MOUNT LOGAN CAPITAL INC.

ANNUAL INFORMATION FORM

For the Financial Year Ended
December 31, 2024

March 13, 2025

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EXPLANATORY NOTES

General

The fiscal year end of Mount Logan Capital Inc. is December 31.

The information in this Annual Information Form is stated as at December 31, 2024, unless otherwise indicated.

Unless otherwise indicated or the context otherwise requires, all references in this Annual Information Form to “Mount Logan”, “MLC”, “the Corporation”, “we”, “us”, “our”, and “our company” refer to Mount Logan Capital Inc. and its predecessors and material subsidiaries and all references to “$” or “dollars” are to United States dollars.

All financial information in this Annual Information Form was prepared in accordance with International Financial Reporting Standards.

Forward-Looking Information

This Annual Information Form contains “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws (forward-looking statements and forward-looking information being collectively referred to as “forward-looking information”) that are based on expectations, estimates and projections as at the date of this Annual Information Form. This forward-looking information includes, but is not limited to, statements and information concerning: statements relating to the business and future activities of the Corporation; future financial or operating performance of the Corporation; liquidity of the common shares of the Corporation; investment characteristics of the Corporation; expected portfolio scale of the Corporation; the business model and approach of the Corporation; future credit opportunities; future outlook and anticipated events or results; future financial position; expected plans, objectives and industry trends; payment of dividends including the timing and amount thereof; requirements for additional capital; future growth and expansion of the Corporation’s loan portfolio; the specific terms of the loans that will form part of the Corporation’s loan portfolio from time to time; statements about the benefits of the closing of the acquisition of a minority interest in Runway (defined below) as well as the proposed transaction involving the Corporation and 180 Degree Capital (as defined below), including future financial and operating results, Corporation’s and 180 Degree Capital’s plans, objectives, expectations and intentions, the expected timing and likelihood of completion of the proposed transaction;the regulatory environment in which the Corporation operates, and the results of, or outlook for, the Corporation’s operations or for the Canadian and U.S. economies; SCIM (as defined below) remaining the investment adviser of ACIF (as defined below) following each one year renewal period following its initial two-year term and that the Corporation will continue to receive the net economic benefit derived by SCIM under the ACIF Advisory Agreement (as defined below); ML Management (as defined below) remaining the collateral manager of the CLOs (as defined below) and the investment manager of Logan Ridge (as defined below); the Corporation’s plans to extend the maturity of its CLOs in light of expiring reinvestment periods or launch new collateralized loan obligations to create new incomes streams; the Corporation’s ability to capitalize on the market opportunity presented thereby including the launch of new CLOs; statements relating to the Corporation’s transition to an asset-light business model; statements relating to the business and future activities of the Corporation’s expectations for declining availability of capital from banks and corresponding increase in the growth of global private credit markets; the Corporation’s plans to scale the business of Logan Ridge through strategic acquisitions; the expected benefits to the Corporation of the acquisition of Ability (as defined below) including, without limitation, a significant increase in the Corporation’s assets under management, the generation of recurring management fees and increased income through insurance earnings as the Corporation transitions to a hybrid asset management business and insurance solutions model; the Corporation’s expansion from a lending-oriented credit platform to an alternative asset management company and insurance solutions provider and the related asset management fee income; the expected benefits to the Corporation as a result of the Ovation Acquisition (as defined below); the Corporation’s expectations regarding anticipated investment activities and results, financing activities, the sufficiency of taxable income to support deferred tax assets and other factors that may impact our operating results, and the performance of global capital markets and interest rates, including expected interest rate cuts in fiscal 2025. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements and are intended to identify forward-looking information.

This forward-looking information is based on the beliefs of the Corporation's management, as well as on assumptions and other factors, which management believes to be reasonable based on information available at the time such information was given. Such assumptions include, among other things, assumptions regarding the expected results of operations, performance, industry trends and opportunities available to the Corporation. These factors, many of which are beyond the control of the Corporation include, without limitation: risks relating to investment performance and the Corporation's ability to generate taxable income from operations; market fluctuations; the strength of the Canadian, U.S. and other economies; foreign exchange fluctuations, including as may result from the implementation of increased tariffs; political and economic conditions in the countries in which the interests of the Corporation's portfolio investments are located; the ability to obtain the requisite Corporation and 180 Degree Capital shareholder approvals, as well as governmental and regulatory approvals required for the proposed transaction with 180 Degree Capital; the risk that an event, change or other circumstance could give rise to the termination of the proposed transaction with 180 Degree Capital; the risk that a condition to closing of the proposed transaction with 180 Degree Capital may not be satisfied; the risk of delays in completing the proposed transaction with 180 Degree Capital; the risk that the businesses of the Corporation and with 180 Degree Capital will not be integrated successfully; the expected synergies by combining the business of the Corporation with the business of Ability may not be realized as expected; Logan Ridge may not generate recurring asset management fees or strategically benefit from the Corporation as expected; the risk that ML Management's current relationship with BC Partners (as defined below) and the nature of such relationship may change from time to time; Logan Ridge may not be able to refinance its existing debt on more favourable terms; the expected synergies associated by Logan Ridge to be achieved may not materialize; the continued impact of global political conflicts including the Russia-Ukraine conflict and the Israel-Palestine conflict; competition from other industry participants; stock market volatility; interest rate risk; the creditworthiness of and/or defaults by borrower clients; the illiquidity of loans; continued lack of regulation in the business of lending from sources other than commercial banks; continued operation of key systems; the ability of borrower clients to service their debt; continuing constraints on bank lending to mid-market companies; potential changes in the Corporation's business strategy; future capital needs and potential dilution to shareholders; there are no guarantees regarding the payment of dividends or, if applicable, the timing or amount thereof; retention of key personnel; conflicts of interest and adequate management thereof; solvency of borrower clients; limited loan prepayment; effective use of leverage and the strength of proposed and existing relationships with lending partners; that the ACIF Advisory Agreement is subject to approval every year following its initial two-year term by the ACIF's board of trustees, including a majority of its independent trustees, and such approvals may not be obtained; the risk that collateral management agreements in respect of the CLOs may be terminated at the direction of holders of a specified supermajority in principal amount of the notes issued by the CLO; the risk that the assets held by the CLOs are prepaid or go into default resulting in a reduction in collateral management fees; the risk that the expected benefits of the Ovation Acquisition may not be realized; the investment advisory agreement in respect of Logan Ridge is subject to approval every year following its initial two-year term by Logan Ridge's board of directors, including a majority of its independent directors, and such approvals may not be obtained; the Corporation may not be able to identify and complete strategic acquisitions through Logan Ridge in order to scale the business; and the management of assets of Ability may not generate recurring management fees for ML Management as currently contemplated and the Corporation may not achieve sufficient income through insurance earnings to provide meaningful diversification having regard to the Corporation's business model. This list is not exhaustive of the factors that may affect any of the forward-looking information contained herein.

Forward-looking information is information about the future and is inherently uncertain. There can be no assurance that the forward-looking information will prove to be accurate. Actual results could differ materially from those reflected in the forward-looking information as a result of, among other things, the matters set out in this Annual Information Form generally and economic and business factors, some of which may be beyond the control of the Corporation. Some of the more important risks and uncertainties that could affect forward-looking information are described further under the heading "Risk Factors" in this Annual Information Form. Forward-looking information contained in this Annual Information Form is made as of the date of this Annual Information Form and the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information due to the inherent uncertainty in them. All subsequent forward-looking information, whether written or oral, attributable to the Corporation or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements.

CORPORATE INFORMATION

Name and Organization

The Corporation was formed in the name "Primary Corp." by articles of amalgamation dated August 1, 2008, as a result of the amalgamation of Trans America Industries Ltd. and 1774114 Ontario Ltd. pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**"). On September 9, 2010, the Corporation's articles were amended to create an unlimited number of preference shares, issuable in series ("**Preference Shares**"). On April 19, 2011, the Corporation's articles were amended to consolidate the common shares of the Corporation on the basis of 0.2 of a post-consolidation common share for each one pre-consolidation common share, with fractional shares held by any one shareholder being eliminated. On June 29, 2012, the articles of the Corporation were amended to change the name of the Corporation to "Marret Resource Corp." On June 29, 2015, the articles of the Corporation were amended to permit the Corporation to redeem common shares and return capital to its shareholders.

On October 19, 2018, the Corporation completed a plan of arrangement under the OBCA (the "**Arrangement**") and filed articles of arrangement which provided for, among other things:

- each of the common shares in the capital of the Corporation was exchanged for one (1) new common share in the capital of the Corporation created pursuant to the Arrangement and, subject to certain restrictions, one (1) contingent value right (a "**CVR**"), with each CVR representing a contingent cash entitlement in respect of Cline Mining Corporation ("**Cline**");

- the Corporation acquired Great Lakes Senior MLC I LLC ("**MLC I**"), a newly formed entity established by an affiliate of BC Partners Investment Holdings Limited ("**BCPIHL**") in connection with the transactions contemplated by the Arrangement, in exchange for the issuance to BCPIHL of an aggregate of 3,292,952 common shares of the Corporation; and

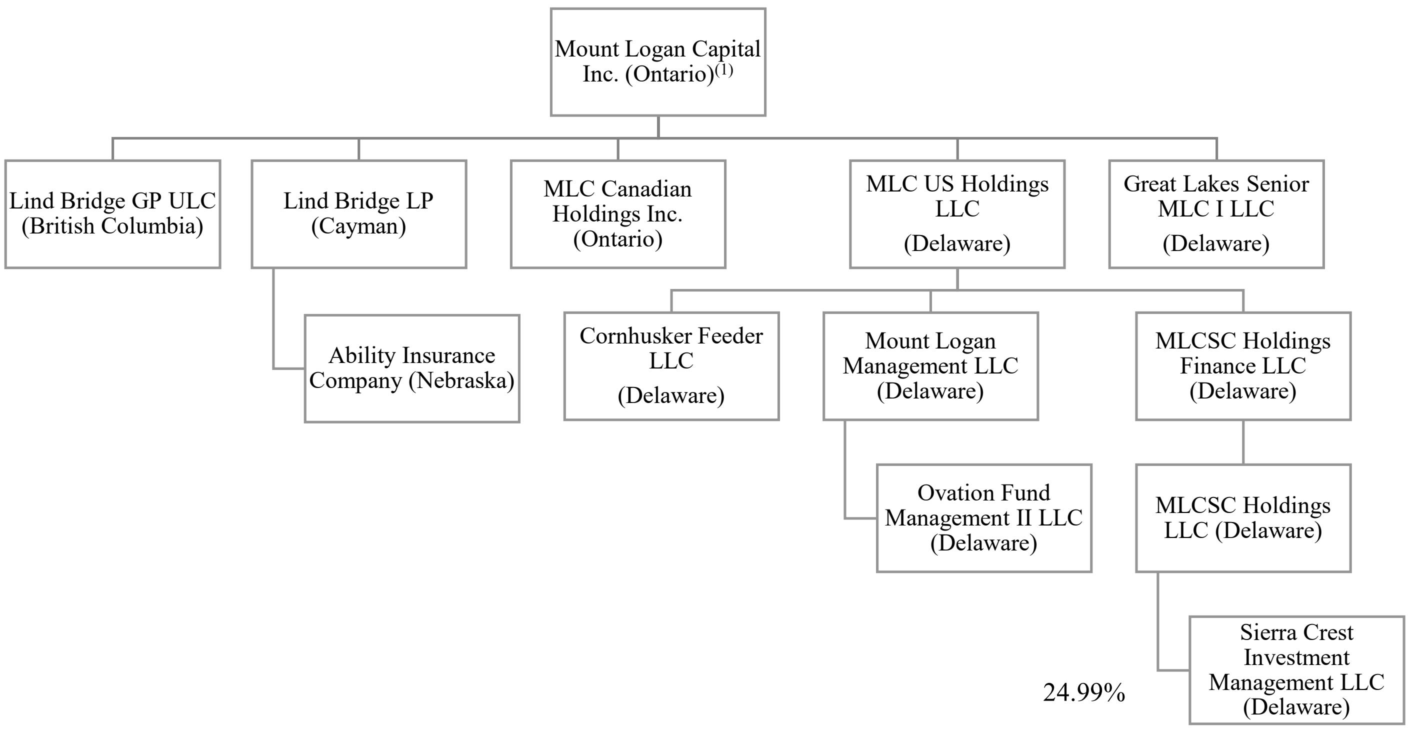
- the Corporation changed its name from "Marret Resource Corp." to "Mount Logan Capital Inc.".

On December 3, 2019, the Corporation filed articles of amendment providing for the consolidation of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation share for every eight (8) pre-consolidation shares (the "**Consolidation**").

The head office of the Corporation is located at 650 Madison Avenue, 3rd Floor, New York, NY 10022 and the registered office of the Corporation is located at 365 Bay Street, Suite 800, Toronto, ON M5H 2V1.

Structure of the Corporation

The following chart outlines the Corporation's corporate structure and identifies the jurisdictions of each of the Corporation's subsidiaries as of the date hereof.



Note:
(1) Unless otherwise indicated, all lines represent 100% ownership of outstanding voting securities of the applicable subsidiary.

GENERAL DEVELOPMENT OF THE BUSINESS

The following describes how the Corporation's business has developed over the last three completed fiscal years, as well as any changes to the Corporation's business expected to occur during the 2025 fiscal year.

On February 15, 2022, Radford Small retired from the Board of Directors of the Corporation (the "**Board of Directors**") and Rudolph Reinfrank was appointed a director of the Corporation.

On March 22, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of March 31, 2022. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On March 22, 2022, Albert Siu was promoted to the position of Chief Accounting Officer.

On April 7, 2022, the Corporation distributed C$1.2 million to the holders of CVRs.

On May 11, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 27, 2022. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On May 10, 2022, David Held was appointed as the Corporation's Chief Compliance Officer.

On August 10, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 24, 2022. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On August 31, 2022, Albert Siu resigned as the Corporation's Chief Accounting Officer to pursue another opportunity.

On September 19, 2022, the Corporation, through MLC US Holdings LLC ("**US Holdings**"), entered into an amendment to its credit facility (the "**MLC US Holdings Credit Facility**") pursuant to which, among other things, the term loan available pursuant to the MLC US Holdings Credit Facility was increased by $4,500,000 for a total facility size of up to $28,562,500. The MLC US Holdings Credit Facility was originally entered into between the Corporation and a large US-based asset manager, as administrative agent and collateral agent for the lenders on August 20, 2021.

On October 19, 2022, the Corporation announced that it filed and obtained a receipt for its final short form base shelf prospectus (the "**Final Shelf Prospectus**") with the securities commissions or similar authorities in each province of Canada, enabling the Corporation to offer and issue up to C$45,000,000 of common shares, debt securities, subscription receipts, warrants and units, or any combination thereof, in one or more transactions at any time during the 25-month period that the Final Shelf Prospectus is effective.

On October 20, 2022, the Corporation announced that Lind Bridge L.P. ("**Lind Bridge**"), a limited partnership of which the Corporation is the sole limited partner and of which a wholly-owned subsidiary of the Corporation is the sole general partner, issued a term promissory note (the "**2022 LB Note")** to a lender for gross proceeds to Lind Bridge of $7,500,000. The 2022 LB Note bears interest at a rate per annum of 7.5% on the unpaid principal amount as paid-in-kind and matures on October 20, 2029. The Corporation guaranteed the obligations of Lind Bridge under the 2022 LB Note. Lind Bridge contributed the proceeds of the 2022 LB Note to Ability Insurance Company ("**Ability**"), a Nebraska domiciled insurer and reinsurer of long term care policies that was acquired by the Corporation for a purchase price of $20.0 million (the "**Ability Acquisition**"), to be used to support the reinsurance of additional annuities in order to grow Ability's assets under management and further diversify the business of Ability away from its long-term care business.

On November 10, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 21, 2022. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On January 31, 2023, the Corporation announced that it entered into a membership interest and asset purchase agreement (the "**Ovation Agreement**") with Ovation Partners, LP (the "**Ovation Advisor**"), a Texas-based specialty-finance focused asset manager, pursuant to which the Corporation proposed to acquire (collectively, the "**Ovation Acquisition**") all of the membership interests of Ovation Fund Management II LLC ("**Ovation**") and certain assets from the Ovation Advisor, pursuant to which Mount Logan Management LLC ("**ML Management**") would become the investment advisor to the platform which is focused on investments in commercial lending, real estate lending, consumer finance and litigation finance.

On February 27, 2023, Marret Asset Management Inc. (“**Marret Asset Management**”) announced that New Elk Coal Company (“**NECC**”) and three other entities indirectly owned and controlled by Allegiance Coal Limited (“**Allegiance**”), including the guarantor of NECC’s obligations to Cline under secured notes issued by NECC to Cline (the “**NECC Notes**”), which is Cline’s primary asset, had filed for Chapter 11 protection on February 21, 2023.

On February 28, 2023, Marret Asset Management announced that it was taking an 82% write-down in the value of securities in Cline held by its various funds to reflect the increased uncertainty of future cash flows to Cline from the NECC Notes.

On March 22, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of April 4, 2023. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On May 2, 2023, the Corporation announced that it completed the first phase of a series of transactions under the Ovation Acquisition, pursuant to an amendment to the Ovation Agreement (the “**Amended Ovation Agreement**”). Pursuant to the terms of the Amended Ovation Agreement, the Corporation offered employment to certain employees of Ovation Advisor in order to permit Ovation Adviser to continue to provide the same investment advisory and research services to the Alternative Income Fund (the “**AIF Fund**”) and the other investment advisory clients of Ovation Adviser and its affiliates pending the completion of the Ovation Acquisition. In exchange for the use of these employees, Ovation Advisor commenced paying ML Management 100% of the management fees of the AIF Fund, which included both management and incentive fees.

Also on May 2, 2023, the Corporation announced that US Holdings upsized the MLC US Holdings Credit Facility by $4,500,000.

On May 11, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 18, 2023. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

Also on May 11, 2023, David Allen was appointed as a director of the Corporation.

On June 12, 2023, the Corporation extended the maturity date of its surplus debentures issued to Sentinel Security Life Insurance Company **(“SSL”)** which had initially matured on June 12, 2023, and has a par value of $2.25 million (the “**SSL Note**”). The Corporation renewed the SSL Note, extending the date of maturity to June 12, 2028.

On June 22, 2023, Buckley Ratchford was appointed as a director of the Corporation.

On June 30, 2023, the Corporation acquired a minority stake in Marret Asset Management, a fixed income manager, in exchange for issuing an aggregate of 357,142 common shares of the Corporation at a price of C$2.80 per common share.

On July 5, 2023, the Corporation completed the transactions under the Amended Ovation Agreement with the Ovation Advisor pursuant to which the Corporation acquired all of the membership interests of Ovation and certain assets from the Ovation Advisor, and pursuant to which ML Management became the investment advisor to the platform. Ovation's platform is focused on investments in commercial lending, real estate lending, consumer finance and litigation finance. As partial consideration for the acquisition, the Corporation issued an aggregate of 3,186,398 common shares at a deemed price of C$2.8314 per share. On closing of the Ovation Acquisition, Ovation’s line of credit remained in place and had an outstanding balance of $1.8 million. In conjunction with the closing of the transaction, the Corporation established an office in Austin, Texas further bolstering its presence in the United States and adding a roster of talented and dedicated professionals to its team.

On August 9, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 22, 2023. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On August 14, 2023, Lind Bridge, a limited partnership of which the Corporation is the sole limited partner and of which a wholly-owned subsidiary of the Corporation is the sole general partner, issued a term promissory note (the "**2023 LB Note**") to a lender for gross proceeds to Lind Bridge of $5 million. The 2023 LB Note bears interest at a rate per annum of 7.5% on the unpaid principal amount as paid-in-kind and matures on April 1, 2025, provided that the amount repaid to the lender in full satisfaction of the obligations shall result in a minimum 4% return on the loan amount. Lind Bridge contributed the proceeds of the 2023 LB Note to Ability to be used by Ability to support the reinsurance of additional annuities in order to grow Ability's assets under management and further diversify the business of Ability away from its long-term care business.

Also on August 14, 2023, the Corporation announced that it had entered into a definitive agreement with Canaccord Genuity G Ventures Corp. ("**G-Corp**") pursuant to which Mount Logan would acquire all of the outstanding shares of G-Corp in exchange for common shares of Mount Logan, which transaction would constitute G-Corp's "qualifying transaction" under the policies of Cboe Canada.

On August 30, 2023, the Corporation announced that Ability issued a surplus note of $12 million with a maturity date of December 31, 2032 (the "**Surplus Note**"). The proceeds under the Surplus Note will be used for general corporate purposes. The Surplus Note has a fixed annual coupon of 10%, payable quarterly from the date of issuance. Payments of interest or principal shall be paid only if Ability has the required levels of statutory surplus and upon prior authorization by the Director of the Nebraska Department of Insurance.

On September 25, 2023, the Corporation announced that the proposed transaction to acquire all of the outstanding shares of G-Corp would not proceed as the board of directors of G-Corp determined that they did not believe G-Corp would receive the regulatory approvals required to extend G-Corp's permitted timeline to complete the proposed transaction with Mount Logan and therefore they intended to wind-up G-Corp.

On October 19, 2023, the CVRs expired in accordance with their terms and were cancelled.

On November 8, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 20, 2023. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On January 26, 2024, the Corporation completed a non-brokered private placement (the "**Debenture Unit Placement**") and issued 18,752 debenture units (the "**Debenture Units**") for gross proceeds of approximately C$18.8 million. Each Debenture Unit consisted of: (i) one 8.85% paid-in-kind unsecured debenture of the Corporation in the principal amount of $1,000 (the "**Debentures**"), and (ii) 50 common share purchase warrants of the Corporation, each of which is exercisable to acquire one common share of the Corporation at a price of C$2.75 per share (the "**2024 Warrants**"). The net proceeds from the issuance of the Debenture Units were used to repay the indebtedness under each of the 2022 LB Note and 2023 LB Note in full in the aggregate amount of $13.6 million, with the balance being used for general corporate purposes.

On February 5, 2024, the Corporation, through Ability, entered into an interest rate swap agreement to hedge the risk of changes in its cash flows (interest receipts) attributable to changes in a contractually specified interest rate (initially expected to be 3 month USD-SOFR Term), on an amount of the Corporation's variable-rate loan assets with a nominal value of $187 million, effective January 2, 2025.

On March 13, 2024, the Corporation declared a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of March 25, 2024. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

Also on March 13, 2024, the Board of Directors accepted the resignation of Jason Roos as Chief Financial Officer and Corporate Secretary, and appointed Nikita Klassen as the Chief Financial Officer and Corporate Secretary of the Corporation, each effective on April 1, 2024.

On March 15, 2024, the Corporation issued 64,004 common shares of the Corporation (net of shares withheld for tax) to settle certain vested restricted share units ("**RSUs**") and dividend equivalent units ("**DEUs**") under the PR Plan (as defined below).

On May 9, 2024, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 22, 2024. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On June 7, 2024, Stephen Usher determined not to stand for re-election at the annual and special meeting of the shareholders of the Corporation and retired from the Board.

On July 25, 2024, Ovation, announced the determination to dissolve the OAIF (as defined below) in accordance with the limited partnership agreement of the OAIF. Ovation is committed to working through an orderly liquidation of OAIF's assets and will continue efforts to generate attractive yields during this liquidation.

On August 8, 2024, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 22, 2024. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On August 30, 2024, the Corporation issued 1,435,700 RSUs and 1,904 DEUs to the holders of RSUs, each in accordance with the PR Plan.

On September 3, 2024, the Corporation announced the appointment of Scott Chan as Director, Canada where he will be responsible for the Corporation's efforts to increase visibility in the markets in which it operates and strategically expanding relationships across Canada.

On October 31, 2024, the Corporation announced that it had entered into an agreement and plan of merger ("**Agreement and Plan of Merger**") among, *inter alia*, Runway Growth Capital LLC ("**Runway**"), RGC Group Acquisition LLC ("**Runway Merger Parent**") and RGC Group Merger Sub LLC ("**Runway Merger Sub**"), whereby the Corporation agreed to, indirectly through its wholly-owned subsidiaries, MLC Canadian Holdings Inc. ("**MLC Canadian Holdings**") and US Holdings, complete a minority investment in Runway. In addition, the Corporation entered into an equity commitment letter dated October 31, 2024 (the "**Equity Commitment Letter**") among the Corporation, BCP Special Opportunities Fund III Originations LP ("**BCP SOFIII**") and Runway Merger Parent, pursuant to which the Corporation committed to satisfy its indirect acquisition of a minority interest in Runway through the issuance by the Corporation to certain selling members of Runway of common shares in the capital of the Corporation having an aggregate value equal to $5,000,000.

On November 7, 2024, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 22, 2024. The dividend was designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

On December 17, 2024, the Corporation, through US Holdings, entered into an amendment to the MLC US Holdings Credit Facility pursuant to which, among other things, the term loan available pursuant to the MLC US Holdings Credit Facility was increased by $12,981,250. The outstanding principal amount and accrued but unpaid interest in respect of the credit facility will become payable on August 20, 2027, subject to certain adjustments pursuant to the credit agreement. The Corporation remains as the guarantor of the MLC US Holdings Credit Facility.

On January 15, 2025, the Corporation issued 652,135 RSUs in accordance with the PR Plan.

On January 17, 2025, the Corporation announced it has entered into a definitive agreement to combine with 180 Degree Capital Corp. ("**180 Degree Capital**") in an all-stock transaction (the "**Business Combination**"). The surviving entity is expected to be a Delaware corporation operating as Mount Logan Capital Inc. ("**New Mount Logan**") listed on Nasdaq under the symbol MLCI. In connection with the Business Combination, the Corporation's shareholders will receive proportionate ownership of New Mount Logan determined by reference to Mount Logan's $67.4 million transaction equity value at signing. The Business Combination is expected to close in mid-2025.

On January 30, 2025, the Corporation completed the transactions contemplated by the Agreement and Plan of Merger, pursuant to which, as partial consideration for the acquisition, the Corporation issued to certain selling members of Runway an aggregate of 2,693,071 common shares in the capital of the Corporation at a deemed price of C$2.67, which was determined based on the 20-day volume-weighted average price prior to and including January 27, 2025. Runway will continue to serve as investment adviser to its managed funds, including Runway Growth Finance Corp. (Nasdaq: RWAY), a business development company, and to other private funds.

On January 30, 2025, Portman Ridge Finance Corporation (Nasdaq: PTMN) ("**Portman Ridge**") and Logan Ridge Finance Corporation (Nasdaq: LRFC) ("**Logan Ridge**") announced that they have entered into an agreement under which Logan Ridge will merge with and into Portman Ridge (the "**Proposed Portman Ridge Merger**"), subject to the receipt of certain shareholder approvals and the satisfaction of other closing conditions. Pursuant to the Proposed Portman Ridge Merger agreement, Portman Ridge will be the surviving public entity and will continue to trade on the Nasdaq under the symbol "PTMN." The Corporation currently earns management fees under an investment management agreement with Logan Ridge (the "**Logan Ridge IMA**"). The Logan Ridge IMA is recognized as an indefinite life intangible asset under the asset management business. Given the Proposed Portman Ridge Merger is still subject to approval, there is no impact to the consolidated financial statements.

On February 4, 2025, the Corporation issued 17,315 common shares of the Corporation in satisfaction of $45,019 of debt obligations owed in connection with the provision of certain consulting services.

On February 18, 2025, the Corporation issued 60,082 common shares of the Corporation (net of shares withheld for tax) to settle certain vested RSUs and DEUs under the PR Plan.

On March 13, 2025, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of April 3, 2025. The dividend will be designated as an eligible dividend for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

Description of the Business

The Corporation is an alternative asset management and insurance solutions company that is focused on public and private debt securities in the North American market and the reinsurance of annuity products, primarily through its wholly-owned subsidiaries, ML Management and Ability, respectively.

The Corporation's reporting segments include asset management and insurance. The asset management segment reflects the Corporation's historical operations through its subsidiaries, including ML Management, and the insurance segment represents Ability's operations. The Corporation has successfully diversified across multiple credit-oriented vehicles, as discussed below, all of which are underpinned by recurring fee related earnings and permanent or long duration capital.

As an asset management firm, the Corporation, through its wholly-owned subsidiary, ML Management may earn management fees, incentive fees and servicing fees for providing investment management, monitoring and other services to investment vehicles and advisers. ML Management is registered as an investment adviser with the United States Securities and Exchange Commission (the "**SEC**") under the *Investment Advisors Act of 1940*, as amended, and is registered to act in an investment advisory role for clients in the United States.

The Corporation's insurance business is operated by Ability, which it acquired on October 29, 2021. Ability is a Nebraska-domiciled insurer and reinsurer of long-term care policies. As part of the transaction, the Corporation invested $10.0 million of capital into Ability to strengthen its balance sheet and launch a platform for the reinsurance of annuities. As a result of this acquisition, Ability's assets and operations have been consolidated with the Corporation's operating results from and after October 29, 2021. Accordingly, comparability of the Corporation's results for periods prior and subsequent to the completion of the Ability Acquisition may be limited.

Asset Management – Advisory

Beginning in 2020, the Corporation expanded its focus from a lending-oriented credit platform to an alternative asset management platform in the United States. Through its subsidiaries, the Corporation acquired certain investment management contracts and/or the economic benefit thereof, thereby providing a growing stream of asset management fee income.

On October 30, 2020, Sierra Crest Investment Management LLC ("**SCIM**"), an affiliate of BC Partners Advisors L.P. ("**BC Partners**"), purchased certain assets from Resource America, Inc. and became the investment adviser of the Alternative Credit Investment Fund (formerly, Resource Credit Income Fund "**ACIF**") pursuant to the new advisory agreement (the "**ACIF Advisory Agreement**") entered into between SCIM and ACIF. In connection with the acquisition, the Corporation agreed to advance to SCIM the amount of up to $15.0 million to be used by SCIM to fund the $13.0 million purchase price under the definitive purchase agreement in connection with the acquisition by SCIM of certain assets from Resource America, Inc. (the "**SCIM Facility**"). On closing of the acquisition, the Corporation advanced $12.0 million to SCIM pursuant to the SCIM Facility with a balance of up to an additional $3.0 million available for subsequent advances. In addition, the Corporation and SCIM entered into a services agreement (the "**SCIM Services Agreement**"), pursuant to which the Corporation provides certain administrative services to SCIM in respect of ACIF. On December 17, 2020, the SCIM Services Agreement was amended to be between the Corporation's wholly-owned subsidiary, US Holdings, and SCIM. Under the SCIM Services Agreement, in exchange for the administrative services provided, SCIM will pay to US Holdings, on a quarterly basis, an amount equal to the aggregate base management and incentive fees received by SCIM from ACIF in respect of such quarter, net of debt service, a quarterly fee to be retained by SCIM comprised of a specified amount, plus an allocable portion of the compensation of SCIM's investment professionals in connection with their performance of investment advisory services for ACIF (collectively, the "**Retained Benefits**"). In addition, SCIM will be reimbursed by US Holdings quarterly for certain expenses it incurs in connection with the investment advisory services provided to ACIF. Pursuant to this arrangement, US Holdings receives the net economic benefit derived by SCIM under the ACIF Advisory Agreement, subject to the holdback of the Retained Benefits and expense reimbursements.

On November 12, 2020, pursuant to an asset purchase agreement between ML Management and Garrison Investment Management LLC and other sellers (collectively, the "**GARS Sellers**"), the Corporation completed the acquisition of the rights of the GARS Sellers under certain investment management agreements, the general partnership interests of the GARS Sellers under certain partnership agreements and the rights of the GARS Sellers under certain collateral management agreements relating to Garrison Funding 2018-1 LP and Garrison MML CLO 2019-1 LP (collectively, the "**ML CLOs**") for a purchase price of $3.0 million (the "**ML CLO Acquisition**"). ML Management, as the investment manager of the ML CLOs, receives management fees based on aggregate gross assets under management, paid quarterly, and subject to various reductions based on caps, transaction fees, and fee-sharing arrangements. Following the completion of the ML CLO Acquisition, the names of Garrison Funding 2018-1 LP and Garrison MML CLO 2019-1 LP were changed to Mount Logan Funding 2018-1 LP and Mount Logan MML CLO 2019-1 LP, respectively.

On July 1, 2021, the Corporation, through ML Management, completed the acquisition (the "**Capitala Acquisition**") of certain assets from Capitala Investment Advisers, LLC ("**CIA**"), pursuant to which ML Management became the investment adviser of Logan Ridge (formerly, Capitala Finance Corp., which changed its name on July 1, 2021 pursuant to the Capitala Acquisition), a U.S. publicly traded business development company whose common stock is listed on NASDAQ. ML Management, as the investment adviser of Logan Ridge, receives a fee for investment advisory and management services consisting of two components – a 1.75% annual base management fee based upon gross assets and an incentive fee tied to performance. The incentive fee consists of the following two parts:

1) The first part of the incentive fee is calculated and payable quarterly in arrears based on Logan Ridge's pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income, and any other income (including any other fees (other than fees for providing managerial assistance), such as commitment, origination, diligence, and consulting fees or other fees that we receive from portfolio companies) accrued during the calendar quarter, minus our operating expenses for the quarter (including the base management fee, expenses payable under Logan Ridge's administration agreement to its administrator, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt

instruments with pay-in-kind interest and zero coupon securities), accrued income that Logan Ridge has not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, computed net of all realized capital losses or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of Logan Ridge's net assets at the end of the immediately preceding calendar quarter, is compared to a hurdle of 2.0% per quarter (8.0% annualized). ML Management receives an incentive fee with respect to the pre-incentive fee net investment income in each calendar quarter as follows:

a) no incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle of 2.0%;

b) 100% of the pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle but is less than 2.5% in any calendar quarter (10.0% annualized). This portion of the pre-incentive fee net investment income (which exceeds the hurdle but is less than 2.5%) is referred to as the "catch-up." The "catch-up" is meant to provide ML Management with 20% of the pre-incentive fee net investment income as if a hurdle did not apply if this net investment income exceeds 2.5% in any calendar quarter; and

c) 20% of the amount of the pre-incentive fee net investment income, if any, that exceeds 2.5% in any calendar quarter (10.0% annualized) (once the hurdle is reached and the catch-up is achieved, 20% of all pre-incentive fee investment income thereafter is allocated to ML Management).

2) The second part of the incentive fee is determined and payable in arrears as of the end of each calendar year, commencing on December 31, 2021, and will equal 20.0% of Logan Ridge's realized capital gains, if any, on a cumulative basis with respect to each of the investments in Logan Ridge's portfolio from the fiscal quarter ending on or immediately prior to July 1, 2021 through the end of each calendar year beginning with the calendar year ending December 31, 2021, computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis from September 30, 2021 through the end of each calendar year beginning with the calendar year ending December 31, 2021, less the aggregate amount of any previously paid capital gain fees under the investment advisory agreement. Any realized capital gains, realized capital losses and unrealized capital depreciation with respect to Logan Ridge's portfolio as of the end of the fiscal quarter ending on or immediately prior to July 1, 2021 will be excluded from the calculations of the capital gains fee. In the event that the investment advisory agreement shall terminate as of a date that is not a calendar year end, the termination date shall be treated as though it were a calendar year end for purposes of calculating and paying a capital gains fee.

On January 1, 2022, the Corporation, through ML Management, and other purchasers related to ML Management (collectively, the "**GIM Purchasers**") entered into an asset purchase agreement with Garrison Investment Management LLC and other sellers (collectively, the "**GIM Sellers**") with respect to the acquisition by the GIM Purchasers of the rights and interests of the GIM Sellers under a certain investment agreement relating to Garrison Laurel Funding LP ("**GLF**"), the general partnership interest under a certain partnership agreement and the rights of the GIM Sellers under certain financing arrangements (the "**Laurel Transaction**"). In addition, Mount Logan Bluebird Funding LP ("**ML Bluebird Funding**"), a newly formed entity, acquired all the assets and assumed all the liabilities of Garrison Bluebird Funding LP effective as of the closing date (the "**Bluebird Transaction**" and together with the Laurel Transaction, the "**Bluebird Laurel Transaction**"). The Bluebird Laurel Transaction closed on January 1, 2022 and ML Management became the investment manager of GLF and ML Bluebird Funding. In connection with the closing, GLF changed its name to Mount Logan Laurel Funding LP ("**ML Laurel Funding**"). As currently structured, ML Management does not expect to receive any management fees from ML Bluebird Funding or ML Laurel Funding. The Bluebird Laurel Transaction strategically positions the Corporation's platform to grow the assets it manages.

On April 22, 2022, the Corporation, through ML Management, entered into an investment management agreement with each of Cornhusker Funding 1A LLC, Cornhusker Funding 1B LLC, and Cornhusker Funding 1C LLC (collectively, the "**Cornhusker CLOs**" and together with the ML CLOs, the "**CLOs**"). ML Management, as the investment manager, does not receive any management fees from the Cornhusker CLOs; however, the Corporation, through Cornhusker Feeder LLC, a newly-formed indirect wholly-owned subsidiary of the Corporation, and Ability, receives economic benefits through their debt and/or equity holdings in the Cornhusker CLOs.

On May 14, 2022, the Corporation, through ML Management, entered into an investment advisory agreement with Opportunistic Credit Interval Fund (“**OCIF**”), a closed-end, diversified management investment company, pursuant to which ML Management provides certain investment advisory services to OCIF and in consideration of the advisory services provided, ML Management is entitled to a fee consisting of two components – a 1.25% annual base management fee based upon gross assets and an incentive fee tied to performance. The incentive fee is calculated and payable quarterly in arrears based on OCIF’s pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means, interest income, dividend income and any other income (including any other fees, such as commitment, origination, structuring, diligence and consulting fees or other fees that OCIF receives from portfolio companies) accrued by OCIF during the calendar quarter, minus OCIF’s operating expenses for the quarter (including the base management fee, expenses payable under OCIF’s administration agreement to its administrator, and any interest expense and dividends paid on any issued and outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest feature (such as original issue discount, debt instruments with pay-in-kind interest and zero coupon securities), accrued income that OCIF has not yet received in cash. Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Pre-incentive fee net investment income, expressed as a rate of return on the value of OCIF’s net assets at the end of the immediately preceding calendar quarter, will be compared to a hurdle of 1.50% per quarter (6.0% annualized). ML Management receives an incentive fee with respect to the pre-incentive fee net investment in each calendar quarter as follows:

(a) no incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle of 1.50%;

(b) 100% of the pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle but is less than 1.7647% in any calendar quarter (7.0% annualized). This portion of the pre-incentive fee net investment income (which exceeds the hurdle but is less than 1.7647%) is referred to as the “catch-up.” The “catch-up” is meant to provide ML Management with 15% of OCIF’s pre-incentive fee net investment income as if a hurdle did not apply if this net investment income exceeds 1.7647% in any calendar quarter; and

(c) 15% of the amount of OCIF’s pre-incentive fee net investment income, if any, that exceeds 1.7647% in any calendar quarter (7.0% annualized) (once the hurdle is reached and the catch-up is achieved, 15% of all pre-incentive fee net investment income thereafter is allocated to ML Management).

ML Management agreed to waive its management fees (excluding any incentive fee) and to pay or absorb the ordinary operating expenses of OCIF to the extent that its management fees plus the OCIF's ordinary annual operating expenses exceed 2.5% per annum of OCIF's average daily net assets attributable to Class I shares until August 30, 2023. This waiver has been extended until February 1, 2025.

On April 29, 2022, ML Management seeded OCIF $0.1 million. On October 5, 2022, ML Management invested an additional $4.0 million into OCIF.

On August 17, 2022, the Corporation, through ML Management, entered into an investment sub-advisory agreement with First Trust Private Credit Fund (the "**First Trust Fund**") and the First Trust Capital Management L.P. ML Management provides certain supervision and oversight of the advisor and the board of trustees of the First Trust Fund. ML Management, as the investment sub-adviser is entitled to receive a monthly fee equal to 1% of the sub-advised assets' average daily net assets.

On May 2, 2023, ML Management completed the first phase of a series of transactions under the Amended Ovation Agreement with the Ovation Advisor, pursuant to which the Corporation acquired all of the membership interests of Ovation and certain assets from the Ovation Advisor. Pursuant to the terms of the Amended Ovation Agreement, the Corporation offered employment to certain employees of the Ovation Advisor in order to permit the Ovation Advisor to continue to provide the same investment advisory and research services to the AIF Fund and the other investment advisory clients of the Ovation Advisor and its affiliates pending the completion of the Ovation Acquisition. In exchange for the use of these employees, the Ovation Advisor commenced paying ML Management

100% of the management fees of the AIF Fund, which included both management and incentive fees. The Ovation Acquisition was completed on July 5, 2023 and in connection therewith, ML Management became the investment advisor to the platform.

Ovation receives fees from Ovation Alternative Income Fund LP ("**OAIF**") and Ovation Alternative Income Fund-A LP ("**OAIF-A**"). Ovation's fees from OAIF, consist of two components—the OAIF Base Management Fee and the OAIF Incentive Fee. The OAIF Base Management Fee is calculated monthly, due and payable quarterly in arrears, and represents an amount equal to 0.125% of the net assets on the last day of the preceding month. The OAIF Incentive Fee is calculated monthly, due and payable quarterly in arrears, and calculated as ten percent (10%) of pre-incentive fee distributable income amounts.

Ovation also receives fees from OAIF-A, which consists of two components—the OAIF-A Base Management Fee and the OAIF-A Incentive Fee. The OAIF-A Base Management Fee is calculated monthly, due and payable monthly in arrears, and represents an amount equal to 0.125% of the net assets of OAIF-A on the last day of the preceding month, plus capital contributions by limited partners to OAIF-A, plus or minus (if negative), the accrued and unpaid corporate tax expense as of the last day of the previous month. The OAIF-A Incentive Fee is calculated monthly, due and payable quarterly in arrears, and calculated as ten percent (10%) of pre-incentive fee distributable income amounts. If pre-incentive fee distributable income amounts do not exceed zero percent (0%) in any fiscal quarter, such shortfall (a "**High Watermark Shortfall**") will carry forward to subsequent quarters. Neither the OAIF Incentive Fee nor OAIF-A Incentive Fee is payable to Ovation in any fiscal quarter in which a High Watermark Shortfall exists.

The following is a list of the investment vehicles managed by subsidiaries of the Corporation:

- Cornhusker Funding 1A LLC[(1)]
- Cornhusker Funding 1B LLC[(1)]
- Cornhusker Funding 1C LLC[(1)]
- First Trust Private Credit Fund
- Logan Ridge Finance Corporation
- Mount Logan Bluebird Funding LP[(2)]
- Mount Logan Funding 2018-1 LP ("**2018-1 CLO**")
- Mount Logan Laurel Funding LP[(2)]
- Mount Logan Middle Market Funding LP
- Mount Logan Middle Market Funding A LP
- Mount Logan Middle Market Funding II LP
- Mount Logan Middle Market Funding II A LP
- Mount Logan MML CLO 2019-1 LP
- Opportunistic Credit Interval Fund
- Ovation Alternative Income Fund LP [(3)]
- Ovation Alternative Income Fund A, LP

Notes:

(1) ML Management does not receive any management fees from the Corporation, through its wholly-owned subsidiaries, Cornhusker Feeder LLC and Ability, receives economic benefits through its debt and/or equity holdings in Cornhusker Funding 1A LLC, Cornhusker Funding 1B LLC or Cornhusker Funding 1C LLC.

(2) As currently structured, ML Management does not expect to receive any management fees from Mount Logan Bluebird Funding LP or Mount Logan Laurel Funding LP. The management of these funds by ML Management strategically positions the Corporation's platform to grow the assets it manages.

(3) On July 25, 2024, Ovation, announced the determination to dissolve the OAIF in accordance with the limited partnership agreement of the OAIF. The Ovation team is committed to working through an orderly liquidation of OAIF's assets and will continue efforts to generate attractive yields during this liquidation.

Asset Management - Loans

The Corporation, directly and through its subsidiaries, focuses on investing in public and private debt securities in North America. The Corporation actively sources, evaluates, underwrites, manages, monitors and primarily invests in loans, debt securities, and other credit-oriented instruments that present attractive risk-adjusted returns and present low risk of principal impairment through the credit cycle.

The Corporation applies rigorous and deep due diligence to the credit opportunities it assesses. Priorities include: establishing downside protection and principal preservation through financial and structural protections; seeking to generate attractive returns utilizing the skill and experience of management; and leveraging the expertise and network of management.

The sourcing, negotiation and documentation of highly structured investments by management of the Corporation permits the construction of a diversified portfolio of investments through the use of flexible and innovative loan strategies.

While focused on senior secured middle-market credit, depending on market conditions, the Corporation may evaluate employing a variety of credit investing strategies as part of its investment program. These could include: leveraged yield strategies; private and mezzanine lending and structured equity; dislocated structured credit/regulatory capital investments; and other credit-oriented investments as further discussed below:

- Leveraged Yield Strategies:
  - Low leveraged bank loan funds: employing various strategies to invest in primarily secured bank loans with low loan-to-value metrics and selective and prudent financing at the asset level. This is a strategy typically employed during periods of market or sector dislocation or when an individual company's loans do not reflect true fundamental value.
  - Synthetic baskets: investments in par or near-par performing bank loans via total return swaps or similar financing structures.
- Private and Mezzanine Lending and Structured Equity:
  - Private and mezzanine lending: providing creative financing solutions to borrowers with custom documentation. Borrowers in the middle-market seek resourceful financing partners that have industry expertise, can provide certainty of execution, and can transact on an expedited timeline.
  - Structured equity: investing in minority structured convertible preferred equity with significant downside protection through company selection and robust negative controls.
- Dislocated Structured Credit/Regulatory Capital:
  - Primary and secondary structured products: opportunistic investments in non-traditional credit instruments with varying counterparty credit risk.
  - Regulatory capital relief: structured financing solutions to mitigate regulatory capital constraints for borrowers. Rising regulatory capital requirements for financial institutions create an opportunity for non-traditional capital providers to structure capital solution programs aimed at mitigating banks' risk of near-term capital losses in return for insurance-like payments on first loss pieces assumed by financial investors.

Investments are made and are expected to be made primarily in developed markets with a focus on North America, although the Corporation may invest in markets outside of North America if the Corporation identifies investment opportunities that offer particular value.

Investment Restrictions

The Corporation conducts its activities within the general parameters of its investment objective and strategy but subject to certain specific restrictions. In pursuing its investment strategy, the Corporation generally aims to adhere to the following investment restrictions:

- Diversification: The net amount invested by the Corporation in the investments of any one issuer (on a look through basis) will not exceed 20% of the portfolio of the Corporation, as determined at the time of such investment other than securities issued or guaranteed by the government of Canada, the government of the United States or a province, state or territory thereof.

- Foreign Exposure: The net amount invested by the Corporation in securities outside of Canada and the United States will not exceed 50% of the net asset value of the Corporation, as determined at the time of such investment.

- Liquidity: The nature of the Corporation's business allows for investments in public and private securities, and there are no specific restrictions on the liquidity of the assets in which the Corporation may invest. However, management of the Corporation will seek to ensure that the Corporation's investment portfolio has sufficient liquidity to satisfy any borrowing obligations, to manage the dividend policy, if any, adopted by the Board of Directors from time to time and any share buy-back arrangements.

- Hedging: The Corporation may use derivatives to hedge credit risk, its exposure to changes in interest rates and currency fluctuations and to gain exposure to individual securities and markets instead of directly buying the securities. The Corporation may use treasury futures and/or government bonds to hedge against changes in interest rates. The Corporation may use credit default swaps and credit default indices to hedge credit risk.

Loan Monitoring and Risk Assessment

During 2020 and into 2021 until the acquisition of Ability, the number of loans in the Corporation's loan portfolio decreased as part of the Corporation's continued expansion of its focus from a lending-oriented credit platform to an alternative asset management platform in the United States. In December 2021, the Corporation divested a majority of its loan portfolio warehoused for the 2018-1 CLO, a collateral loan obligation fund of which ML Management is the investment manager.

As of December 31, 2024, the Corporation's asset management segment loan portfolio consisted of $13.6 million advanced as a secured loan by the Corporation to SCIM pursuant to the SCIM Facility (the "**Asset Management Segment Loans**").

Interest is typically paid quarterly or semi-annually on the Asset Management Segment Loans and the Insurance Segment Loans (as described below) (collectively, the "**Loans**") and principal repayments are typically bullet in nature at maturity. As of the date of this Annual Information Form, there have been negligible defaults in respect of the Loans and predominantly all borrowers in respect of the Loans remain current on their interest payments.

As part of the Corporation's quarterly monitoring and valuation process for its Loans, the Corporation maintains a "watch list" and assigns a risk rating of 1-5 for each Loan (other than the SCIM Facility) as an internal metric to gauge potential credit risk (1 being the lowest level of risk; 5 being the highest level of risk, with a risk rating of 1 or 2 indicating that the investment is performing in-line with or above expectations). The risk rating scale and criteria are outlined below:

Risk Rating	Criteria
1	Borrower is performing above expectations and the trends and risk factors since origination or acquisition are generally favourable
2	Borrower is generally performing as expected and the risk factors are similar to the risk at the time of origination or acquisition
3	Borrower performing below expectations and the risk factors increased since origination or acquisition
4	Borrower performing materially below expectations and the risk factors increased materially since origination or acquisition. Borrower generally breaches debt covenants and loan payments(s) may be past due
5	Borrower performing significantly below expectations and the risk factors increased significantly since origination or acquisition. Borrower breached most or all debt covenants, loan payments(s) are significantly past due. Principal not expected to be repaid in full

As of the date of this Annual Information Form, all of the Loans (other than the SCIM Facility, which has not been rated) are rated either 1 or 2. None of the Loans are on the watchlist, which had a direct offset in the payment on the CVRs of the Corporation until the expiry and cancellation of the CVRs on October 19, 2023.

On February 27, 2023, Marret Asset Management announced that NECC and three other entities indirectly owned and controlled by Allegiance, including the guarantor of obligations of NECC to Cline under the NECC Notes, which is Cline's primary asset, had filed for Chapter 11 protection on February 21, 2023 (the "**NECC Bankruptcy**"). On February 28, 2023, Marret Asset Management announced that it was taking an 82% write-down in the value of securities in Cline held by its various funds to reflect the increased uncertainty of future cash flows to Cline from the NECC Notes. As a result of the NECC Bankruptcy, there was an increased risk that no further Contingent Payment Events (as defined below) would occur prior to the expiry and cancellation of the CVRs on October 19, 2023, and no such Contingent Payment Events occurred prior to such expiry and cancellation. Accordingly, until the expiry and cancellation of the CVRs on October 19, 2023, the value, if any, of the CVRs was speculative, and the CVRs may ultimately have had no value and therefore the risk rating was rated at 5.

On October 19, 2023, the Corporation's CVRs issued on October 19, 2018 expired in accordance with their terms and were cancelled and accordingly the possibility of further distributions in respect of the CVRs ceased. As of October 19, 2023, the Corporation had distributed an aggregate of C$1.6 million to the holders of CVRs and the Corporation continued to hold its debt and equity securities of Cline. Cline's primary asset are the NECC Notes issued to it by NECC. On February 21, 2023, NECC as well the guarantor under the NECC Notes filed for Chapter 11 protection. The value of securities in Cline held by its various funds were written down to reflect the increased uncertainty of future cash flows to Cline from the NECC Notes. The CVR's are currently marked as nil realizable value. Given the CVRs have expired and were cancelled, the possibility of further distributions in respect of the CVRs ceased.

ML Management, a wholly-owned subsidiary of the Corporation, is the investment advisor to certain external investment vehicles, including collateralized loan obligations, business development companies and interval funds, each of which hold their own portfolio of loans. As the Corporation's economic interest is derived from the management of such vehicles, such underlying loans do not form part of the Corporation's loan portfolio.

Asset Management – Other

In December 2020, the Corporation, through its indirect wholly-owned subsidiary, MLCSC Holdings LLC acquired a minority stake in SCIM, which manages Portman Ridge, and ACIF. The Corporation receives periodic distributions from SCIM and recognizes its share of profit or loss in SCIM.

Insurance – Ability

The Corporation's insurance business is operated by Ability, which the Corporation acquired in the fourth quarter of 2021. Ability's financial results are reported as the insurance segment, which also includes the economic benefits of the Cornhusker CLOs

Ability is a Nebraska-domiciled insurer and reinsurer of long-term care policies and annuity products. Upon closing of the Ability Acquisition, ML Management entered into an investment management agreement with Ability (the "**Ability IMA**") to manage certain of Ability's assets that are within the scope of ML Management's expertise in providing investment management advisory services (the assets of Ability managed by ML Management referred to herein as the "**Managed Ability Portfolio**"). The acquisition of Ability by the Corporation combined two products that the Corporation believes are, and will continue to be, in high demand – insurance solutions and asset management. The Corporation's acquisition of Ability brought additional capital, strengthening of the investment portfolio, stability and continuity of liability management, and new growth opportunities that will provide increased security to policyholders. The acquisition positioned the Corporation for a new stage of growth with a commitment for immediate and future capital, product diversification, asset management opportunities, de-risking legacy assets, and enhancing risk based capital ("**RBC**") ratios. The stronger capital base and alignment allows the Corporation to scale asset and liability origination for the benefit of Ability's policyholders as well as the Corporation and its shareholders.

Pursuant to the Ability IMA, ML Management has the following rights, powers and authority in connection with its duties thereunder: (i) authority and power to invest and reinvest the Managed Ability Portfolio in investments, in accordance with predetermined guidelines; (ii) authority and power to, in its reasonable discretion, extend, renew and/or dispose of potential and existing investments within the Managed Ability Portfolio, and to make all decisions and take all actions necessary or convenient in respect of the origination, investigation, structuring, financing, acquisition, monitoring, syndication, and remarketing of investments and additional investments, in each case, in accordance with the predetermined guidelines; (iii) prepare, review and supervise the preparation and review of all agreements, certificates, amendments, notices, instruments, and other documents required to originate, acquire, manage, finance, syndicate, remarket or dispose of any investment or potential investment in the Managed Ability Portfolio; (iv) appoint sub-advisers to invest and reinvest the Managed Ability Portfolio in investments, in each case, in accordance with the predetermined guidelines; (v) originate, manage, service, administer and make collections on investments within the Managed Ability Portfolio; and (vi) perform other reasonable and customary actions deemed appropriate by ML Management in connection with the Managed Ability Portfolio. The Managed Ability Portfolio is held primarily in the United States and is predominantly comprised of USD-denominated assets based in the United States. As of December 31, 2024, the Managed Ability Portfolio is comprised of approximately $620.1 million of assets representing approximately 59% of Ability's total investment assets of $1,045.4 million or 100% excluding the modified coinsurance and funds withheld assets. The Corporation's insurance segment also includes a loan portfolio, and as of December 31, 2024, such loan portfolio consisted of approximately $258.1 million in loans to private companies and approximately $153.6 million of mortgage loans, totaling $411.7 million (the "**Insurance Segment Loans**"), or approximately 39% of the entire portfolio. The Insurance Segment Loans are, collectively, of a nature such that Ability continues to satisfy its investment requirements in accordance with the state of Nebraska Insurers Investment Act. Pursuant to the Ability IMA, not all assets under management are fee earning; further, for fee-eligible assets, the basis for charging fees is not necessarily fair market value.

Ability's long-term care portfolio's morbidity risk has been largely reinsured to third-parties. Ability is also no longer insuring new long-term care risk and will continue to expand and diversify its business including through the reinsurance of annuity products which commenced in the second quarter of fiscal 2022.

Long-term care insurance policies reimburse policyholders a daily amount, upon meeting certain requirements, for services to assist with daily living assisted living facilities as they age.

Annuities are a contract with an insurer where individuals agree to pay a certain amount of money, either in a lump sum or through installments, which entitles them to receive a series of payments at a future date.

Effective April 1, 2022, the Corporation, through Ability, closed a reinsurance agreement with Atlantic Coast Life Insurance Company ("**ACL**") pursuant to which the Corporation assumed a 20% quota share coinsurance of up to $150.0 million of premium of multi-year guaranteed annuity ("**MYGA**") policies. Effective July 1, 2022, Ability closed on an additional reinsurance agreement with SSL to assume a 20% quota share coinsurance of up to $100.0 million of premium of MYGA policies. These quota share coinsurance agreements were met as of July 10, 2023. On

January 10, 2024, the Corporation, through Ability, amended the reinsurance agreement with ACL and with SSL, pursuant to which Ability will assume a 20% quota share coinsurance of premium of MYGA policies issued and approved on or after October 1, 2023. These reinsurance agreements have been terminated, effective June 30, 2024.

Competitive Conditions

Many entities compete with the Corporation and its subsidiaries in the alternative asset management and insurance solutions spaces. In alternative asset management, the Corporation competes with public and private funds, commercial and investment banks, merchant banks, commercial financing companies, institutional investors, strategic investors and, to the extent they provide an alternative form of financing, private equity funds. Many of these groups are substantially larger and have considerably greater financial, technical and marketing resources than the Corporation. In insurance solutions, the Corporation competes with other insurers, reinsurers and other financial institutions that offer investment products. The Corporation faces intense competition, based upon price, terms and conditions, relationships with distribution partners and other clients, quality of service, capital and perceived financial strength (including independent rating agencies' ratings), technology, innovation, ease of use, capacity, product breadth, reputation and experience, brand recognition and claims processing. Many of these competitors are large and well-established, and some have greater market share or breadth of distribution, assume a greater level of risk while maintaining financial strength ratings, or have higher financial strength, claims-paying or credit ratings than the Corporation does or benefit, by offering various lines of insurance, from diversification of risks and possible positive impacts on capital requirements. See “Risk Factors”.

The insurance and reinsurance industry is generally heavily regulated and Ability’s operations in each jurisdiction in which it operates are subject to varying degrees of regulation and supervision. The laws and regulations of the jurisdictions in which Ability operates may require Ability to, among other things, maintain minimum levels of statutory capital, surplus and liquidity, meet solvency standards, submit to periodic examinations of its financial condition, and restrict payments of dividends and distributions of capital. Ability is also subject to laws and regulations that may restrict its ability to write insurance and reinsurance policies, make certain types of investments and distribute funds. With respect to investments, Ability must comply with applicable regulations regarding the type and concentration of investments it may make.

Employees

The Corporation and its subsidiaries collectively have a total of twenty one (21) employees, nineteen (19) of whom are primarily involved in the Corporation’s asset management segment and two (2) of whom are primarily involved in the Corporation’s insurance segment. The insurance segment represents Ability’s operations, many of which are outsourced to third party providers.

Foreign Operations

The Corporation’s wholly-owned subsidiary, MLC I, a limited liability company formed under the laws of the State of Delaware, is a U.S. entity that owns a majority of the investment portfolio holdings. The Corporation’s wholly-owned subsidiary, US Holdings, a limited liability company formed under the laws of the State of Delaware, is a U.S. entity that holds 100% of the equity in each of ML Management and MLCSC Holdings Finance LLC (“**MLCSC Holdings Finance**”), a wholly-owned subsidiary of the Corporation, and holds the interest in the SCIM Facility and the SCIM Services Agreement. The Corporation’s indirect wholly-owned subsidiary, ML Management, is a limited liability company formed under the laws of the State of Delaware, is registered as an investment adviser with the SEC under the *Investment Advisors Act of 1940*, as amended, and is registered to act in an investment advisory role for clients in the United States. ML Management has entered into a monitoring agreement pursuant to which, among other things, ML Management receives a fee for providing monitoring services in respect of certain investments managed by BC Partners. ML Management also acquired the assets sold by the GARS Sellers pursuant to the ML CLO Acquisition and the assets sold by CIA pursuant to the Capitala Acquisition. ML Management is also an investment adviser for a meaningful portion of Ability’s assets. The Corporation’s indirect wholly-owned subsidiary, MLCSC Holdings Finance, is a limited liability company formed under the laws of the State of Delaware that holds the Corporation’s indirect interest in MLCSC Holdings LLC and entered into a credit facility of $5.3 million in connection with the Corporation’s indirect acquisition of a 21.4% equity stake in SCIM. The Corporation’s indirect wholly-owned subsidiary, MLCSC Holdings LLC, is a limited liability company formed under the laws of the State of Delaware that currently holds a 24.99% equity stake in SCIM. The Corporation's wholly-owned subsidiary, Ability, a company formed under the laws of Nebraska, operates the Corporation's insurance business and is a Nebraska-domiciled insurer and reinsurer of long-term care policies. There are currently no other operations in any other foreign jurisdictions other than specified above.

DESCRIPTION OF CAPITAL STRUCTURE

Share Capital

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of Preference Shares, issuable in series, of which there were 25,895,612 common shares and no Preference Shares outstanding as of December 31, 2024. As of the date of this Annual Information form, there are 28,666,080 common shares and no Preference Shares outstanding.

Common Shares

Each of the Corporation's common shares entitles the holder to: (a) receive dividends, if, as and when declared by the Board of Directors, subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes of shares of the Corporation ranking in priority to the common shares in respect of dividends; (b) receive notice of and to attend all annual and special meetings of the shareholders and to receive two (2) votes in respect of each common share held at all such meetings; and (c) in the event of liquidation, dissolution or winding up, or other distribution of the assets among shareholders for the purpose of winding up the Corporation's affairs, subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of the Corporation ranking in priority to the common shares in respect of return of capital on dissolution, to share ratably, together with the holders of any other class of shares of the Corporation ranking equally with the common shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

Preference Shares

Preference Shares may be issued at any time and from time to time in one or more series. Subject to the rights, privileges, restrictions and conditions attached to the Preference Shares as a class, the articles of the Corporation and the provisions of the OBCA, the Board of Directors will, prior to the issue of Preference Shares of any series, by resolution fix the number of Preference Shares in such series and determine the designation of, and the rights, privileges, restrictions and conditions attached to, the Preference Shares of such series.

Except as required by the OBCA or in accordance with any voting rights which may be attached to any series of Preference Shares, the holders of Preference Shares are not entitled to receive notice of, or to attend, any meeting of the shareholders of the Corporation and are not entitled to vote at any such meeting provided that the holders of Preference Shares are entitled to receive notice of meetings of the shareholders of the Corporation called for the purpose of authorizing the sale, lease or exchange of all or substantially all of the property of the Corporation other than in the ordinary course of business of the Corporation. Subject to the provisions of the OBCA, the holders of Preference Shares or any series thereof are not, unless the rights, privileges, restrictions and conditions attached to the Preference Shares as a class or to any particular series thereof provide to the contrary, entitled to vote separately as a class or series on, or to dissent in respect of, any proposal to amend the articles of the Corporation to: (a) increase or decrease any maximum number of authorized Preference Shares or any series thereof, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the Preference Shares or any series thereof; (b) effect an exchange, reclassification or cancellation of all or part of the Preference Shares or any series thereof; or (c) create a new class or series of shares equal or superior to the Preference Shares or any series thereof.

With respect to the payment of dividends and the distribution of the property and assets of the Corporation in the event of the liquidation, dissolution or winding-up of the Corporation, the Preference Shares of each series, rank (a) pari passu with the Preference Shares of every other series and the shares of any other class of shares of the Corporation ranking equally with the Preference Shares, (b) senior to the common shares and the shares of any other class of shares of the Corporation ranking junior to the Preference Shares, and (c) junior to the shares of any class of shares of the Corporation ranking senior to the Preference Shares. The Preference Shares of any series are also entitled to such other preferences, not inconsistent with the articles of the Corporation, over the common shares and the shares of any other class of shares of the Corporation ranking junior to the Preference Shares as may be fixed by the Board of Directors prior to the issue thereof.

The rights, privileges, restrictions and conditions attached to the Preference Shares as a class may be added to, changed or removed only with the approval of the holders of Preference Shares given in accordance with the requirements of the OBCA and the articles of the Corporation.

Warrants

On closing of the Arrangement and in accordance with the terms of the Arrangement, the Corporation issued to shareholders who made an election to acquire warrants under the Arrangement, warrants to acquire an aggregate of 20,468,128 common shares of the Corporation (the "**Arrangement Warrants**"). As at December 31, 2024, the Corporation had 20,468,128 Arrangement Warrants outstanding which are exercisable at any time up to October 19, 2025. As a result of the Consolidation completed on December 3, 2019, every eight (8) Arrangement Warrants entitle the holder to receive, upon exercise, one common share of the Corporation at a price of C$6.16 per common share. Accordingly, an aggregate of up to 2,558,516 common shares are issuable upon the exercise of the 20,468,128 outstanding Arrangement Warrants as at December 31, 2024.

As of the date of this Annual Information Form, an aggregate of 937,600 2024 Warrants are outstanding, which formed a part of the Debenture Units issued pursuant to the Debenture Unit Placement. Each 2024 Warrant is exercisable to acquire one common share of the Corporation at a price of C$2.75 per share for a period of eight (8) years from the issuance thereof, provided that the 2024 Warrants are not permitted to be exercised within the first twelve (12) months from the issuance thereof. The terms of the 2024 Warrants are governed by a warrant indenture dated January 26, 2024 entered into between the Corporation and Odyssey Trust Company, as warrant agent (the "**Warrant Indenture**").

Debentures

As of the date of this Annual Information Form, an aggregate principal amount of $18,752,000 Debentures of the Corporation are outstanding, which formed part of the Debenture Units issued in pursuant to the Debenture Unit Placement. The Debentures bear interest at a rate of 8.85% per annum from the date of issue, accrued quarterly and compounded on an annual basis, and payable in cash at maturity, computed on the basis of 365 days (or 366 days in the case of a leap year) and the actual number of days in the relevant interest period. The Debentures mature on the date that is eight (8) years from the issuance thereof. Upon maturity of the Debentures, any outstanding principal amount of the Debentures plus any accrued and unpaid interest shall be repaid in cash. The terms of the Debentures are governed by a debenture indenture dated January 26, 2024 entered into between the Corporation and Odyssey Trust Company, as trustee (the "**Debenture Indenture**").

Options and Awards

The Corporation has in place a stock option plan (the "**Option Plan**") and a performance and restricted share unit plan (the "**PR Plan**"). As of the date of this Annual Information Form, there are no options outstanding under the Option Plan and an aggregate of 1,714,093 RSUs and 10,161 DEUs outstanding under the PR Plan, each of which entitles the holder thereof to receive one common share of the Corporation following the vesting thereof, all in accordance with the terms and subject to the conditions set out in the PR Plan. The Option Plan and the PR Plan are each appended to the Corporation's management information circular dated May 8, 2024, a copy of which is available for review under the Corporation's SEDAR+ profile at www.sedarplus.com.

Pursuant to the PR Plan, when and if cash dividends are paid on the common shares, additional performance share units ("**PSUs**") or RSUs, as applicable, are credited to the PR Plan participant's account. The number of such additional PSUs or RSUs to be credited to the participant's account in respect of any particular dividend paid on the common shares is calculated by dividing (i) the amount of the cash dividend that would have been paid to the participant if each of the PSUs and RSUs recorded in the participant's account (but for greater certainty not including any previous DEUs received and recorded) as at the record date for the cash dividend had been common shares by (ii) the Market Value (as such term is defined in the PR Plan) on the date on which the dividend is paid on the common shares, rounded down to the next whole number. DEUs vest and are paid at the same time as the PSUs or RSUs, as applicable, to which they relate.

DIVIDENDS AND DISTRIBUTIONS

Dividend Policy

The payment of any cash dividend to shareholders of the Corporation in the future will be at the discretion of the Board of Directors and will depend on, among other things, the financial condition, capital requirements and earnings of the Corporation, and any other factors that the Board of Directors may consider relevant. See "Risk Factors".

In any given period, actual cash flow from operations may differ from the amount of distributions paid to the Corporation's shareholders as a result of, among other things, timing differences between the receipt by the Corporation of proceeds from management and servicing arrangements and the sale of investments as well as premiums received that relate to insurance contracts, together with the timing for the redeployment of such proceeds and the payment of claims related to insurance contracts, in relation to the dates of declaration and payment of dividends. Distributions in excess of cash flow from operations represent an economic return of capital, rather than a return on capital, since they represent cash payments in excess of cash generated by the Corporation's continuing operations during the period. Additionally, subject to certain limited exceptions, income received by Ability is used to support Ability's liabilities to its policyholders, so such proceeds will not be available for the payment of dividends to securityholders of the Corporation.

The Corporation has from time-to-time paid distributions in the form of dividends that are in excess of cash flow from operations, which represent an economic return of capital. For the financial year ended December 31, 2024, distributions paid by the Corporation did not exceed cash flow from operations.

The OBCA provides that a corporation may not declare or pay a dividend if there are reasonable grounds for believing that the corporation is, or would be after the payment of the dividend, unable to pay its liabilities as they become due or the realizable value of its assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares of its capital. Furthermore, holders of common shares may be subject to the prior dividend rights of holders of the Preference Shares, if any, then outstanding.

Dividends and Distributions

On March 22, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of March 31, 2022. On May 11, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 27, 2022. On August 10, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 24, 2022. On November 10, 2022, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 21, 2022. On March 22, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of April 4, 2023. On May 11, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 18, 2023. On August 9, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 22, 2023. On November 8, 2023, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 20, 2023. On March 13, 2024, the Corporation declared a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of March 25, 2024. On May 9, 2024, the Corporation declared a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of May 22, 2024. On August 8, 2024, the Corporation declared a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of August 22, 2024. On November 7, 2024, the Corporation declared a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of November 22, 2024. On March 13, 2025, the Corporation announced the declaration of a cash dividend in the amount of C$0.02 per common share payable to shareholders of record as of April 3, 2025. The foregoing dividends were designated as eligible dividends for the purpose of the *Income Tax Act* (Canada) and any similar provincial or territorial legislation.

MARKET FOR SECURITIES

The common shares of the Corporation are listed and posted for trading on Cboe Canada ("**Cboe Canada**") under the symbol "MLC".

Trading Price and Volume

The following table sets out the aggregate volumes of trading and the price ranges (including intraday prices) of the common shares on Cboe Canada for the period beginning on January 1, 2024 and ending on December 31, 2024.

Period	High (C$)	Low (C$)	Volume(1)
January 2024	2.11	1.95	13,426
February 2024	2.00	1.97	19,828
March 2024	2.00	1.95	51,800
April 2024	2.05	1.85	134,386
May 2024	2.03	1.99	117,204
June 2024	2.05	1.99	67,759
July 2024	2.00	1.96	121,617
August 2024	2.01	1.99	61,975
September 2024	2.00	1.85	110,381
October 2024	2.10	1.86	867,671
November 2024	2.60	1.90	280,114
December 2024	2.73	2.00	657,021

Note:
(1) Source: Cboe Canada

Prior Sales

On January 26, 2024, the Corporation completed the Debenture Unit Placement and issued 18,752 Debenture Units for gross proceeds of approximately C$18.8 million. Each Debenture Unit consisted of: (i) one 8.85% paid-in-kind unsecured Debenture in the principal amount of $1,000, and (ii) 50 2024 Warrants, each of which is exercisable to acquire one common share of the Corporation at a price of C$2.75 per share for a period of eight (8) years from the issuance thereof, provided that the 2024 Warrants are not permitted to be exercised within the first twelve (12) months from the issuance thereof.

On April 2, 2024, the Corporation issued 1,886 DEUs to the holders of RSUs in accordance with the PR Plan. On May 31, 2024, the Corporation issued 1,885 DEUs to the holders of RSUs in accordance with the PR Plan. On August 30, 2024, the Corporation issued 1,435,700 RSUs and 1,904 DEUs to the holders of RSUs, each in accordance with the PR Plan. On November 29, 2024, the Corporation issued 10,919 DEUs to the holders of RSUs in accordance with the PR Plan. On January 15, 2025, the Corporation issued 652,135 RSUs in accordance with the PR Plan.

On March 19, 2024, the Corporation issued 64,004 common shares of the Corporation to settle certain vested RSUs and DEUs under the PR Plan. On November 22, 2024, the Corporation issued 97,664 common shares of the Corporation to settle certain vested RSUs and DEUs under the PR Plan. On December 11, 2024, the Corporation issued 209 common shares of the Corporation to settle certain vested RSUs and DEUs under the PR Plan. On February

18, 2025, Mount Logan issued 60,082 common shares of the Corporation to settle certain vested RSUs and DEUs under the PR Plan.

As at December 31, 2024, there were an aggregate of 1,801,061 RSUs and 23,172 DEUs outstanding under the PR Plan, each of which entitles the holder thereof to receive one common share of the Corporation following the vesting thereof, all in accordance with the terms and subject to the conditions set out in the PR Plan. The RSUs and DEUs are not listed or quoted on a marketplace. See "Description of Capital Structure – Options and Awards" for additional information.

On January 30, 2025, the Corporation issued an aggregate of 2,693,071 common shares of the Corporation at a price of C$2.67 per share in connection with the acquisition of a minority interest in Runway.

On February 4, 2025, the Corporation issued 17,315 common shares of the Corporation in satisfaction of $45,019 of debt obligations owed in connection with the provision of certain consulting service.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESTRICTION ON TRANSFER

To the Corporation's knowledge, none of the Corporation's securities of any class are held in escrow or are subject to a contractual restriction on transfer as of December 31, 2024.

DIRECTORS AND OFFICERS

Directors and Officers

The following table sets forth, for each of the directors and executive officers of the Corporation as of the date hereof, the person's name, jurisdiction of residence, position and office held with the Corporation, principal occupation during the last five years and, if a director, the period or periods during which the person has served as a director of the Corporation. Each of the directors of the Corporation will hold office until the close of the next annual meeting of the shareholders of the Corporation unless his or her office is earlier vacated in accordance with the by-laws of the Corporation. As at March 10, 2025, the current directors and executive officers of the Corporation, as a group, beneficially owned, or exercised control or direction over, directly or indirectly, an aggregate of 1,394,018 common shares of the Corporation, representing approximately 4.86% of the then outstanding common shares.

Name and Jurisdiction of Residence	Position	Principal Occupation	Director Since
Edward Goldthorpe New York, USA	Director, Chief Executive Officer	Partner in charge of the Global Credit Business for BC Partners since February 2017. Prior to that, President and Chief Investment Officer of Apollo Investment Corporation.	October 19, 2018
Perry Dellelce Ontario, Canada	Director	Managing Partner of Wildeboer Dellelce LLP.	October 19, 2018
Sabrina Liak British Columbia, Canada	Director	Co-founder of Kits Eyecare Ltd. ("Kits") (an online eyecare company), Managing Partner of ALOI Investment Management (investment and advisory firm) since 2016. Prior to that, Managing Director and Portfolio Manager at Goldman Sachs – New York.	October 19, 2018

Rudolph Reinfrank[1][2][3] California, USA	Lead Director	Managing General Partner of Riverford Partners LLC, a strategic advisory and investment firm since October 2009.	February 15, 2022
David Allen[1][2][3] Florida, USA	Director	Managing Partner of Energy Capital & Origination, LLC since 2017. Senior Advisor to each of Grant Thornton and Black Diamond Capital Management since 2022. Senior Advisor and Board Member to CBRE Investment Management since 2021.	May 10, 2023
Buckley Ratchford[1][2][3] New York, USA	Director	Principal of Jackson Square, LLC since 2018. Prior to that, partner at Goldman, Sachs & Co. and the founder of Wingspan Management Investment.	June 22, 2023
Nikita Klassen New York, USA	Chief Financial Officer, Corporate Secretary	Chief Financial Officer of the Corporation since April 1, 2024. Prior to that, she served as the Senior Controller of the Corporation and has over 14 years of experience in the financial services industry, including roles as Director, Accounting Policy at Silicon Valley Bank; Vice President, SEC Reporting and Accounting Policy at Galaxy Digital (TSX: GLXY); and Director, Global Accounting Policy and Advisory at American Express (NYSE: AXP). Ms. Klassen has also previously provided audit and consulting services in various roles over a 6 year career at PricewaterhouseCoopers LLP.	N/A
David Held Connecticut, USA	Chief Compliance Officer	Chief Compliance Officer at BC Partners since 2021. Prior to that, Chief Compliance Officer at Lyxor Asset Management since 2015.	N/A
Matthias Ederer New York, USA	Co-President	Partner at BC Partners Credit since 2021. Managing Director at BC Partners Credit since February 2017. Prior to that, Partner at Wingspan Investment Management since 2013.	N/A
Henry Wang New York, USA	Co-President	Partner at BC Partners Credit since 2021. Managing Director at BC Partners Credit since February 2017. Prior to that, Partner at Stonerise Capital Partners since 2011.	N/A

Notes:

(1) Member of the Corporate Governance and Nominating Committee.

(2) Member of the Compensation Committee.

(3) Member of the Audit Committee.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

Other than as set forth, below:

(a) to the best of the knowledge of the Corporation, no director or executive officer of the Corporation is, or was within ten years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company (including the Corporation), that: (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer: or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes hereof, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days;

(b) to the best of the knowledge of the Corporation, no director or executive officer of the Corporation or, to the knowledge of the Corporation, shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation: (a) is, as at the date of this Annual Information Form, or has been within the ten years before the date of this Annual Information Form, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the ten years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder; and

(c) to the best of the knowledge of the Corporation, no director or executive officer of the Corporation or, to the knowledge of the Corporation, shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

On September 24, 2015, Mr. Allen made a voluntary assignment for bankruptcy under Chapter 13 of the Bankruptcy Code (United States). An order discharging Mr. Allen was granted by the United States Bankruptcy Court, Southern District of Florida on October 2, 2020.

Perry Dellelce was a director of Lendified Holdings Inc. ("**Lendified**") from September 17, 2012 to December 31, 2023. A cease trade order was issued against Lendified by the Ontario Securities Commission on July 9, 2020 (the "**2020 Cease Trade Order**") for failure to file audited annual financial statements of Lendified PrivCo Holding Corporation for the year ended December 31, 2019. Lendified was granted a partial revocation of the 2020 Cease Trade Order on August 14, 2020 to permit it to sell units, comprised of its common shares and warrants, by way of private placement. The 2020 Cease Trade Order was revoked by the Ontario Securities Commission on October 1, 2020 and trading of Lendified shares on the TSX Venture Exchange resumed on November 3, 2020.

On January 18, 2023, Lendified announced that it had been advised by its secured creditors of the sale of assets of, among others, Lendified Privco Holding Corporation, a wholly-owned subsidiary of Lendified, that were seized by such creditors under the *Personal Property Security Act* (Ontario). Mr. Dellelce was a director of Lendified Privco Holding Corporation within the one year period prior to the seizure of such assets, but was not a director at the time the proceeding was commenced.

On May 5, 2023, a cease trade order was issued against Lendified by the Ontario Securities Commission (the "**2023 Cease Trade Order**") for failure to file (i) audited annual financial statements of Lendified for the year ended December 31, 2022; (ii) management's discussion and analysis relating to the audited annual financial statements of Lendified for the year ended December 31, 2022; and (iii) certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*. As of the date of this Annual Information Form, Perry Dellelce is no longer a director of Lendified and the 2023 Cease Trade Order remains in effect.

Audit Committee

Under National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), the Corporation is required to include in this Annual Information Form the disclosure required under Form 52-110F1 with respect to the audit committee of the Board of Directors (the "**Audit Committee**"), including the composition of the Audit Committee, the text of the Audit Committee charter (attached to this Annual Information Form as Appendix A), and the fees paid to the Corporation's external auditor.

Composition of the Audit Committee

The members of the Audit Committee are Mr. Reinfrank (Chair), Mr. Allen and Mr. Ratchford. All of the members of the Audit Committee are considered to be independent of the Corporation and financially literate for the purposes of NI 52-110.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his or her responsibilities as an audit committee member is set forth below.

Rudolph Reinfrank: Mr. Reinfrank is a Sarbanes-Oxley audit committee financial expert pursuant to item 407(d)(5)(ii) of Regulation S-K and he is FINRA licensed for Series 7, 62 and Series 63. In addition, he is the former chairman of the audit committee (2013-2018) for Apollo Investment Corporation (NASDAQ: AINV) and is a member of its audit, nominating and governance committees. Mr. Reinfrank holds an MBA from UCLA.

David Allen: Mr. Allen has over 25 years of experience in relationship management, deal origination, financings, mergers and acquisitions, valuations and restructurings, and he is FINRA licensed for Series 3, 7, 63. Mr. Allen is the Managing Partner of Energy Capital & Origination, LLC, a Senior Advisor at Grant Thornton LLP and a Senior Advisor at CBRE Investment Management, where he is involved with the firm's trading business and focused on bringing sustainability to CBRE's real estate asset portfolio. Mr. Allen has also previously acted as a Senior Advisor at BC Partners, an international investment company, and has held senior advisory positions with several portfolio companies of private equity firms. Mr. Allen holds a Bachelor of Sciences, Industrial and Labour Relations from Cornell University and a Certificate in Options and Derivatives from the New York Institute of Finance.

Buckley Ratchford: Mr. Ratchford worked as a Managing Director and Partner at Goldman, Sachs & Co. from 1998 to 2012, where he worked as the Head Portfolio Manager, Head of Global Credit Distressed Investing (2003-2012) and Head of Global Bank Loans in the Securities Division (2010-2012) in both New York and London. In addition, Mr. Ratchford was the Head of Asia Credit Trading & Principal Investing in Hong Kong from 2007-2009. During his time at Goldman Sachs, Mr. Ratchford served as a member of the Global Credit Operating Committee and Asia Risk Committee, and was the co-head of Fixed Income, Currencies and Commodities Managing Director Selection. Mr. Ratchford was also previous NASD (now called FINRA) licensed for Series 7, 24, 55 and 63. Mr. Ratchford holds a Bachelor of Arts, Government from Dartmouth College, a Masters in International Political Economy from the London School of Economics, as well as a Juris Doctor from Harvard Law School.

Reliance on Exemptions

The Corporation did not rely on any exemptions from the provisions of NI 52-110 during the year ended December 31, 2024.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee charter set out at Appendix A attached hereto provides that the Audit Committee shall review and pre-approve all non-audit services to be provided by the Corporation's external auditors.

External Auditor Service Fees (By Category)

The following table presents fees for professional services rendered by Deloitte & Touche LLP, the external auditor of the Corporation, appointed as the auditor of the Corporation effective March 25, 2021, for the fiscal years ended December 31, 2024 and 2023.

Year Ending	Audit Fees (1)	Audit-Related Fees(2)	Tax Fees(3)	All Other Fees(4)
December 31, 2024	C$1,688,309(5)	C$217,554(5)	Nil	C$555,342
December 31, 2023	C$1,585,401(6)	C$1,410,751(6)	Nil	C$588,557

Notes:

(1) Represents fees billed by the Corporation's external auditor for audit fees.

(2) Represents aggregated fees billed for assurance and related services by the Corporation's external auditor that relate to the performance of limited review procedures in connection with the Corporation's interim financial statements and are not reported under "Audit Fees".

(3) Represents aggregate fees billed for professional services rendered by the Corporation's external auditor for tax compliance and tax consultation and advisory.

(4) Represents aggregate fees billed for products and services provided by the Corporation's external auditor, other than the services reported under "Audit Fees", "Audit Related Fees" and "Tax Fees".

(5) Fees invoiced and paid in United States Dollars. Dollar amounts disclosed herein represent the Canadian Dollar equivalent of actual fees paid, based upon a December 31, 2024 exchange rate of C$1.00 = US$ 0.6950.

(6) Fees invoiced and paid in United States Dollars. Dollar amounts disclosed herein represent the Canadian Dollar equivalent of actual fees paid, based upon a December 31, 2023 exchange rate of C$1.00 = US$0.7561.

Conflicts of Interest

The Board of Directors supervises the management of the business and affairs of the Corporation in accordance with the provisions of the OBCA. The directors and officers of the Corporation will in all cases be required by law to act honestly and in good faith with a view to the best interest of the Corporation. A director or officer of the Corporation who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or who is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation is required to disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors the nature and extent of his interest. A director who is in conflict may not attend any part of a meeting of directors during which the contract or transaction is discussed and may not vote on any resolution to approve the contract or transaction except in the limited circumstances permitted by the OBCA.

Certain of the Corporation's directors and officers serve or may serve as officers, directors or principals of entities that operate in the same or a related line of business (notably BC Partners) as the Corporation does, or of investment funds managed by the same personnel. In serving in these multiple capacities, they may have obligations to other clients or investors in those entities, the fulfillment of which may not be in the Corporation's best interests or in the best interest of its stakeholders. The Corporation's investment or business objectives may overlap with the investment or business objectives of such investment funds, accounts or other investment vehicles. Certain of the Corporation's directors, officers and employees and certain of the Corporation's affiliates will have conflicts of interest in allocating their time between the Corporation and other activities in which they are or may become involved, including the management of BC Partners' affiliated funds. Directors and officers of the Corporation with conflicts of interest will be subject to and required to comply with the procedures set out in the OBCA and other applicable legislation, regulations, rules and policies.

RISK FACTORS

An investment in the securities of the Corporation is subject to various risks and uncertainties, including those set out below, under the heading "Forward Looking Information" and elsewhere in this Annual Information Form. Such risks and uncertainties should be carefully considered by an investor before making any investment decision. If any of the possibilities described in such risks actually occurs, the Corporation's business, financial condition and operating results could be materially adversely affected. Investors should carefully consider the risks and uncertainties described below as well as the other information contained in this Annual Information Form. The risks and uncertainties described below are not the only ones the Corporation may face. The following risks, together with additional risks and uncertainties not currently known to the Corporation or that the Corporation may deem immaterial, could impair the Corporation's business, financial condition and results of operations. The market price of the securities of the Corporation could decline if one or more of these risks and uncertainties develop into actual events, and investors in the Corporation's securities may lose all or part of their investment.

Risks Related to the Business – General

Dependence upon key management

The Corporation depends on the business and technical expertise of its Board of Directors and its key personnel. There is little possibility that this dependence will decrease in the near term. As the Corporation's operations expand, additional management resources will be required. The Corporation may not be able to attract and retain additional experienced qualified personnel in respect of the Corporation's insurance solutions business. The failure to attract and retain qualified personnel for the Corporation's current and expected business plans would have a negative effect on operations and could adversely affect the Corporation's business, financial condition and results of operations.

Changes to International Financial Reporting Standards could have a material impact on financial results

New standards or modifications to existing standards could have a material adverse impact on our financial results. Additionally, any mismatch between the underlying economics of our business and new accounting standards could have significant unintended negative consequences on our business model and potentially affect our customers and our stakeholders as well as our access to capital markets.

In particular, IFRS 17, which is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure that replaced IFRS 4 'Insurance Contracts', became effective as of January 1, 2023 and materially changed the timing of the recognition of earnings from our insurance business and therefore, our shareholders' equity. Risks to the Corporation of the new standard include, without limitation:

- the Corporation's capital position and income for accounting purposes could be influenced by prevailing market conditions, resulting in volatility of reported results, which may require changes to business strategies such as changes to hedging and investment strategy, product strategy and the use of reinsurance and, as a result, could impact our exposures to other risks such as counterparty risk and liquidity risk;
- the implementation of IFRS 17 could have a material effect on tax positions and other financial metrics that are dependent upon IFRS accounting values; and
- the requirements of IFRS 17 are complex and have necessitated significant enhancements to our finance infrastructure and processes, including the development and implementation of necessary technology systems solutions. IFRS 17 introduces complex estimation techniques, computational requirements and disclosures which necessitate a significant transformation to our systems along with actuarial and

financial reporting processes. Significant efforts are required to integrate a system solution into the financial reporting environment, perform impact studies, and assess the potential impact to our stakeholders.

Limited operating history for the Corporation's current strategy

In October 2018, the Corporation changed its investment strategy from a focus on natural resource lending to a broader lending-oriented credit platform with an increasing focus on the alternative asset management business. The Corporation did not previously have any record of operating under an investment strategy with a focus on a broader lending-oriented credit platform or as an asset management and investment firm. With the recent acquisition of Ability, the Corporation has continued its transition from a balance sheet oriented investment vehicle to a hybrid asset management business and insurance solutions business. As such, the Corporation is subject to all of the business risks and uncertainties associated with the broadening of its businesses, including the risk that the Corporation will not achieve its financial objectives as estimated by management. Furthermore, past successes of the Board of Directors and management in other ventures do not guarantee future successes or the success of the Corporation in executing its current strategy. The Corporation may alter its business strategies at any time without notice to its shareholders and there is no guarantee that such changes will yield similar or improved results.

No assurance of profitability

There is no assurance that the Corporation will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Corporation's operations. If the Corporation does not have sufficient capital to fund its operations, it may be required to reduce its operations accordingly.

Risks of fluctuations in the value of the Corporation and its shares

The net asset value and market value of the Corporation's shares will fluctuate with changes in, among other things, the value of the Corporation's investments, changes in the amount of the Corporation's dividends, adverse market reaction to any acquisitions or other transactions, a lack of liquidity in the trading of the Corporation's common shares and fluctuations in currency exchange rates. Such changes in value may occur as a result of various factors, including general economic and market conditions, the performance of companies who have borrowed from the Corporation, the performance of the Corporation relative to entities engaged in similar businesses and changes in interest rates which may affect the value of interest-bearing securities owned or managed by the Corporation or interest sensitive products sold by the Corporation. An investment in the Corporation is speculative and may result in the loss of a shareholder's investment in the Corporation. Only shareholders who are experienced in high risk investments and who can afford to lose their investment should consider an investment in the Corporation.

The Corporation is exposed to risks associated with changes in market rates

The Corporation is subject to financial market risks, including changes in interest and currency exchange rates. Weak economic and global financial market conditions and uncertainties with respect to the war in Ukraine, the Israeli-Palestinian conflict in the Middle East, inflation, recession risk, higher interest rates, Brexit and US-China trade relationships could result in a challenging business environment. General interest and currency exchange rate fluctuations may have a substantial negative impact on the Corporation's investments and investment opportunities and, accordingly, have a material adverse effect on its ability to achieve its investment objectives and its target rate of return on invested capital. In addition, an increase in interest rates would make it more expensive to use debt for the Corporation's financing needs, if any.

Financing risks

Additional funding will be required for the Corporation to acquire and source new loans and expand its alternative asset management and insurance businesses. There is no assurance that any such funds will be available or available on favourable terms. Failure to obtain additional financing, if required, on a timely basis, could cause the Corporation to reduce or delay its proposed operations. The primary source of funds currently available to the Corporation is derived from the issuance of equity and the incurrence of debt. There is no assurance that the

Corporation will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Corporation. Ability's capital requirements will depend on the rate of its sales growth, reserve levels and the level of risk in the insurance products and the investment assets. Additional funding may be required to maintain Ability's statutory capital and surplus. Adverse market conditions may affect the availability and cost of additional funding, which will impact Ability's profitability, liquidity, and growth prospects.

Liquidity risk

Our liquidity needs could increase for a variety of reasons, many of which are outside of our control. For example, Ability is subject to certain capital requirements, and if its capital declines below desired or required levels as a result of future impairments of investments, losses or other conditions, including changes in regulatory capital requirements, the Corporation may be required to make additional investments in Ability. As a result, the Corporation may be required to commit resources to Ability even if doing so is not otherwise in the interests of the Corporation or its shareholders or creditors, reducing the amount of funds available to meet its obligations.

In addition, the Corporation relies on interest, dividends, distributions and other payments from its subsidiaries to fund dividends as well as to satisfy its debt and other obligations. The Corporation's subsidiaries, including Ability, may be subject to certain capital adequacy or other liquidity, regulatory or contractual restrictions on its ability to provide such payments, including any local regulatory stress test requirements and inter-affiliate arrangements. Limitations on the payments that the Corporation receives from its subsidiaries could also impact its liquidity.

There may be conflicts of interest related to obligations that management has to other clients

Certain of the Corporation's directors and officers serve or may serve as officers, directors or principals of entities that operate in the same or a related line of business (notably BC Partners) as the Corporation does, or of investment funds managed by the same personnel. In serving in these multiple capacities, they may have obligations to other clients or investors in those entities, the fulfillment of which may not be in the Corporation's best interests or in the best interest of its stakeholders. The Corporation's investment objective may overlap with the investment objectives of such investment funds, accounts or other investment vehicles. Certain of the directors, officers and employees of the Corporation and its affiliates will have conflicts of interest in allocating their time between the Corporation and other activities in which they are or may become involved, including the management of BC Partners' affiliated funds. Directors and officers of the Corporation with conflicts of interest will be subject to and required to comply with the procedures set out in the Business Corporations Act (Ontario) and other applicable legislation, regulations, rules and policies.

The Corporation may acquire various financial instruments for purposes of "hedging" or reducing its risks, which may be costly and ineffective and could reduce its cash available for distribution to its shareholders

The Corporation may seek to hedge against interest rate and currency exchange rate fluctuations and credit risk by using financial instruments such as futures, options, swaps and forward contracts. These financial instruments may be purchased on exchanges or may be individually negotiated and traded in over-the-counter markets. Use of such financial instruments for hedging purposes may present significant risks, including the risk of loss of the amounts invested. Defaults by the other party to a hedging transaction can result in losses in the hedging transaction. Hedging activities also involve the risk of an imperfect correlation between the hedging instrument and the asset being hedged, which could result in losses both on the hedging transaction and on the instrument being hedged. Use of hedging activities may not prevent significant losses and could increase the Corporation's losses. Further, hedging transactions may reduce cash available to pay distributions to its shareholders.

Capital markets and the economy may experience periods of disruption and instability. These market and economic conditions could materially adversely affect the Corporation's business, financial condition and results of operations

The Canadian, U.S., and global capital markets and economic conditions have in the past and may in the future experience periods of volatility and disruption from changes in interest rates, credit availability, inflation rates, uncertainty, legal and regulatory changes, trade barriers, commodity prices, fluctuation in currency exchange rates, and political conditions. While credit markets and the economy have experienced relative stability since the global financial crisis from 2007-2009, there can be no assurance that market conditions will remain or improve further in the near future.

A weak economy could impact the quality, quantum and frequency of the deals available to the Corporation. Adverse economic conditions also may decrease the estimated value of the collateral securing the Corporation's financing structures. Further or prolonged economic slowdowns or recessions could lead to financial losses in the Corporation's loan portfolio and a decrease in the Corporation's net finance income, net income and book value. Any of these events, or any other events caused by turmoil in global financial markets, could have a material adverse effect on the Corporation.

The insurance market is affected by capital market and global economic conditions. Conditions of perceived or actual stress, volatility and disruption in capital markets and asset classes may decrease the returns and value of the investment portfolio and impact Ability's claim liability. During unfavourable economic conditions policyholders may defer premium payments, surrender policies, or stop paying premiums. Uncertain economic conditions may also discourage potential policyholders from purchasing Ability's products. Claim rates may increase in certain economic conditions which could lead to operating losses and capital increases from Ability's products.

Unstable market and economic conditions and adverse developments with respect to financial institutions and associated liquidity risk may adversely affect our business, liquidity, financial condition and results of operations.

The global economic slowdown, inflation, rising interest rates and the prospects for recession, as well as recent and potential future disruptions in access to bank deposits or lending commitments due to bank failure, could materially and adversely affect our liquidity, our business and financial condition. The recent closures of Silicon Valley Bank and Signature Bank and their placement into receivership with the Federal Deposit Insurance Corporation ("FDIC") created bank-specific and broader financial institution liquidity risk and concerns. Although the Department of the Treasury, the Federal Reserve, and the FDIC jointly released a statement that depositors at Silicon Valley Bank and Signature Bank would have access to their funds, even those in excess of the standard FDIC insurance limits, future adverse developments with respect to specific financial institutions or the broader financial services industry may lead to market-wide liquidity shortages. The failure of any bank in which we deposit our funds could reduce the amount of cash we have available for our operations or delay our ability to access such funds. Any such failure may, increase the possibility of a sustained deterioration of financial market liquidity, or illiquidity at clearing, cash management and/or custodial financial institutions. We do not currently have a commercial relationship with a bank that has failed or is, to our knowledge, otherwise distressed, nor have we experienced delays or other issues in meeting our financial obligations. If other banks and financial institutions enter receivership or become insolvent in the future in response to financial conditions affecting the banking system and financial markets, our ability to access our cash and cash equivalents and investments maybe threatened and could have a material adverse effect on our business and financial condition.

Competitive business environment

The Corporation's ability to acquire and access new opportunities could be significantly affected by the activities of other industry participants. New competitors may enter the credit, asset management and insurance industries in which the Corporation operates, or current market participants may significantly increase their activities in these areas. There can be no assurance that the Corporation will be able to compete effectively with its competitors. If competitors were to engage in aggressive pricing policies, the Corporation may have difficulty originating new financing opportunities, securing new investment management mandates or, in the case of Ability, offering crediting rates at an appropriate service standard, all of which could have a material adverse effect on the Corporation. Some of the Corporation's competitors offer a broader range of financing services than the Corporation and can leverage their existing relationships to offer and sell products and services that compete directly with the Corporation's products and services. Further, the Corporation's competitors may have greater financial, technical, marketing and other resources, and may have greater access to lower cost of capital. As a result of competition, the Corporation's ability to profitably expand its business lines may decline.

Because the Corporation's business model depends to a significant extent upon relationships with private equity sponsors, investment banks and commercial banks, the inability of the Corporation to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect the Corporation's business

The Corporation depends on its and its broader organization's relationships with private equity sponsors, investment banks and commercial banks, and the Corporation relies to a significant extent upon these relationships to provide it with potential investment opportunities. If the Corporation or its organizations fails to maintain their existing relationships or develop new relationships with other sponsors or sources of investment opportunities, the Corporation may not be able to grow its investment portfolio. In addition, individuals with whom the Corporation or its broader organizations have relationships are not obligated to provide the Corporation with investment opportunities, and, therefore, there is no assurance that such relationships will generate investment opportunities for the Corporation.

Inability to realize potential benefits from growth

The Corporation's inability to realize the potential benefits from its growth strategy may adversely impact its operating results. The Corporation's ability to realize such benefits will be based on its management of growth and will require it to continue to build its operational, financial and management controls, human resource policies, and reporting systems and procedures. The Corporation's ability to manage its growth will depend in large part upon a number of factors, including the ability of the Corporation to rapidly: (i) secure additional sources of funding to fund new loans and asset management opportunities, while maintaining a prudent capital structure for the Corporation; and (ii) attract and retain qualified personnel in order to continue to develop the Corporation's pipeline of investment opportunities and provide services that respond to evolving financing needs. The Corporation's inability to achieve any of these objectives could have a material adverse effect on the Corporation.

Ability's growth depends on the size of the capital base supporting the growth. Ability may need to seek additional funding, invest additional assets and hire additional personnel in order to facilitate its growth. As Ability grows there is a risk that service quality to its customers declines if it does not commit additional resources. There is a risk that Ability may not be able to realize the potential benefits from growth if it does not adequately manage the scaling of its business. An inability to realize the benefits from growth may have a material adverse effect on its business.

Changes in laws or regulations governing the Corporation's operations may adversely affect the Corporation's business or cause the Corporation to alter its business strategy

The Corporation, its portfolio companies and Ability are and will be subject to regulation at the municipal, local, state, provincial, and federal level. New legislation may be enacted, or new interpretations, rulings or regulations could be adopted, including those governing the types of investments the Corporation is permitted to make and the insurance products sold or anticipated to be sold by Ability, any of which could harm the Corporation and its shareholders, potentially with retroactive effect.

Additionally, any changes to the laws and regulations governing the Corporation's operations relating to permitted investments may cause the Corporation to alter its investment strategy to avail itself of new or different opportunities. Such changes could result in material differences to the Corporation's strategies and plans as set forth in this Annual Information Form and may result in the Corporation's investment focus shifting from the areas of expertise of the Corporation to other types of investments in which the Corporation may have less expertise or little or no experience. Thus, any such changes, if they occur, could have a material adverse effect on the Corporation's financial condition and results of operations.

Any changes in tax regulations or tax reform may have an adverse impact on investors and policyholders

Given the Corporation expects to have investment holdings in both Canada and the U.S., there is potential that tax changes in Canada or the U.S. could result in adverse effects on the Corporation's financial results and share price. The Corporation cannot predict how changes in tax legislation will affect the Corporation, the Corporation's business (including Ability), or the business of its portfolio companies but these provisions may in certain circumstances increase the tax burden on the Corporation's portfolio companies, which, in turn, could negatively affect their ability to meet their borrowing obligations to the Corporation or result in reduced asset management fees for the Corporation. Ability's annuity products offer income tax advantages to policyholders as compared to other savings instruments. Income tax can be deferred on the earnings during the accumulation of an annuity. Tax reforms could change this tax deferral benefit or reduce the taxation of competing products which could adversely affect Ability's annuity product sales and result in more policy surrenders. If Ability's corporate income tax rate was increased, Ability's earning would decrease accordingly.

The Corporation may experience fluctuations in its quarterly financial results

The Corporation could experience fluctuations in its quarterly operating results due to a number of factors, including its ability or inability to make investments in companies that meet its investment criteria, the interest rate payable on the debt securities it acquires, the level of its expenses (including the Corporation's borrowing costs), variations in and the timing of the recognition of realized and unrealized gains or losses, fluctuations in currency exchange rates, the degree to which it encounters competition in its markets and general economic conditions. As a result of these factors, financial results for any previous period should not be relied upon as being indicative of performance in future periods.

A significant portion of the Corporation's investment portfolio is and will be recorded at fair value as determined in good faith by management and, as a result, there is and will be uncertainty as to the value of the Corporation's portfolio investments

The Corporation is required to carry a significant portion of its portfolio investments at market value or, if there is no readily available market value, at fair value as determined by the Corporation's management. There is no public market for the securities of the privately-held companies in which the Corporation invests. Most of the Corporation's investments will not be publicly traded or actively traded on a secondary market. As a result, the Corporation values these securities quarterly at fair value as determined in good faith by the management team.

Certain factors that may be considered in determining the fair value of the Corporation's investments include investment dealer quotes for securities traded on the secondary market for institutional investors, the nature and realizable value of any collateral, the portfolio company's earnings and its ability to make payments on its indebtedness, the markets in which the portfolio company does business, comparison to comparable publicly traded companies, discounted cash flow and other relevant factors. As a result, the Corporation's determinations of fair value may differ materially from the values that would have been used if a ready market for these nontraded securities existed. Due to this uncertainty, the Corporation's fair value determinations may cause the net asset value of the Corporation on a given date to materially differ from the value that it may ultimately realize upon the sale of one or more of its investments.

The fair market value determination of the majority of Ability's investments is based on readily available market value. For Ability's investments without readily available market value, fair value will be determined by the Corporation's management consistent with the methodology described above. The assumptions required to reach the fair market value may change which will impact the fair market value and the net income under IFRS, which may have material adverse impact on the Corporation's financial position.

No guarantee as to timing or amount of dividends

Holders of the Corporation's shares do not have a right to dividends on such shares unless declared by the Board. The declaration of dividends is at the discretion of the Board, even if the Corporation has sufficient distributable cash to pay such dividends. The declaration of any dividend will depend on the Corporation's financial results, cash requirements, future prospects and other factors deemed relevant by the Board. Additionally, subject to certain limited exceptions, income received by Ability is used to support Ability's liabilities to its policyholders, so such proceeds will not be available for the payment of dividends to securityholders of the Corporation.

Dividends are not guaranteed, and the amount of any dividend may fluctuate or be reduced or eliminated. There can be no assurance as to the levels of dividends to be paid by the Corporation, if any. The market value of the common shares may deteriorate if the Corporation is unable to pay dividends in accordance with its intended dividend strategy, or not at all, and such deterioration may be material.

Sustainability of distributions

The Corporation has from time-to-time paid distributions in the form of dividends that are in excess of cash flow from operations, which represent an economic return of capital. Although the Corporation expects that its cash flow from operations will improve as the Corporation continues to grow and integrate its recently acquired insurance operations and expand its asset management platform in the United States, there are no assurances that cash flow from operations in any particular period will be sufficient to maintain cash distributions at current levels, in which case future distributions in the form of dividends may continue to represent, in whole or in part, an economic return of capital. In such circumstances and in order to maintain distributions at their current level, the Corporation may seek additional capital through public or private debt financings which may involve agreements that include covenants limiting or restricting the Corporation's ability to take specific actions such as, among others, incurring additional debt or declaring dividends above specified amounts. There can be no assurance that any such financing will be available on commercially reasonable terms or at all.

Notwithstanding the Corporation does not anticipate suspending cash distributions in the foreseeable future, the Corporation may not be able to sustain distributions at current levels without realizing increases in cash flow from operations. Such cash flow growth is dependent on the Corporation's ability to execute on its business plan. The declaration and payment of any distributions will depend on the Corporation's financial results, cash requirements, future prospects and other factors deemed relevant by the Board of Directors of the Corporation. Distributions are not guaranteed, and the amount of any distribution may fluctuate or be reduced or eliminated.

Cash flows/investment income

The Corporation generates income and cash flows primarily from investment management activities, financing activities, interest and dividends from its portfolio investments, as well as from insurance contracts and proceeds from the disposition of its investments. The availability of these sources of funds and the amount of funds generated from these sources are dependent upon various factors, many of which are outside of the Corporation's direct control. The Corporation's liquidity and operating results may be adversely affected if access to the capital markets is hindered, whether as a result of a downturn in market conditions generally or to matters specific to the Corporation, or if the value of the Corporation's investments decline, resulting in lesser proceeds on disposition and capital losses for the Corporation upon disposition.

Foreign exchange risk

A significant portion of the Corporation's investment portfolio is invested in U.S. dollar-denominated investments. To the extent that such exposure is not hedged, changes in the value of the U.S. dollar could have a negative impact on the Corporation's reported financial results and overall financial performance.

Changes in international trade policy could have a significant adverse impact on the Corporation's business. As a result, the future imposition of significant increases in the level of customs duties could have a material adverse effect on the Corporation's business, operating results, financial condition and cash flows. Further, any additional tariffs in the United States or retaliatory tariffs imposed by other governments could exacerbate the impact.

The Corporation may require authorizations as it expands the scope of its business

As the Corporation expands the scope of its business and investment strategy, aspects of its operations may require registration with regulatory authorities in the jurisdictions in which it operates. There can be no assurance that all required approvals or authorizations will be obtained on a timely basis or at all. If such approvals or authorizations are obtained, there can be no assurance that the Corporation will be successful in obtaining such approvals or authorizations on terms that permit the Corporation to expand the scope of its business and investment strategy successfully and realize potential benefits.

The growth strategy includes reinsurance of insurance obligations written by unaffiliated insurance companies, and its ability to both consummate and realize the anticipated financial benefits from reinsurance transactions is uncertain.

The Corporation's insurance segment has grown and intends to continue growing its business through block reinsurance transactions and flow reinsurance. The Corporation routinely reviews potential reinsurance transactions, some of which may be material. To the extent the Corporation is unable to consummate suitable reinsurance transaction opportunities on acceptable terms, its future growth may be negatively impacted. Even if the Corporation does find suitable opportunities on commercially acceptable terms, the Corporation may not be able to consummate these transactions because of the regulatory approvals required or other considerations. There is no assurance the Corporation will continue to be successful in these institutional markets. Competition, in particular with respect to transaction pricing, makes it more difficult to identify transactions with terms that are commercially acceptable based on the Corporation’s objectives and analyses. Moreover, the NAIC is considering, and certain states have enacted, insurance business transfer laws that permit insurers to transfer blocks of business to other insurers by operation of law. Such transfers could become a viable alternative structure to block reinsurance transactions and consequently may materially and adversely impact the Corporation’s ability to identify and enter into new block reinsurance transactions. If the Corporation enters into a reinsurance transaction, there can be no assurance that the transaction will achieve the results expected at the time the transaction is executed.

Litigation Risk

The Corporation may become a party to litigation from time to time in the ordinary course of business, including, without limitation, claims related to certain types of investment vehicles in the asset management segment, lawsuits related to insurance claim payments, or claims based in allegations of mis-selling in the insurance segment, which could adversely affect Corporation’s business. Defence and settlement costs of legal claims can be substantial, whether they be governmental and regulatory investigations, civil claims, lawsuits or other proceedings, even with respect to claims that have no merit. Should any litigation in which the Corporation becomes involved be determined against the Corporation, such a decision could have a material adverse effect on the Corporation. Litigation may also create a negative perception of Corporation’s business and have an impact on the market price of the Corporation’s common shares. Even if Corporation is involved in litigation and is successful, the litigation process could take away from management’s time, effort and resources. The resolution of any particular legal proceeding to which the Corporation may become subject could have a material adverse effect on the Corporation’s business, prospects, financial position and results of operations.

The current political environment may have a material adverse impact on the Corporation and its portfolio companies

The current U.S. and Canadian political environments and the resulting uncertainties regarding actual and potential shifts in U.S. and/or Canadian foreign investment, trade, taxation, economic, environmental and other policies under the current administrations, as well as the impact of geopolitical tension, such as a deterioration in the bilateral relationship between the U.S. and China, the Russia-Ukraine conflict and the Israel-Palestine conflict could lead to disruption, instability and volatility in the global markets. Unfavorable economic conditions also would be expected to increase the Corporation’s funding costs, limit its access to the capital markets or result in a decision by lenders not to extend credit to the Corporation. These events may limit the Corporation’s investment originations, and limit its ability to grow and could have a material negative impact on its operating results, financial condition, results of operations and cash flows and the fair values of its debt and equity investments.

The Russian invasion of Ukraine may have a material adverse impact on us and our portfolio companies

Commencing in 2021, Russian President Vladimir Putin ordered the Russian military to begin massing thousands of military personnel and equipment near its border with Ukraine and in Crimea, representing the largest mobilization since the illegal annexation of Crimea in 2014, and initiated troop movements into the eastern portion of Ukraine. On February 22, 2022, the United States and several European nations announced sanctions against Russia in response to Russia’s actions. On February 24, 2022, President Putin commenced a full-scale invasion of Russia’s pre-positioned forces into Ukraine, which could have a negative impact on the economy and business activity globally (including in the countries in which the Corporation invests), and therefore could adversely affect the performance of the Corporation's investments. Furthermore, the conflict between the two nations and the varying involvement of the United States and other NATO countries could preclude prediction as to their ultimate adverse impact on global economic and market conditions, and, as a result, presents material uncertainty and risk with respect to the Corporation and the performance of its investments or operations, and the ability of the Corporation to achieve its investment objectives. Additionally, to the extent that the Corporation's portfolio companies, service providers or related customer bases have material operations or assets in Russia or Ukraine, they may have adverse consequences related to the ongoing conflict, which may negatively impact the Corporation. The long-term impacts of the tension between Russia and Ukraine remains uncertain.

The Israel-Palestine conflict in the Middle East may have a material adverse impact on us and our portfolio companies

On October 7, 2023, Hamas initiated an unprovoked invasion of Israel from the Gaza Strip, resulting in thousands of casualties. Israel formally declared war on Hamas in response to the attack and initiated several military operations in an effort to clear militants from the area. The war has triggered a humanitarian crisis, with thousands displaced from their homes and many without food, water or electricity. There remains a risk that the conflict could expand into a wider regional war, which could have an adverse impact on the worldwide economy, financial markets and thus on our business and the business of our portfolio companies. The long-term impact of this conflict remains uncertain.

Deficiencies in the Corporation's financial reporting and disclosures could adversely impact its reputation

As the Corporation expands the size and scope of its business, there is a greater susceptibility that its financial reporting and other public disclosure documents may contain material misstatements and that the controls the Corporation maintains to attempt to ensure the complete accuracy of its public disclosures may fail to operate as intended. The occurrence of such events could adversely impact the Corporation's reputation and financial condition. In addition, the Corporation discloses certain metrics that do not have standardized meaning and are based on its own methodologies and assumptions, which is unique to the Corporation and may reduce comparability with other companies.

Management is responsible for establishing and maintaining adequate internal controls over financial reporting to give the Corporation's stakeholders assurance regarding the reliability of its financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, the process for establishing and maintaining adequate internal controls over financial reporting has inherent limitations, including the possibility of human error. The Corporation's internal controls over financial reporting may not prevent or detect misstatements in the Corporation's financial disclosures on a timely basis, or at all. Some of these processes may be new for certain subsidiaries in the Corporation's structure and in the case of acquisitions may take time to be fully implemented.

The Corporation's disclosure controls and procedures are designed to provide assurance that information required to be disclosed by the Corporation in reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified. The Corporation's policies and procedures governing disclosures may not ensure that all material information regarding the Corporation is disclosed in a proper and timely fashion, or that the Corporation will be successful in preventing the disclosure of material information to a single person or a limited group of people before such information is generally disseminated.

Failure to maintain the security of the Corporation's information and technology systems could have a material adverse effect on the Corporation

The Corporation relies on certain information and technology systems, including the systems of others with whom the Corporation does business, which may be subject to security breaches or cyber-terrorism intended to obtain unauthorized access to proprietary information or personally identifiable information, destroy data or disable, degrade or sabotage these systems, through the introduction of computer viruses, fraudulent emails, cyber-attacks or other means. Such acts of cyber-terrorism could originate from a variety of sources including our own employees or unknown third parties. In the ordinary course of our business, the Corporation collects and stores sensitive data, including personally identifiable information of the Corporation's employees and clients. Data protection and privacy rules have become a focus for regulators globally. Although the Corporation takes various measures to ensure the integrity of its systems and to safeguard against failures or security breaches, there can be no assurance that these measures will provide adequate protection, and a compromise in these systems could go undetected for a significant period of time. If these information and technology systems are compromised, the Corporation could suffer a disruption in one or more of our businesses and experience, among other things, financial loss; a loss of business opportunities; misappropriation or unauthorized release of confidential or personal information; damage to our systems and those with whom the Corporation does business; violations of privacy and other laws, litigation, regulatory penalties or remediation and restoration costs (particularly in light of increased regulatory focus on cyber-security by regulators around the world); as well as increased costs to maintain the Corporation's systems. This could have a negative impact on the Corporation's operating results and cash flows and result in reputational damage.

The failure of the Corporation's information technology systems, or those of our third-party service providers, could adversely impact our reputation and financial performance

The Corporation operates in businesses that are dependent on information systems and technology, and the Corporation relies on third-party service providers to manage certain aspects of the Corporation's businesses, including for certain information systems and technology, data processing systems, and the secure processing, storage and transmission of information. In particular, the Corporation's financial, accounting and communications processes are all conducted through data processing systems. The Corporation's information technology and communications systems and those of its third-party service providers are vulnerable to damages or disruption from fire, power loss, telecommunications failure, system malfunctions, natural disasters, acts of war or terrorism, employee errors or malfeasance, computer viruses, cyber-attacks or other events which are beyond the Corporation's control. The Corporation's information systems and technology and those of our third-party vendors may not continue to be able to accommodate the Corporation's growth and the cost of maintaining such systems may increase from its current level, either of which could have a material adverse effect on the Corporation. Any interruption or deterioration in the performance or failures of the information systems and technology that are necessary for the Corporation's businesses, including for business continuity purposes, could impair the quality of the Corporation's operations and could adversely affect the Corporation's business, financial condition and reputation.

The Corporation May Lose its Foreign Private Issuer Status in the Future, Which Could Result in Significant Additional Costs and Expenses

The Corporation may in the future lose its foreign private issuer status under the United States federal securities laws if a majority of the common shares are either directly or indirectly owned by residents of the United States and the Corporation fails to meet the additional requirements necessary to avoid the loss of its foreign private issuer status, such as if: (i) a majority of the Corporation's board of directors or executive officer management team continue to be composed of U.S. citizens or residents; (ii) a majority of the Corporation's assets continue to be located in the United States; or (iii) the Corporation's business continues to be administered principally in the United States. If the Corporation loses its foreign private issuer status, the Corporation will be required to, among other things: (a) file a registration statement to register its common shares under the *United States Securities Exchange Act of 1934*, as amended (the "**Exchange Act**"); (b) file annual, quarterly, and current reports in the prescribed form under the Exchange Act; (c) prepare U.S. style proxy statements and comply with U.S. rules governing the solicitation of proxies; and (d) transition from financial reporting in compliance with IFRS to generally accepted accounting principles in the U.S., all effective as at the beginning of the fiscal year following the loss of its foreign private issuer status. Complying with these obligations as at January 1 of the fiscal year following the June 30 testing date for foreign private issuer status would result in significant effort and one-time costs, and further subject the Corporation to ongoing costs related to its disclosure obligations in the U.S. These increased Exchange Act reporting requirements would significantly increase the Corporation's audit, legal and administration expenses and may have a material adverse effect on the Corporation's business, financial condition and results of operations. The Corporation regularly monitors and considers its risk of losing its foreign private issuer status having regard to, among other things, the Corporation's financing activities, the potential issuance of common shares to satisfy the purchase price for any potential acquisitions. While as at the date of this Annual Information Form the Corporation considers the likelihood of it ceasing to be a foreign private issuer as low, there can be no assurances that the Corporation will maintain its foreign private issuer status, including as a result of public trading in the common shares which is outside of the Corporation's control.

Risks Related to the Corporation's Securities

Unsecured Debentures – credit risk and prior ranking indebtedness; no interest payable until maturity

The Debentures are unsecured obligations of the Corporation and are subordinate in right of payment to all of the Corporation's existing and future senior indebtedness. In addition, holders of the Debentures are not entitled to receive any interest payments during the term of the Debentures. Any outstanding principal amount of the Debentures plus any accrued and unpaid interest is repayable in cash only upon maturity of the Debentures. Accordingly, the likelihood that purchasers of the Debentures will receive principal and interest payments owing to them under the terms of the Debentures will depend on the Corporation's financial condition and creditworthiness on the maturity date of the Debentures. If the Corporation becomes bankrupt, liquidates its assets, reorganizes or enters into certain other transactions, the Corporation's assets will be available to pay its obligations with respect to the Debentures only after it has paid all of its senior indebtedness in full. There may be insufficient assets remaining following such payments to pay any or all amounts due on the Debentures then outstanding. Whether the Corporation will have sufficient cash to pay the principal and interest at maturity poses a significant risk to the investment.

No current market for Warrants

There is currently no market through which the outstanding Arrangement Warrants and the 2024 Warrants (collectively, the "**Warrants**") may be sold, and such a market may not develop, therefore, holders may not be able to resell the Warrants. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices and the liquidity of the Warrants. The Corporation does not intend to apply to list the Warrants on Cboe Canada or any other stock exchange.

The Canadian federal income tax treatment of the CVRs is unclear

There is no legal authority directly addressing the Canadian federal income tax treatment of the CVRs and the consequences of the acquisition, holding and disposition of the CVRs are therefore unclear for such purposes. Former holders are urged to consult their own tax advisors regarding the Canadian federal income tax consequences to them of the acquisition, holding and disposition of CVRs.

Risks Related to the Business – Lending

Credit risks

The assets and other debt securities in which the Corporation invests are subject to credit and liquidity risk. Any loan investment may become a defaulted obligation for a variety of reasons, including non-payment of principal or interest, as well as covenant violations by the borrower in respect of the underlying loan documents. A defaulted loan may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted loan. In addition, such negotiations or restructuring may be extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted loan. In addition, substantial costs and resources in such situations may be imposed on the Corporation, further affecting the value of the investment. The liquidity in defaulted loans may also be limited, and to the extent that defaulted loans are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon, which would adversely affect the Corporation's net asset value and consequently, the market value of the Corporation's common shares.

Due diligence risks

The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make, may not reveal all relevant facts in connection with an investment. Before making investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues.

Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation relies on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary.

Price declines in the medium- and large-sized corporate debt market may adversely affect the fair value of the Corporation's portfolio, reducing the net asset value through increased net unrealized depreciation

Conditions in the medium- and large-sized corporate debt market may deteriorate, as seen during the 2008 financial crisis, which may cause pricing levels to similarly decline or be volatile. During the 2008 financial crisis, many institutions were forced to raise cash by selling their interests in performing assets in order to satisfy margin requirements or the equivalent of margin requirements imposed by their lenders and/or, in the case of hedge funds and other investment vehicles, to satisfy widespread redemption requests. This resulted in a forced deleveraging cycle of price declines, compulsory sales, and further price declines, with falling underlying credit values, and other constraints resulting from the credit crisis generating further selling pressure. If similar events again occurred in the medium- and large-sized corporate debt market, the Corporation's net asset value could decline through an increase in unrealized depreciation and incurrence of realized losses in connection with the sale of the Corporation's investments, which could have a material adverse impact on the Corporation's business, financial condition and results of operations.

Financing of mid-market businesses

The Corporation's loan portfolio consists and is expected to consist primarily of loans provided to mid-market businesses, including privately-owned companies, many of which do not publicly report their financial condition and are not subject to the same accounting rules and securities laws that govern disclosure and financial controls of public companies. Compared to larger, publicly traded companies, loans offered to these types of businesses may carry more inherent risk. Borrowers of the Corporation may generally have limited access to capital and have higher funding costs. Such businesses may need more capital to expand or compete and may be unable to obtain financing from public capital markets or from traditional sources, such as commercial banks. Mid-market businesses may also have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, because many of the borrowers of the Corporation will not publicly report their financial condition and may not have sophisticated financial controls and oversight, the Corporation is more susceptible to a client's misrepresentation. The failure of a borrower to accurately report its financial position could result in the Corporation providing loans to a borrower that does not meet the Corporation's underwriting criteria, defaults on payments owing to the Corporation, the loss of some or all of the principal of a loan, or non-compliance by a borrower with applicable covenants. Accordingly, loans offered to these types of businesses involve higher risk than loans offered to larger businesses with greater financial resources or that are otherwise able to access traditional credit sources.

Dependence on the performance of borrower clients

The Corporation is dependent on the operations, assets and financial health of borrowers to which it directly and indirectly provides capital. If the financial performance of its borrowers decline, cash payments to the Corporation will likely decline. The failure of any borrower to fulfill its payment obligations to the Corporation could adversely affect the Corporation's financial condition and cash flow.

Risks facing borrower clients

Each borrower client is also subject to risks which affects its financial condition. As the Corporation is not privy to all aspects of its clients' businesses, it is impossible to predict exactly what risks borrowers will face. Nonetheless, typical risks include the following: (i) the success of the Corporation's borrowers may depend on the management talents and efforts of certain key persons or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse effect on a borrower; (ii) borrowers may require additional working capital to carry out their business activities and to expand their businesses. If such working capital is not available, or is not available on beneficial terms, the financial performance and development of the businesses of the borrowers may be adversely affected; (iii) damage to the reputation of the borrowers' brands could negatively impact consumer opinion of those businesses or their related products and services, which could have an adverse effect on their business; (iv) borrowers may face competition, including competition from companies with greater financial or other resources, more extensive development, manufacturing, marketing, and other capabilities. There can be no assurance that the Corporation's borrower clients will be able to successfully compete against their competitors or that such competition will not have a material adverse effect on their businesses; (v) borrowers may experience reduced revenues from the loss of one or more customers representing a high percentage of their revenues; (vi) borrowers may experience reduced revenues due to an inability to meet regulatory requirements, or may experience losses of revenues due to unforeseeable changes in regulations imposed by various levels of government; (vii) borrowers may rely on government or other subsidy programs for revenue or profit generation. Changes to or elimination of such programs may have an adverse effect on the borrower; and (viii) borrowers may derive some of their revenues from foreign sources and may experience negative financial results based on foreign exchange losses, hedging costs or foreign investment restrictions.

Prepayment by borrower client

Certain of the loans provided by the Corporation may be prepayable by the borrowers, subject to prepayment penalties. The Corporation is unable to predict if or when a borrower will make a prepayment. Typically, a borrower's decision to prepay depends on its continued positive economic performance and the existence of favourable financing market conditions that permit the borrower to replace its existing financing with less expensive capital. As market conditions change frequently, it is difficult to predict if or when a borrower may deem market and business conditions to be favourable for prepayment. Prepayment by a borrower may have the effect of reducing the achievable yield of the loan to a level below that which was anticipated by the Corporation. Such a reduction may occur when the Corporation is unable to invest the funds prepaid by the borrower in other transactions with an expected yield greater than or equal to the yield the Corporation expected to receive from the prepaying borrower.

Default by and bankruptcy of a borrower client

A borrower's failure to satisfy its borrowing obligations, including any covenants imposed by the Corporation, could lead to defaults and the termination of the borrower's loans and enforcement against its assets. In order to protect and recover its investments, the Corporation may be required to bear significant expenses (including legal, accounting, valuation and transaction expenses) to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting borrower. In certain circumstances, a borrower's default under one loan could also trigger cross-defaults under other agreements and jeopardize that borrower's ability to meet its obligations under a loan agreement it may have with the Corporation.

Second priority liens on collateral securing debt investments that the Corporation makes to its portfolio companies may be subject to control by senior creditors with first priority liens. If there is a default, the value of the collateral may not be sufficient to repay in full both the first priority creditors and the Corporation

Certain debt investments that the Corporation makes in portfolio companies may be secured on a second priority basis by the same collateral securing first priority debt of such companies. The first priority liens on the collateral will secure the portfolio Corporation's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the Corporation under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of and be entitled to receive proceeds from any realization of the collateral to repay their obligations in full before the Corporation. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the debt obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the debt obligations secured by the second priority liens, then the Corporation, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the Corporation's remaining assets, if any.

The rights the Corporation may have with respect to the collateral securing the debt investments it makes to its portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that the Corporation enters into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: the ability to cause the commencement of enforcement proceedings against the collateral; the ability to control the conduct of such proceedings; the approval of amendments to collateral documents; releases of liens on the collateral; and waivers of past defaults under collateral documents. The Corporation may not have the ability to control or direct such actions, even if its rights are adversely affected.

Collateral securing the Corporation's loans

Where the loans provided by the Corporation are secured by a lien on specified collateral of the borrower (particularly inventory, receivables and tangible fixed assets), there is no assurance that the Corporation will have obtained or properly perfected its liens, or that the value of the collateral securing any particular loan will protect the Corporation from suffering a partial or complete loss if the loan becomes non-performing and the Corporation moves to enforce against the collateral. In such event, the Corporation could suffer losses that could have a material adverse effect. In addition, during its underwriting process, the Corporation will make an estimate of the value of the collateral. A decrease in the market value of collateral assets at a rate greater than the rate projected by the Corporation may adversely affect the current realization values of such collateral. The degree of realization risk varies by the business of the borrower and the nature of the security.

Control over borrower clients

The Corporation will not always be in a position to exercise control over its borrower clients or prevent decisions by the management or shareholders of a borrower that may affect the fair value of the Corporation loan, or otherwise affect the ability of the borrower to repay its obligations to the Corporation. Furthermore, the Corporation does not intend to take significant equity positions in its borrower clients. The lack of liquidity of debt positions that the Corporation will typically hold in its borrower clients results in the risk that the Corporation may not be able to dispose of its exposure to the borrower in the instance where a borrower is underperforming. This could have a material adverse effect on the Corporation.

Securities of borrower clients

The Corporation anticipates lending to both public and private companies, which may include bonus features granting the Corporation securities of the client. The securities issued by private companies will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. To the extent the Corporation receives any form of securities issued by private companies, it may be difficult for the Corporation to dispose of such holdings if the need arises. Furthermore, if the Corporation is required to liquidate all or a portion of the securities it holds in an illiquid company, it may realize significantly less than the value at which it had previously recorded its holdings. In addition, the Corporation may face restrictions imposed by securities law on its ability to liquidate or otherwise trade in securities of a borrower client, including, where the Corporation obtains material non-public information regarding such borrower.

Material non-public information

Certain of the Corporation's directors, officers or employees, and their respective affiliates, may serve as directors of, or in a similar capacity with, its borrowers. In the event that material non-public information is obtained with respect to its borrowers, such persons may become subject to trading restrictions under the internal trading policies of those companies or as a result of applicable law or regulations. As a result, the Corporation could be prohibited for a period of time from selling the securities of a borrower, to the extent it owns any, and such a prohibition could have a material adverse effect on the Corporation.

Illiquidity of loans

Due to the nature of the Corporation's financing strategy and portfolio, certain loans may have lengthy terms and may be outstanding for a substantial period of time before they are repaid or can be liquidated under conditions preferable to the Corporation or, in some cases, at all. Illiquid investments carry the risk that a buyer may not be found for such investments. Also, certain of the loans expected to be offered by the Corporation may be subject to legal or contractual restrictions which may impede the Corporation's ability to dispose of such assets which it might otherwise desire to do. To the extent that there is no liquid trading market for these loans, the Corporation may be unable to liquidate these assets or may suffer a loss.

Payment in-kind interest

Some of the loans and debt securities made by the Corporation may contain a payment in-kind, or PIK, interest provision. Loans with a PIK provision carry additional risk as the Corporation will not receive cash until such time as the "cash payment date" is reached (unless a portion of such loan is sold). If a borrower whose loan contains a PIK provision defaults, the Corporation may obtain no return on its investment.

Use of leverage and changes in interest rates may affect the Corporation's cost of capital and net investment income

Since the Corporation may from time to time use debt to finance a portion of its investments, its net investment income depends, in part, upon the difference between the rate at which it borrows funds and the rate at which it invests those funds. As a result, the Corporation can offer no assurance that a significant change in market interest rates will not have a material adverse effect on the Corporation's net investment income. In periods of rising interest rates when the Corporation has debt outstanding, the Corporation's cost of funds will increase, which could reduce its net investment income. The Corporation expects that its long-term fixed-rate investments will be financed primarily with equity and long-term debt. The Corporation may use interest rate risk management techniques in an effort to limit its exposure to interest rate fluctuations. These activities may limit the Corporation's ability to participate in the benefits of lower interest rates with respect to the hedged portfolio. Adverse developments resulting from changes in interest rates or hedging transactions could have a material adverse effect on the Corporation's business, financial condition and results of operations.

The ability of the Corporation to service any future outstanding debt depends largely on its financial performance and is subject to prevailing economic conditions and competitive pressures. The amount of leverage that the Corporation employs at any particular time will depend on its assessments of market and other factors at the time of any proposed borrowing. As a result of the Corporation's use of leverage: (i) the common shares of the Corporation may be exposed to incremental risk of loss and a decrease in the value of the Corporation's loan portfolio would have a greater negative impact on the value of the common shares than if the Corporation did not use leverage; (ii) adverse changes in interest rates could reduce or eliminate the incremental income the Corporation receives from the proceeds of any leverage; (iii) the Corporation and, indirectly, its shareholders, bear the entire cost of paying interest and repaying any borrowed funds; (iv) the Corporation's ability to pay dividends on its common shares may be restricted by covenants or other restrictions imposed by its lenders; (v) the Corporation's ability to amend its organizational documents or other agreements may be restricted if such amendments would result in a material adverse effect on its lenders; and (vi) the Corporation may, under some circumstances, be required to dispose of its assets under unfavourable market conditions in order to maintain its leverage, thus causing the Corporation to recognize a loss that might not otherwise have occurred. The extent to which the gains and losses associated with leveraged investing are increased will generally depend on the degree of leverage employed.

Risks Related to the Business – Asset Management

The Corporation expects to derive an increasing amount of the Corporation's revenues from funds managed pursuant to advisory agreements and collateral management agreements, either by the Corporation or another entity in which the Corporation has an economic interest relating thereto, that may be terminated

With respect to funds regulated under the United States Investment Company Act of 1940 (the "**Investment Company Act**"), including Logan Ridge and SCIM with respect to its management of ACIF, each fund's investment management agreement must be approved annually (or, in the case of Logan Ridge, annually after the expiration of its initial two-year term) by such fund's board of directors or by the vote of a majority of the stockholders and the majority of the independent members of such fund's board of directors and, in certain cases, by its stockholders, as required by law. In addition, as required by the Investment Company Act, ACIF has the right to terminate the ACIF Advisory Agreement without penalty upon 60 days' written notice to SCIM and Logan Ridge has the right to terminate the investment advisory agreement without penalty upon 60 days' written notice to ML Management. In addition, the Corporation, through ML Management, receives management fees pursuant to the investment management agreement for acting as the investment manager of certain assets of Ability. The Corporation, through ML Management, also receives management fees in exchange for providing investment advisory and research services to AIF Fund. In the event the ACIF Advisory Agreement is terminated or not renewed, the recourse of US Holdings, the lender under the SCIM Facility and a wholly-owned subsidiary of the Corporation, would be limited to any residual value associated with the ACIF Advisory Agreement that is received by SCIM. In negotiating the terms of the SCIM Facility, including economic terms, the Corporation took into consideration, among other things the risk that the ACIF Advisory Agreement is subject to ongoing approvals as described above, as well as the limited recourse available to the Corporation if such approvals are not obtained, with the result being that the terms of the SCIM Facility were structured having regard to the Corporation's assessment of the low likelihood that the ACIF Advisory Agreement may be terminated or not renewed. In that regard, the Corporation considered, among other things, the general stability of investment advisory agreements and that the termination of such agreements is uncommon in the industry, the performance record of SCIM as a manager, the experience of SCIM's management team in investment management activities, ACIF's historical performance, and the diversified nature of the investor base of ACIF. Notwithstanding the foregoing, there can be no assurance that the ACIF Advisory Agreement, the investment advisory agreement in respect of Logan Ridge, the investment management agreement in respect of Ability or similar agreements that we may enter into in the future will remain in place.

The Corporation, through ML Management, receives collateral management fees pursuant to collateral management agreements for acting as the collateral manager of certain of the CLOs. If all the notes issued by one of the CLOs are redeemed, or if the collateral management agreement is otherwise terminated, the Corporation will no longer receive collateral management fees from that CLO. In general, a collateral management agreement may be terminated both with and without cause at the direction of holders of a specified supermajority in principal amount of the notes issued by the CLO. Furthermore, such fees are based on the total amount of assets held by the CLO.

If the assets held by the CLO are prepaid or go into default, the Corporation will receive lower collateral management fees than expected or the collateral management fees may be eliminated.

In addition, collateral management agreements typically provide that if certain over-collateralization tests are failed, the collateral management agreement may be terminated by a vote of the security holders resulting in our loss of management fees from these CLOs.

If any of the Corporation's CLOs fail to meet over-collateralization tests relevant to the CLO's most senior existing debt, an event of default may occur. Upon an event of default, the Corporation's ability to manage the CLO may be terminated and its ability to attempt to cure any defaults in the CLO would be limited, which would increase the likelihood of a reduction or elimination of cash flow and returns to the Corporation in those CLOs for an indefinite time.

The asset management business is competitive

The asset management business is competitive, with competition based on a variety of factors, including investment performance, business relationships, quality of service provided to investors, investor liquidity and willingness to invest, fund terms (including fees), brand recognition and business reputation. The Corporation competes for investors with a number of other asset managers, public and private funds, business development companies, interval funds and others. Numerous factors increase our competitive risks, including:

- a number of the Corporation's competitors have greater financial, technical, marketing and other resources and more personnel than the Corporation does;
- several of the Corporation's competitors have raised significant amounts of capital, and many of them have similar investment objectives to those of the Corporation, which may create additional competition for

investment opportunities and may reduce the size and duration of pricing inefficiencies that otherwise could be exploited;

- some of the Corporation's competitors may have a lower cost of capital and access to funding sources that are not available to Mount Logan, which may create competitive disadvantages for the Corporation with respect to its funds;
- some of the Corporation's competitors may be subject to less regulation and, accordingly, may have more flexibility to undertake and execute certain business or investments than the Corporation does and/or bear less compliance expense than the Corporation does;
- some of the Corporation's competitors may have better expertise or be regarded by investors as having better expertise in a specific asset class or geographic region than the Corporation does; and
- other industry participants may, from time to time, seek to recruit our investment professionals and other employees away from the Corporation.

In addition, the attractiveness of the Corporation's funds relative to investments in other investment products could decrease depending on economic conditions. This competitive pressure could adversely affect the Corporation's ability to make successful investments and limit our ability to raise future funds, either of which would adversely impact our business, results of operations and financial condition.

The acquisition of Ovation may not achieve its intended benefits, and certain difficulties, costs or expenses may outweigh such intended benefits

The Corporation may be unable to realize the anticipated benefits of the Ovation Acquisition. Achieving the anticipated benefits, including the acquisition's impact on the Corporation's assets under management, fee paying assets under management, book value, fee related earnings and after-tax distributable earnings, is subject to a number of uncertainties, including whether the Ovation business will continue to operate and grow in the manner the Corporation anticipates. The Ovation Acquisition may result in material difficulties, costs, and expenses, including:

- incremental operating costs arising from the integration of certain standards, controls, procedures and policies, including Ovation's obligations to provide financial reporting as a subsidiary of a public company;
- unknown potential liabilities of Ovation, including those for which the Corporation may become responsible or take responsibility;
- the potential loss of key employees at Ovation and the costs associated with the Corporation's efforts to retain or replace them; and
- the significant attention required from the Corporation's senior management.

A number of the foregoing factors will be outside of the Corporation's control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could adversely affect the Corporation's and Ovation's business, financial condition and results of operations. In addition, other events outside of the Corporation's control, including, but not limited to, political climate, , and regulatory or legislative changes, could also adversely affect the Corporation's ability to realize the anticipated benefits from the Ovation Acquisition.

As a result of these risks, the Corporation may fail to realize some or all of the anticipated benefits of the Ovation Acquisition or in an amount sufficient to offset the potential difficulties, costs and expenses arising from the Ovation Acquisition. Accordingly, shareholders of the Corporation and potential investors should not place undue reliance on the Corporation's expectation of the anticipated benefits from the Ovation Acquisition.

Inclusion of Ovation's business as a consolidated subsidiary of the Corporation will result in certain additional risks to the Corporation, which risks are expected to be material and could have a material adverse effect on the Corporation's future results of operations and financial condition

Ovation operates its business as a consolidated subsidiary of the Corporation. Ovation's business and structure pose additional risks to the Corporation, many of which may be material. These risks include, but are not limited to:

- business operational risks, including regulatory compliance, changes to employee labour laws, 401K plans and benefits, reputational risks resulting from the nature of Ovation's investments;
- risks related to Ovation's growth strategy, including the ability to effectively manage its growth;
- regulatory risks; and
- any gaps in Ovation's risk management policies and procedures, which may leave it exposed to unidentified or unanticipated risk.

Each of these risks could have material adverse effect on the Corporation's results of operations and financial condition.

The Corporation requires third-party capital in order to grow its asset management business and the success of the asset management business depends on the Corporation's ability to appropriately allocate and deploy capital in a manner that produces targeted investment returns

The Corporation's asset management business depends on the Corporation's ability to fundraise third-party capital, deploy that capital effectively, and produce targeted investment returns.

The Corporation's ability to raise third-party capital depends on a number of factors, including many that are outside the Corporation's control. Poor investment performance could hamper the Corporation's ability to compete for these sources of capital or force the Corporation to reduce our management fees. If poor investment returns or changes in investment mandates prevent the Corporation from raising further capital from its existing partners, the Corporation may need to identify and attract new investors in order to maintain or increase the size of its private funds, and there are no assurances that the Corporation will be able to find new investors.

Poor investment performance could result in the withdrawal of cash by existing investors in favour of better performing products. The Corporation's inability to retain existing investors and attract new investors could have an adverse impact on the Corporation's assets under management, management fees, carried interest, transaction fees, profitability and growth prospects. The Corporation cannot guarantee it will be able to achieve or maintain any particular level of assets under management and cannot guarantee it will be able to achieve positive relative returns, retain existing clients or attract new clients.

The successful execution of the Corporation's investing strategy is uncertain as it requires suitable opportunities, careful timing and business judgment, as well as the resources to complete asset purchases and restructure them, if required. There is no certainty that the Corporation will be able to identify suitable or sufficient opportunities that meet the Corporation's investment criteria and be able to acquire additional high-quality assets at attractive prices to supplement the growth of the asset management business in the short term, or at all.

If the Corporation is unable to successfully raise and deploy third-party capital into investments, the Corporation may be unable to collect management fees, carried interest or transaction fees, which would materially reduce the Corporation's revenue and cash flows and adversely affect the Corporation financial condition. If any of the Corporation's managed investments perform poorly or experience prolonged periods of volatility, or the Corporation is unable to deploy capital effectively, the Corporation's fee-based revenue, cash available for distribution and/or carried interest would decline. In addition, the Corporation could experience losses on its capital invested in its managed entities. Accordingly, the Corporation's expected returns on these investments may be less than the Corporation assumed in forecasting the value of the Corporation's business.

The asset management industry has experienced significant historical growth which may not continue

The Corporation's ability to generate revenues will be dependent on the growth of the asset management industry and by the Corporation's performance within the asset management industry. The asset management industry has experienced significant historical growth which may not continue and adverse economic conditions and other factors, including any significant decline in the financial markets, could affect market acceptance of the Corporation's services or result in clients withdrawing from the markets or decreasing their level and/or rate of investment. A decline in the growth of the asset management industry or other changes to the industry that discourage investors from investing with the Corporation and could affect the Corporation's ability to attract clients and result in a decline in revenues.

The Corporation is subject to numerous laws, rules, and regulatory requirements which may impact its business, including resulting in financial penalties, loss of business, and/or damage to its reputation in instances of non-compliance

The Corporation's ability to carry on business is dependent upon its compliance with, and continued registration under, securities legislation in the jurisdictions where it carries on business. Monitoring and responding to the rapidly changing securities regulatory environment requires significant managerial, operational and financial resources. Laws or regulations governing the Corporation's operations or particular investment products or services could be amended or interpreted in a manner that is adverse to the Corporation. Any change in the securities regulatory framework or failure to comply with these regulations could result in fines, temporary or permanent prohibitions on the Corporation's activities or the activities of some of the Corporation's personnel or reputational harm, which could materially adversely affect the Corporation's business, financial condition and results of operations.

The Corporation manages a limited number of funds and investments

The Corporation manages a limited number of funds and each fund may participate in a limited number of investments. The Corporation's entitlement to carried interest in respect of a particular fund depends on the returns generated in respect of the limited number of investments made by that fund. A fund's investments may be concentrated within relatively few industries, sectors, countries or regions. The Corporation and its fund investments may also be exposed to one or more common or systemic risks. The aggregate returns of the Corporation's funds, and therefore the amount of our carried interest, may be negatively affected by the unfavourable performance of a single investment or small group or type of investments. The unfavourable performance of even a single fund may have a material adverse effect on the Corporation's business, operations and financial results.

Changes in Asset Management Fees

Investors in future funds may negotiate to pay the Corporation lower management fees, reimburse the Corporation for fewer expenses or change the economic terms of the Corporation's future funds to be less favourable than those of the Corporation's current funds, reducing our financial opportunity from those asset management activities.

Risks Related to the Business – Insurance

The Corporation's insurance business is heavily regulated and changes in regulation could reduce the Corporation's profitability

The Corporation's insurance and reinsurance subsidiary, being Ability, is highly regulated by insurance regulators in the United States and changes in regulations affecting the Ability's insurance business may reduce the Corporation's profitability and limit its growth. Ability operates in 42 U.S. states and the District of Columbia. The insurance and reinsurance industry is generally heavily regulated and Ability's operations in each of these jurisdictions are subject to varying degrees of regulation and supervision. The laws and regulations of the jurisdictions in which Ability operates may require Ability to, among other things, maintain minimum levels of statutory capital, surplus and liquidity, meet solvency standards, submit to periodic examinations of its financial condition, and restrict payments of dividends and distributions of capital. Ability is also subject to laws and regulations that may restrict its ability to write insurance and reinsurance policies, make certain types of investments and distribute funds. With respect to investments, Ability must comply with applicable regulations regarding the type and concentration of investments it may make. These restrictions are set forth in investment guidelines that ML Management must comply with when providing investment management to Ability. These restrictions may limit Ability's ability to invest and ML Management's ability to earn fees on those investments. In addition, Ability is subject to laws and regulations governing affiliate transactions. The investment management agreements between ML Management and Ability were approved by applicable insurance regulators, and any changes of such agreements, including with respect to fees, must receive applicable approval. These affiliate transaction rules are particularly important to Ability given its relationship with ML Management.

In connection with the conduct of Ability's insurance and reinsurance business, it is crucial that Ability establish and maintain good working relationships with the various regulatory authorities having jurisdiction over its business. If those relationships and that reputation were to deteriorate, Ability's business could be materially adversely affected. For example, Ability requires various consents and approvals from its regulators, both with respect to transactions Ability enters into and in the ordinary course of the conduct of its business. If Ability fails to maintain good working relationships with its regulators, it may become more difficult or impossible for Ability to obtain those consents and approvals, either on a timely basis or at all.

Regulations applicable to Ability and interpretations and enforcement of such regulations may change. Insurance regulators have increased their scrutiny of the insurance regulatory framework in the United States. Ability is unable to predict whether, when or in what form legislators will enact legislative and regulatory changes, and Ability cannot provide any assurances that more stringent restrictions will not be adopted from time to time in jurisdictions in which Ability conducts business.

The cost of compliance with existing laws and regulations is high and the cost of compliance with any new regulatory requirements could have a significant and negative effect on Ability's business. Ability may not be able to comply fully with, or obtain desired exemptions from, any such new laws and regulations that govern the conduct of Ability's business. Failure to comply with, or to obtain desired authorizations and/or exemptions under, any applicable laws could result in restrictions on Ability's ability to do business or undertake activities that are regulated in one or more of the jurisdictions in which Ability operates, could impact Ability's potential growth and could subject Ability to fines and other sanctions. In addition, changes in the laws or regulations to which Ability is subject, or in the interpretations thereof by enforcement or regulatory agencies, could have a material adverse effect on Ability's business, results of operations and financial condition.

Regulatory Capital Requirements in the United States

Ability is subject to external capital requirements in the United States, as required by Nebraska statute. Regulatory Capital Requirements Regulatory capital requirements for Ability are determined in accordance with guidelines issued by the National Association of Insurance Commissioners ("**NAIC**"). The RBC ratio requirement is a statutory minimum level of capital that is based on two factors: an insurance company's size, and the inherent riskiness of its financial assets and operations. That is, the company must hold capital in proportion to its risk. Under those requirements, the amount of statutory capital and surplus maintained by an insurance company is to be determined based on the various risk factors related to it. The minimum RBC ratio for Ability is 200% and Ability must have a ratio in excess of 300% to be able to write new business. Ability's RBC ratio is tested annually at the end of Ability's financial year and was in excess of the minimum requirement as at December 31, 2024. From time to time during a particular financial year, Ability may take steps to increase its RBC ratio to ensure it remains above the minimum requirement or exceeds the ratio required to write new business, which steps may include, among other things, securing additional funding. Failure to meet or exceed the regulatory capital requirements issued by NAIC could significantly limit the Corporation's ability to write new business.

The acquisition of Ability may not achieve its intended benefits, and certain difficulties, costs or expenses may outweigh such intended benefits

The Corporation may be unable to realize the anticipated benefits of the Ability acquisition. Achieving the anticipated benefits, including the acquisition's impact on the Corporation's assets under management, fee paying assets under management, book value, fee related earnings and after-tax distributable earnings, is subject to a number of uncertainties, including whether the Ability business will continue to operate and grow in the manner the Corporation anticipates. While Ability is expected to continue to operate as a separate business, the acquisition may result in material difficulties, costs, and expenses, including:

- incremental operating costs arising from the integration of certain standards, controls, procedures and policies, including Ability's obligations to provide financial reporting as a subsidiary of a public company;
- unknown potential liabilities of Ability, including those for which the Corporation may become responsible or take responsibility;

- the potential loss of key employees at Ability and the costs associated with our efforts to retain or replace them;
- disruptions or perceived disruptions resulting from the acquisition that may affect Ability's relationships with its policyholders and counterparties; and
- the significant attention required from the Corporation's senior management.

A significant portion of the benefit of the Ability Acquisition is anticipated to come from ML Management's role as investment manager for Ability. ML Management has not previously managed the entirety of the investment assets of an insurance company or assets of insurance companies at this scale, and the Corporation may not achieve its objectives. In addition, ML Management's investment management activities will require the assistance of Ability employees, with whom the Corporation has not historically worked.

A number of the foregoing factors will be outside of the Corporation's control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could adversely affect the Corporation's and Ability's business, financial condition and results of operations. In addition, other events outside of the Corporation's control, including, but not limited to, political climate, and regulatory or legislative changes, could also adversely affect the Corporation's ability to realize the anticipated benefits from the Ability Acquisition.

As a result of these risks, the Corporation may fail to realize some or all of the anticipated benefits of the Ability Acquisition or in an amount sufficient to offset the potential difficulties, costs and expenses arising from the acquisition. Accordingly, shareholders of the Corporation and potential investors should not place undue reliance on the Corporation's expectation of the anticipated benefits from the acquisition.

In addition, while the Corporation expects Ability to continue to operate as a separate business with its existing brands and management team following the acquisition, acquiring Ability adds significantly to the scale and scope of the Corporation's overall business and operations. The Corporation has never owned an insurance company. Acquiring Ability changes the risks to which the Corporation is subject and may give rise to new and unexpected operational risks that could offset some of the benefits the Corporation expects from the acquisition.

Inclusion of Ability's business as a consolidated subsidiary of the Corporation will result in certain additional risks to the Corporation, which risks are expected to be material and could have a material adverse effect on the Corporation's future results of operations and financial condition

Ability operates its business as a consolidated subsidiary of the Corporation. The Corporation has not historically engaged in a business similar to Ability and Ability's business and structure pose additional risks to the Corporation, many of which may be material. These risks include, but are not limited to:

- business operational risks, including, interest rate and credit spread fluctuations and the impact of such changes on interest-sensitive products, the competitive nature of the insurance and reinsurance industry, the illiquidity of certain investment assets and the potential difficulty of selling and/or realizing full value on such assets if necessary and the performance of third-party service providers;
- risks related to Ability's growth strategy, which includes reinsurance of insurance obligations written by unaffiliated insurance companies, the ability to identify attractive insurance markets, reinsurance opportunities, or investments with returns as favourable as those obtained historically, and ability to effectively manage its growth;
- regulatory risks relating to the insurance and reinsurance industries, including capital regulations, laws or regulations which impose meaningful limitations on its business, fiduciary or best interest standards in connection with the sale of Ability's products, regulations relating to reserves and obligations to pay assessments through guaranty associations, changes in statutory accounting principles, heightened privacy regulations, and uncertainty regarding future changes in regulations;
- risks related to guarantees within certain of Ability's insurance products;
- any gaps in Ability's risk management policies and procedures, which may leave it exposed to unidentified or unanticipated risk; and
- risks associated with the business Ability reinsures and business it cedes to reinsurers.

Each of these risks could have material adverse effect on the Corporation's results of operations and financial condition.

Ability operates in a highly competitive industry that includes a number of companies, many of which are larger and more well-known, which could limit Ability's ability to increase or maintain market share and/or margins

Ability operates in highly competitive markets and competes with large and small industry participants. Ability faces intense competition, based upon price, terms and conditions, relationships with distribution partners and other clients, quality of service, capital and perceived financial strength (including independent rating agencies' ratings), technology, innovation, ease of use, capacity, product breadth, reputation and experience, brand recognition and claims processing.

Ability's competitors include other insurers, reinsurers and other financial institutions that offer investment products. Many of Ability's competitors are large and well-established, and some have greater market share or breadth of distribution, assume a greater level of risk while maintaining financial strength ratings, or have higher financial strength, claims-paying or credit ratings than Ability does or benefit, by offering various lines of insurance, from diversification of risks and possible positive impacts on capital requirements.

Ability's competitors may also have lower operating costs than Ability, which may allow them to price insurance products, reinsurance solutions or acquisitions more competitively. Furthermore, Ability may face greater operational complexity when compared to competitors who offer a more limited range of products due to the breadth of Ability's product offering.

Competition in the industry could result in increased pressure on the pricing of certain of Ability's products and services, and could harm Ability's ability to maintain or increase profitable growth. For example, fixed annuity sales are materially impacted by the crediting rate offered on Ability's fixed annuities compared to that offered by its competitors. There can be no guarantee that Ability will be able or choose to set crediting rates at competitive levels, which may impact sales. Moreover, sales to fiduciaries may be materially impacted by Ability's ability and willingness to offer one of the most competitive crediting rates.

Because of the highly competitive nature of the insurance industry, there can be no assurance that Ability will maintain or grow its market share, continue to identify attractive opportunities in either the individual or institutional markets, or that competitive pressure will not have a material adverse effect on Ability's business, results of operations and financial condition.

Differences between Ability's policyholder behavior estimates, reserve assumptions and actual claims experience, in particular with respect to the timing and magnitude of claims and surrenders, may adversely affect Ability's results of operations or financial condition

Ability holds reserves to pay future policy benefits and claims. Ability's reserves are estimated based on data and models that include many assumptions and projections, which are inherently uncertain and involve significant judgment, including assumptions as to the levels and/or timing of receipt or payment of premiums, benefits, claims, expenses, interest credits, investment results (including equity and other market returns), mortality, morbidity, longevity and persistency.

While Ability periodically reviews the adequacy of its reserves and the assumptions underlying those reserves, Ability cannot determine with precision the amounts that Ability will pay for, or the timing of payment of, actual benefits, claims and expenses or whether the assets supporting policy liabilities, together with future premiums, will grow to the level assumed prior to the payment of benefits or claims. For Ability's reinsurance of fixed-rate annuities, reserves are equal to policyholder account balances before applicable surrender charges, and lapse, surrender rates and persistency assumptions are important assumptions used in calculating these reserves and drivers of profitability with respect to these products. Advances in technology, including predictive medical technology that enables consumers to select products better matched to their individual longevity or mortality risk profile and other medical breakthroughs that extend lives, could cause Ability's future experience to deviate significantly from actuarial assumptions, which could significantly impact the level of reserves and profitability. The resulting acceleration of expense amortization, reduced spread or increased payments could have a material adverse effect on Ability's business, financial condition and results of operations.

If actual experience differs significantly from assumptions or estimates, certain balances included in Ability's balance sheet may not be adequate, particularly deferred acquisition costs, value of business acquired, negative value or business acquired, policy reserves and other actuarial balances. If Ability concludes that its reserves, together with future premiums, are insufficient to cover future policy benefits and claims, Ability would be required to increase its reserves and incur income statement charges for the period in which it makes the determination, which could have a material adverse effect on Ability's business, financial condition and results of operations. An increase in the statutory reserves of Ability may negatively affect liquidity and capitalization.

Ability's historical growth rates may not be indicative of its future growth, and Ability may not be able to identify attractive insurance markets, reinsurance opportunities or investments with returns that are as favourable as Ability's historical returns and grow new business volumes at historical levels

Ability's historical growth rates may not reflect its future growth rates. While Ability anticipates that it will continue to grow by deepening existing and adding new distribution relationships in Ability's individual market, pursuing attractive reinsurance opportunities and expanding its funding agreement business in the institutional market, taking advantage of investment opportunities to support Ability's growth, developing new products and entering new markets, Ability may not be able to identify opportunities to do so. With future growth, there can be no guarantee that Ability's net underwriting return will be as favourable as its historic returns. Weaker margins may challenge Ability's ability to grow profitably or at the returns targeted. Further, in order to maintain or increase investment returns, it may be necessary to expand the scope of Ability's investing activities to asset classes in which Ability historically has not invested, which may increase the risk of Ability's investment portfolio. If Ability is unable to find profitable growth opportunities, it will be more difficult for Ability to continue to grow, and could negatively affect its results of operations and financial condition.

Ability's future growth depends on its ability to continue to offer and sell products that Ability's customers find attractive. Consumer preferences regarding annuities and life insurance are subject to change. In particular, due to market risks, consumers may not continue to view annuities as an attractive retirement savings product, which would impact Ability's ability to sell such products to its target consumers. In addition, there is no guarantee that younger generations will use life insurance products at the same rate as previous generations as a result of changes in savings habits and demographic shifts. Ability's expected growth is largely concentrated in fixed-rate annuities. However, this product may not continue to grow at historical market levels, and there can be no assurance that consumers will continue to prefer these products. Moreover, sales of Ability's products and continued future growth depend on its ability to offer competitive pricing and attractive policyholder benefits. For example, one factor impacting sales of fixed-rate annuities is the crediting rate Ability offers compared to that offered by its competitors. Ability sets its crediting rates based on expected investment returns, policyholder behavior assumptions and other factors that may be beyond Ability's control. Ability expects that overall sales of fixed-rate annuities will continue to be sensitive to changes in pricing, in particular when compared to pricing on comparable products such as bank certificates of deposit. If consumer preferences for Ability's products change, Ability's revenues and results of operations may be materially adversely impacted.

Ability faces risks associated with business it reinsures and business it cedes to reinsurers and which could cause a material adverse effect on Ability's business, results of operations and financial condition

As part of Ability's overall risk management strategy, it cedes business to other insurance companies through reinsurance. Ability's inability to collect from its reinsurers (including reinsurance clients in transactions where Ability reinsures business net of ceded reinsurance) on its reinsurance claims could have a material adverse effect on Ability's business, results of operations and financial condition. Although reinsurers are liable to Ability to the extent of the reinsurance coverage it acquires, Ability remains primarily liable as the direct insurer on all risks that it writes; therefore, Ability's reinsurance agreements do not eliminate its obligation to pay claims. As a result, Ability is subject to the risk that it may not recover amounts due from reinsurers. The risk could arise primarily in two situations: (i) Ability's reinsurers may dispute some of its reinsurance claims based on contract terms, and, as a result, Ability may receive partial or no payment; or (ii) Ability's reinsurers may default on their obligations. While Ability may manage these risks through transaction-related diligence, contract terms, collateral requirements, hedging, and other oversight mechanisms, Ability's efforts may not be successful. A reinsurer's insolvency, or its inability or unwillingness to make payments due to Ability under the terms of the relevant reinsurance agreements, could have a material adverse effect on Ability's business, results of operations and financial condition.

Ability also bears the risk that the companies that reinsure its mortality risk on a yearly renewable term, where the reinsurer may reset the premium and other terms each year, increase the premiums they charge to levels Ability deems unacceptable. If that occurs, Ability will either need to pay such increased premiums, which will affect margins and financial results, or alternatively, Ability will need to limit or potentially terminate reinsurance, which will increase the risks that Ability retains.

Conversely, Ability assumes liabilities from other insurance companies. Changes in the ratings, creditworthiness or market perception of such ceding companies or in the administration of policies reinsured to Ability could cause policyholders of contracts reinsured to Ability to surrender or lapse their policies in unexpected amounts. In addition, to the extent such ceding companies do not perform their obligations under the relevant reinsurance agreements, Ability may not achieve the results intended and could suffer unexpected losses. In either case, Ability has exposure to reinsurance clients, which could materially and adversely affect Ability's business, financial condition, results of operations and cash flows.

The determination of the amount of impairments and allowances for credit losses recognized on Ability's investments is highly subjective and could materially affect its results of operations or financial condition

The determination of the amount of impairments and allowances for credit losses is based upon Ability's periodic evaluation and assessment of known and inherent risks associated with the respective asset class and the specific investment being reviewed. Such evaluations and assessments are revised as conditions change and new information becomes available. Management updates its evaluations regularly and reflects changes in allowances and impairments in its financial results as such evaluations are revised. Impairments result in a non-cash charge to earnings during the period in which the impairment charge is taken. Changes in allowances for credit losses can result in either a charge or credit to earnings.

For example, an allowance is recognized on Ability's fixed maturity securities when the fair value of the security is less than its amortized cost basis and credit related losses are deemed to have occurred. The determination of the allowance requires assessment of the security's expected future cash flows, which depend on a variety of macroeconomic factors and security-specific considerations. Similarly, the determination of the allowance on Ability's mortgage and other loan receivables requires an assessment of expected credit losses that considers current, historical and forecasted macroeconomic data and loan-specific factors. As expectations change based on macroeconomic data and individual investment considerations, the associated allowance for credit losses can be adjusted, up or down.

There can be no assurance that management has accurately determined the amount of impairments and allowances for credit losses recognized in Ability's financial statements and their potential impact on regulatory capital. Furthermore, additional impairments and allowance provisions may be taken in the future.

The Business Combination might not close on the terms discussed herein

The Business Combination between the Corporation and 180 Degree Capital is subject to a number of closing conditions. The Business Combination may not close for a variety of reasons, including if the conditions to the closing of the Business Combination, corporate regulatory and third party approvals are not satisfied or waived, some of which are not within the control of the Corporation. In addition, even if the Business Combination closes, it may not close on the terms or the timing currently expected.

Regulatory Risks of the Business Combination

The Business Combination is subject to varying degrees of approval which include in some, but not all cases, among other things (a) approval of the shareholders of MLC and 180 Degree Capital; (b) approval of the Cboe Canada; (c) approval of the Ontario Superior Court of Justice (Commercial List) to any proposed plan of arrangement with respect to, or sought to satisfy a condition precedent of, the Business Combination; and (d) other regulatory approvals. The Corporation is unable to predict when all required approvals or authorizations will be obtained, if at all. Failure by the Corporation to satisfy all of the conditions precedent to the Business Combination would result in the transaction not being completed.

Risk adjustment for non-financial risk under IFRS 17

The risk adjustment for non-financial risk is applied to the present value of the estimated future cash flows and reflects the compensation Ability requires for bearing the uncertainty about the amount and timing of the cash flows from non-financial risk as Ability fulfils insurance contracts. For reinsurance contracts held, the risk adjustment for non financial risk represents the amount of risk being transferred by Ability to the reinsurer. The risk adjustment was calculated at the issuing entity level and then allocated down to each group of contracts in accordance with their risk profiles. The Risk Adjustment ("**RA**") technique used for the LTC and MYGA blocks involves shocking key assumptions and taking the difference of this shocked run and the Best Estimate Liability. The shocks used to calculate the RA were designed to be in line with a 70% Value at Risk confidence level on a direct basis. The methods and assumptions used to determine the risk adjustment for non-financial risk were not changed in 2024.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no director or executive officer of the Corporation and, to the knowledge of the directors and executive officers of the Corporation, none of their respective associates or affiliates, nor any person who beneficially owns or exercises control or direction, directly or indirectly, over more than 10% of the outstanding common shares of the Corporation, nor their respective associates or affiliates, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years of the Corporation or in any proposed transaction which has materially affected or is reasonably expected to materially affect the Corporation.

MATERIAL CONTRACTS

The Corporation has no material contracts, other than contracts entered into in the ordinary course of business, that were entered into during the financial year ended December 31, 2024, or that were entered into before the financial year ended December 31, 2024, that are still in effect, other than:

(i) the warrant indenture between the Corporation and Computershare Trust Company of Canada, as warrant agent, dated October 19, 2018, providing for the creation and issue of the Arrangement Warrants;

(ii) the amended and restated promissory note dated December 17, 2020, issued by SCIM in favour of US Holdings in respect of the SCIM Facility, which amends and restates the promissory note dated October 30, 2020, issued by SCIM in favour of the Corporation in respect of the SCIM Facility;

(iii) the amended and restated master services agreement dated December 17, 2020, between SCIM and US Holdings providing SCIM with certain services related to SCIM's investment advisory business, which amends and restates the master services agreement between SCIM and the Corporation dated October 30, 2020 entered into for the same purpose;

(iv) the credit agreement dated August 20, 2021, among US Holdings, as borrower, the lenders from time to time, and the agent, as the administrative agent and collateral agent for the lenders (the "**MLC US Holdings Credit Agreement**") in respect of the MLC US Holdings Credit Facility, as amended on September 19, 2022 and May 2, 2023;

(v) the guaranty dated August 20, 2021, executed and delivered by the Corporation, as guarantor, in favour of the agent and the lenders in respect of the MLC US Holdings Credit Facility, whereby, in connection with the MLC US Holdings Credit Agreement, the Corporation agreed to guaranty certain obligations as set out therein, as amended and restated on September 19, 2022 and May 2, 2023;

(vi) the Ovation Agreement dated January 30, 2023, and the subsequent Amended Ovation Agreement dated May 2, 2023, whereby the Corporation acquired Ovation and positioned ML Management as investment advisor to the platform;

(vii) the third amended and restated servicing agreement between the Corporation and BC Partners dated March 17, 2023, pursuant to which BC Partners provides certain administrative services to the Corporation;

(viii) the Warrant Indenture dated January 26, 2024, between the Corporation and Odyssey Trust Company, as warrant agent, providing for the creation and issue of up to 1,000,000 2024 Warrants to subscribers of the Debenture Units;

(ix) the Debenture Indenture dated January 26, 2024, between the Corporation and Odyssey Trust Company, as debenture trustee, providing for the creation and issue of an aggregate principal amount of up to $20,000,000 Debentures to subscribers of the Debenture Units;

(x) the Equity Commitment Letter dated October 31, 2024, among the Corporation, BCP SOFIII and Runway Merger Parent, pursuant to which the Corporation committed to satisfy its indirect acquisition of a minority interest in Runway though the issuance by the Corporation to certain selling members of Runway of common shares in the capital of the Corporation having an aggregate value equal to $5,000,000; and

(xi) the fourth amendment to the MLC US Holdings Credit Facility dated December 17, 2024, pursuant to which, the Corporation, through US Holdings, among other things, the term loan available was increased by $12,981,250.

In addition, on January 17, 2025, the Corporation entered into a definitive agreement to complete a business combination with 180 Degree Capital, Yukon New Parent, Inc., a corporation organized under the laws of the State of Delaware and a wholly-owned subsidiary of 180 Degree Capital (“**180 New Parent**”), Polar Merger Sub, Inc., a corporation organized under the laws of the State of New York and a wholly-owned subsidiary of 180 New Parent (“**180 Merger Sub**”), and Moose Merger Sub, LLC a corporation organized under the laws of the State of Delaware and a wholly-owned subsidiary of 180 New Parent (“**MLC Merger Sub**”) whereby, among other things, each of 180 Degree Capital and MLC will become direct wholly owned subsidiaries of 180 New Parent and the issued and outstanding shares of each of 180 Degree Capital and the Corporation immediately prior to the merger will be cancelled and converted into (other than with respect to certain excluded shares) the right to receive a certain number of shares of 180 New Parent.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation is not, and during the last financial year of the Corporation was not, a party to any legal proceedings. No property of the Corporation is, or during the last financial year of the Corporation was, the subject of any legal proceedings. To the knowledge of the Corporation, no such legal proceedings are contemplated. There have not been any penalties or sanctions imposed against the Corporation by, or settlement agreement entered into by the Corporation before, a court or regulatory body, including any securities regulatory authority.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the common shares of the Corporation is Odyssey Trust Company at its office in Toronto, Ontario.

INTEREST OF EXPERTS

Deloitte & Touche LLP, the external auditor of the Corporation, reported on the fiscal 2024 audited consolidated financial statements. Deloitte & Touche LLP has confirmed to the Corporation that it is independent with respect to the Corporation as defined by the American Institute of Certified Public Accountants.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's SEDAR+ profile at www.sedarplus.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under the Corporation's equity compensation plan is contained in the Corporation's management information circular dated May 8, 2024, prepared and filed in connection with the Corporation's annual and special meeting of shareholders held on June 7, 2024.

Additional financial information is provided in the Corporation's financial statements and Management's Discussion and Analysis for the year ended December 31, 2024.

APPENDIX A
AUDIT COMMITTEE CHARTER

MOUNT LOGAN CAPITAL INC.
MANDATE AND RESPONSIBILITIES OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

ROLE AND MEMBERSHIP

The Audit Committee (the "**Committee**") shall be a committee to the Board of Directors of Mount Logan Capital Inc. (the "**Corporation**").

The Committee shall consist of not fewer than three (3) such directors, one of whom shall be the Chairman of the Committee. All members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 – "Audit Committees") and who are independent of management and free of any relationship, which would interfere or appear to interfere with the exercise of independent judgment as Committee members. For clarity, each member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board of Directors or any other committee of the Board of Directors, accept any consulting, advisory or other compensatory fee from Corporation, and may not be an affiliated person of Corporation or any subsidiary thereof, unless otherwise approved by a majority of the Board of Directors. Each member shall be financially literate, as defined in National Instrument 52-110, being able to read and understand financial statements that present a level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements.

One member shall have past employment in finance, accounting or any other comparable experience or background providing financial expertise. The Committee composition, including the qualifications of its members, shall comply with the applicable requirements of stock exchanges on which Corporation lists its securities and of securities regulatory authorities, as such requirements may be amended from time to time.

The Chairman of the Committee and its members shall be elected annually by the Board of Directors.

A majority of members of the Committee shall constitute a quorum.

AUTHORITY

The Committee has the authority to:

- Engage independent counsel and other advisors as it determines necessary to carry out its responsibilities.
- Set and pay the compensation for any advisors employed by the Committee.
- Communicate directly with the external and internal auditors.
- Communicate directly with the management and staff as and when the Committee deems appropriate.
- Determine or direct the training and or professional development of Committee members.
- To conduct or authorize investigations into any matters within the scope of the Committee's responsibilities, with full access to all books, records, facilities and personnel of Corporation, its auditors and its legal advisors.

MANDATE AND RESPONSIBILITIES

The Committee will work closely and cooperatively with such officers and employees of Corporation, its auditors, and/or other appropriate advisors and with access to such information as the Committee considers being necessary or advisable in order to perform its duties and responsibilities, as assigned by the Board of Directors, in the following areas:

- Review of Audited Financial Statements
- Review the annual audited financial statements, MD&A, earnings press releases and, as applicable, the text of any proposed conference calls where financial information will be discussed, in each case before public disclosure of this information and make specific recommendations to the Board of Directors. As part of this process the Committee should:
- Review the content of the MD&A in the context of prevailing and proposed legislation.
- Review the appropriateness of any changes to the underlying accounting principles and practices.
- Review the appropriateness of estimates, judgments of choice and level of conservatism of accounting principles.
- Review business risks, uncertainties, commitments and contingent liabilities.
- Be satisfied that adequate procedures are in place for the review of Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements.

Engagement of External Auditors

The Committee shall recommend to the Board of Directors the appointment of the external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest functions. The external auditors shall report directly to the Committee.

The Committee shall review and approve the engagement letter. As part of this review the Committee reviews and recommends to the Board of Directors for their approval the auditor's fees for the annual audit. The Committee is responsible for the oversight of the work of the Corporation's auditor for the purpose of preparing or issuing an audit report or related work, and the auditor shall report directly to the Committee.

The Committee shall receive of a written statement not less than annually from the external auditor describing in detail all relationships between the auditor and Corporation that may impact the objectivity and independence of the auditor. The Committee shall review annually with the Board of Directors the independence of the external auditors and either confirms to the Board of Directors that the external auditors are independent or recommend that the Board of Directors take appropriate action to satisfy itself of the external auditor's independence.

The Committee will take reasonable steps to confirm the independence of the independent auditor, which shall include:

- ensuring receipt from the independent auditor of the written statement referred to above; and
- considering and discussing with the independent auditor any relationships or services, including non-audit services, that may impact the objectivity and independence of the independent auditor.

The Committee shall review and pre-approve all non-audit services to be provided to Corporation by its external auditors.

Review and Discussion with External Auditors

The Committee shall review with the external auditors and management the annual external audit plans which would include objectives, scope, timing, materiality level and fee estimate.

The Committee shall request and review an annual report prepared by the external auditors of any significant recommendations to improve internal control and corresponding management responses.

The Committee shall make specific inquiry of the external auditors relating to:

- Performance of management involved in the preparation of financial statements.
- Any restrictions on the scope of audit work.
- The level of cooperation received in the performance audit.
- The effectiveness of the work of internal audit.

- Any unresolved material differences of opinion or disputes between management and the external auditors.
- Any transactions or activities which may be illegal or unethical.
- Independence of the external auditor including the nature and fees of non-audit services performed by external audit firms and its affiliates.

The Committee shall resolve disagreements between management and the external auditors regarding financial reporting.

Review and Discussion with Management

The Committee shall review and assess the adequacy and quality of organization and staffing for accounting and financial responsibilities.

The Committee shall review with management the annual performance of external and internal audits.

Review of Other Documents

The Committee shall ensure all material public documents relating to the financial performance, financial position or analysis thereon are reviewed by the Committee or another appropriate committee, as designated by the Board of Directors. Such documents would include, but not be limited to, interim financial statements, and the Annual Information Form. In certain cases which involve severe timing considerations such as the Management's Discussion and Analysis contained in the annual report to shareholders, the Committee may designate the responsibility for review to any two members of the Committee. The Committee shall review and monitor practices and procedures adopted by the Corporation to assure compliance with applicable listing requirements, laws, regulations and other rules, and where appropriate, make recommendations or reports thereon to the Board of Directors.

The Committee shall review significant changes in the accounting principles to be observed in the preparation of the accounts of the Corporation and its subsidiaries, or in their application, and in financial disclosure presentation.

The Committee shall prepare or review such reports as may be required by any applicable securities regulatory authority to be included in the Corporation's Information Circular or any other disclosure document of the Corporation.

Other Responsibilities

The Board may from time to time refer to the Committee such matters relating to the financial affairs of the Corporation as the Board may deem appropriate.

The Committee must review and approve Corporation's hiring policies regarding employees and former employees of the present and former auditors of the Corporation.

Meetings

The Committee shall meet at such times as deemed necessary by the Board of Directors or the Committee.

Handling of Complaints

The Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters. These procedures for the receipt, retention and treatment of complaints shall be set out in a separate "whistleblower" policy.

Annual Review

The Committee shall review and assess the adequacy of its mandate annually, report to the Board of Directors thereon, and recommend any proposed changes to the Board of Directors for approval. The Committee shall also perform an annual evaluation of the performance of the Committee and shall report the results of the evaluation to the Board of Directors.

Approved by the Board of Directors November 28, 2018