

FORACO



FORACO International

2024 Annual Report

Integrity. Innovation. Involvement.



WORLD LEADING MINERAL & WATER DRILLING SERVICE PROVIDER

INTEGRITY INNOVATION INVOLVEMENT

For over 50 years, Foraco International SA (TSX:FAR) has been providing mineral and water drilling services around the world. We continue to operate in 17 countries with best in class equipment and an innovative and versatile workforce who are dedicated in their field. It is Foraco's international drilling expertise that allows us to tailor drilling solutions to our customers' needs without compromising quality and service delivery.

Mining customers have come to depend on Foraco's diverse range of drilling services during challenging market conditions that demand efficiency across all levels of operations. Many of these productivity and quality enhancements have direct application in our hydro business, where we proudly drill for water in rural communities and in mining environments.

DIAMOND CORE

- ▶ Surface
- ▶ Underground
- ▶ Deep Directional Drilling
- ▶ Air Core

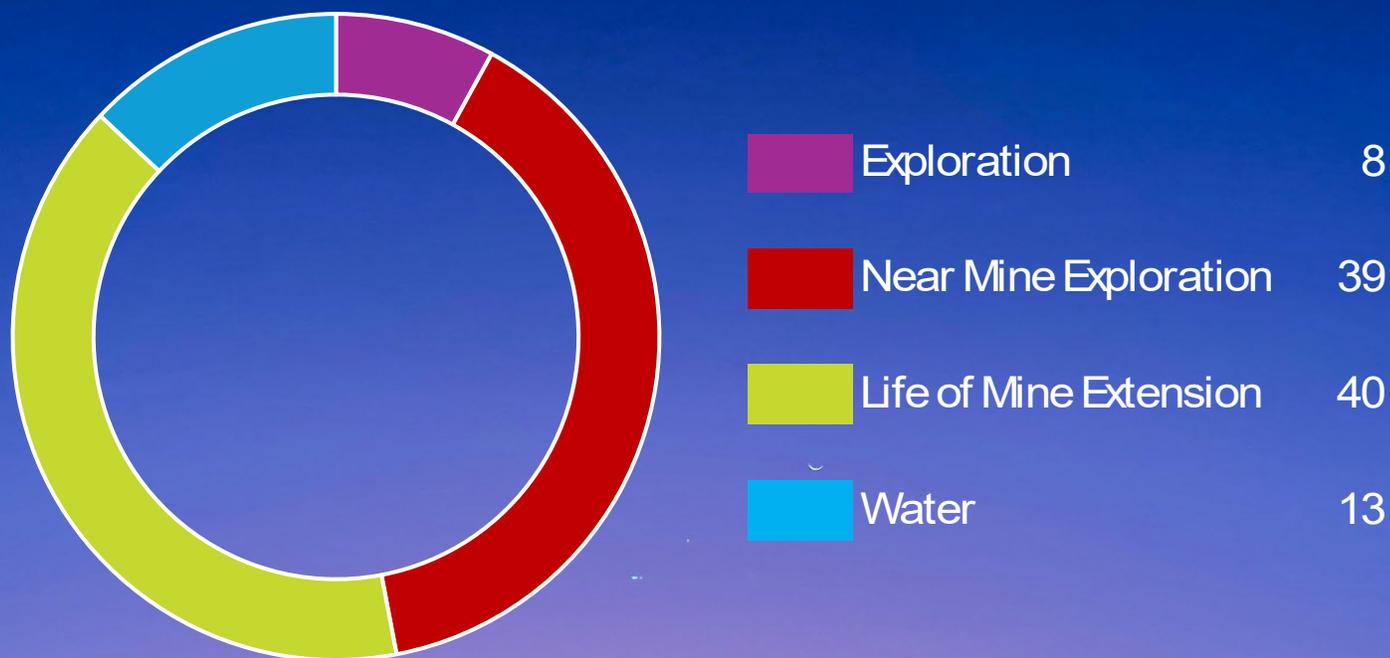
ROTARY

- ▶ Reverse Circulation
- ▶ Down-the-Hole Hammer
- ▶ Rotary Air Blast
- ▶ Large Diameter Bulk Sampling

MINING SERVICE

- ▶ Long Hole Drilling and Blasting
- ▶ Drop and Inverse Raising
- ▶ Paste Fill Solutions

Foraco Activity by mine stage 2024



VALUE BASED SERVICE DELIVERY

SAFETY AND CUSTOMER FIRST CULTURE

Foraco customers are loyal customers. They recognize the value that comes from peace of mind and a personal approach to doing business with Foraco. They know we don't compromise on safe work or service quality in spite of challenging market conditions that impact all stakeholders - which has strengthened relationships even further.

More than ever, we collaborate between regions where we continue to deploy the best people and know-how in the business - wherever they are needed.



DRILLING IS OUR BUSINESS

PEOPLE AND TECHNOLOGY

Technical innovations and the best people in the business continue to set Foraco apart from the pack. We successfully developed and deployed our first fully wireless remote controlled reverse circulation drill rig, allowing us to remove the crew from the drill and potential harm, without compromising drilling performance – True Innovation.

We have developed industry-leading wireless remote drilling technology for reverse circulation drilling and large diameter dewatering packages complete with mechanized road handling.



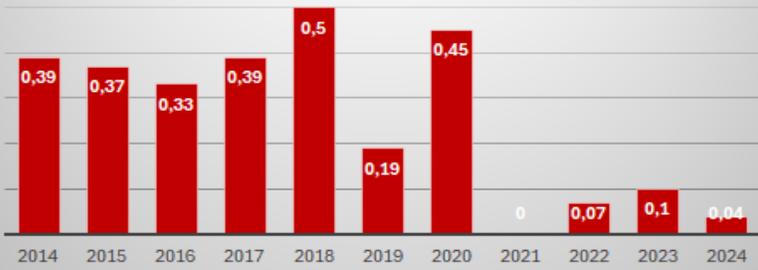


Australia

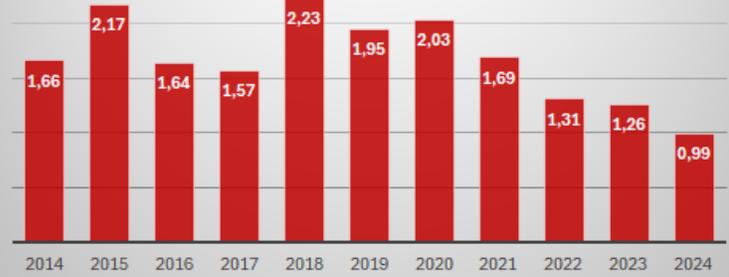


Brazil

Lost Time Injury Rate Trend
per 200,000 hrs



Total Recordable Injury Frequency Rate
per 200,000 hrs



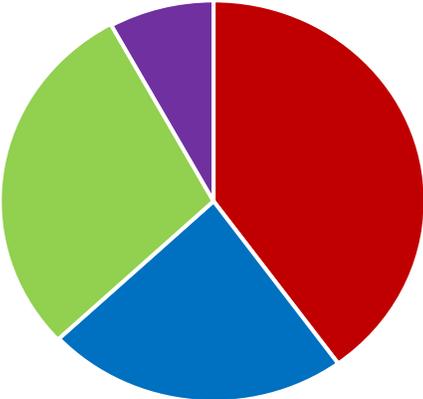
FINANCIAL HIGHLIGHTS

In US\$ Million	FY 2020 Actual	FY 2021 Actual	FY 2022 Actual	FY 2023 Actual	FY 2024 Actual
Revenue	207.1	269.7	330.1	370.1	293.5
EBITDA	34.1	43.0	66.5	86.7	60.5
EBITDA %	16.4%	15.9%	20.1%	23.4%	20.6%
Number of Rigs	302	302	302	302	265
Employees (average)	1.958	2.544	2.910	2.853	2.257

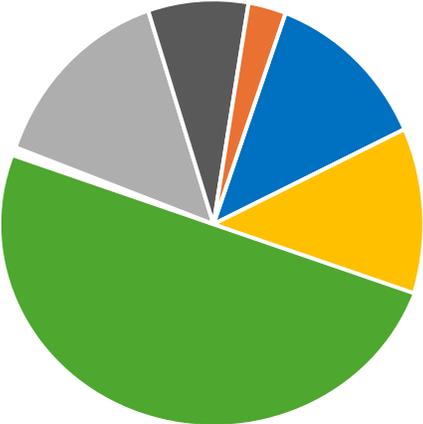
Positive EBITDA from more than 25 years



REGION, COMMODITY & CUSTOMER BASE

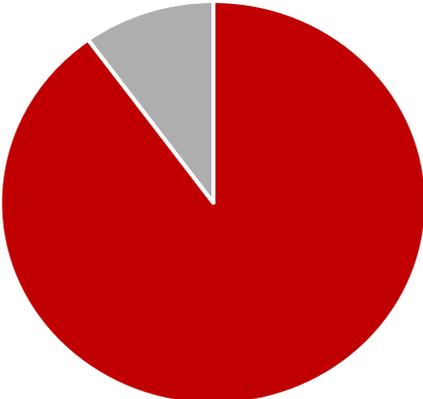


- 40% North America
- 23% South America
- 29% Asia - Pacific
- 8% Europe & Africa



- 13% Water *
- 13% Precious Metal (Gold)
- 52% Battery Metals
- 15% Iron Ore
- 8% Steel Coal
- 3% Others

* Including dewatering for mining



- 90% Majors
- 10% Juniors

Dear Fellow Shareholders,

2024 was a year of resilience and operational strength for Foraco. Despite headwinds from softer market demand and our deliberate exit from higher-risk jurisdictions, we delivered industry-leading earnings, continued deleveraging, and expanded our footprint in priority markets.

Strategic Overview

To adapt to evolving market demands, we implemented cost-reduction measures across several operations while remaining committed to innovation—especially in advancing our water services business in Australia and North America. It's been a year of significant activity and strategic repositioning.

Market Context

Mineral exploration remains sensitive to commodity price cycles, geopolitical instability, and macroeconomic trends. While gold reached record highs, industrial metals demand softened, reducing drilling activity. According to S&P, nonferrous exploration spending declined 3.3% in 2024 to US\$12.5 billion, down from US\$12.9 billion in 2023.

This marks the second consecutive year of contraction, particularly in the gold sector, where junior mining companies face persistent financing challenges. Our pivot toward more stable, growth-oriented regions proved timely, positioning Foraco to capitalize on a future rebound in demand—especially in copper and gold.

Operational Excellence

Despite softer market conditions, Foraco's operations delivered strong results in 2024, meeting or exceeding client expectations in service quality and safety. Operational excellence remains a cornerstone of our ability to retain and renew long-term contracts.

Financial Performance

Revenue for 2024 totaled US\$293.5 million, down from US\$370 million in 2023. The decline reflects reduced activity in Latin America due to lower junior exploration and adverse weather, the exit from Russia and some West Africa countries, and negative foreign exchange variance as illustrated in Figure 1.

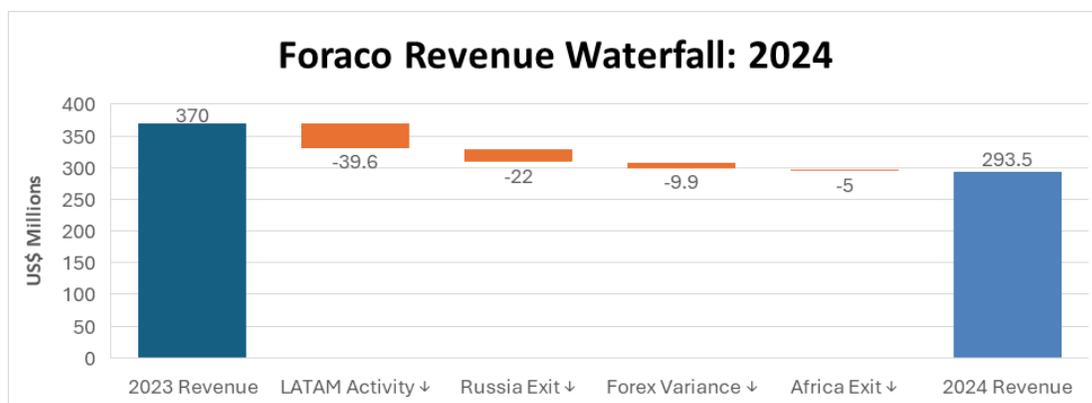


Figure 1 – Revenue Comparison 2023 v 2024

Adjusted EBITDA for 2024 was US\$66.6 million (22.7% margin), after excluding one-time costs related to restructuring and discontinued operations. Capital investment totaled US\$18.9 million, reflecting our ongoing fleet modernization, including the purchase of three NGBF 800 rotary drills and ancillary equipment.

Net debt at year-end was US\$60.9 million, down from US\$65.2 million in 2023.

Diversified Revenue Mix

Commodity contributions to 2024 revenue:

- Copper: 24%
- Nickel: 21%
- Iron: 15%
- Gold: 13%
- Water: 12%
- Coking coal: 8%

Water, iron, and coal remain essential to our portfolio due to their ties to producing mines and reduced exposure to price cycles.

Technology Leadership

In 2024, we deployed our first two New Generation BF 800 deep water rigs to the Pilbara region of Western Australia. These proprietary, remote-control rigs were well received for their advanced automation, robust design, and reduced environmental impact. We were proud to receive the Australian Drilling Association's "Technology Innovation of the Year Award."

ESG Progress

We achieved significant improvements in environmental performance:

- Carbon intensity: -8.3%
- Energy intensity: -7.9%
- Net water consumption intensity: -16.0%

These gains exceeded our 4.5% carbon reduction target, driven by improved operational efficiency and equipment upgrades. Our Scope 1 and 2 reporting methodologies remain unchanged.

Investor Engagement

Investor engagement rose significantly in 2024, enhancing both brand visibility and market liquidity. Expanded research coverage highlighted Foraco's valuation and growth prospects. We will maintain this high level of transparency and communication to support higher trading multiples in line with improving market conditions.

Outlook for 2025

While geopolitical tensions and trade uncertainty impact short-term visibility—a challenge faced by all industries—our long-term strategy remains intact. We continue to focus on technical excellence, diversified services, and alignment with Tier One customers in North America, Latin America, and Australia—regions that comprise 75% of global exploration spending.

Copper demand is forecast to increase over 70% by 2050, driven by electrification and digital technology. Gold continues to benefit from supply constraints, mine depletion, and strong central bank demand. These trends reinforce our long-term growth strategy.

We closed 2024 on solid footing—bolstered by restructuring discipline, a stronger balance sheet, and award-winning technology. Backed by our experienced global teams and ready-to-deploy fleet, Foraco is well-positioned to capitalize on emerging opportunities with agility and client focus.

Thank you for your continued support and trust in Foraco and its leadership.

Sincerely,

Tim Bremner
Chief Executive Officer



FORACO INTERNATIONAL S.A.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") relates to the results of operations, liquidity, and capital resources of Foraco International S.A. ("Foraco" or the "Company"). This report has been prepared by Management and should be read in conjunction with the Company's audited consolidated financial statements for year ended December 31, 2024, including the notes thereto. The audited financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Except as otherwise stated, all amounts presented in this MD&A are denominated in US Dollars ("US\$"). The discussion and analysis within this MD&A are as at March 2, 2025.

Caution concerning forward-looking statements

This document may contain "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws. These statements and information include estimates, forecasts, information, and statements as to Management's expectations with respect to, among other things, the future financial or operating performance of the Company and capital and operating expenditures. Often, but not always, forward-looking statements and information can be identified using words such as "may", "will", "should", "plans", "expects", "intends", "anticipates", "believes", "budget", and "scheduled" or the negative thereof or variations thereof or similar terminology. Forward-looking statements and information are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned that any such forward-looking statements and information are not guarantees and there can be no assurance that such statements and information will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under the heading "Risk Factors" in the Company's Annual Information Form dated March 2, 2025, which is filed with the Canadian regulators on SEDAR (www.sedarplus.ca). The Company expressly disclaims any intention or obligation to update except as required by securities regulations or revise any forward-looking statements and information whether as a result of new information, future events or otherwise. All written and oral forward-looking statements and information attributable to Foraco or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements.

This MD&A is presented in the following sections:

- **Business Overview**
- **Consolidated Financial Highlights**
- **Results of Operations**
- **Seasonality**
- **Effect of Exchange Rates**
- **Liquidity and Capital Resources**
- **Related-Party Transactions**
- **Capital Stock**
- **Critical Accounting Estimates**
- **Non-IFRS Measures**
- **Litigation and claims**
- **Subsequent Events**
- **Backlog**
- **Risk Factors**

Business Overview

Headquartered in Marseille, France, Foraco is a global provider of drilling services, maintaining a presence in 17 countries across five continents. As of December 31, 2024, the company had close to 1,850 employees and had a fleet of 265 drill rigs worldwide, offering a broad range of drilling services to its clients. The Company has developed and acquired significant expertise including proprietary drill rig design capabilities. Its global operations cater to a variety of industries, with an emphasis on long-term valuable commodities and water.

Foraco's strategy involves assisting its clients in exploring or managing their deposits throughout the entire life cycle, with particular emphasis on activities extending the lifespan of mines. The Company plans to persist in expanding its services worldwide, prioritizing stable jurisdictions, high-tech drilling services, and an optimal mix of commodities, including battery metals and gold. Foraco maintains a substantial presence in water-related drilling services. It is also gradually implementing advanced digital applications. The company anticipates achieving its strategic goals primarily through organic growth and targeted acquisitions.

Foraco is attentive to environmental, social, and governance (ESG) requirements. It has implemented a pragmatic and measurable approach to ESG, using quantitative KPIs to ensure maximum improvements and efficiencies.

Consolidated Financial Highlights

Income Statement

(In thousands of US\$) (Audited)	Year ended December 31,	
	2024	2023
Revenue	293,453	370,093
Gross profit (1)	63,056	93,862
<i>As a percentage of sales</i>	<i>21.5%</i>	<i>25.4%</i>
EBITDA (2)	60,481	86,671
<i>As a percentage of sales</i>	<i>20.6%</i>	<i>23.4%</i>
Operating profit	42,546	66,708
<i>As a percentage of sales</i>	<i>14.5%</i>	<i>18.0%</i>
Net profit for the period	26,085	33,916
Attributable to:		
Equity holders of the Company	27,811	28,714
Non-controlling interests	(1,726)	5,202
EPS (in US cents)		
Basic	28.18	29.07
Diluted	27.76	28.57

(1) includes amortization and depreciation expenses related to operations.

(2) See Note Non-IFRS measures

Year ended December 31, 2024 – FY 2024

Revenue

- For the year ended December 31, 2024, the revenue amounted to US\$293.5 million, representing a 21% decrease from a record US\$370.1 million in FY 2023. While the two main regions, North America and Australia delivered record performances, the slowdown is primarily driven by (i) a drop in demand from junior customers (US\$ 39.6 million), (ii) the effect of the strategic exit from Russia and other non-stable jurisdictions (US\$ 22.9 million), and (iii) adverse foreign exchange rates for US\$ 9.2 million.

Profitability

- In FY 2024 gross profit, including depreciation within cost of sales, was US\$ 63.1 million (or 21.5% of revenue) compared to US\$ 93.9 million (or 25.4% of revenue) in FY 2023. The Company proactively adjusted its cost structure to align with market conditions representing a one off cost of US\$ 6.1 million.
- During FY 2024, EBITDA amounted to US\$ 60.5 million (or 20.6% of revenue) or US\$ 66.6 million (or 22.7% of revenue) excluding one off costs compared to US\$ 86.7 million (or 23.4% of revenue) last year.
- Net profit for FY 2024 amounted to US\$ 26.1 million (9% of the revenue) compared to US\$ 33.9 million (9% of revenue) in FY 2023.

Net debt

- As of December 31, 2024, the net debt, including the impact of IFRS 16 (see note Non-IFRS measures), stood at US\$ 60.9 million, reflecting a reduction from US\$ 65.2 million as of December 31, 2023.

Results of Operations

Comparison of the year ended December 31, 2024 and December 31, 2023

Revenue

The following table provides a breakdown of the Company's revenue for FY 2024 and FY 2023 by reporting segment and geographic region:

(In thousands of US\$) - (audited)	FY 2024	% change	FY 2023
<u>Reporting segment</u>			
Mining.....	255,306	-21%	321,697
Water.....	<u>38,147</u>	<u>-21%</u>	<u>48,395</u>
Total revenue	<u>293,453</u>	<u>-21%</u>	<u>370,093</u>
<u>Geographic region</u>			
North America.....	118,445	-1%	119,188
Asia Pacific.....	83,964	23%	68,439
South America.....	66,788	-49%	131,884
Europe, Middle East and Africa	<u>24,256</u>	<u>-52%</u>	<u>50,582</u>
Total revenue	<u>293,453</u>	<u>-21%</u>	<u>370,093</u>

FY 2024 revenue totaled US\$293.5 million, down from a record US\$370.1 million in FY 2023. While the two main regions, North America and Australia delivered record performances, the slowdown is primarily driven by (i) a drop in demand from junior customers (US\$ 39.5 million), (ii) the effect of the strategic exit from Russia and other non-stable jurisdictions (US\$ 22.9 million), and (iii) adverse foreign exchange rates for US\$ 9.2 million.

North America, the Company's largest region, delivered its best year ever, with a 1% increase in functional currency (a slight decline of 1% in USD). This growth reflects sustained strong operational performance on long-term contracts currently in progress.

In Asia Pacific, the Company's second-largest revenue contributor, FY 2024 revenue amounted to US\$ 84.0 million, marking the best year ever with a 23% increase compared to FY 2023. This growth is primarily attributable to successful operations and the commissioning of new proprietary rigs.

Revenue in South America totaled US\$66.8 million in FY 2024, down 49% from US\$131.9 million in FY 2023. This decline was due to several clients delaying the issuance of orders to remobilize long-term contracts, the impact of the withdrawal of junior companies due to financing challenges and an early winter season affecting high-altitude projects.

In the EMEA region, revenue declined to US\$24.3 million, reflecting the Company's strategic decision to exit unstable jurisdictions, including Russia and certain West African countries.

Gross Profit

The following table provides a breakdown of the Company's gross profit by reporting segment for FY 2024 and FY 2023:

(In thousands of US\$) - (audited)	FY 2024	% change	FY 2023
<u>Reporting segment</u>			
Mining	52,564	-35%	81,221
Water	<u>10,492</u>	<u>-17%</u>	<u>12,642</u>
Total gross profit	<u>63,056</u>	<u>-33%</u>	<u>93,863</u>

The FY 2024 gross margin including depreciation within cost of sales was US\$ 63.1 million (or 21% of revenue) compared to US\$ 93.9million (or 25% of revenue) in FY 2023. The Company proactively adjusted its costs structure to align with

market conditions representing a one off cost of US\$ 6.1 million.

Selling, General and Administrative Expenses

The following table provides an analysis of the selling, general and administrative expenses (SG&A):

(In thousands of US\$) - (audited)	<u>FY 2024</u>	<u>% change</u>	<u>FY 2023</u>
Selling, general and administrative expenses	22,621	-17%	27,154

SG&A decreased 17% compared to last year. As a percentage of revenue, SG&A remained stable at approximately 7.5% of revenue.

Operating result

The following table provides a breakdown of the Company's operating result for FY 2024 and FY 2023 by reporting segment:

(In thousands of US\$) - (audited)	<u>FY 2024</u>	<u>% change</u>	<u>FY 2023</u>
<u>Reporting segment</u>			
Mining	35,003	-39%	57,830
Water.....	<u>7,543</u>	<u>-15%</u>	<u>8,879</u>
<u>Total operating profit</u>	<u>42,546</u>	<u>-36%</u>	<u>66,709</u>

The FY 2024 operating profit was US\$ 42.5 million compared to US\$ 66.7 million in FY 2023. On March 15, 2024, the Company finalized the sale of its 50% stake in Eastern Drilling Company (EDC) Russia. This transaction generated a net gain of US\$ 2.1 million recorded in other operating income and expense within operating profit.

Finance costs

Net financial expenses were US\$ 7.9 million in FY 2024, compared to US\$ 20.1 million in FY 2023. This decrease is primarily attributed to the US\$ 6.4 million in one-off costs associated with the early repayment of bonds and refinancing in Q4 2023, as well as the more favorable interest rates secured under the new financing arrangement.

Income tax

In FY 2024, the corporate income tax expense was US\$8.6 million, representing an effective tax rate of 26%, compared to US\$12.7 million and an effective tax rate of 27% in the previous year. This expense reflects taxable income in profitable jurisdictions and the recognition of deferred tax assets, which are utilized against taxable profits within a reasonable timeframe, typically five years.

Seasonality

The worldwide presence of the Company reduces its overall exposure to seasonality and the influence this can have on the business activity. In Canada, seasonal slow periods occur during the winter freeze and spring thaw or break-up periods. Depending on the latitude, this can occur anytime from October until late December (freezing) and from mid-April through to mid-June (break-up). Operations at mining sites continue throughout the year. In Asia Pacific and in South America, where the Company operates exclusively in the Mining segment, a seasonal slowdown in activity occurs around year-end, during the vacation period. Certain contracts are also affected in Chile in July and August when the winter season peaks.

Effect of Exchange Rates

The Company's operations span across a vast array of countries, each with their own functional currencies such as, Canadian Dollars, Brazilian Reals, Australian Dollars, Chilean Pesos, and Euros. The US Dollar has been adopted as the presentation currency for group reporting purposes. Over recent quarters, the US Dollar has experienced significant fluctuations in its value. This volatility has an impact on the Company's financial statements, due to the currency conversion required for financial reporting purposes. The adjustments made to the company's equity, due to changes in exchange rates when translating foreign subsidiaries' financial statements into the reporting currency, are reported in the Currency Translation Adjustment, a component of the company's equity section in the consolidated financial statements. It amounted to US\$ 24.974 million at December 31, 2024. The impact on the consolidated statement of profit or loss due to the conversion of foreign currencies into the functional currency of the consolidated companies is not significant.

The Company however, mitigates its net exposure to foreign currency fluctuations by balancing its costs, revenues and financing in local currencies, resulting in a natural hedge.

In February 2024, the Company entered into a Euro-Australian Dollar currency swap, applying a fixed interest and exchange rate to 60% of its recently negotiated Euro-denominated debt. This hedging contract enables the exchange of Euro debt for Australian Dollar equivalents at a specified rate, effectively mitigating exchange rate risks and stabilizing interest cost.

The exchange rates against the US Dollar for the periods under review are as follows:

	Average FY 2024	Average FY 2023	Closing Q4 2024	Closing Q4 2023
€	0.92	0.92	0.96	0.91
CAD	1.37	1.35	1.44	1.32
AUD	1.52	1.51	1.61	1.47
CLP	943	839	993	879
BRL	5.39	4.99	6.19	4.85

Liquidity and Capital Resources

The following table provides a summary of the Company's cash flows for FY 2024 and FY 2023:

(In thousands of US\$) – (audited)	<u>FY 2024</u>	<u>FY 2023</u>
Cash generated by operations before working capital requirements	60,482	86,671
Working capital requirements	(10,467)	(5,038)
Income tax paid	(13,793)	(12,194)
Purchase of equipment in cash	(18,871)	(26,135)
Free Cash Flow before debt servicing (1)	17,351	43,304
Proceeds from / (repayment of) debt net of issuance costs	(10,574)	(20,434)
Interests paid	(6,993)	(14,224)
Acquisition of treasury shares	(1,231)	(1,475)
Deconsolidation of EDC Russia	(2,076)	-
Dividends paid to Company's shareholders	(4,544)	-
Dividends paid to non-controlling interests	(330)	(2,035)
Net cash generated / (used in) financing activities	(25,748)	(38,168)
Net cash variation	(8,397)	5,136
Foreign exchange differences	(1,529)	(256)
Variation in cash and cash equivalents	(9,926)	4,880
Cash and cash equivalents at the end of the period	<u>24,363</u>	<u>34,289</u>

(1) See note Non-IFRS measures

In FY 2024, the cash generated from operations before working capital requirements amounted to US\$ 60.5 million compared to US\$ 86.7 million in FY 2023.

During the same period, the working capital requirements reached US\$ 10.5 million increasing compared to the same period last year, primarily due to delays in collection of receivables at closing date representing US\$ 10 million.

During the period, Capex totaled US\$ 18.9 million in cash compared to US\$ 26.1 million in FY 2023. Capex primarily relates to the acquisition of rigs, major rig overhauls, ancillary equipment and rods. Three large rigs were added to the fleet during the period.

As at December 31, 2024, the maturity of financial debt can be analyzed as presented in the table below:

<i>In thousands US\$</i>	December 31, 2024
Credit lines	3,364
Long-term debt	
Within one year	12,867
Between 1 and 2 years	12,012
Between 2 and 3 years	11,804
Between 3 and 4 years	40,104
Between 4 and 5 years	220
Total	80,372
Lease obligations (IFRS 16)	4,939
Cash	(24,363)
Net Debt	60,948

As at December 31, 2024, cash and cash equivalents totaled US\$ 24.4 million compared to US\$ 34.3 million as at December 31, 2023. Cash and cash equivalents are mainly held at or invested within top tier financial institutions.

During the period, as anticipated, the Company extended its maturity date of repayment with its Canadian lender from June 2027 to June 2028.

As at December 31, 2024, the net debt including operational lease obligations (IFRS 16) amounted to US\$ 60.9 million (US\$ 65.2 million as at December 31, 2023).

Cash Transfer Restrictions

Foraco operates in a number of different countries where cash transfer restrictions apply. The Company limits its activities in countries where there are such restrictions. No excess cash is held in countries where cash transfer restrictions are in force.

Related-Party Transactions

For details of related-party transactions, please refer to Note 28 of the audited consolidated financial statements.

Capital Stock

As at December 31, 2024, the total common shares of the Company are distributed as follows:

	Number of shares
Common shares held directly or indirectly by principal shareholders	34,155,191
Common shares held directly or indirectly by individuals in their capacity as members of the Board of Directors (*)	1,453,838
Common shares held by the Company (**)	557,897
Common shares held by the public	63,084,872
Total shares issued and outstanding	99,251,798
Common shares held by the Company	(557,897)
Total common shares issued and outstanding	98,693,901

*In the table above, the shares owned indirectly are presented as an amount corresponding to the pro rata of the ownership interest

**557,897 common shares are held by the Company to meet the Company's obligations under the employee free share plan.

Critical Accounting Estimates

The audited consolidated financial statements have been prepared in accordance with IFRS. The Company's significant accounting policies are described in Note 2 to the Annual and unaudited condensed interim consolidated financial statements. As required by IAS 1, the depreciation of property, plant and equipment related to operations is included within cost of sales.

Non-IFRS measures

In our MD&A, we reference the non-IFRS financial measures of EBITDA, Free Cash Flow, Free Cash Flow before Debt Servicing, and Net Debt. These measures provide additional insight into our financial health and operational efficiency but are not standardized under IFRS.

EBITDA is derived by adding back interest expense, income taxes, depreciation, amortization and non-cash share based compensation expenses to net income. EBITDA is a quantitative measure used to assist in the assessment of the Company's ability to generate cash from its operations.

Reconciliation of EBITDA is as follows:

(In thousands of US\$) (audited)	<u>FY 2024</u>	<u>FY 2023</u>
Operating profit / (loss).....	42,546	66,708
Depreciation expense	17,432	19,591
Non-cash employee share-based compensation.....	504	372
EBITDA	<u>60,481</u>	<u>86,671</u>

Free Cash Flow reflects the cash generated from operations after accounting for interest paid, income tax paid and capital expenditures.

Free Cash Flow before Debt Servicing offers a view of our cash generation before addressing any debt payments, including repayment of principal and interest, indicating our financial flexibility.

Net Debt measures our total debt reduced by any cash and cash equivalents, giving an overview of our net indebtedness and financial stability. The Company's lease obligations are included in the net debt calculation.

These non-IFRS measures are key to understanding our financial position beyond the standard IFRS metrics, providing a clearer picture of our operational cash flow and debt management capabilities.

Litigation and claims

Generally, the Company is subject to legal proceedings, claims and legal action arising in the ordinary course of business. The Company's Management does not expect ensuing costs in resolving these matters to have a material adverse effect on either the Company's consolidated financial position, results of operations or cash flows.

Subsequent Events

There are no significant post balance sheet events.

Backlog

As at December 31, 2024, the Company's order backlog for continuing operations was US\$ 220.5 million of which US\$ 200.6 million is expected to be executed during FY 2025. Last year at the same period, the order backlog for continuing operations was US\$ 316.7 million of which US\$ 236.1 million was expected to be executed during FY 2024. The Company's order backlog consists of confirmed sales orders. During the last period, order confirmations have tended to be delayed and for shorter durations. Sales orders are subject to modification by mutual consent and in certain instances orders may be revised by customers. As a result, the order backlog of any particular date may not be indicative of actual operating results for any subsequent period.

Internal control framework

Internal control is a process implemented by management with the objective of ensuring (i) the effectiveness and efficiency of the Company's operations, (ii) the reliability of financial reporting and disclosures, and (iii) compliance with applicable laws and regulations, including those promoted by the Toronto Stock Exchange (TSX).

The organization of the internal control environment of the Company is based upon the Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

The inherent limitation in all control systems is such that they can provide only reasonable, not absolute, assurance that all control issues and instances of fraud or error, if any, within the Company have been detected.

Responsibilities over internal control

The Company's Board of Directors is the primary sponsor of the internal control environment. The Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee are the specific bodies acting in the field of internal control and reporting to the Board of Directors. These committees comprise a majority of independent members.

Audit Committee

The Audit Committee meets at least every quarter before the Board of Directors meeting authorizing for issuance the quarterly and annual consolidated financial statements. The main responsibilities of the Audit Committee are the examination of the quarterly and annual financial statements including related disclosures, the internal control

environment and the oversight of the work performed by the external auditors on the Company's financial statements. The Audit Committee also assessed the Company's risk exposure, paying special attention to:

- (i) The review of the group risk control matrix by Deloitte,
- (ii) the assessment of the Company's risk exposure with a specific focus on CIS and Africa,
- (iii) the sale of EDC Russia

During 2024 financial year, the Audit Committee met five times.

Compensation Committee

The principal responsibilities of the Compensation Committee are the examination of the Company's remuneration policy, in particular changes in the global payroll, the review of the collective and individual objectives and the succession planning. The Compensation Committee meets at least once a year. During 2024 financial year, the Compensation Committee met two times.

Corporate Governance Committee

The Corporate Governance Committee meets at least every quarter before the Board of Directors. It reports to the Board of Directors and is in charge of the supervision of the governance of the Company and its relationship with senior management. The Corporate Governance Committee met four times during the 2024 financial year.

Internal control organization within the Company

The Company operates in various different countries worldwide and has organized its internal reporting process into a monthly centralized system which allows the flows of relevant operating and financial data upstream to management. The subsidiaries report under standardized forms which are prepared in accordance with IFRS. These forms include financial information such as detailed income statement data, cash flow and working capital data, capital expenditures and other relevant operational data. This reporting, combined with a comprehensive budgeting process and systematic reforecasting, reflects the latest operating conditions and market trends and allows management to perform thorough variance analysis. Management considers that this monthly reporting process provides a reasonable assurance over the monitoring of its operating and financial activities and an effective tool for the operating decision makers.

The financial controlling function is organized by region, internal control being a significant part of the regional controllers' duties. Timely on site reviews are performed by operating and financial representatives from corporate. Considering this organization, there is no dedicated internal control department.

Approach implemented by the Company

The Company implements an approach consisting of (i) evaluating the design of its control environment over financial reporting and (ii) documenting the related control activities and key controls in a risk control matrix. This approach is implemented at every significant location of the Company. Management also focuses on the integration of newly acquired businesses over which the Company's two step approach on internal control is implemented within a reasonable time period.

The Company views its internal control procedure as a process of continuous improvement and will make changes aimed at enhancing the effectiveness of its internal control and to ensure that processes evolve with the business. There were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company regularly reviews its main risks and threats. A specific attention was paid in 2023 on the impact of the internal control processes. The conclusions were used to assess the adequacy of the Company's risk control matrix. The assessment did not reveal any significant deficiencies in the design and effectiveness of the Company's controls.

The Company has evaluated the effectiveness of the internal control procedures over financial reporting as at December 31, 2024 and has concluded that, subject to its inherent limitations, these were effective at a reasonable assurance level. The Company has evaluated the effectiveness of the Company's disclosure controls and concluded that, subject to its inherent limitations, the disclosure controls were effective for the year ended December 31, 2024.

Risk Factors

For a comprehensive discussion of the important factors that could impact the Company's operating results, please refer to the Company's Annual Information Form dated March 2, 2025, under the heading "Risk Factors", which has been filed with the Canadian regulators on SEDAR (www.sedarplus.ca).



Integrity.

We run our business with the highest level of integrity and this value is embedded in all of our daily operations, from the field to our corporate offices.

Innovation.

The global economic, political and geographic landscape is constantly changing and as a result, so is our work environment.

Involvement.

A winning culture and entrepreneurial spirit are two of our key differentiators in the industry. We practice a fluid bottom-up-top-down communication.

Foraco International
701 Rue des Fournels
34400 Lunel, France
www.foraco.com

FORACO INTERNATIONAL

Société anonyme

26 Plage de l'Estaque
13016 Marseille

Independent auditor's report on the consolidated financial statements

For the years ended December 31, 2024, 2023 and 2022

To the Shareholders of Foraco International,

Opinion

We have audited the consolidated financial statements of Foraco International and its subsidiaries (the Group), which comprise the consolidated balance sheet as at December 31, 2024, 2023 and 2022, and the consolidated statement of profit or loss, consolidated statement of changes in equity, consolidated statement of comprehensive income and consolidated statement of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in France, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Société par actions simplifiée au capital de 2 188 160 €
Société d'Expertise Comptable inscrite au Tableau de l'Ordre de Paris Ile-de-France
Société de Commissariat aux Comptes inscrite à la Compagnie Régionale de Versailles et du Centre
572 028 041 RCS Nanterre
TVA : FR 02 572 028 041

Une entité du réseau Deloitte

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, prepared under the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p><u>Impairment of goodwill</u> <i>(See Notes 2.6 and 4.3 to the consolidated financial statements for the years ended December 31, 2024, 2023 and 2022)</i></p>	
<p>The Group's evaluation of goodwill for impairment involves the comparison of the recoverable amount of each cash generating unit to its carrying amount. The Group used the discounted cash flow model to estimate recoverable amount, which requires management to make significant estimates and assumptions mainly related to forecasts of future revenues and operating margins, and discount rates. Changes in these assumptions could have a significant impact on either the recoverable amount, the amount of any goodwill impairment charge, or both.</p> <p>The Group carries out impairment tests on goodwill, annually or when events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill amounts to \$55.6M as of December 31, 2024.</p> <p>We considered the valuation of goodwill to be a key audit matter due to:</p> <ol style="list-style-type: none"> (1) the materiality of the balance of this account (goodwill representing 25% of total assets of \$226.0M), (2) the material judgements made by management to determine the assumptions and estimates underlying the calculations of recoverable amounts. 	<p>We tested management's impairment analysis of goodwill, as well as their assessment of impairment triggers.</p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> • assessing the consistency of the model used by management in performing the impairment test as compared to prior years, • assessing the reasonableness of the assumptions used in performing impairment testing on the basis of (i) the Group's budget, (ii) historical performance and (iii) evidence of the intended use of the assets, • challenging key assumptions, including the growth rate and the terminal value derived from the Group business plan as well as the discount rate, • performing a sensitivity analysis over the key assumptions used in the model in order to assess the potential impact of a range of possible outcomes.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Hugues DESGRANGES.

Marseille, March 2, 2025

The Auditor

Deloitte & Associés



Hugues DESGRANGES

FORACO INTERNATIONAL

Consolidated Financial Statements

Year ended December 31, 2024



FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

TABLE OF CONTENTS

CONSOLIDATED BALANCE SHEET	3
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	4
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	5
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	5
CONSOLIDATED STATEMENT OF CASH FLOWS	6
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	7
1. GENERAL INFORMATION	7
2. SUMMARY OF MATERIAL ACCOUNTING POLICIES	7
3. FINANCIAL RISK MANAGEMENT	17
4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS	21
5. SEGMENT INFORMATION	23
6. PROPERTY PLANT AND EQUIPMENT	26
7. GOODWILL	27
8. OTHER NON-CURRENT ASSETS	27
9. INVENTORIES	27
10. TRADE RECEIVABLES	28
11. OTHER CURRENT RECEIVABLES	29
12. CASH AND CASH EQUIVALENTS	30
13. EQUITY ATTRIBUTABLE TO THE COMPANY'S EQUITY HOLDERS	30
14. BORROWINGS	32
15. CONSIDERATION PAYABLE RELATED TO ACQUISITIONS	34
16. DEFERRED INCOME TAX	34
17. PROVISIONS	35
18. RETIREMENT BENEFIT OBLIGATIONS	36
19. TRADE AND OTHER PAYABLES	36
20. EXPENSES BY NATURE	37
21. OTHER OPERATING INCOME (EXPENSE), NET	37
22. SHARE-BASED COMPENSATION	38
23. FINANCE INCOME AND FINANCIAL EXPENSE	40
24. INCOME TAX EXPENSE	40
25. EARNINGS PER SHARE	41
26. DIVIDENDS PER SHARE	41
27. COMMITMENTS AND CONTINGENCIES	41
28. RELATED-PARTY TRANSACTIONS	42
29. EVENTS AFTER THE BALANCE SHEET DATE	42
30. CONSOLIDATED SUBSIDIARIES	43

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

CONSOLIDATED BALANCE SHEET

In thousands of US\$		<u>As at December 31,</u>		
	<u>Note</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
ASSETS				
Non-current assets				
Property, plant and equipment	(6)	48,067	51,456	39,536
Goodwill.....	(7)	55,633	65,618	64,055
Deferred income tax assets	(16)	18,958	19,462	18,791
Other non-current assets	(8)	690	916	1,053
		<u>123,348</u>	<u>137,451</u>	<u>123,435</u>
Current assets				
Inventories, net	(9)	34,896	45,583	44,030
Trade receivables, net	(10)	33,838	51,601	42,439
Other current receivables	(11)	9,570	10,804	10,232
Cash and cash equivalents	(12)	24,363	34,289	29,409
		<u>102,668</u>	<u>142,277</u>	<u>126,110</u>
Total assets.....		<u>226,016</u>	<u>279,729</u>	<u>249,545</u>
EQUITY				
Capital and reserves attributable to the Company's equity holders				
Share capital	(13)	2,499	2,499	2,499
Share premium, reserves and retained earnings	(13)	74,997	83,424	62,688
		<u>77,496</u>	<u>85,923</u>	<u>65,187</u>
Non-controlling interests		5,808	12,136	10,305
Total equity		<u>83,305</u>	<u>98,059</u>	<u>75,492</u>
LIABILITIES				
Non-current liabilities				
Borrowings – Non-current portion of long-term debt.....	(14)	64,140	79,056	84,771
Lease obligations – Non current portion	(14)	2,539	4,139	3,276
Deferred income tax liabilities	(16)	1,954	2,365	2,292
Provisions for other liabilities and charges.....	(17)	718	815	563
		<u>69,351</u>	<u>86,375</u>	<u>90,902</u>
Current liabilities				
Trade payables	(19)	25,380	34,513	28,717
Other payables	(19)	22,778	35,818	30,243
Current income tax liabilities		6,404	8,415	6,524
Borrowings –Current portion of long-term debt	(14)	12,867	13,317	13,166
Borrowings –Current portion of drawn credit lines	(14)	3,364	244	2,323
Lease obligations – Current portion	(14)	2,401	2,731	2,032
Provisions for other liabilities and charges.....	(17)	166	257	144
Total current liabilities		<u>73,360</u>	<u>95,295</u>	<u>83,149</u>
Total equity and liabilities.....		<u>226,016</u>	<u>279,729</u>	<u>249,545</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

In thousands of US\$	Note	For years ended December 31,		
		2024	2023	2022
Revenue	(5)	293,453	370,093	330,555
Cost of sales	(20)	(230,397)	(276,231)	(259,283)
Gross profit		<u>63,056</u>	<u>93,862</u>	<u>71,272</u>
Selling, general and administrative expenses	(20)	(22,621)	(27,154)	(24,888)
Other operating income / (expense), net.....	(21)	2,111	-	-
Operating profit		<u>42,546</u>	<u>66,708</u>	<u>46,384</u>
Finance income	(23)	832	1,678	870
Finance expense	(23)	(8,709)	(21,806)	(12,670)
Profit before income tax		<u>34,669</u>	<u>46,581</u>	<u>34,585</u>
Income tax expense	(24)	(8,583)	(12,665)	(8,805)
Profit / (loss) for the year		<u>26,085</u>	<u>33,916</u>	<u>25,780</u>
Attributable to:				
Equity holders of the Company	(25)	27,811	28,714	19,761
Non-controlling interests		(1,726)	5,202	6,019
		<u>26,085</u>	<u>33,916</u>	<u>25,780</u>
Earnings per share for profit / (loss) attributable to the equity holders of the Company during the year (expressed in US cents per share)				
— basic	(25)	28.18	29.07	20.01
— diluted	(25)	27.76	28.57	19.59

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In thousands of US\$	<u>Attributable to Equity Holders of</u>				
	<u>the Company</u>			<u>Non-</u> <u>controlling</u> <u>Interests</u>	<u>Total</u> <u>Equity</u>
	<u>Share</u> <u>Capital</u>	<u>Share</u> <u>Premium,</u> <u>reserves and</u> <u>Retained</u> <u>Earnings</u>	<u>Total</u>		
Balance at January 1, 2022	<u>2,499</u>	<u>53,480</u>	<u>55,979</u>	<u>6,549</u>	<u>62,528</u>
Profit / (loss) for the period	-	19,761	19,761	6,019	25,780
Currency translation differences	-	(9,850)	(9,850)	(549)	(10,399)
Employee share-based compensation (Note 22)	-	330	330	-	330
Treasury shares purchased (see Note 13)	-	(1,032)	(1,032)	-	(1,032)
Dividend paid to non controlling interests	-	-	-	(1,714)	(1,714)
Balance at December 31, 2022	<u>2,499</u>	<u>62,688</u>	<u>65,188</u>	<u>10,305</u>	<u>75,492</u>
Balance at January 1, 2023	<u>2,499</u>	<u>62,688</u>	<u>65,188</u>	<u>10,305</u>	<u>75,492</u>
Profit / (loss) for the period	-	28,714	28,714	5,202	33,916
Currency translation differences	-	(6,875)	(6,875)	(1,057)	(7,932)
Employee share-based compensation (Note 22)	-	372	372	-	372
Treasury shares purchased (see Note 13)	-	(1,475)	(1,475)	-	(1,475)
Dividend paid to non controlling interests	-	-	-	(2,314)	(2,314)
Balance at December 31, 2023	<u>2,499</u>	<u>83,424</u>	<u>85,923</u>	<u>12,136</u>	<u>98,059</u>
Balance at January 1, 2024	<u>2,499</u>	<u>83,424</u>	<u>85,923</u>	<u>12,136</u>	<u>98,059</u>
Profit / (loss) for the period	-	27,811	27,811	(1,726)	26,085
Currency translation differences	-	(25,414)	(25,414)	438	(24,974)
Employee share-based compensation (Note 22)	-	504	504	-	504
Deconsolidation of EDC Russia (see Note 2.2)	-	(5,554)	(5,554)	(4,710)	(10,264)
Treasury shares purchased (see Note 13)	-	(1,231)	(1,231)	-	(1,231)
Dividend paid to shareholders	-	(4,544)	(4,544)	-	(4,544)
Dividend paid to non controlling interests	-	-	-	(330)	(330)
Balance at December 31, 2024	<u>2,499</u>	<u>74,999</u>	<u>77,496</u>	<u>5,808</u>	<u>83,305</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

In thousands of US\$	For years ended December 31,		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Profit/ (loss) for the year	26,085	33,916	25,780
Items that may be subsequently reclassified to earnings:			
Foreign currency translation adjustments	(24,974)	(7,932)	(10,399)
Total comprehensive (loss) / income for the year	<u>1,111</u>	<u>25,984</u>	<u>15,381</u>
Attributable to:			
Equity holders of the Company.....	2,397	21,839	9,911
Non-controlling interests	(1,288)	4,415	5,470

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

CONSOLIDATED STATEMENT OF CASH FLOWS

In thousands of US\$	For years ended December 31,			
	<u>Note</u>	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities				
Profit / (loss) for the year		26,085	33,916	25,780
Adjustments for:				
Depreciation, amortization and impairment.....	(20)	17,432	19,591	19,830
Non-cash share-based compensation expenses	(22)	504	372	330
Income tax expense.....	(24)	8,583	12,665	8,805
Finance (income) / expenses, net	(23)	7,877	20,128	11,800
Cash generated from operations before changes in operating assets and liabilities		<u>60,482</u>	<u>86,671</u>	<u>66,543</u>
Changes in operating assets and liabilities:				
Inventories		229	(1,661)	(7,762)
Trade accounts receivable and other receivable		7,597	(9,668)	(8,539)
Trade accounts payable and other payable		(18,294)	6,291	6,555
Cash generated from operations		<u>50,015</u>	<u>81,633</u>	<u>56,799</u>
Interest received/(paid)		(6,993)	(14,224)	(10,068)
Income tax paid		(13,793)	(12,194)	(9,302)
Net cash flow from operating activities		<u>29,229</u>	<u>55,215</u>	<u>37,429</u>
Cash flows from investing activities				
Purchase of Property and equipment and intangible assets (*).....	(6)	(18,871)	(26,135)	(20,042)
Net cash used in investing activities		<u>(18,871)</u>	<u>(26,135)</u>	<u>(20,042)</u>
Cash flows from financing activities				
Acquisition of treasury shares.....	(13)	(1,231)	(1,475)	(1,032)
Repayment of borrowings.....	(14)	(13,932)	(3,274)	(1,447)
Proceeds from issuance of borrowings, net of issuance costs	(14)	2,853	86,169	-
Repayment of lease obligations.....	(14)	(2,629)	(2,570)	(2,620)
Net increase/(decrease) in bank overdrafts and short-term loans	(14)	3,134	(2,059)	1,135
Repayments of bonds including transaction costs paid.....	(14)	-	(98,700)	(5,000)
Deconsolidation of EDC Russia.....	(2)	(2,076)	-	-
Dividends paid to Company's shareholders (**).....	(26)	(4,544)	-	-
Dividends paid to non-controlling interests	(26)	(330)	(2,035)	(1,714)
Net cash generated by / (used in) financing activities		<u>(18,755)</u>	<u>(23,944)</u>	<u>(10,678)</u>
Exchange differences in cash and cash equivalents.....		(1,529)	(256)	(1,224)
Net increase/ (decrease) in cash and cash equivalents		<u>(9,927)</u>	<u>4,880</u>	<u>5,485</u>
Cash and cash equivalents at beginning of the year	(12)	34,289	29,409	23,924
Cash and cash equivalents at the end of the year	(12)	<u>24,363</u>	<u>34,289</u>	<u>29,409</u>
<i>(*) Excluding purchases financed through finance leases and right of use.....</i>		1,644	3,503	1,234
<i>(**) Dividends paid during the first quarter (C\$0.06 per share)</i>		4,544	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Foraco International SA (the “Company”) and its subsidiaries (together, the “Group” or “Foraco Group”) is a market leader in the drilling industry, expanding its services in the sectors of energy transition, gold, and water management services. This strategic choice targets areas with high demand and growth potential. Additionally, Foraco prioritizes operations in geopolitically stable regions to minimize risks and ensure reliable service delivery.

The principal sources of revenue consist of drilling contracts for companies primarily involved in the sector of drilling for energy transition and gold which is defined as a key segment of the mining industry and water management services. The Group has operations in North America, South America, Asia Pacific, Africa and Europe.

The Company is a “société anonyme” incorporated in France. The address of its registered office is 26, Plage de l’Estaque, 13016 Marseille, France.

These consolidated financial statements were authorized for issue by the Board of Directors on March 2, 2025.

The Company is listed on the Toronto Stock Exchange (TSX) under the symbol “FAR”.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

2.1 Basis of Preparation

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standard Board (“IASB”).

The consolidated financial statements have been prepared under the historical cost convention except for certain financial assets recognized at fair value through profit and loss.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

Except otherwise stated, all amounts are presented in thousands of US\$.

The Group is a drilling service provider and as such IFRS 6, ‘Exploration for and evaluation of mineral resources’ is not applicable to its operations.

IFRS Standards and New Pronouncements

New standards and amendments effective for periods beginning on January 1, 2024, and therefore relevant to these consolidated financial statements

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

The Company has adopted the following standards, amendments, and interpretations to existing standards, which were mandatory for the current reporting period:

Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current (Amendments to IAS 1): These amendments provide clarity on how covenants affect the classification of liabilities, ensuring that entities classify liabilities based on circumstances existing at the end of the reporting period.

Lease Liability in a Sale and Leaseback (Amendments to IFRS 16): This amendment revises the accounting treatment for sale and leaseback transactions, defining how to measure and recognize lease liabilities and assets in such arrangements.

Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7): These changes enhance transparency in reporting supplier finance arrangements, requiring detailed disclosure of their terms and impacts on liquidity and cash flow.

The application of these new standards and amendments has not had any material impact on the consolidated financial statements of the Company.

Standards, Amendments, and Interpretations Not Yet Effective and Not Early Adopted

The Company has reviewed standards, amendments, and interpretations that have been issued and are mandatory for accounting periods beginning on or after January 1, 2025, but have not been early adopted:

Lack of Exchangeability (Amendments to IAS 21): This amendment addresses how to determine the exchange rate to use when the currency is not exchangeable, providing guidance on the accounting treatment in such scenarios.

The Company anticipates that the adoption of these standards, amendments, and interpretations in future periods might not have a material impact on the consolidated financial statements. However, the Company will continue to assess the potential impact as more information becomes available and as the adoption dates approach.

2.2 Consolidation

(a) Subsidiaries

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has the right to variable returns from its involvement with the entity. It also has the ability to affect those returns through its involvement with the entity and through its power over the entity. In addition, the Group assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The Group applies the acquisition method to account for business acquisitions. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred by the former owners of the acquiree and the equity interests issued. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquiree on a case by case basis, either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of the acquiree's identifiable net assets.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed (Note 7).

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A cash generating unit "CGU" is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

(b) Transactions with non-controlling interests

The effects of all transactions with non-controlling interests have to be recorded in equity if there is no change in control and these transactions no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss.

(c) Deconsolidation of EDC Russia

The Company was present in Russia in 2023 through its 50% stake in Eastern Drilling Company (EDC). Since the start of the conflict in Ukraine in February 2022, the Company has strictly complied with the sanctions imposed on Russia. On April 5, 2023, the Company entered into a preliminary agreement to sell its 50% stake in EDC to its Russian partners. On February 2, 2024, the Company received authorization from the Russian Authorities to proceed with the sale of its shareholding in its subsidiary, EDC Russia. The share transfer was registered with Russian tax authorities on March 15, 2024, marking the last day EDC Russia was included in Foraco's consolidated financial statements. From the beginning of the year until the transfer, EDC Russia added \$3.6 million to Foraco's revenues and contributed \$0.1 million in net income. This transaction resulted in a net gain of \$2.1 million for Foraco, which was recorded within "other operating income" in Foraco's consolidated financial statements as of December 31, 2024.

<u>EDC Russia Assets & liabilities at the date of deconsolidation</u>	<u>In thousands</u> <u>USD</u>
Non-current assets	1,804
Current assets	9,503
Cash and cash equivalents	2,076
Non-current liabilities.....	(232)
Current liabilities	(4,998)
Net Asset disposed of.....	8,153
Of which attributable to equity holders.....	4,076
Exchange differences reclassified in Profit and loss.....	(4,710)
Consideration received	2,745
Net profit.....	2,111

2.3 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the senior management team.

The Group reports its financial performance based on its business segments. Segment reporting disclosures are provided in Note 5.

2.4 Foreign Currency translation

(a) Functional and Presentation Currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). In accordance with IAS 21.38, the Group has elected to report its consolidated financial statements using the US Dollar as its presentation currency.

(b) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions' valuation where items are re-measured. The exchange rates prevailing at the dates of the transactions are approximated by a single rate per currency for each month (unless these rates are not reasonable approximations of the cumulative effect of the rates prevailing on the transaction dates). Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of profit and loss except when deferred in other comprehensive income as qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statements of profit and loss within finance income or expense. All other foreign exchange gains and losses are presented in the consolidated statements of profit and loss within other operating income / (expense), net.

(c) Group Companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of income are translated at a monthly average exchange rate (unless this rate is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income and as a separate component of equity within "Other reserves".

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are recorded in other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

that were recorded in other comprehensive income are recognized in the consolidated statements of profit and loss as part of the gain or loss on the sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the closing rate.

2.5 Property, plant and Equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Major refurbishment work and improvements are capitalized with the carrying amount of the replaced part derecognized. All other repairs and maintenance are charged to the consolidated statements of profit and loss during the financial period in which they are incurred. Borrowing costs are capitalized as part of the cost of property and equipment. There was no significant borrowing cost capitalized over the periods presented.

Depreciation of property and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful life (Note 6).

The useful lives are as follows:

Buildings	10 years
Drills	3 to 10 years
Other drilling equipment	1 to 5 years
Automotive equipment.....	3 to 5 years
Office equipment and furniture	2 to 5 years

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period.

When the Group leases assets under the terms of a long-term contract or other agreements that substantially transfer all of the risks and rewards of ownership to the Group, the value of the leased property is capitalized and depreciated (over the shorter of useful lives or lease term) and the corresponding obligation is recorded as a liability within borrowings.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other operating income / (expense), net in the consolidated statements of profit and loss.

2.6 Goodwill

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired, is recorded as goodwill. Goodwill on acquisitions of subsidiaries is presented on the consolidated balance sheet under the line item "Goodwill".

In accordance with IAS 36 Impairment of Assets, Foraco International conducts impairment testing at the level of Cash-Generating Units (CGUs). A CGU is defined as the smallest identifiable group of assets that generates cash inflows largely independent of those from other assets or groups of assets. For our operations, CGUs are determined based on geographical regions within each business segment, rather than solely by segment. This

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

approach reflects the distinct economic and operational characteristics of each region, ensuring that impairment assessments accurately capture the performance and risks specific to each geographic area.

Goodwill is tested annually for impairment (or when events or changes in circumstances indicate a potential impairment) and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

2.7 Impairment of Non-financial Assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested for impairment annually or when events or changes in circumstances indicate a potential impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8 Financial Assets

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables originated by the Group are included in trade and other current receivables in the consolidated balance sheet.

2.9 Derivative Financial Instruments and Hedging Activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value.

The Group does not enter into hedging activities.

2.10 Leases

The adoption of IFRS 16 since January 1st, 2019, resulted in the recognition of rights-of-use assets and lease obligations amounting to US\$ 4.9 million, US\$ 6.9 million and US\$ 5.3 million respectively as at December 31, 2024, 2023 and 2022)

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value (less than US\$ 5 thousand commitment). For these leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate corresponding to the Group's incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

2.11 Inventories

The Group maintains an inventory of operating supplies and drill consumables such as bits, additives and chunks.

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the average weighted unit cost method. It excludes borrowing costs. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. If the net realizable value is lower than cost, then a write down is recognized.

2.12 Revenue Recognition

Revenue from services rendered is recognized in the consolidated statements of profit and loss over time. The revenue is generated through contracts in the mining and water industries. A typical drilling contract for Foraco specifies the depth of drilling required, the duration of the project and the scope and conditions of work to be undertaken. Customers are typically charged on a rate per-meter drilled basis, which is the Company's principal measure of performance in both mining and water contracts. Drilling work is periodically approved by customers. The amount of revenue is not considered to be reliably measurable until all contingencies relating to services rendered have been resolved. Accordingly, variable consideration is recognized when approved. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Contracts in progress at the closing date are accounted for using the percentage of completion method whereby revenues and directly attributable costs are recognized in each period based on the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs including the cost for mobilizing and demobilizing drilling equipment.

When the global income from a contract cannot be reliably estimated, no gross profit is recognized during the period.

Under either of the policies mentioned above, when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately. This loss is equal to the total estimated loss on the project minus the loss already accounted for and is first applied against the project's receivables. Any excess is then credited to provisions.

2.13 Trade Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost, less provision for impairment. Contractual payment terms span generally below three months. A provision for impairment of trade receivables is established on a case by case basis when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the consolidated statements of profit and loss.

The Group transfers certain receivables to banks as collateral under an assignment of receivables program. As risks and rewards related to the trade receivables have been retained by the Group, accounts receivable are not derecognized and a financial liability is accounted for against the consideration received from the lenders.

2.14 Cash and Cash Equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities up to three months or provided that these investments are held to meet short

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

term cash needs and there is no significant risks of change in value as a result of an early withdraw. Bank overdrafts are shown within current liabilities on the consolidated balance sheet.

The Group owns certain highly liquid securities. These investments are classified as financial assets at fair value through profit or loss.

2.15 Share Capital

Ordinary shares are classified as equity. The Group has not issued any preference shares.

Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or re-issued. When such shares are subsequently re-issued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, are included in equity attributable to the Company's equity holders.

Dividend to the Company's shareholders is recognized as a liability in the Group's consolidated financial statements in the period in which the dividends are approved by the Company's shareholders.

2.16 Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortized cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.17 Income Tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in the consolidated statements of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of goodwill or an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred tax liabilities are determined for the withholding tax due on the reserves of the subsidiaries, when distributions are probable.

2.18 Provisions

Provisions for restructuring costs and legal claims are recognized when:

- the Group has a present legal or constructive obligation as a result of past events;
- it is probable that an outflow of resources will be required to settle the obligation; and
- the amount has been reliably estimated.

No provision for restructuring of the Group has been recorded as at December 31, 2024.

The Group evaluates outflows of resources expected to be required to settle the obligation based on facts and events known at the closing date, from its past experience and to the best of its knowledge. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passing of time is recognized as interest expense.

The Group does not provide for future operating losses, except when such losses result from loss making contracts in accordance with the policy described in note 2.12. The Group had no significant loss-making contracts over the periods presented.

2.19 Employee Benefits

(a) Pension Obligations

The Group mainly provides defined contribution plans to its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan, such as the mandatory retirement plan in France, is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of plan assets (if any). The defined benefit obligation is calculated annually using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in other comprehensive income in the period in which they arise. Changes in amounts recognized in other comprehensive income are detailed in Note 13.

Changes in laws and regulations that affect the amount of the Group's obligations are accounted for as change in actuarial assumptions. There was no such change that materially affected amounts reported over the periods presented.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

The Group does not provide other post-employment benefits.

(b) Bonuses

The Group recognizes a liability and an expense for bonuses based on a formula that takes into consideration the Group financial performance. The Group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(c) Share-based compensation

The Group operates a limited number of equity-settled, share-based compensation plans under which the Group receives services from its employees as consideration for equity instruments (free shares see note 22). The total amount to be expensed is determined by reference to the fair value of the shares granted determined at grant date.

Non-market vesting conditions, including service conditions are included in assumptions about the number of shares that are expected to vest. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of shares that are expected to vest based on the non-market vesting conditions. It recognizes the impact of the revision to original estimates, if any, in the consolidated statements of profit and loss, with a corresponding adjustment to equity.

2.20 Trade Payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

The trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.21 Earnings Per Share

Basic earnings per share are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year. Diluted earnings per share are computed by dividing net income attributable to equity holders of the Company by the weighted average number of shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

A reconciliation of the weighted average number of ordinary shares outstanding during the period and the weighted average number of shares outstanding, adjusted for the effects of all dilutive potential ordinary shares, is presented in Note 25.

3. FINANCIAL RISK MANAGEMENT

The Group's activity exposes it to a variety of financial risks through its activity: currency risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. The Group did not enter into derivative financial instruments to cover its exposure over the periods presented.

The Group's cash investment strategy aims to avoid capital risks and reach a global performance level equivalent to the reference risk-free interest rate. In order to achieve this objective, the Group contracts certain short term deposits offering guaranteed capital with or without guaranteed interest rate yields.

3.1 Company's Risk Exposure

(a) Liquidity linked to financing and refinancing risks

Until November 8, 2023, a substantial part of the Group's financing involved a balloon payment approaching its maturity date and introducing specific risks. Primarily, a liquidity risk, necessitating the Group to secure sufficient funds for the lump-sum payment. Additionally, a refinancing risk as attempting to refinance a balloon payment could lead to unfavorable conditions or the possibility of being unable to refinance, influenced by volatile credit markets, interest rate fluctuations, or alterations in the Group's financial health.

On November 8, 2023, the Company undertook an early redemption of its US-dollar-denominated senior bonds, which were originally issued in 2021 and set to mature in December 2025. In conjunction with this redemption, the Company entered into two separate financing agreements (i) with Desjardins in Canada, securing C\$76 million at a 10% annual repayment rate, with a maturity of 3.5 years and an option to reschedule over an additional six years and (ii) with Caisse d'Epargne (Natixis Group) in France, obtaining €30 million, of which €22.5 million will be amortized over the next four years and a balloon payment of €7.5 million due in 2028.

(b) Currency risks

The Group operates internationally and is therefore exposed to foreign exchange risk on its commercial transactions. A foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Foraco presents its consolidated financial statements in US dollars. The main currencies used by the Group are Canadian Dollars, Australian Dollars, Brazilian Reals, Euros, Chilean Pesos, Argentinian Pesos, and US Dollars.

The Group mitigates its exposure to foreign currency fluctuations by balancing its costs, revenues and financing in local currencies, resulting in a natural hedge.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

The exchange rates for the periods under review are as follows against the US\$:

	Closing 2024	Closing 2023	Closing 2022	Average 2024	Average 2023	Average 2022
Euro (€)	0.96	0.91	0.94	0.92	0.92	0.95
Canadian Dollar (Can\$)	1.44	1.32	1.35	1.37	1.35	1.30
Australian Dollar (AUD)	1.61	1.47	1.47	1.52	1.51	1.44
Chilean Peso (CLP)	993	879	853	943	839	873
Brazilian Real (BRL)	6.19	4.85	5.28	5.34	4.99	5.16
Russian Ruble (RUB)	-	89.03	73.11	92.70	85.34	69.73

The sensitivity to foreign currencies against US\$ fluctuations of the consolidated revenue for the year presented in US\$ is summarized as follows (in thousands of US\$):

	As at December 31, 2024	
Effect on revenue of a change	+5%	-5%
Can\$ / US\$	5,801	(5,801)
AUD / US\$	4,174	(4,174)
BRL / US\$	1,674	(1,674)
€ / US\$	936	(936)
CLP / US\$	703	(703)
RUB / US\$	179	(179)

(c) Interest rate risk

Volatility in interest rates can affect the Company financial position, operational results, and cash flows impacting the debt servicing costs and investment income.

As part of the refinancing, in February 2024, the Company entered into a Euro-Australian Dollar currency swap, applying a fixed interest and exchange rate to 60% of its Euro-denominated debt including installments. This hedging contract enables the exchange of Euro debt for Australian Dollar equivalents at a specified rate, effectively mitigating exchange rate risks and stabilizing interest cost.

(d) Credit risk

All significant cash and cash equivalents and deposits with banks and financial institutions are spread amongst major financial institutions with investment grade ratings.

The Group assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set for each subsidiary. The utilization of credit limits is regularly monitored.

The Group's broad geographical and customer distribution limits the concentration of credit risk. Four customers accounted for more than 10% of the Group's sales during the year ended December 31, 2024 (Three customers accounted for more than 10% of the Group's sales during the year ended December 31, 2023 and two during the year ended December 31, 2022).

(e) Liquidity risk linked to operations

Prudent liquidity risk management involves maintaining sufficient cash and cash equivalents and short term deposits, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the cyclical nature of the underlying businesses, management maintains

funding flexibility by maintaining availability under committed credit lines.

The maturity analysis for financial liabilities is presented in Note 14.

(f) Geopolitical risk

The Group's strategy is to focus on stable jurisdictions. However, it remains exposed to certain countries experiencing political or social instability, such as Russia and Africa. There is a risk that operations, assets, employees or income repatriation could be compromised by factors specific to the regions in which the Group operates. The Group manages its country risk through a number of risk measures and limits, the most important being the regular review of geopolitical conditions and an effective monitoring of liquidity, inventories and equipment potential exposure.

(g) Capital risk management

The primary objective of the Group's capital management is to ensure that it maintains a prudent liquidity ratio in order to support its growth strategy and maximize shareholders' value. The Group monitors financial measures presented in Note 5 on an ongoing basis as well as its net cash level (cash and cash equivalents less borrowings) presented in Notes 12 and 14.

(h) Climate and ESG Risks in Financial Management (IFRS S1 and IFRS S2)

In line with the IFRS S1 (General Requirements for Disclosure of Sustainability-related Financial Information) and IFRS S2 (Climate-related Disclosures) standards, Foraco is enhancing its sustainability reporting to better integrate climate-related and sustainability-related financial information into its mainstream consolidated financial statements.

Foraco's sustainability efforts are already documented in its ESG Report 2024, which aligns with the Sustainability Accounting Standards Board (SASB) framework for the Metals and Mining sector. This report details key environmental, social, and governance metrics, including CO₂ emissions (43,771 TCO₂ in 2024), water consumption (572,807 m³), and energy usage (643,994 GJ). Safety and ethical governance remain core priorities, with a Lost Time Injury Rate (LTIR) of 0.1 and compliance with anti-corruption regulations such as Sapin 2 and OECD guidelines.

To ensure compliance with IFRS S1 and S2, Foraco is further integrating (i) Financial Impacts of Climate and Sustainability Risks: Assessing and disclosing the financial implications of climate-related risks and opportunities, including potential impacts on revenue, costs, and asset valuations, (ii) Scenario Analysis: Evaluating different climate-related scenarios to measure potential operational and financial impacts (iii) Governance Framework: Strengthening governance structures to oversee sustainability-related risks and strategic responses and (iv) Metrics and Targets: Expanding disclosures on greenhouse gas (GHG) emissions (Scope 1, 2, and relevant Scope 3) and setting long-term sustainability goals in alignment with regulatory expectations.

Foraco remains committed to transparency and aligning its sustainability disclosures with evolving global financial reporting standards.

3.2 Estimation of fair value of financial assets and liabilities

IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).

- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group does not hold any financial assets at fair value through profit or loss, derivatives or available-for-sale financial assets over the years presented. As at December 31, 2024, the Group does not hold any assets at amortized cost (US\$ 2,333 thousand in 2023 and US\$ 5,376 thousand in 2022). These assets correspond to term deposits and are classified as cash equivalents.

The carrying amounts of trade receivables less the impairment provision and trade payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments (see note 14).

Financial instruments by category

	<u>Trade receivables and cash</u>	<u>Assets at fair value through the profit and loss</u>	<u>Derivatives used for hedging</u>	<u>Available- for-sale</u>	<u>Total</u>
December 31, 2024					
Assets as per balance sheet					
Trade and other receivables.....	43,408	—	—	—	<u>43,408</u>
Cash and cash equivalents.....	24,363	—	—	—	<u>24,363</u>
Total	<u>67,771</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>67,771</u>
		<u>Liabilities at fair value through the profit and loss</u>	<u>Derivatives used for hedging</u>	<u>Other financial liabilities</u>	<u>Total</u>
Liabilities as per balance sheet					
Borrowings		—	—	85,311	<u>85,311</u>
Trade and other payables.....		—	—	48,157	<u>52,957</u>
Total		<u>—</u>	<u>—</u>	<u>133,468</u>	<u>133,468</u>
December 31, 2023					
Assets as per balance sheet					
Trade and other receivables.....	62,405	—	—	—	<u>62,405</u>
Cash and cash equivalents.....	34,289	—	—	—	<u>34,289</u>
Total	<u>96,694</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>96,694</u>
		<u>Liabilities at fair value through the profit and loss</u>	<u>Derivatives used for hedging</u>	<u>Other financial liabilities</u>	<u>Total</u>
Liabilities as per balance sheet					
Borrowings		—	—	99,487	<u>99,487</u>
Trade and other payables.....		—	—	70,331	<u>70,331</u>
Total		<u>—</u>	<u>—</u>	<u>169,818</u>	<u>169,818</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

	<u>Trade receivables and cash</u>	<u>Assets at fair value through the profit and loss</u>	<u>Derivatives used for hedging</u>	<u>Available- for-sale</u>	<u>Total</u>
December 31, 2022					
Assets as per balance sheet					
Trade and other receivables.....	52,671	—	—	—	<u>52,671</u>
Cash and cash equivalents.....	29,408	—	—	—	<u>29,408</u>
Total	<u>82,079</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>82,079</u>
		<u>Liabilities at fair value through the profit and loss</u>	<u>Derivatives used for hedging</u>	<u>Other financial liabilities</u>	<u>Total</u>
Liabilities as per balance sheet					
Borrowings		—	—	105,568	<u>105,568</u>
Trade and other payables.....		—	—	58,960	<u>58,960</u>
Total		<u>—</u>	<u>—</u>	<u>164,528</u>	<u>164,528</u>

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4.1 Seasonal fluctuations

The worldwide presence of the Company reduces its overall exposure to seasonality and the influence this can have on the business activity. In Canada, seasonal slow periods occur during the winter freeze and spring thaw or break-up periods. Depending on the latitude, this can occur anytime from October until late December (freezing) and from mid-April through to mid-June (break-up). Operations at mining sites continue throughout the year. In Asia Pacific and in South America, where the Company operates exclusively in the Mining segment, a seasonal slowdown in activity occurs around year-end, during the vacation period. Certain contracts are also affected in Chile in July and August when the winter season peaks.

For accounting purpose, revenues that are received seasonally or cyclically within the year are not anticipated or deferred at the end of the financial year.

4.2 Deferred tax

The current economic conditions also impact the timing of the recognition of deferred tax assets. The Group's policy is to recognize deferred tax assets only when they can be recovered within a reasonable timeframe. Based on internal forecasts and projections, management has considered that the potential recovery timeframe for deferred tax assets in certain countries would be longer than previously estimated, thus creating a risk that deferred tax assets may be unused. As a general rule, the Group recognizes deferred tax assets only when they can be used against taxable profit within a timeframe of five years. On this basis, the Group has adopted a partial recognition based approach. As at December 31, 2024, the Group has unrecognized deferred assets amounting to US\$ 13,452 thousand in countries in which the Group operates. Most of the corresponding tax losses can be carried forward indefinitely.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

4.3 Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. Value in use determination is sensitive to changes in the operating profit assumption and discount rate applied. No impairment charge has been recognized over the periods presented.

As at December 31, 2024, the goodwill is allocated to the following cash generating units:

South America	36,945
North America	7,918
Asia-Pacific.....	6,337
EMEA.....	4,434
Total goodwill as at December 31, 2024	<u>55,633</u>

The recoverable amount of the CGUs is determined based on a value-in-use calculation, which uses cash flow projections based on forward projections, covering a five-year period, discounted to December 31, 2024. The assumptions used involve a considerable degree of estimation on the part of management. Actual conditions may differ from the assumptions and thus actual cash flows may be different to those expected with a material effect on the recoverability of each cash generating unit. The most significant assumptions made for the determination of expected discounted cash flows covering the next 5 years are:

- 2025 to 2029 management's business plan
- A discount rate of 9.8% applied for each region on the projected cashflows converted into US dollars (10.5% for 2023 and 11.6% for 2022).
- A 1% long term growth applied to the terminal value.

Major uncertainties are taken in considerations when identified. Management believes that the assumptions used to evaluate potential impairment are reasonable.

Based on the assumptions made, the expected discounted future cash flows exceeded each of the long lived asset's carrying amount for each geographic region and accordingly no impairment was recognized. An increase in the discount rate of 1% or a reduction of the long term growth to 0% would not change the outcome of the impairment testing.

4.4 Depreciation of property and equipment

Equipment is often used in a hostile environment and may be subject to accelerated depreciation. Management considers the reasonableness of useful lives and whether known factors reduce or extend the lives of certain assets. This is accomplished by assessing the changing business conditions, examining the level of expenditures required for additional improvements, observing the pattern of gains or losses on disposition, and considering the various components of the assets.

4.5 Inventory allowance on spare parts and slow moving items

Spare parts relate to equipment which may be used in a hostile environment. Management assesses the level of provision for spare parts together with its review of the equipment as described above.

4.6 Revenue recognition

Revenue from services rendered is recognized in the consolidated statements of profit and loss over time. The revenue is generated through contracts in the mining and water industries. A typical drilling contract for Foraco specifies the depth of drilling required, the duration of the project and the scope and conditions of work to be undertaken. Customers are typically charged on a rate per-meter drilled basis, which is the Company's principal measure of performance in both mining and water contracts. Drilling work is periodically approved by customers. The amount of revenue is not considered to be reliably measurable until all contingencies relating to services rendered have been resolved. Accordingly, variable consideration is recognized when approved. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Contracts in progress at the closing date are accounted for using the percentage of completion method whereby revenues and directly attributable costs are recognized in each period based on the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs including the cost for mobilizing and demobilizing drilling equipment.

When the global income from a contract cannot be reliably estimated, no gross profit is recognized during the period.

Under either of the policies mentioned above, when it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense immediately. This loss is equal to the total estimated loss on the project minus the loss already accounted for and is first applied against the project's receivables. Any excess is then credited to provisions.

4.7 Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are certain transactions and calculations for which the ultimate tax determination is uncertain. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax assets and liabilities in the period in which such determination is made.

4.8 Share-based payment transactions

The fair value of share-based payment transactions is based on certain assumptions from management. The main area of estimates relates to the determination of the fair value of free shares. The main assumption used in the determination of the share-based payment expense is the turnover assumption retained to assess the number of equity instruments that are expected to vest. In 2024, the Group used a 10% turnover assumption (in 2023 10% and 10% and 2022) which is consistent with the Group's experience of employee departures.

Details of share-based compensation are disclosed in Note 22.

5. SEGMENT INFORMATION

In accordance with IFRS 8 Operating Segments, Foraco International identifies operating segments based on internal reports reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. The CODM has identified two primary business segments

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

- Mining: This segment encompasses drilling services for mining companies, including exploration, development, and production drilling and
- Water: This segment provides water-related drilling services, such as water well drilling and environmental services.

Within these primary segments, performance is further analyzed on a geographical basis, considering the distinct economic and operational characteristics of each region.

The following tables presents revenue and operating profit by segment and geographic region for the year ended December 31, 2024.

The Group does not identify or allocate assets, liabilities or cash flows to group segments nor does management evaluate the segments on these criteria on a regular basis.

5.1 Business Segments

The Group is organized on a worldwide basis with two main business segments.

The “Mining” segment covers drilling services primarily for energy transition and gold, a key segment of the mining industry.

The “Water” segment covers all activities linked to the construction of water wells leading to the supply of drinking water, the collection of mineral water, as well as the control, maintenance and renovation of the existing installations and the dewatering for mining. This segment also includes drilling services offered to the environmental and construction industry such as geological exploration and geotechnical drilling.

The accounting policies for segment information are the same as those described in the summary of material accounting policies as discussed in Note 2.

The business segment information for the years ended December 31, 2024, 2023 and 2022 was as follows:

<u>Year ended December 31, 2024</u>	<u>Mining</u>	<u>Water</u>	<u>Group</u>
Revenue	255,306	38,147	293,453
Gross profit	52,563	10,492	63,056
Operating profit	35,002	7,543	42,546
Finance (expense) / income	—	—	(7,877)
Profit before income tax.....	—	—	<u>34,669</u>
Income tax (expense) / profit.....	—	—	(8,583)
Profit for the year	—	—	<u>26,085</u>

<u>Year ended December 31, 2023</u>	<u>Mining</u>	<u>Water</u>	<u>Group</u>
Revenue	321,697	48,395	370,093
Gross profit	81,221	12,642	93,863
Operating profit	57,830	8,879	66,709
Finance (expense) / income	—	—	(20,128)
Profit before income tax.....	—	—	<u>46,581</u>
Income tax (expense) / profit.....	—	—	(12,665)
Profit for the year	—	—	<u>33,916</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

<u>Year ended December 31, 2022</u>	<u>Mining</u>	<u>Water</u>	<u>Group</u>
Revenue	286,065	44,490	330,555
Gross profit	59,963	11,309	71,272
Operating profit	38,409	7,975	46,384
Finance (expense) / income	—	—	(11,800)
Profit before income tax.....	—	—	<u>34,585</u>
Income tax (expense) / profit.....	—	—	(8,805)
Profit for the year	—	—	<u>25,780</u>

There is no inter-segment revenue.

Corporate costs and overheads are allocated to each business segment based on their revenue. Management considers this approach to be a reasonable basis for determining the costs attributable to the respective segments.

5.2 Geographical information

The Group operates in four main geographical areas, even though the business is managed on a worldwide basis.

The following is a summary of revenue from external customers by geographic area for the years ended December 31, 2024, 2023 and 2022:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
North America	118,445	119,188	104,345
Asia Pacific	83,964	68,439	53,295
South America	66,788	131,884	104,640
Europe, Middle East and Africa	24,256	50,582	68,275
Revenue.....	<u>293,453</u>	<u>370,093</u>	<u>330,555</u>

Revenue from external customers is based on the customers' billing location. Accordingly, there are no sale transactions between operating segments. The Group does not allocate non-current assets by location for each geographical area.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

6. PROPERTY PLANT AND EQUIPMENT

Property, plant and equipment consists of the following:

	<u>Land and Buildings</u>	<u>Drilling Equipment and Tools</u>	<u>Automotive Equipment</u>	<u>Office Furniture and Other Equipment</u>	<u>Rights of use</u>	<u>Total</u>
Year ended December 31, 2022						
Opening net book amount.....	1,696	27,647	3,384	388	6,564	39,681
Additions.....	205	17,222	2,579	536	1,234	21,776
Exchange differences	(74)	(800)	(207)	12	(288)	(1,357)
Disposals or retirements	-	(587)	(134)	(1)	(28)	(750)
Depreciation charge	(124)	(16,129)	(1,179)	(176)	(2,206)	(19,814)
Closing net book amount at December 31, 2022	<u>1,703</u>	<u>27,353</u>	<u>4,443</u>	<u>759</u>	<u>5,276</u>	<u>39,536</u>
Year ended December 31, 2023						
Opening net book amount.....	1,703	27,353	4,443	759	5,276	39,536
Additions.....	120	22,286	4,084	250	3,504	30,244
Exchange differences	22	591	1	142	170	926
Disposals or retirements	-	(38)	(3)	-	-	(41)
Depreciation charge	(131)	(15,422)	(1,233)	(210)	(2,214)	(19,210)
Closing net book amount at December 31, 2023	<u>1,714</u>	<u>34,808</u>	<u>7,257</u>	<u>938</u>	<u>6,736</u>	<u>51,456</u>
Year ended December 31, 2024						
Opening net book amount	1,714	34,808	7,257	938	6,736	51,456
Additions	40	16,767	1,832	239	497	19,375
Exchange differences	(132)	(1,911)	(866)	(177)	(425)	(3,511)
Disposals or retirements.....	-	(91)	(88)	(12)	-	(191)
Deconsolidation of EDC Russia	-	(1,132)	(580)	(1)	-	(1,713)
Depreciation charge	(127)	(13,672)	(1,355)	(183)	(2,010)	(17,348)
Closing net book amount at December 31, 2024...	<u>1,495</u>	<u>34,770</u>	<u>6,200</u>	<u>804</u>	<u>4,802</u>	<u>48,067</u>

Most of the equipment located in Canada and Australia are pledged as part of the Group financing agreements entered with its lenders which represents a net book value of US\$ 9.3 million and US\$21.7 million respectively.

The depreciation and amortization expense has been charged to the statement of income as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cost of sales.....	15,760	17,453	18,050
General and administrative expenses	1,672	2,048	1,780
Total depreciation and amortization	<u>17,432</u>	<u>19,591</u>	<u>19,830</u>

In 2024, 2023 and 2022 the Group did not record any impairment charge on property, plant and equipment.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

7. GOODWILL

Goodwill can be analyzed as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
As at January 1,	65,618	64,055	63,504
Exchange differences	(9,985)	1,563	552
As at December 31,	<u>55,633</u>	<u>65,618</u>	<u>64,055</u>

In 2024, 2023 and 2022 the Group did not record any impairment charge. The main estimates used for the purpose of the goodwill impairment testing are presented in note 4.3.

8. OTHER NON-CURRENT ASSETS

Other non-current assets consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Loans	11	31	50
Software.....	391	507	471
Investment in unconsolidated affiliates	112	114	111
Deposits and guarantees.....	160	228	393
Other non-current receivables.....	16	37	28
Other non-current assets	<u>690</u>	<u>916</u>	<u>1,053</u>

The investment in unconsolidated affiliates corresponds to the company "Minera Chimù" (Peru).

9. INVENTORIES

Inventories consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Spare parts,	18,861	23,351	20,262
Consumables,.....	16,036	22,232	23,768
Inventories, net	<u>34,896</u>	<u>45,583</u>	<u>44,030</u>

Spare parts mainly include motors, wire lines and heads. Spare parts are charged to the statement of income when used on equipment. Consumables mainly include destructive tools, hammers, muds and casing. Consumables are charged to the statement of income when delivered to the field. The Group reviews impairment loss on inventories on a regular and item by item basis.

Inventories write-down expense / (reversal) recognized in 2024 in the statement of income under the line item "Cost of sales" amounts to US\$ 2,032 thousand (US\$ 597 thousand in 2023 and US\$ 343 thousand in 2022).

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

10. TRADE RECEIVABLES

Trade receivables, net, consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Trade receivable, gross.....	33,967	51,765	43,351
Less provision for impairment.....	(128)	(164)	(163)
Trade receivables, net.....	<u>33,838</u>	<u>51,601</u>	<u>42,439</u>

Impairment expense / (reversal) recognized in 2024 in the statement of income is US\$ 1,323 thousand (nil in 2023 and nil in 2022) under the line item "Selling, general and administrative expenses".

Movements in the provision for impairment of trade receivables are as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Provision for impairment at January 1,	(164)	(163)	(163)
Provision for receivables impairment	—	—	—
Receivables written off during the year	36	—	—
Unused amounts reversed during the year following collection of the receivable.....	—	—	—
Exchange differences	—	(1)	—
Provision for impairment at December 31,	<u>(128)</u>	<u>(164)</u>	<u>(163)</u>

Trade receivables, net, are broken down per location as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2022</u>	<u>2021</u>
Europe.....	931	5,069	2,224
New Caledonia.....	104	344	666
Africa.....	2,325	5,961	2,956
South America.....	9,702	23,069	18,876
Australia.....	5,692	1,158	2,250
Canada.....	15,085	16,001	15,466
Trade receivables, net.....	<u>33,838</u>	<u>51,601</u>	<u>42,439</u>

The geographical allocation of a receivable is based on the location of the project to which the receivable relates and not to the country where the client is incorporated.

The fair value of trade accounts receivable based on discounted cash flows does not differ from the net book value as the Group does not have trade accounts receivable with payment terms exceeding one year.

The impairment of receivables relates to various customers in both of the Group's operating segments on which a collectability risk was identified.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of trade receivables mentioned above.

As at December 31, 2024, trade receivables of US\$ 10,700 thousand (US\$ 6,531 thousand in 2022 and US\$ 1,349 thousand in 2021) were past due but not impaired. These relate to a number of customers for whom there is no recent history of default or with established practices of long payment terms.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
€, CFA Francs or CFP Francs (1)	2,892	6,773	3,325
Canadian dollars	15,085	16,001	15,466
Australian dollars	5,692	1,158	2,250
US dollars	467	890	709
Chilean Pesos	1,394	4,533	4,544
Brazilian Reals	6,640	7,393	8,073
Russian Rubles	-	3,868	1,813
Argentinian Pesos	1,668	10,985	6,260
Trade receivables, net	<u>33,838</u>	<u>51,601</u>	<u>42,439</u>

(1) CFA Francs and CFP Francs have a fixed exchange rate with €

Certain receivables are provided as collateral under financing agreements (see Note 14).

11. OTHER CURRENT RECEIVABLES

Other current receivables consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
VAT / GST and other recoverable taxes	6,390	6,790	5,558
Prepaid expenses	2,180	2,043	1,743
Down payments / credit notes receivable	527	1,623	2,339
Other receivables	514	348	593
Other current receivables	<u>9,570</u>	<u>10,804</u>	<u>10,232</u>

Provisions for impairment of other current receivables is nil as at December 2024 (nil in 2023 and nil in 2022).

Value Added Tax (VAT) and Goods and Services Tax (GST) and other recoverable taxes mainly comprise tax receivables in African countries and South American countries. There is no indication that these amounts will not be recovered.

The fair value of other current receivables based on discounted cash flows does not differ from the net book value as the Group does not have other current receivables with payment terms exceeding one year.

The carrying amounts of the Group's other receivables are denominated in the following currencies:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
€, CFA Francs or CFP Francs (1)	3,555	3,688	4,123
Canadian dollars	1,904	1,679	1,093
Australian dollars	730	597	465
Chilean Pesos	610	531	599
Russian Rubles	-	999	756
Argentinian Pesos	1,286	1,838	1,745
Other currencies	1,485	1,472	1,450
Other current receivables, gross	<u>9,570</u>	<u>10,804</u>	<u>10,232</u>

(1) CFA Francs and CFP Francs have a fixed exchange rate with €

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

12. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Cash at bank and in hand.....	23,329	31,956	24,033
Short-term bank deposits.....	1,034	2,333	5,376
Cash and cash equivalents.....	<u>24,363</u>	<u>34,289</u>	<u>29,409</u>

13. EQUITY ATTRIBUTABLE TO THE COMPANY'S EQUITY HOLDERS

Consolidated reserves, including net income for the period and other reserves, can be analyzed as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Foraco International share premium and retained earnings.....	96,206	119,254	105,241
Reserves of consolidated subsidiaries and other reserves.....	(21,209)	(35,830)	(42,553)
Total consolidated reserves.....	<u>74,997</u>	<u>83,424</u>	<u>62,688</u>

Under French law, dividends can be paid only from the reserves of the parent company (Foraco International). As at December 31, 2024, the value of distributable reserves amounted to € 102,787 thousand (€ 104,168 thousand as at December 31, 2023 and €107,521 thousands as at December 31, 2022).

All shares issued by the Company have a par value of € 0.02 and are fully paid.

Treasury shares transactions over the periods presented

On September 30, 2022, the Company issued a notice with the Toronto Stock Exchange (“TSX”) in respect of a Normal Course Issuer Bid (“NCIB”). The Company was entitled to purchase up to 1,000,000 additional common shares. As at September 30, 2023, the Company purchased 935,340 of its own shares at an average purchase price of Can\$1.72.

On September 29, 2023, the Company issued a notice with the Toronto Stock Exchange (“TSX”) in respect of a Normal Course Issuer Bid (“NCIB”). The Company was entitled to purchase up to 1,000,000 additional common shares. As at December 31, 2023, the Company purchased 284,012 of its own shares at an average purchase price of Can\$1.80.

On September 27, 2024, the Company issued a notice with the Toronto Stock Exchange (“TSX”) in respect of a Normal Course Issuer Bid (“NCIB”). The Company was entitled to purchase up to 1,000,000 additional common shares. As at December 31, 2024, the Company purchased 263,800 of its own shares at an average purchase price of Can\$2.27.

As at December 31, 2024, the Company owns 557,897 of its own shares (626,481 as at December 31, 2023).

Equity incentive plan (“Free share plan”)

Since 2007, the Group implemented free share plans every 3 years. Between 2007 and 2024, 11,774,000 free shares were granted of which 7,795,000 were vested and 1,466,000 were forfeited.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Reconciliation of the share capital and premium

The reconciliation of the share capital and share premium at the beginning and end of the year presented is summarized as follows:

	<u>Number of shares</u>	<u>Ordinary shares in thousand US\$</u>	<u>Share Premium in thousand US\$</u>
As at December 31, 2021	<u>98,873,338</u>	<u>2,499</u>	<u>111,669</u>
Acquisition of treasury shares	(598,113)	—	—
Treasury shares transferred in connection with equity incentive plan (vested shares)	711,000	—	—
As at December 31, 2022	<u>98,986,225</u>	<u>2,499</u>	<u>111,669</u>
Acquisition of treasury shares	(1,116,908)	—	—
Treasury shares transferred in connection with equity incentive plan (vested shares)	756,000	—	—
As at December 31, 2023	<u>98,625,317</u>	<u>2,499</u>	<u>111,669</u>
Acquisition of treasury shares	(679,416)	—	—
Treasury shares transferred in connection with equity incentive plan (vested shares)	748,000	—	—
As at December 31, 2024.....	<u>98,693,901</u>	<u>2,499</u>	<u>111,669</u>

As at December 31, 2024, the capital stock of the Company amounted to US\$ 2,499 thousand, divided into 99,251,798 common shares. The total common shares and warrants of the Company are distributed as follows:

	<u>Number of shares</u>
Common shares held directly or indirectly by principal shareholders	34,155,191
Common shares held directly or indirectly by individuals in their capacity as members of the Board of Directors and executive officer *	1,453,838
Common shares held by the Company	557,897
Common shares held by the public	63,084,872
Total common shares issued and outstanding	<u>99,251,798</u>
Common shares held by the Company	(557,897)
Total common shares issued and outstanding net of treasury shares.....	<u>98,693,901</u>

**In the table above, the shares owned indirectly are presented for an amount corresponding to the prorata of the ownership interest*

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Currency Translation Adjustment and Impact on Equity

Foraco International S.A. presents its consolidated financial statements in US dollars (USD), which is its reporting currency. However, individual subsidiaries prepare their financial statements in their respective functional currencies, including Canadian Dollars (CAD), Euros (EUR), Australian Dollars (AUD), Brazilian Real (BRL), and others. In accordance with IAS 21 – The Effects of Changes in Foreign Exchange Rates, the financial statements of subsidiaries whose functional currency differs from USD are translated as follows:

- Assets and liabilities are converted using the exchange rate at the balance sheet date.
- Income and expenses are translated at the average exchange rate for the period.
- Equity items are translated at their historical exchange rate.

The resulting translation differences are recorded in Other Comprehensive Income (OCI) and accumulated in the Currency Translation Differences (CTD) within equity.

For the year ended December 31, 2024, the Group recorded a negative currency translation adjustment of USD 24,974 thousand, reducing total equity. This variation is primarily driven by fluctuations in the exchange rates of the CAD, AUD, and BRL against the USD, which affect the conversion of subsidiaries' net assets.

The key exchange rate movements contributing to this adjustment were:

Currency	Average exchange rate	Closing exchange rate
	2024 vs. 2023	Dec. 31, 2024, vs. Dec.31, 2023
CAD/USD	1.37 vs. 1.35	1.44 vs. 1.32
AUD/USD	1.52 vs. 1.51	1.61 vs. 1.47
BRL/USD	5.39 vs. 4.99	6.19 vs. 4.85

14. BORROWINGS

Financial debt consists of the following as at year-end:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Non-current			
Other bank financings	61,995	77,187	84,251
Finance lease obligations	2,146	1,869	521
Lease Obligations (IFRS 16)	2,539	4,139	3,276
	<u>66,680</u>	<u>83,195</u>	<u>88,047</u>
Current			
Bank overdrafts	3,364	244	1,482
Obligation under assignment of trade receivables	-	-	841
Other bank financings	11,796	12,344	12,545
Lease obligations (IFRS 16).....	2,401	2,731	2,032
Finance lease obligations	1,071	974	622
	<u>18,632</u>	<u>16,293</u>	<u>17,521</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

As at December 31, 2024 the maturity of financial debt, excluding IFRS 16 obligations, can be analyzed as presented in the table below:

	December 31, 2024
Credit lines	3,364
Long-term debt	
Within one year	12,867
Between 1 and 2 years	12,012
Between 2 and 3 years	11,804
Between 3 and 4 years	40,104
Between 4 and 5 years	220
Total	80,372

As at December 31st, 2024, the lease obligations amount to US\$ 4,940 thousand (US\$ 6,869 thousand as at December 31st, 2023 and US\$ 5,308 thousand as at December 31st, 2022).

As at December 31, 2024 the maturity lease obligations (IFRS16), can be analyzed as presented in the table below:

	December 31, 2024
Lease obligations (IFRS 16)	
Within one year	1,944
Between 1 and 2 years	1,374
Between 2 and 3 years	700
Between 3 and 4 years	298
Between 4 and 5 years	208
More than 5 years	416
Total	4,940

On November 8, 2023, the Company undertook an early redemption of its US-dollar-denominated senior bonds, which were originally issued in 2021 and set to mature in December 2025. In conjunction with this redemption, the Company entered into two separate financing agreements (i) with Desjardins in Canada, securing C\$76 million at a 10% annual repayment rate, with a maturity of 3.5 years and an option to reschedule over an additional six years and (ii) with Caisse d'Epargne (Natixis Group) in France, obtaining €30 million, of which €22.5 million will be amortized over the next four years and a balloon payment of €7.5 million due in 2028. This refinancing strategy is aimed at reducing the Company's interest expenses, modifying its debt maturity profile, and implementing a back-ended amortization schedule. Concurrently, an additional liquidity line of C\$15 million has been secured with Desjardins.

As at December 31st, 2024, the Group was in compliance with all obligations related to its loan agreements. Management actively monitors compliance with its covenants and does not anticipate any issues in the foreseeable future.

As at December 31, 2024 receivable balances transferred to banks in exchange for cash was nil (nil as at December 31, 2023 and US\$ 841 thousands as at December 31, 2022). These transactions were accounted for as an assignment of trade receivables with recourse (or collateralized borrowing). In the event that the entities default under the assignment agreement, the banks have the right to receive the cash flows from the receivables transferred. Without default, the entities will collect the receivables and allocate new receivables as collateral.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
€	25,894	32,782	1,726
Canadian dollars.....	50,262	58,641	1,356
Australian dollars	2,287	807	458
US dollars.....	-	-	95,069
Chilean Pesos	-	-	841
Russian Rubles.....	-	324	285
Brazilian Real	1,348	244	526
Argentinian Pesos	583	-	-
Total financial debt (excluding IFRS 16 obligations)	<u>80,372</u>	<u>92,618</u>	<u>100,261</u>

15. CONSIDERATION PAYABLE RELATED TO ACQUISITIONS

As at December 31, 2022, 2023 and 2024, there was no consideration payable related to acquisitions.

16. DEFERRED INCOME TAX

The French companies of the Group fall under the French consolidation tax regime.

The components of the deferred tax assets and liabilities recorded as at December 31, 2024, 2023 and 2022 are as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Assets			
Pension obligations.....	755	396	329
Property and equipment depreciation differences	98	62	275
Losses carried forward.....	15,914	14,435	17,177
Tax deductible goodwill.....	—	—	—
Other tax temporary differences	2,241	4,569	1,010
Total	<u>19,008</u>	<u>19,462</u>	<u>18,791</u>
<i>To be recovered after 12 months</i>	<i>12,459</i>	<i>12,114</i>	<i>9,941</i>
<i>To be recovered within 12 months</i>	<i>6,549</i>	<i>7,348</i>	<i>8,850</i>
Liabilities			
Finance leases	-	-	-
Property and equipment depreciation differences	(604)	(867)	(892)
Revenue recognition.....	(363)	(419)	(409)
Other tax temporary differences	(1,052)	(1,079)	(992)
Total	<u>(2,019)</u>	<u>(2,365)</u>	<u>(2,292)</u>
<i>To be reversed after 12 months.....</i>	<i>(1,514)</i>	<i>(1,450)</i>	<i>(1,449)</i>
<i>To be reversed within 12 months</i>	<i>(505)</i>	<i>(919)</i>	<i>(843)</i>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Deferred income tax assets are recognized for tax losses carried forward to the extent that the realization of the related tax benefit through the future taxable profits is probable. As at December 31, 2024, US\$ 13,452 thousand (2023 – US\$ 14,123 thousand and 2022 – US\$ 15,300 thousand) in tax losses carried forward are not recognized.

17. PROVISIONS

Provisions comprise the following elements:

	<u>Pension & Retirement Indemnities Provision</u>	<u>Provision for tax uncertainty</u>	<u>Claims and other Provisions</u>	<u>Total</u>
At January 1, 2022	<u>568</u>	—	<u>135</u>	<u>703</u>
Charged to consolidated statements of profit and loss:				
— Additional provisions.....	38	—	—	38
— Unused amounts reversed.....	—	—	—	—
Used during year.....	(16)	—	—	(16)
Exchange differences.....	(27)	—	9	(18)
At December 31, 2022	<u>563</u>	<u>—</u>	<u>144</u>	<u>707</u>
At January 1, 2023	<u>563</u>	—	<u>144</u>	<u>707</u>
Charged to consolidated statements of profit and loss:				
— Additional provisions.....	232	—	229	461
— Unused amounts reversed.....	—	—	—	—
Used during year.....	—	—	(131)	(131)
Exchange differences.....	19	—	15	34
At December 31, 2023	<u>815</u>	<u>—</u>	<u>257</u>	<u>1,072</u>
At January 1, 2024	<u>815</u>	—	<u>257</u>	<u>1,072</u>
Charged to consolidated statements of profit and loss:				
— Additional provisions.....	47	—	106	152
— Unused amounts reversed.....	(140)	—	—	(140)
Used during year.....	—	—	(146)	(146)
Exchange differences.....	(4)	—	(50)	(54)
At December 31, 2024	<u>718</u>	<u>—</u>	<u>166</u>	<u>884</u>

The analysis of total provisions is as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Current.....	166	257	144
Non-current (retirement and litigation).....	718	815	563
Provisions	<u>884</u>	<u>1,072</u>	<u>707</u>

The Group faces various forms of litigation and legal proceedings throughout the normal course of business. The Group records a provision for these risks based on its past experience and on facts and circumstances known at the balance sheet date. The Group's Management is of the opinion that the expenses to be incurred in resolving

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

such affairs will not have a significant additional impact on its consolidated financial situation, income or cash flows.

The Company operates in various countries and may be subject to tax audits and employee related risks. The Company is currently facing such risks in certain countries. The Company regularly reassesses its exposure and accounts for provisions accordingly.

18. RETIREMENT BENEFIT OBLIGATIONS

Substantially all of the Group's employees, with the exception of those in France, are covered under Government-sponsored health and life insurance benefit plans. Accordingly, the Group has no significant liability to its employees in terms of post-retirement benefits other than pensions and therefore no provision is made.

In France, the Group contributes to the national pension system whereby its obligations to employees in terms of pensions are restricted to a lump-sum length of service award payable at the date the employee reaches retirement age, such an award being determined for each individual based upon years of service provided and projected final salary.

The pension obligation has been estimated on the basis of actuarial assumptions and retirement ages conforming with the law applicable in France, including:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Discount rate.....	3.44%	3.33%	3.65%
Inflation rate.....	2.00%	2.25%	2.00%

These retirement indemnities are not funded or covered by pension plan assets. Except in France, the Group does not maintain defined benefit obligations in any country where it operates.

Payments made by the Group for defined contribution plans are accounted for as expenses in the consolidated statements of profit and loss during the period in which they were incurred.

19. TRADE AND OTHER PAYABLES

Trade and other payables consist of the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Trade payables	25,380	34,513	28,717
Wages, Salaries, and other employee benefits.....	15,148	24,691	20,551
VAT / GST and other tax payable.....	5,847	8,038	7,494
Down payments from customers.....	806	2,527	1,349
Deferred income	120	110	197
Other miscellaneous payable	856	451	653
Trade and other payables	<u>48,158</u>	<u>70,331</u>	<u>58,961</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Trade and other payables are denominated in the following currencies:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
€, CFA Francs or CFP Francs (1)	9,863	23,216	15,129
Canadian dollars	14,665	14,341	10,686
Australian dollars	11,216	8,976	6,802
US dollars	37	22	20
Chilean Pesos & UF	2,030	3,798	3,266
Russian Rubles	-	5,345	5,298
Argentinian Pesos	4,101	7,393	9,668
Brazilian Reals	4,530	7,110	7,578
Other currencies	1,716	130	514
Trade and other payables	<u>48,158</u>	<u>70,331</u>	<u>58,961</u>

(1) CFA Francs and CFP Francs have a fixed exchange rate with €

20. EXPENSES BY NATURE

Operating expense / (income), net by nature are as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Depreciation, amortization and impairment charges	17,432	19,591	19,830
Provision increase/(reversal)	121	117	74
Raw materials, consumables used, and other external costs	117,311	146,957	139,563
Employee benefit expense	116,601	132,706	121,519
Other tax expense	1,551	4,015	2,451
Other operating expense/(income), net	-	-	735
Total of operating expenses	<u>253,018</u>	<u>303,386</u>	<u>284,171</u>
<i>Number of employees (unaudited)</i>	<i>1,850</i>	<i>2,756</i>	<i>2,789</i>

21. OTHER OPERATING INCOME (EXPENSE), NET

In 2024, other operating income amount to US\$ 2.1 million corresponding to the net gain on the sale of EDC Russia. There is no other operating income or expenses in 2022 and 2023.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

22. SHARE-BASED COMPENSATION

The effect on the consolidated statements of profit and loss of equity instruments awarded as part of the IPO and the Group's Equity Incentive Plan are as follows:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
947,000 free common shares in 2017	—	—	—
823,000 free common shares in 2018	—	—	15
892,000 free common shares in 2019	—	20	32
908,000 free common shares in 2020	20	37	60
580,000 free common shares in 2021	134	130	152
482,500 free common shares in 2022	125	121	70
615,500 free common shares in 2023	128	63	—
604,000 free common shares in 2024.....	97	—	—
Total of non-cash share-based compensation expenses	<u>504</u>	<u>372</u>	<u>330</u>

Movements in the number of free shares and warrants outstanding are as follows:

	<u>Free shares</u>	<u>Warrants</u>
Number of free shares and warrants outstanding as at January 1st, 2021	3,437,000	—
Granted in 2021	580,000	—
Vested in 2021	(537,000)	—
Forfeited in 2021	(20,000)	—
Granted in 2022	482,500	—
Vested in 2022	(752,000)	—
Forfeited in 2022	(12,000)	—
Granted in 2023	615,500	—
Vested in 2023	(819,000)	—
Forfeited in 2023	(60,000)	—
Granted in 2024	604,000	—
Vested in 2024	(898,000)	—
Forfeited in 2024	(108,000)	—
	<u>2,513,000</u>	<u>—</u>

Considering the vesting conditions described below, free shares outstanding at year end have the following expiry dates:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
2021	—	—	—
2022	—	—	450,000
2023	—	406,000	810,000
2024	166,000	882,000	890,000
2025	798,500	574,500	576,000
2026	445,000	461,000	482,500
2027	513,000	591,500	—
2028	<u>590,500</u>	<u>—</u>	<u>—</u>
Free shares outstanding.....	<u>2,513,000</u>	<u>2,915,000</u>	<u>3,208,500</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

Other share-based payment transactions with employees (see Note 13)

Awards under the Group's free share plan are within the scope of IFRS 2, Share-based payment as they are issued at a price that is less than the fair value of those equity instruments. From the grant date, the Group will amortize over the corresponding vesting period the fair value of the free common shares granted to employees. There are no performance conditions under the Group's equity incentive plan.

The main provisions of these share plans are as follows:

Sixth Free Share plan

First tranche awarded in 2022

• Grant date	August 2022
• Number of free shares issued	482,500
• Vesting period for the French plan	4 years
• Vesting period for the international plan	4 years
• Fair value of common shares at grant date	Can\$ 1.89
• Anticipated turnover	10%
• Total fair value of the plan	Can\$ 620 thousand

Second tranche awarded in 2023

• Grant date	August 2023
• Number of free shares issued	615,500
• Vesting period for the French plan	4 years
• Vesting period for the international plan	4 years
• Fair value of common shares at grant date	Can\$ 1.74
• Anticipated turnover	10%
• Total fair value of the plan	Can\$ 507 thousand

Third tranche awarded in 2024

• Grant date	August 2024
• Number of free shares issued	604,000
• Vesting period for the French plan	4 years
• Vesting period for the international plan	4 years
• Fair value of common shares at grant date	Can\$ 2.76
• Anticipated turnover	10%
• Total fair value of the plan	Can\$ 1,152 thousand

The impact of this non-cash share-based compensation is presented within "Cost of sales" or "General and administrative expenses" depending on the employee benefiting from the award. The dilutive effect of these awards, if any, is taken into account in the calculation of the diluted earnings per share (see Note 25).

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

23. FINANCE INCOME AND FINANCIAL EXPENSE

Financial income and expense consist of the following:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Interest expense	(7,814)	(14,463)	(11,826)
One-off refinancing costs (See note 14)	-	(6,400)	-
Gains on short term deposits.....	252	215	300
Gain on refinancing (See note 14)	-	-	-
Other	(314)	520	(274)
Net finance costs.....	<u>(7,877)</u>	<u>(20,128)</u>	<u>(11,800)</u>

24. INCOME TAX EXPENSE

The income tax rate applicable in France is 25.0% in 2024 (25.0% in 2023 and 25.0% in 2022) excluding the impact of certain additional considerations or reductions depending upon the size of the company. The Group also operates in certain countries in which effective rates of tax may be different.

Income tax expense is presented as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Current tax	(10,254)	(9,795)	(10,806)
Deferred tax.....	1,671	(2,869)	2,001
Total.....	<u>(8,583)</u>	<u>(12,665)</u>	<u>(8,805)</u>

The reconciliation between the income tax expense using the French statutory rate and the Group's effective tax rate can be analyzed as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Income / (loss) before taxes and share of profit from associates	34,669	46,580	34,584
Tax calculated at French tax rate (25% for 2024)	8,667	11,645	8,646
Effect of different tax rates in different countries.....	1,238	705	(237)
Share-based payment expense	126	93	83
Expenses not deductible / (profit not taxable) for tax purposes	(528)	180	225
Change in unrecognized tax assets	(920)	42	88
Total	<u>8,583</u>	<u>12,665</u>	<u>8,805</u>

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

25. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of ordinary shares issued during the year excluding shares purchased by the Group and held as treasury shares. The Group has also issued certain dilutive equity instruments under its free share plans (see Note 13 and 22).

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Profit / (loss) attributable to equity holders of the Company in thousands of US\$	27,811	28,714	19,761
Weighted average number of ordinary shares in issue before dilution.....	98,693,901	98,776,996	98,721,125
Basic earnings per share (US cents per share)	<u>28.18</u>	<u>29.07</u>	<u>20.01</u>
Weighted average number of ordinary shares in issue after dilution (1)	100,194,197	100,509,742	100,862,425
Diluted earnings per share (US cents per share)	<u>27.76</u>	<u>28.57</u>	<u>19.59</u>

(1) Reflect the effect of free shares issued and outstanding at each reporting period end (see Note 22). A calculation is performed to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value attached to outstanding free shares. The number of shares calculated as above is compared with the number of shares that would have been issued. Only free shares have a dilutive effect over the periods presented.

Dilutive instruments cannot have an anti-dilutive effect in case of a net loss attributable to the equity holders of the Company.

26. DIVIDENDS PER SHARE

On March 2, 2025, the Board of Directors proposed that no dividends are paid out in 2024 (C\$0.06 per share in 2023 and nil in 2022). This decision is yet to be approved by shareholders at the Company's Annual General Meeting on April 17, 2025.

27. COMMITMENTS AND CONTINGENCIES

The guarantees given are the following:

	<u>December 31,</u>		
	<u>2024</u>	<u>2023</u>	<u>2022</u>
Bid bonds.....	17	18	85
Advance payment guarantees and performance guarantees.....	2,451	7,238	9,189
Retention guarantees	-	-	39
Financial guarantees.....	10	153	148
Total	<u>2,479</u>	<u>7,408</u>	<u>9,372</u>

Generally, the Group is subject to legal proceedings, claims and legal actions arising in the ordinary course of business. The Group's management does not expect that the ultimate costs to resolve these matters will have a material adverse effect on the Group's consolidated financial position, results of operations or cash flows.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

28. RELATED-PARTY TRANSACTIONS

As at December 31, 2024, the companies under the control of management hold 36.1% of the shares. 63.9% of the shares are listed on the Toronto Stock Exchange (excluding treasury shares owned by the Company).

Key management compensation is as follows:

<u>In thousand €</u>	<u>Wages, attendance fees and bonuses</u>	<u>Share- awarded</u>	<u>Other benefits</u>	<u>Total</u>
Key management	1,028	259	52	1,338
Board of Directors members other than key management	160	—	—	160
Year ended December 31, 2024	<u>1,188</u>	<u>259</u>	<u>52</u>	<u>1,498</u>
Key management	3,353	191	48	3,592
Board of Directors members other than key management	160	—	—	160
Year ended December 31, 2023	<u>3,513</u>	<u>191</u>	<u>48</u>	<u>3,752</u>
Key management	2,092	—	—	2,092
Board of Directors members other than key management	60	—	—	60
Year ended December 31, 2022	<u>2,152</u>	<u>—</u>	<u>—</u>	<u>2,152</u>

The Company accounted for certain related party transactions including lease of facility and equipment amounting to US\$ 2,194 thousand for the period ended December 31, 2023 (US\$ 2,127 thousand for the year ended December 31, 2022 and US\$ 1,656 thousand for the period ended December 31, 2022).

The Group has not carried out any other transactions with related parties.

29. EVENTS AFTER THE BALANCE SHEET DATE

There is no post balance sheet events.

FORACO INTERNATIONAL
Consolidated financial statements as at December 31, 2024

30. CONSOLIDATED SUBSIDIARIES

As at December 31, 2024, consolidated subsidiaries are as follows:

Subsidiaries	Country of incorporation	Direct and indirect percentage of shareholdings
Foraco International S.A.	France	n.a.
Foraco SASU	France	100%
Géode International SASU	France	100%
Foraco Management SASU	France	100%
Foraco Germany	Germany	100%
Foraco Canada Ltd.	Canada	100%
I3DDS	Canada	100%
Innu Innuvit Foraco GP Inc.	Canada	49%
Foraco Corp	USA	100%
Foraco Pacifique SASU	New Caledonia	100%
Foraco Australia Pty Ltd	Australia	100%
John Nitschke Drilling Pty Ltd	Australia	100%
Foraco CI S.A	Ivory Coast	100%
Foremi S.A.	Ivory Coast	51%
Foraco Subsahara	Chad	100%
Foraco Senegal	Senegal	100%
Foraco Niger S.A.	Niger	100%
Foraco Sahel Sarl	Mali	100%
Foraco Guinée Sarl	Guinea	100%
Foraco Burkina Faso	Burkina Faso	100%
Foraco Peru SAC	Peru	100%
Foraco Chile SA	Chile	100%
Foraco Argentina SA	Argentina	100%
Foraco Salta	Argentina	100%
Foraco San Juan	Argentina	100%
Foraco Mexico SA	Mexico	100%
EDC Kazakhstan	Kazakhstan	50%
Foraco Kazakhstan	Kazakhstan	100%
Foraco Brazil S.A.	Brazil	73%
Foraco Holding Participações Ltda	Brazil	100%
Foraco UK	England	100%
Foraco Singapore	Singapore	100%
Foraco Sondajes	Spain	100%