for expected credit losses.

Cash Outflow Presented in the Consolidated Statements of Cash Flows:

		2025
Cash outflow from business acquisitions, net of cash acquired:		
Cash consideration paid in the period	\$	28,536
Less: cash acquired		(2,394)
Net outflow of cash in investing activities	\$	26,142

Revenue and operating profit contribution:

For the period from the respective date of each acquisition to September 30, 2025, the two business combinations contributed revenue of \$13,586 and an operating profit of \$1,363 to the Company.

If the two acquisitions had occurred on January 1, 2025, pro forma revenue and operating profit would have been \$72,856 and \$4,725, respectively, for the period from January 1, 2025 to September 30, 2025. These pro forma amounts are estimated based on the results of the acquired business prior to the acquisition date and should not be viewed as indicative of the Company's consolidated future performance.

Acquisition-related costs:

Acquisition-related costs of \$895 for the period ended September 30, 2025 are included in marketing, general and administrative expenses in the consolidated statements of income and in operating cash flows in the consolidated statements of cash flows.

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18. INCOME TAXES

The provision for income taxes differs from the result that would be obtained by applying combined Canadian federal and provincial (Ontario, Alberta, Quebec and British Columbia) statutory income tax rates to profit or loss before income taxes. This difference results from the following:

	For the nine months ended	
	September 30 2025	September 30 2024
Loss before income taxes	\$ (10,450)	\$ (99,674)
Statutory income tax rate	26.00%	26.40%
Expected income tax recovery	2,717	26,314
Effect on income taxes of:		
Projects accounted for using the equity method	263	1,697
Provincial and foreign rate differences	1,431	4,058
Adjustments in respect of prior years	3,552	(326)
Non-taxable remeasurement gains	2,865	4,039
Global Minimum Tax	(911)	(925)
Other non-deductible expenses	(3,792)	(4,665)
Other	(1,220)	(4,061)
	2,188	(183)
Income tax recovery	\$ 4,905	\$ 26,131

The Company is within the scope of the Organisation for Economic Co-operation and Development Pillar Two model rules ("Pillar Two"). Pillar Two legislation was enacted in Canada on June 20, 2024 and came into effect from January 1, 2024. Under the legislation, the Company is liable to pay a top-up tax for the difference between its Global Anti-Base Erosion Rules ("GloBE" or "global minimum tax") effective tax rate per jurisdiction and the 15% minimum tax rate.

Current income tax expense related to Pillar Two income taxes recorded in the three and nine-month periods ended September 30, 2025 was \$310 and \$911, respectively (September 30, 2024 - \$325 and \$925, respectively).

The Company is applying the exception to recognize and disclose information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to IAS 12 issued in May 2023.

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19. EMPLOYEE BENEFIT PLANS

Employee future benefit expenses for the period are as follows:

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Defined benefit pension expense (income):				
Company sponsored pension plans	\$ 9	\$ 86	\$ (168)	\$ 258
Defined contribution pension expense:				
Company sponsored pension plans	3,265	2,583	9,351	7,504
Multi-employer pension plans	22,449	18,952	59,077	55,902
Total employee future benefit expense	\$ 25,723	\$ 21,621	\$ 68,260	\$ 63,664

20. CONTINGENCIES

Kemano Generating Station Second Tunnel Project

During the second quarter of 2020, Rio Tinto issued a notice of termination of contract to the joint operation in which Aecon holds a 40% interest with respect to the Kemano Generating Station Second Tunnel Project. Rio Tinto also issued notice to the joint operations' sureties asserting a claim on the 50% performance bonds; the sureties entered into a cooperation agreement with Rio Tinto but have not taken a position on the validity of this claim on the bonds. In the third quarter of 2020, the joint operation issued a notice of civil claim seeking approximately \$105,000 in damages from Rio Tinto. The joint operation also registered and perfected a builders' lien against project lands, providing security over approximately \$97,000 of the claimed damages. In the first quarter of 2021, Rio Tinto issued a counterclaim against the joint operation and subsequently amended its pleadings to add the joint operation's parent companies to the action pursuant to parent company guarantees issued by said companies, and also to articulate counterclaim damages of approximately \$428,000. While it is possible that this commercial dispute could result in a material impact to Aecon's earnings and cash flow if not resolved in the Company's favour, the ultimate results cannot be predicted at this time. The aforementioned notice of civil claim was commenced in the Supreme Court of British Columbia between Frontier Kemper Constructors and Frontier Kemper – Aecon Joint Venture as plaintiffs/defendants by counterclaim and Rio Tinto Alcan Inc. and Aluminum Company of Canada Limited/Aluminum Du Canada Limitée as the defendants/plaintiffs by counterclaim.

K+S Potash Canada

During the second quarter of 2018, the Company filed a statement of claim in the Court of King's Bench for Saskatchewan (the "Court") against K+S Potash Canada ("KSPC") and KSPC filed a statement of claim in the Court against the Company. Both actions relate to the Legacy mine project in Bethune, Saskatchewan. The Company is seeking \$180,000 in payments due to it pursuant to agreements entered into between the Company and KSPC with respect to the project plus approximately \$14,000 in damages. The Company has recorded \$141,897 of unbilled revenue and accounts receivable at September 30, 2025. Offsetting this amount to some extent, the Company has accrued \$45,000 in trade and other payables for potential payments to third parties pending the outcome of the claim against KSPC. KSPC is seeking an order that the Company repay to KSPC approximately \$195,000 already paid to the Company pursuant to such agreements. The Company has also been brought into two other lawsuits in the same Court between KSPC and various other contractors involved with the Legacy mine project, both relating to matters which the Company believes are materially covered by insurance coverage, to the extent of any liability. In the fourth quarter of 2022, the Court issued a decision allowing an application by Aecon to add KSPC's parent company K+S Aktiengesellschaft ("KSAG") as a defendant to the lawsuit arising from KSAG's conduct in inducing KSPC to breach its contract with Aecon. These claims may not be resolved for several years. While the Company considers KSPC's claim to be without merit and does not expect that the resolution of these claims will cause a material impact to its financial position, the ultimate results cannot be predicted at this time.

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The Company is involved in various other disputes and litigation both as plaintiff and defendant. The resolution of other disputes against the Company, including those provided for (see Note 13, "Provisions"), are not expected to result in a material effect on the consolidated financial position of the Company.

See also Note 4, "Critical Accounting Estimates" for judgments and estimates impacting litigation risk and claims risk.

As part of regular operations, the Company has the following guarantees and letters of credit outstanding:

	Project	September 30 2025
Letters of credit:		
In support of the Company's equity obligations	Bermuda International Airport Redevelopment Project	\$ 12,893
Financial and performance - issued by Export Development Canada in the normal conduct of business	Various joint arrangement projects	\$ 768,616
Financial and performance - issued in the normal conduct of business	Various	\$ 46,143

Under the terms of many of the Company's associate and joint arrangement contracts with project owners, each of the partners is jointly and severally liable for performance under the contracts. At September 30, 2025, the value of uncompleted work for which the Company's associate and joint arrangement partners are responsible, and which the Company could be responsible for assuming, amounted to approximately \$8,020,450. In the event the Company assumed this additional work, it would have the right to receive the partner's share of billings to the project owners pursuant to the respective associate or joint arrangement contract.

21. CAPITAL STOCK

	For the nine months ended September 30, 2025		For the year ended December 31, 2024	
	Number	Amount	Number	Amount
Number of common shares outstanding - beginning of period	62,834,008	\$ 442,334	62,266,403	\$ 430,709
Common shares issued for business combinations (see note 17)	398,399	7,579	-	-
Shares issued to settle LTIP/ESU/Director DSU obligations	396,219	6,922	728,205	12,741
Common shares purchased under Normal Course Issuer Bid	(341,450)	(2,414)	(160,600)	(1,116)
Number of common shares outstanding - end of period	63,287,176	\$ 454,421	62,834,008	\$ 442,334

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Normal Course Issuer Bid

On August 15, 2025, the Toronto Stock Exchange (“TSX”) approved the Company’s normal course issuer bid (the “NCIB”) pursuant to which the Company may purchase for cancellation up to 3,180,767 common shares of Aecon, representing 5% of the issued and outstanding common shares as of August 7, 2025. The NCIB commenced on August 19, 2025 and will end no later than August 18, 2026.

The renewal of the NCIB follows on the conclusion of Aecon’s previous normal course issuer bid which expired on August 18, 2025 (the “Previous NCIB”). Aecon had received the approval of the TSX to purchase up to 3,126,306 Common Shares under the Previous NCIB.

The Company also entered into an automatic securities purchase plan (“ASPP”) in respect of the NCIB with a designated broker (the “Broker”). The Broker is responsible for making purchases of common shares pursuant to the ASPP including during times when the Company would ordinarily not be permitted to purchase common shares due to regulatory restrictions or trading black-out periods established under Aecon’s Insider Trading Policy. Under the Plan, Aecon may, but is not required to, instruct the Broker to make purchases under the NCIB based on parameters set by Aecon in accordance with the Plan, TSX rules and applicable securities laws. At September 30, 2025, no liability was recorded in the Company’s consolidated balance sheets in connection with the ASPP.

During both the three and nine months ended September 30, 2025, 341,450 common shares were repurchased for cancellation pursuant to the NCIB and Previous NCIB at a cost of \$7,063 of which \$2,414 was recorded as a reduction in share capital and \$4,649 recorded as a reduction of retained earnings. During both the three and nine months ended September 30, 2024, 150,600 common shares were repurchased for cancellation pursuant to the Previous NCIB at a cost of \$2,903 of which \$1,046 was recorded as a reduction in share capital and \$1,857 recorded as a reduction of retained earnings.

STOCK-BASED COMPENSATION

Long-Term Incentive Plans

The Company maintains various long-term incentive plans (collectively “LTIP”) to further focus senior executives on the achievement of the Company’s strategic plan, serve as a retention tool for select executives, and better align the interests of senior executives with those of shareholders. Awards to participants are based on the financial results of the Company and are made in the form of Deferred Share Units (“DSU”), Restricted Share Units (“RSU”), and Performance Share Units (“PSU”). DSU and RSU awards represent the right to receive one common share of the Company. Each PSU award specifies the applicable performance period, performance criteria, and a performance multiplier that may range from 50% to 200% applied to each performance criteria. Each PSU award represents the right to receive the market value of one common share in cash.

DSU awards vest only on the retirement or termination of the participant, RSU awards vest annually over three years, and PSU awards vest after a three-year period. Compensation charges related to the LTIP are expensed over the estimated vesting period of the awards in marketing, general and administrative expense in the consolidated statements of income. DSU and RSU awards are accounted for as equity-settled stock-based transactions. PSU awards are accounted for as cash-settled stock-based transactions with the related liability revalued to fair value at the end of each reporting period. All LTIP awards have accompanying dividend equivalent rights, which are also expensed as earned in marketing, general and administrative expense.

For the three and nine months ended September 30, 2025, the Company recorded LTIP compensation charges of \$4,928 (2024 - \$2,981) and \$12,867 (2024 - \$9,188), respectively, before the effect of the TRS derivative contracts.

Other Stock-based Compensation – Director DSU Awards

In February 2021, the Board of Directors modified its director compensation program by replacing the 2014 Director DSU Plan (as defined below) with a director deferred share unit plan that provides for the settlement of DSUs in cash only (the

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“2021 Director DSU Plan”) for future grants. A DSU is a right to receive an amount from the Company equal to the value of one common share. In addition to the discretionary award of DSUs, directors have an option to elect to receive 50% or 100% of their Board annual retainer fee that is otherwise payable in cash in the form of DSUs. The number of DSUs awarded to a director is equal to the value of the compensation that a director elects to receive in DSUs or the value awarded by the Company on an annual basis divided by the volume weighted average trading price of a common share on the TSX for the five trading days prior to the date of the award. DSUs are redeemable on the first business day following the date the director ceases to serve on the Board.

The Board of Directors will no longer issue new DSUs under the director deferred share unit plan dated May 2014 (the “2014 Director DSU Plan”). The last award of DSUs under the 2014 Director DSU Plan was made on March 12, 2020. DSUs granted under the 2014 Director DSU Plan will continue to be governed by the terms of the 2014 Director DSU Plan.

Director DSU awards are expensed in full on the date of grant and recognized in marketing, general and administrative expense in the consolidated statements of income. DSU awards under the 2014 Director DSU Plan are accounted for as equity-settled stock-based transactions. DSU awards under the 2021 Director DSU Plan are accounted for as cash-settled stock-based transactions with the related liability revalued to fair value at the end of each reporting period. Director DSUs have accompanying dividend equivalent rights, which are also expensed as earned in marketing, general and administrative expense.

For the three and nine months ended September 30, 2025, the Company recorded Director DSU compensation expense, net of fair value adjustments, of \$1,516 and \$1,616, respectively (2024 – expense of \$1,886 and \$4,499, respectively). Compensation expense (recovery) is before the effect of the TRS derivative contracts.

The per share price of the Company’s common shares at September 30, 2025 was \$23.82 (September 30, 2024 - \$20.92).

During the second quarter of 2025, the Company entered into TRS derivative contracts for the purpose of managing its exposure to changes in the fair value of its PSU and Director DSU share-based compensation plans, arising from changes in the fair value of the Company’s common shares. The Company recognized a gain of \$3,257 and \$6,477, respectively, on these derivatives in the consolidated statement of income in marketing, general and administrative expenses for both the three and nine months ended September 30, 2025 (2024 - \$nil and \$nil, respectively).

Other Stock-based Compensation – Employee Share Unit (ESU) Awards

In April 2019, the Company adopted an Employee Share Unit (“ESU”) plan, an employee benefit program that enables all permanent, non-unionized, Canadian resident employees to become shareholders of the Company. The program includes ESUs gifted to eligible employees, and additional ESUs that may be purchased by eligible employees during a predetermined window each year at a discounted price.

ESU awards and purchases vest annually over three years. ESUs are equity settled awards with compensation charges related to ESU awards and purchases expensed over the estimated vesting period in marketing, general and administrative expense.

For the three and nine months ended September 30, 2025, the Company recorded an ESU compensation expense of \$101 (2024 - \$97) and \$422 (2024 - \$538), respectively.

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Details of the changes in the balance of LTIP awards, Director DSUs, and ESUs outstanding are detailed below:

	For the nine months ended September 30, 2025		
	LTIP	Director DSUs	ESUs
	Share Units		
Balance outstanding - beginning of period	3,312,283	493,928	189,365
Granted	915,081	112,558	27,050
Dividend equivalent rights	106,694	13,649	10,554
Settled	(315,189)	(173,245)	(134,106)
Forfeited	(30,214)	-	(14,251)
Balance outstanding - end of period	3,988,655	446,890	78,612

	Weighted Average Grant Date Fair Value Per Unit		
Balance outstanding - beginning of period	\$ 14.95	\$ 23.61	\$ 15.58
Balance outstanding - end of period	\$ 16.13	\$ 22.50	\$ 16.97

Amounts included in Contributed Surplus in the Consolidated Balance Sheets at September 30, 2025 in respect of LTIP, Director DSUs, and ESUs were \$45,174 (December 31, 2024 - \$40,192), \$1,541 (December 31, 2024 - \$2,751), and \$992 (December 31, 2024 - \$2,731), respectively. Amounts included in Trade and Other Payables in the Consolidated Balance Sheets at September 30, 2025 in respect of LTIP and Director DSUs were \$8,514 (December 31, 2024 - \$5,073) and \$8,516 (December 31, 2024 - \$8,911), respectively.

22. EXPENSES

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Personnel	\$ 499,810	\$ 306,650	\$ 1,314,069	\$ 900,853
Subcontractors	729,229	655,796	1,826,206	1,535,990
Materials	186,392	168,909	541,738	490,753
Equipment costs	26,523	37,841	88,585	112,018
Depreciation of property, plant and equipment and amortization of intangible assets	24,355	22,985	76,106	61,612
Other expenses	11,701	11,540	43,961	16,916
Total expenses	\$ 1,478,010	\$ 1,203,721	\$ 3,890,665	\$ 3,118,142

Reported as:

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Direct costs and expenses	\$ 1,398,954	\$ 1,124,922	\$ 3,643,479	\$ 2,900,414
Marketing, general and administrative expense	54,701	55,814	171,080	156,116
Depreciation and amortization	24,355	22,985	76,106	61,612
Total expenses	\$ 1,478,010	\$ 1,203,721	\$ 3,890,665	\$ 3,118,142

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23. OTHER INCOME

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Foreign exchange gain (loss)	\$ (51)	\$ 410	\$ 989	\$ 469
Gain on sale of property, plant and equipment	1,654	6,274	7,390	17,297
Gain (loss) on sale of subsidiaries	-	(3,500)	-	14,912
Gain on change in fair value of contingent consideration	5,127	-	5,127	-
Gain on change in fair value of other financial instruments	289	289	857	499
Total other income	\$ 7,019	\$ 3,473	\$ 14,363	\$ 33,177

24. FINANCE COST

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Interest and notional interest on long-term debt	\$ 365	\$ 670	\$ 4,223	\$ 2,065
Interest on leases	1,576	1,368	4,571	3,919
Interest on bank indebtedness	9,799	4,710	22,319	11,267
Dividend on Preferred Shares of Aecon Utilities	5,667	5,035	16,510	14,669
Gain on change in fair value of Preferred shares of Aecon Utilities	(4,487)	(7,295)	(11,020)	(15,299)
Notional interest on provisions	72	56	201	167
Other	629	-	1,549	-
Total finance cost	\$ 13,621	\$ 4,544	\$ 38,353	\$ 16,788

Included in the other finance cost is interest related to the TRS derivative contracts.

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25. EARNINGS PER SHARE

Details of the calculations of earnings (loss) per share are set out below:

	For the three months ended		For the nine months ended	
	September 30 2025	September 30 2024	September 30 2025	September 30 2024
Basic and diluted net profit (loss) attributable to shareholders	\$ 39,997	\$ 56,462	\$ (5,559)	\$ (73,549)
Average number of common shares outstanding	63,284,097	62,466,408	63,043,824	62,348,707
Effect of dilutive securities: ⁽¹⁾				
Long-term incentive plan	3,779,281	4,254,914	3,779,281	4,254,914
Weighted average number of diluted common shares outstanding	67,063,378	66,721,322	66,823,105	66,603,621
Basic earnings (loss) per share	\$ 0.63	\$ 0.90	\$ (0.09)	\$ (1.18)
Diluted earnings (loss) per share ⁽¹⁾	\$ 0.60	\$ 0.85	\$ (0.09)	\$ (1.18)

⁽¹⁾ When the impact of dilutive securities increases the earnings per share or decreases the loss per share, they are excluded for purposes of the calculation of diluted earnings (loss) per share.

26. SUPPLEMENTARY CASH FLOW INFORMATION

Change in other balances relating to operations

	For the nine months ended	
	September 30 2025	September 30 2024
Decrease (increase) in:		
Trade and other receivables	\$ (274,910)	\$ (21,513)
Unbilled revenue	(125,974)	(76,000)
Inventories	1,064	(9,261)
Prepaid expenses	(48,426)	11,255
Increase (decrease) in:		
Trade and other payables	268,789	78,366
Provisions	(21,342)	(23,159)
Deferred revenue	88,784	108,966
	\$ (112,015)	\$ 68,654

Cash flows from interest

	For the nine months ended	
	September 30 2025	September 30 2024
Operating activities		
Cash interest paid	\$ (26,545)	\$ (15,886)
Cash interest received	4,959	6,717

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27. FINANCIAL INSTRUMENTS

Fair value

From time to time, the Company enters into forward contracts and other foreign exchange hedging products to manage its exposure to changes in exchange rates related to transactions denominated in currencies other than the Canadian dollar but does not hold or issue such financial instruments for speculative trading purposes. At September 30, 2025, the Company had contracts to buy US\$nil, sell US\$nil, and sell €530 (December 31, 2024 – buy US\$16,000, sell US\$nil, and sell €2,500, respectively), on which there was a cumulative net unrealized exchange gain of \$1 recorded in the consolidated statements of income at that date (December 31, 2024 - gain \$10). In addition, at September 30, 2025, outstanding contracts to buy US\$5,280 (December 31, 2024 – buy US\$338) were designated as cash flow hedges on which there was a cumulative unrealized loss recorded in other comprehensive loss of \$105 (December 31, 2024 – gain \$55). The net unrealized exchange gain or loss represents the estimated amount the Company would have received/paid if it terminated the contracts at the end of the respective periods.

In addition, some of the Company's investments in projects accounted for using the equity method enter into derivative financial instruments, namely interest rate swaps, to hedge the variability of interest rates related to non-recourse project debt. At September 30, 2025, for these derivative financial instruments designated as cash flow hedges, there was a cumulative unrealized loss recorded in other comprehensive loss of \$2,114 (December 31, 2024 - gain \$1,064).

IFRS 13, "Fair Value Measurement", enhances disclosures about fair value measurements. Fair value is defined as the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs. The first two levels are considered observable and the last unobservable. These levels are used to measure fair values as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 – Inputs, other than Level 1 inputs, that are observable for assets and liabilities, either directly or indirectly. Level 2 inputs include: quoted market prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the fair value hierarchy under which the Company's fair value disclosures of financial instruments are calculated.

	At September 30, 2025			
	Total	Level 1	Level 2	Level 3
Financial assets (liabilities) measured at fair value:				
TRS derivative contracts	\$ 6,316	\$ -	\$ 6,316	\$ -
Cash flow hedges	(2,219)	-	(2,219)	-
Long-term financial assets	16,905	-	16,905	-
Preferred Shares of Aecon Utilities	(165,280)	-	-	(165,280)
Financial assets (liabilities) disclosed at fair value:				
Long-term financial assets	19,168	-	19,168	-
Long-term debt	(167,647)	-	(167,647)	-

During the nine months ended September 30, 2025, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into or out of Level 3 fair value measurements.

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Preferred Shares of Aecon Utilities

The Preferred Shares are designated as fair value through profit or loss and is classified as level 3 in the fair value hierarchy as there are significant unobservable inputs used in the valuation. Management uses a lattice model to estimate the fair value of the preferred shares. It utilizes the binomial tree method to project the stock price movements, determine optimal timing to exercise the conversion feature and other optionalities included in the instrument, and calculates the possible payoffs of the instruments. The key inputs in determining fair value include credit spread, risk-free rate, market volatility, underlying share price and conversion price, and assumptions related to the probability of events that would trigger mandatory conversions.

Methodologies and procedures regarding Level 3 fair value measurements are determined by the Company's management. The calculation of Level 3 fair values is derived based on the underlying contractual terms of the Preferred Shares as well as observable and unobservable inputs. Development of unobservable inputs requires the use of significant judgment. Level 3 fair value measurements are reviewed and validated by the Company's management to ensure reasonability and accuracy on a quarterly basis.

The Preferred Shares were measured at fair value using the following significant unobservable inputs:

The Company used an underlying share price of Aecon Utilities at September 30, 2025 of \$1.00. If the Company had used an underlying share price that was higher or lower by 10%, the potential effect would be an increase of \$10,763 or a decrease of \$6,628 to the fair value of the Preferred Shares through the income statement. The Company used a market volatility of 27%. If the Company had used a market volatility that was higher or lower by 10%, the potential effect would be an increase of \$1,916 or a decrease of \$1,386 to the fair value of the preferred shares through the income statement. The Company used a credit spread of 15.78%. If the Company had used a credit spread that was higher or lower by 10%, the potential effect would be a decrease of \$4,931 or an increase of \$6,475 to the fair value of the preferred shares through other comprehensive income.

Risk management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated Company basis.

Credit risk

Concentration of credit risk associated with accounts receivable, holdbacks receivable and unbilled revenue is limited by the Company's diversified customer base and its dispersion across different business and geographic areas.

At September 30, 2025, the Company had \$68,088 in trade receivables that were past due. Of this amount, \$64,816 was over 60 days past due, against which the Company has recorded an allowance for expected credit losses of \$1,907.

Liquidity risk

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

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Contractual maturities for financial liabilities at September 30, 2025 are as follows:

	Due within one year	Due between one and five years	Due after five years	Total undiscounted cash flows	Effect of interest	Fair value adjustment	Carrying value
Bank indebtedness	\$ -	\$ 293,573	\$ -	\$ 293,573	\$ -	\$ -	\$ 293,573
Trade and other payables	\$ 1,362,966	\$ -	\$ -	\$ 1,362,966	\$ -	\$ -	\$ 1,362,966
Leases	\$ 44,938	\$ 78,613	\$ 15,342	\$ 138,893	\$ (15,943)	\$ -	\$ 122,950
Equipment and other loans	14,926	19,097	4,626	38,649	(3,670)	-	34,979
	59,864	97,710	19,968	177,542	(19,613)	-	157,929
Preferred Shares of Aecon Utilities ⁽¹⁾	-	-	381,256	381,256	(186,694)	(29,282)	165,280
Long-term financial liabilities	\$ 59,864	\$ 97,710	\$ 401,224	\$ 558,798	\$ (206,307)	\$ (29,282)	\$ 323,209

(1) The Preferred Shares of Aecon Utilities have no fixed repayment terms (see Note 15 "Preferred Shares of Aecon Utilities"). The Preferred Shares are assumed to have a remaining contractual maturity of 5 years in this summary.

Interest rate and liquidity risk

The Company is exposed to interest rate risk on its short-term deposits and its long-term debt to the extent that its investments or credit facilities are based on floating rates of interest.

For the nine months ended September 30, 2025, a 1% increase or a 1% decrease in interest rates applied to the Company's variable rate facilities and TRS derivatives would have impacted the Company's profit or loss by \$2,805.

The Company has certain share-based compensation plans, where the values are based on the common share price of the Company. At September 30, 2025, a 10% change in the share price applied to the Company's share-based compensation plans would have impacted the Company's profit or loss before income taxes for the nine months ended September 30, 2025 by approximately \$1,320 (September 30, 2024 - \$nil).

To partially offset the costs of the share-based compensation plans, the Company has fixed a portion of the settlement costs of these plans by entering into TRS derivative contracts maturing in 2026. The TRS derivatives are not designated as a hedge. The change in the value of the TRS derivatives are recorded each quarter based on the difference between the notional price and the market price of the Company's common shares at the end of each quarter. The TRS derivatives are classified as derivative financial instrument. At September 30, 2025, a 10% change in the share price applied to the Company's TRS derivative would change the fair value of the derivative by approximately \$2,382 (September 30, 2024 - \$nil), with a corresponding impact to profit or loss before income taxes.

Currency risk

The Company operates internationally and is exposed to risk from changes in foreign currency rates. The Company is mainly exposed to fluctuations in the US dollar.

At September 30, 2025, a 10% change in the US dollar against the Canadian dollar would have impacted the Company's profit or loss in the current period by \$2,338 because of currency exposures. The sensitivity analysis includes foreign

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currency denominated monetary items but excludes all investments in joint ventures and hedges and adjusts their translation at year-end for the above 10% change in foreign currency rates.

28. CAPITAL DISCLOSURES

For capital management purposes, the Company defines capital as the aggregate of its shareholders' equity and debt. Debt includes the current and non-current portions of long-term debt (excluding non-recourse debt and drawings on the Company's credit facilities presented as bank indebtedness), convertible debentures, and Preferred Shares of Aecon Utilities.

Although the Company monitors capital on a number of bases, including liquidity and working capital, total debt (excluding non-recourse debt and drawings on the Company's credit facilities presented as bank indebtedness) as a percentage of total capitalization (debt to capitalization percentage) is considered by the Company to be the most important metric in measuring the strength and flexibility of its consolidated balance sheets. At September 30, 2025, the debt to capitalization percentage was 26% (December 31, 2024 - 25%). While the Company believes this debt to capitalization percentage is acceptable, because of the cyclical nature of its business, and due to the uncertainties described in Note 4, "*Critical Accounting Estimates*" and Note 20, "*Contingencies*", the Company will continue its current efforts to maintain a conservative capital position.

Under the terms of the Company's committed credit facilities, which have a carrying amount at September 30, 2025 of \$293,573 (December 31, 2024 – \$152,847), the Company is required to comply at the end of each annual and interim reporting period with key financial debt covenants calculated using ratios as defined in the credit agreements that compare total funded debt, direct debt, and cash interest to a calculation of earnings specific to the credit agreements. At September 30, 2025, the Company complied with all of its financial debt covenants.

29. OPERATING SEGMENTS

Segment reporting is based on the Company's divisional operations. The breakdown by division mirrors the Company's internal reporting systems.

The Company currently operates in two segments within the infrastructure development industry: Construction and Concessions. The other costs and eliminations category in the summary below includes corporate costs and other activities not directly allocable to segments and also includes inter-segment eliminations.

The Construction segment includes all aspects of the construction of both public and private infrastructure, primarily in Canada, and on a selected basis, internationally and focuses primarily on the following market sectors:

- Civil Infrastructure;
- Urban Transportation Solutions;
- Nuclear Infrastructure;
- Utility Infrastructure; and
- Industrial Infrastructure.

Activities within the Concessions segment include the development, financing, build and operation of construction projects primarily by way of public-private partnership contract structures, as well as integrating the services of all project participants, and harnessing the strengths and capabilities of Aecon. The Concessions segment focuses primarily on providing the following services:

- Development of domestic and international Public-Private Partnership projects;
- Private finance solutions;
- Developing strategic partnerships;
- Leading and/or actively participating in development teams; and
- Operations and maintenance of infrastructure assets.

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For the three months ended September 30, 2025				
	Construction	Concessions	Other and eliminations	Total
Consolidated statements of income				
External customer revenue	\$ 1,527,901	\$ 2,320	\$ -	\$ 1,530,221
Inter-segment revenue	(18)	-	18	-
Total revenue	1,527,883	2,320	18	1,530,221
Expenses	\$ (1,465,266)	\$ (3,131)	\$ (9,613)	\$ (1,478,010)
Which include:				
Depreciation and amortization	(24,585)	(53)	283	(24,355)
Other income:				
Foreign exchange gain (loss)	\$ 387	\$ (18)	\$ (420)	\$ (51)
Gain on sale of property, plant and equipment	1,654	-	-	1,654
Gain on business combinations	5,127	-	-	5,127
Gain on change in fair value of other financial instruments	-	289	-	289
Income from projects accounted for using the equity method	\$ 576	\$ 1,567	\$ -	\$ 2,143
Operating Profit (Loss)	\$ 70,361	\$ 1,027	\$ (10,015)	\$ 61,373
Finance income (cost):				
Finance income				\$ 1,927
Finance cost				(13,621)
Profit before income taxes				\$ 49,679
Income tax expense				(9,277)
Profit for the period				\$ 40,402
Revenue by contract type				
Fixed price	\$ 492,585	\$ -	\$ -	\$ 492,585
Cost plus/unit price	1,035,298	-	18	1,035,316
Concession operations	-	2,320	-	2,320
Total revenue	1,527,883	2,320	18	1,530,221
Revenue by service type				
Construction revenue	\$ 1,527,883	\$ -	\$ 18	\$ 1,527,901
Concession revenue	-	2,320	-	2,320
Total revenue	1,527,883	2,320	18	1,530,221
	Construction	Concessions	Other and eliminations	Total
Consolidated balance sheets				
Segment assets	\$ 3,845,787	\$ 366,018	\$ (472,371)	\$ 3,739,434
Which include:				
Projects accounted for using the equity method	191	232,872	-	233,063
Segment liabilities	\$ 2,524,087	\$ 33,023	\$ 259,475	\$ 2,816,585
Additions to non-current assets:				
Property, plant and equipment	\$ 29,618	\$ -	\$ 2,098	\$ 31,716
Intangible assets	\$ 41,006	\$ -	\$ 315	\$ 41,321

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For the nine months ended September 30, 2025				
	Construction	Concessions	Other and eliminations	Total
Consolidated statements of income				
External customer revenue	\$ 3,887,681	\$ 5,769	\$ -	\$ 3,893,450
Inter-segment revenue	(4,260)	-	4,260	-
Total revenue	3,883,421	5,769	4,260	3,893,450
Expenses	\$ (3,841,229)	\$ (10,398)	\$ (39,038)	\$ (3,890,665)
Which include:				
Depreciation and amortization	(74,774)	(159)	(1,173)	(76,106)
Other income:				
Foreign exchange gain (loss)	\$ 860	\$ (17)	\$ 146	\$ 989
Gain on sale of property, plant and equipment	7,390	-	-	7,390
Gain on business combinations	5,127	-	-	5,127
Gain on change in fair value of other financial instruments	-	857	-	857
Income (loss) from projects accounted for using the equity method	\$ (246)	\$ 6,042	\$ -	\$ 5,796
Operating profit (loss)	\$ 55,323	\$ 2,253	\$ (34,632)	\$ 22,944
Finance income (cost):				
Finance income				\$ 4,959
Finance cost				(38,353)
Loss before income taxes				\$ (10,450)
Income tax recovery				4,905
Loss for the period				\$ (5,545)
Revenue by contract type				
Fixed price	\$ 1,333,936	\$ -	\$ -	\$ 1,333,936
Cost plus/unit price	2,549,485	-	4,260	2,553,745
Concession operations	-	5,769	-	5,769
Total revenue	3,883,421	5,769	4,260	3,893,450
Revenue by service type				
Construction revenue	\$ 3,883,421	\$ -	\$ 4,260	\$ 3,887,681
Concession revenue	-	5,769	-	5,769
Total revenue	3,883,421	5,769	4,260	3,893,450
	Construction	Concessions	Other and eliminations	Total
Consolidated balance sheets				
Additions to non-current assets:				
Property, plant and equipment	\$ 84,081	\$ -	\$ 3,916	\$ 87,997
Intangible assets	\$ 41,075	\$ -	\$ 636	\$ 41,711

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For the three months ended September 30, 2024				
	Construction	Concessions	Other and eliminations	Total
Consolidated statements of income				
External customer revenue	\$ 1,272,757	\$ 2,590	\$ -	\$ 1,275,347
Inter-segment revenue	(33)	-	33	-
Total revenue	1,272,724	2,590	33	1,275,347
Expenses	\$ (1,189,458)	\$ (4,043)	\$ (10,220)	\$ (1,203,721)
Which include:				
Depreciation and amortization	(22,718)	(61)	(206)	(22,985)
Other income (loss):				
Foreign exchange gain (loss)	\$ 69	\$ (6)	\$ 347	\$ 410
Gain on sale of property, plant and equipment	6,274	-	-	6,274
Loss on sale of subsidiaries	-	-	(3,500)	(3,500)
Gain on change in fair value of other financial instruments	-	289	-	289
Income (loss) from projects accounted for using the equity method	\$ (104)	\$ 5,900	\$ -	\$ 5,796
Operating profit (loss)	\$ 89,505	\$ 4,730	\$ (13,340)	\$ 80,895
Finance income (cost):				
Finance income				\$ 1,420
Finance cost				(4,544)
Profit before income taxes				\$ 77,771
Income tax expense				(21,303)
Profit for the period				\$ 56,468
Revenue by contract type				
Fixed price	\$ 486,603	\$ -	\$ -	\$ 486,603
Cost plus/unit price	786,121	-	33	786,154
Concession operations	-	2,590	-	2,590
Total revenue	1,272,724	2,590	33	1,275,347
Revenue by service type				
Construction revenue	\$ 1,272,724	\$ -	\$ 33	\$ 1,272,757
Concession revenue	-	2,590	-	2,590
Total revenue	1,272,724	2,590	33	1,275,347
	Construction	Concessions	Other and eliminations	Total
Consolidated balance sheets				
Segment assets	\$ 3,455,154	\$ 391,884	\$ (513,033)	\$ 3,334,005
Which include:				
Projects accounted for using the equity method	4,469	228,046	-	232,515
Segment liabilities	\$ 2,182,319	\$ 43,555	\$ 145,885	\$ 2,371,759
Additions to non-current assets:				
Property, plant and equipment	\$ 58,854	\$ 186	\$ 678	\$ 59,718
Intangible assets	\$ 68,121	\$ 43	\$ 275	\$ 68,439

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For the nine months ended September 30, 2024				
	Construction	Concessions	Other and eliminations	Total
Consolidated statements of income				
External customer revenue	\$ 2,967,901	\$ 7,817	\$ -	\$ 2,975,718
Inter-segment revenue	116	-	(116)	-
Total revenue	2,968,017	7,817	(116)	2,975,718
Expenses	\$ (3,073,213)	\$ (11,642)	\$ (33,287)	\$ (3,118,142)
Which include:				
Depreciation and amortization	(60,773)	(193)	(646)	(61,612)
Other income (loss):				
Foreign exchange gain	\$ 208	\$ 43	\$ 218	\$ 469
Gain on sale of property, plant and equipment	17,297	-	-	17,297
Gain on sale of subsidiaries	-	5,895	9,017	14,912
Gain on change in fair value of other financial instruments	-	499	-	499
Income (loss) from projects accounted for using the equity method	\$ (339)	\$ 19,983	\$ -	\$ 19,644
Operating profit (loss)	\$ (88,030)	\$ 22,595	\$ (24,168)	\$ (89,603)
Finance income (cost):				
Finance income				\$ 6,717
Finance cost				(16,788)
Loss before income taxes				\$ (99,674)
Income tax recovery				26,131
Loss for the period				\$ (73,543)
Revenue by contract type				
Fixed price	\$ 1,237,182	\$ -	\$ -	\$ 1,237,182
Cost plus/unit price	1,730,835	-	(116)	1,730,719
Concession operations	-	7,817	-	7,817
Total revenue	2,968,017	7,817	(116)	2,975,718
Revenue by service type				
Construction revenue	\$ 2,968,017	\$ -	\$ (116)	\$ 2,967,901
Concession revenue	-	7,817	-	7,817
Total revenue	2,968,017	7,817	(116)	2,975,718
	Construction	Concessions	Other and eliminations	Total
Consolidated balance sheets				
Additions to non-current assets:				
Property, plant and equipment	\$ 111,108	\$ 301	\$ 1,844	\$ 113,253
Intangible assets	\$ 68,121	\$ 668	\$ 500	\$ 69,289