



MANAGEMENT DISCUSSION AND ANALYSIS
For the three and six months ended June 30, 2025

This management's discussion and analysis ("**MD&A**") is dated August 7, 2025, and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2025 and 2024 for Alaris Equity Partners Income Trust ("**Alaris**" or the "**Trust**"). The Trust's condensed consolidated interim financial statements and the notes thereto have been prepared in accordance with International Accounting standard 34 and are recorded in Canadian dollars. Certain dollar amounts in the MD&A have been rounded to the nearest thousands of dollars.

This MD&A contains forward-looking statements that are not historical in nature and involve risks and uncertainties. Forward-looking statements are not guaranteed as to Alaris' future results since there are inherent difficulties in predicting those. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. See "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to those statements. Some of the factors that could cause results or events to differ from current expectations include, but are not limited to, the factors described under "Risks and Uncertainty". This MD&A also refers to certain Non-GAAP and Other Financial Measures, including Alaris net distributable cash flow, Net book value, Acquisition Entities operating costs and other expenses, Interest on intercompany loans and dividend income paid to Trust, Earnings Coverage Ratio, Run Rate Payout Ratio, Actual Payout Ratio, Run Rate Revenue, Run Rate Cash Flow, IRR and Per Unit amounts. The terms Alaris net distributable cash flow, Net book value, Acquisition Entities operating costs and other expenses, Interest on intercompany loans and dividend income paid to Trust, Earnings Coverage Ratio, Run Rate Payout Ratio, Actual Payout Ratio, Run Rate Revenue, Run Rate Cash Flow, IRR and Per Unit amounts (collectively, the "**Non-GAAP and Other Financial Measures**") are financial measures used in this MD&A that are not standard measures under International Financial Reporting Standards ("**IFRS**"). The Trust's method of calculating the Non-GAAP and Other Financial Measures may differ from the methods used by other issuers. Therefore, the Trust's Non-GAAP and Other Financial Measures may not be comparable to similar measures presented by other issuers.

Partner company names are referred to as follows: LMS Management LP and LMS Reinforcing Steel USA LP (collectively, "**LMS**"), SCR Mining and Tunneling, LP ("**SCR**"), Ohana Growth Partners, LLC ("**Ohana**"), formerly known as PF Growth Partners, LLC ("**PFGP**"), DNT Construction, LLC ("**DNT**"), Accscient, LLC ("**Accscient**"), Heritage Restoration, LLC ("**Heritage**"), Fleet Advantage, LLC ("**Fleet**"), Sono Bello, LLC ("**Sono Bello**" or "**Body Contour Centers**") formerly known as Body Contour Centers, LLC, GWM Holdings, Inc. and its subsidiaries ("**GWM**"), Amur Financial Group Inc. ("**Amur**"), Carey Electric Contracting LLC ("**Carey Electric**"), Edgewater Technical Associates, LLC ("**Edgewater**"), 3E, LLC ("**3E**"), Vehicle Leasing Holdings, LLC, dba D&M Leasing ("**D&M**"), Sagamore Plumbing and Heating, LLC ("**Sagamore**"), Federal Management Partners, LLC ("**FMP**"), The Shipyard, LLC ("**Shipyard**"), Cresa, LLC ("**Cresa**"), The Berg Demo Holdings, LLC. ("**Berg**"), and Professional Electric Contractors of Connecticut, Inc. ("**PEC**"). Former partner company names are referred to as follows: Brown & Settle Investments, LLC and a subsidiary thereof (collectively, "**Brown & Settle**"), Kimco Holdings, LLC ("**Kimco**"), Stride Consulting LLC ("**Stride**"), and Unify Consulting, LLC ("**Unify**").

The Non-GAAP and Other Financial Measures should only be used in conjunction with the Trust's audited consolidated financial statements, excerpts of which are available below, complete versions of these statements are available on SEDAR+ at sedarplus.ca

OVERVIEW

Alaris' investment and investing activity refers to providing equity to private companies to meet their business and capital objectives, including management buyouts, dividend recapitalization and growth and acquisitions. Alaris achieves this by investing its unitholder capital, as well as debt, through wholly-owned subsidiaries of Alaris, which are referred to as "**Acquisition Entities**".

These private business investments (individually, a "**Private Company Partner**" and collectively the "**Partners**") are primarily made in the form of preferred equity, in addition to common equity, subordinated debt and promissory notes ("**Partner investments**"). The Acquisition Entities earn distributions, dividends and interest ("**Distributions**"), on preferred equity, subordinated debt and promissory notes that are received in regular monthly or quarterly payments that are contractually agreed to between the Acquisition Entity and each Private Company Partner. These payments are set for twelve months at a time and are adjusted annually based on the audited performance of each Private Company Partner's gross revenue, gross profit, same store sales or other similar "top-line" performance measures (the reset metric). The preferred equity investments have the ability to appreciate through these reset metrics and typically include a premium upon exit or redemption.

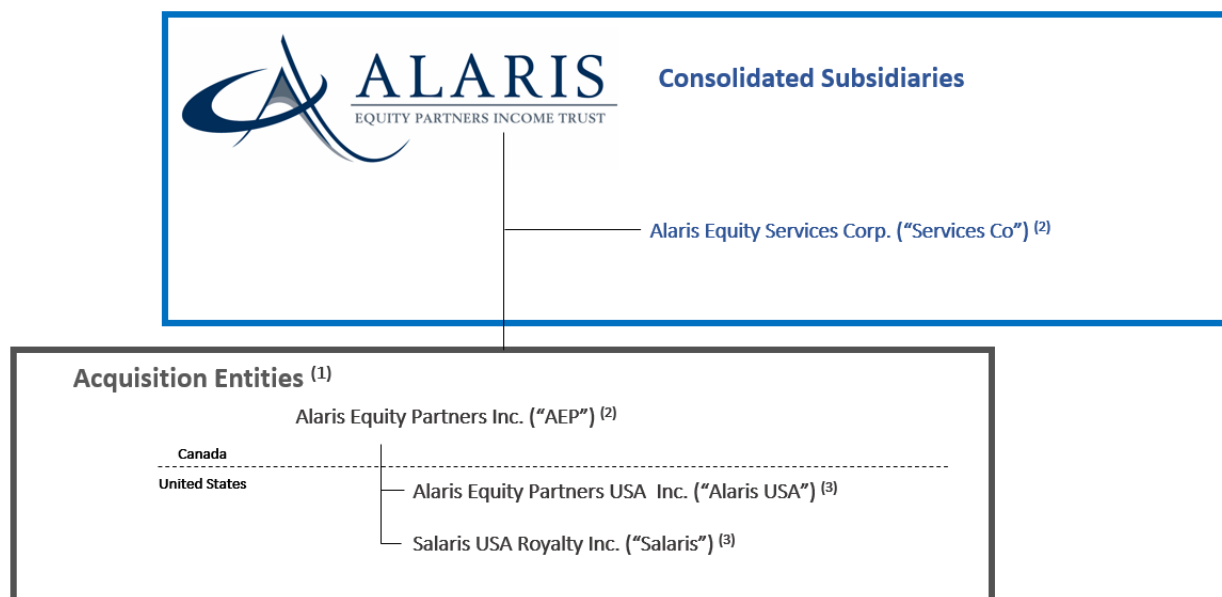
In addition, the Acquisition Entities' common equity investments in Partners allow us to participate in the growth and distributions in proportion to our ownership percentage. Receipt of Distributions on the common equity is not fixed in advance, but rather paid as cash flows permit and at the direction of the Partners' board. Alaris believes that the use of common equity in certain transactions will: (a) better align the interests with those of the Partners; (b) provide higher overall

returns, including capital appreciation on investments realized at exit, than preferred equity alone; and (c) enable Alaris to increase its capital investment.

Based on the investment structure, the Acquisition Entities may earn additional revenue from carried interest, and other earnings related to the particular investment. The Trust's interests in the unconsolidated subsidiaries include loans receivable from the Acquisition Entities which are also measured at FVTPL and recognized as **"Corporate Investments"**.

In addition to these Acquisition Entities, Alaris has a service company which is focused on the management of the Acquisition Entities and Partner investments and earns revenue from Acquisition Entities and third parties for the provision of their services. Alaris has limited general and administrative expenses with only twenty employees.

The simplified diagram below illustrates the type of subsidiaries included within Alaris' corporate structure and the basis on which they are accounted for.



(1) The Trust's investments in the Acquisition Entities are recorded as Corporate Investments at fair value through profit (loss)

(2) Principal place of business, Canada; 100% portion of ownership and voting rights

(3) Principal place of business United States; 100% portion of ownership and voting rights

Alaris continually evaluates its investment structure and strategies to ensure it is in a position to increase unitholder value. Alaris may adopt additional innovative investment structures and strategies that complement and enhance its existing preferred equity strategy and that increase its growth profile, diversify its revenue streams and strengthen its relationships with and available investment offerings for existing and prospective Partners. Additional investment structures and strategies may include the raising and managing of third-party capital to allow Alaris to make additional investments in existing Partners, including in common equity of existing Partners, and to earn management fees and carried interest.

2025 FINANCIAL RESULTS

Below are financial highlights for the three and six months ended June 30, 2025. Financial captions that are denoted with a “(1)” are considered Non-GAAP and other financial measures and are outlined and defined below, following the financial results table and highlights.

\$ thousands except per unit amounts	Three months ended June 30			Six months ended June 30		
	2025	2024	% Change	2025	2024	% Change
Total revenue and operating income	\$ 34,457	\$ 28,495	+20.9%	\$ 70,845	\$ 58,809	+20.5%
Earnings (loss) and comprehensive income (loss)	\$ (17,935)	\$ 31,675	-156.6%	\$ 5,030	\$ 105,448	-95.2%
Cash from / (used in) operations, prior to changes in working capital	\$ (63,145)	\$ 13,399	-571.3%	\$ (43,328)	\$ 34,814	-224.5%
Alaris net distributable cashflow ⁽¹⁾	\$ 17,920	\$ 26,285	-31.8%	\$ 48,036	\$ 49,237	-2.4%
Change in Net book value per unit ⁽¹⁾	\$ (0.77)	\$ 0.35	-320.0%	\$ (0.65)	\$ 0.89	-173.0%
Weighted average basic units (000's)	45,498	45,498		45,513	45,498	

Total revenue and operating income increased by 20.9% and 20.5% in the three and six month periods ended June 30, 2025, respectively. These increases were driven by higher net gains from the operations of the Acquisition Entities. While Partner distribution revenue for Q2 remained consistent with prior year Q2 and the six month period revenue was up 5%, the main driver of the increase was the fair value gains on the portfolio. Unrealized foreign exchange impacts from the movement in the spot rate are recorded as expenses of the Trust and as a result the Total revenue and operating income present the operational impact of the underlying portfolio.

Earnings (loss) and comprehensive income (loss) in both the three and six months periods were heavily impacted by the unrealized loss on foreign exchange. The portfolio is marked to the period end foreign exchange rate each quarter. During the period a 4.5% increase in the Canadian vs US dollar exchange rate resulted in a \$44.8 million unrealized foreign exchange loss during Q2 as compared to a \$9.8 million gain in the prior year comparable period. For the six month period the unrealized foreign exchange impact resulted in a \$49.7 million loss as compared to a \$30.6 million unrealized foreign exchange gain and \$30.3 million gain resulting from investment entity accounting in the prior period.

During the quarter the Trust invested the net proceeds of the \$92 million convertible debenture raise into the Acquisition Entities, which was used to repay outstanding senior debt. This investment net of operational cashflows resulted in Cash used in operations prior to changes in working capital of \$63.1 million in the three month period and \$43.3 million in the six month period.

Alaris net distributable cash flow ⁽¹⁾ also declined on a period-over-period basis. This metric includes cash generated by both the Trust and the Acquisition Entities and therefore reflects a consolidated decrease in overall distributable cash. The decline was mainly driven by higher cash taxes paid and higher transaction costs in 2025. However, for the six month period, these higher cash outflows were primarily offset by increased Partner Distribution revenue compared to the prior year.

Net book value ⁽¹⁾ per unit at June 30, 2025 decreased by \$0.77 during the quarter and \$0.65 in the six month period to \$23.57 per unit. The main driver of the decrease was the unrealized foreign exchange losses discussed above which per unit were \$0.98 for the three month period and \$1.09 per unit in the six month period.

(1) See Non-GAAP and other financial measures below for discussion over managements usage of non-GAAP and other financial measures used, including managements definition and analysis.

Non-GAAP and other financial measures

In addition to the IFRS prepared results and balances presented in the Trust's condensed consolidated interim financial statements and the notes thereto, Alaris uses a number of other financial measures to monitor its performance and some of these are presented in this MD&A. These measures may not have standardized meanings or computations as prescribed by IFRS that would ensure consistency and comparability between companies using them and are, therefore, considered to be non-GAAP and other financial measures. Alaris primarily derives these measures from amounts presented in its financial statements, which were prepared in accordance with IFRS. The Trust's method of calculating these non-GAAP and other financial measures may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers. The Trust's focus continues to be on IFRS measures and any other information presented herein is purely supplemental to help the reader better understand the key performance indicators used in monitoring its operating performance and financial position. Where applicable, calculations for the Non-GAAP measures or ratios are included in this MD&A's discussion of the respective metric or referenced to the Appendix to this MD&A. The non-GAAP and other financial measures presented in this MD&A are defined as follows:

Acquisition Entities operating costs and other expenses and **Interest on intercompany loans and dividend income paid to Trust** are non-GAAP financial measures and are an aggregate of items included in the Acquisition Entities change in net assets (liabilities). These non-GAAP measures are useful metrics that allow management to aggregate items included in Net gain / (loss) on Corporate Investments that are similar in nature and are most comparable to Net gain on Corporate Investments. These non-GAAP measures are aggregated in the following items included in Note 3 of the accompanying unaudited condensed consolidated interim financial statements; (i) Acquisition Entities operating costs and other expenses: Fair value loss on promissory notes, Operating costs and other, Transaction costs, finance costs, senior credit facility and convertible debentures, Acquisition Entities income tax expense - current/deferred, and Net unrealized (gain) / loss on derivative contracts, and (ii) Interest on intercompany loans and dividend income paid to Trust: Interest on intercompany loans and Acquisition Entities dividends paid to Trust.

Actual Payout Ratio is a non-GAAP financial ratio and refers to Trust total cash distributions paid during the period (annually or quarterly) divided by the Alaris net distributable cash flow for the period. It represents the free cash flow after distributions paid to unitholders available for either repayments of senior debt and/or to be used in investing activities.

Alaris net distributable cash flow and **Alaris net distributable cash flow per unit** are non-GAAP financial measures that refer to all sources of external revenue in both the Trust and the Acquisition Entities less all general and administrative expenses, third party interest expense and cash tax paid (received) and compare most closely to cash from / (used in) operations, prior to changes in working capital, but include the net cash of the Acquisition Entities as well. Alaris net distributable cash flow is a useful metric for management and investors as it provides a summary of the total cash from operating activities that can be used to pay the Trust distribution, repay senior debt and/or be used for additional investment purposes.

Effective with this MD&A for the three and six months ended June 30, 2025, the Trust has revised the calculation of its non-GAAP financial measure Alaris net distributable cash flow. The adjustment for changes in working capital has been removed, and tax expense has been replaced with cash taxes paid to better reflect actual cash available for distribution. In addition, the presentation of the calculation of this measure has also been adjusted to better align the reconciliation to the most comparable GAAP measure, Cash from / (used in) operations, prior to changes in working capital. As a result, the current period presentation differs from that of prior periods, and comparative figures may not reconcile to those previously presented. Prior period amounts have been adjusted.

Earnings Coverage Ratio ("ECR") is a supplementary financial measure and refers to the EBITDA of a Partner divided by such Partner's sum of debt servicing (interest and principal), unfunded capital expenditures and Distributions to Alaris. Management believes the earnings coverage ratio is a useful metric in assessing our Partners' continued ability to make their contracted Distributions.

IRR is a supplementary financial measure and refers to internal rate of return, which is a metric used to determine the discount rate that derives a net present value of cash flows to zero. Management uses IRR to analyze partner returns.

Net book value and **net book value per unit** are supplemental financial measures and represents the equity value of the company or total assets less total liabilities and the same amount divided by weighted average basic units outstanding. Net

book value and net book value per unit are used by management to determine the growth in assets over the period net of amounts paid out to unitholders as distributions. Management believes net book value and net book value per unit are useful measures from which to compare the Trust's growth period over period. Change in Net book value per unit is the calculated period over period change as compared to the prior quarter.

Run Rate Revenue is a supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted Distributions from current Partners and third party management and transaction fee revenue, excluding any potential Partner redemptions. It also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known.

Total Partner related changes included in Net gain on Corporate Investments is a non-GAAP financial measure and represents the total Net gain / (loss) on Corporate Investments derived from the Acquisition Entities Partner investments and compares most closely to Net gain on Corporate Investments. This non-GAAP measure is a useful metric that allows management to understand the fair value change to Corporate Investments driven by the performance of the underlying Partner investments. Total Partner related changes include in Net gain on Corporate investments is the sum of Net unrealized gain / (loss) on Partner investments, Net realized gain on Partner investments, and Partner Distribution Revenue – Preferred / Common included in Note 3 of the accompanying unaudited condensed consolidated interim financial statements. Included in the presentation of this non-GAAP financial measure is a subtotal of amounts of "AEP USA Partner Investments USD\$" and "AEP Inc. Partner Investments CAD\$". These are supplementary financial measures which disclose line items that are presented in Note 3 of the accompanying unaudited condensed interim financial statements in the local currency of the Acquisition Entities. These supplemental financial measures are provided for comparative purposes and remove the impact of changes in foreign currency with respect to AEP USA's presented amounts.

Effective for this MD&A, the Trust has renamed this non-GAAP measure from Total Partner related changes, to Total Partner related changes included in Net gain on Corporate Investments to better align the title to the measures nature.

RESULTS OF OPERATIONS

Revenue and operating income

\$ thousands except per unit amounts	Three months ended June 30			Six months ended June 30		
	2025	2024	% Change	2025	2024	% Change
Net gain on Corporate Investments	\$ 14,841	\$ 15,845	-6.3%	\$ 32,180	\$ 31,780	+1.3%
Management and advisory fees	\$ 5,495	\$ 5,281	+4.1%	\$ 10,806	\$ 9,053	+19.4%
Interest and dividend income from Acquisition Entities	\$ 14,121	\$ 7,369	+91.6%	\$ 27,859	\$ 17,976	+55.0%
Total revenue and operating income	\$ 34,457	\$ 28,495	+20.9%	\$ 70,845	\$ 58,809	+20.5%
Total revenue and operating income per unit	\$ 0.76	\$ 0.63	+20.6%	\$ 1.56	\$ 1.29	+20.9%

Total revenue and operating income reflect the total return that was generated by the Acquisition Entities over the presented periods. This income is primarily driven by the performance of the underlying Partner investments, which includes Alaris' receipt of Parter Distribution revenue, presented in more detail in the following tables. The Trust receives these returns from the Acquisition Entities via three components, the increase in fair value of the Corporate Investments, the management fees that are collected from the portfolio and the interest and dividend income that are paid up to the Trust.

During the three months ended June 30, 2025, the Trust recorded a 6.3% decrease in Net gain in Corporate Investments as compared to Q2 2024 and a 1.3% increase in this gain for the six month period. This balance represents the undistributed gain in Corporate Investments. While both periods in 2025 have had higher income earned from the Acquisition Entities operations as compared to 2024, more of this income was distributed to the Trust via interest and dividend payments, as represented by the period over period increase in Interest and dividend income earned from the Acquisition Entities of 91.6% in the three months ended and 55.0% in the six months ended June 30, 2025.

Alaris charges fees to both the Acquisition Entities as well as third parties, represented above as Management and advisory fees which increased by 4.1% and 19.4% during the three and six month periods. These increases are a result of management fee income received from Ohana as part of the SPV transaction which occurred in Q4 2024, as well as an increase to the 2025 management fee charged to the Acquisition Entities. Increase to the 2025 management fee charged to the Acquisition Entities is as a result of increased investments in the portfolio as compared to the prior periods, such as the Q1 2025 investments into Berg and PEC.

The below tables present the Total Partner related changes included in Net gain on Corporate Investments and highlights the components of the net gain for the three and six months ended June 30, 2025 and 2024:

\$ thousands	Three months ended June 30, 2025			Three months ended June 30, 2024			
	AEP USA Partner investments - USD\$	AEP Inc Partner investments - CAD\$	Total CAD\$	AEP USA Partner investments - USD\$	AEP Inc Partner investments - CAD\$	Total CAD\$	% Change
Total Partner related changes included in Net gain on Corporate Investments							
Net unrealized gain / (loss) on Partner investments	\$ 4,000	\$ -	\$ 5,475	\$ (5,276)	\$ -	\$ (7,218)	-175.9%
Net realized gain on Partner investments ^{Note 1}	804	-	1,099	5,129	-	7,017	-84.3%
Partner Distribution Revenue - Preferred	25,489	4,675	39,549	24,332	4,564	37,848	4.5%
Partner Distribution Revenue - Common	1,315	422	2,222	2,447	355	3,705	-40.0%
Total	\$ 31,608	\$ 5,097	\$ 48,345	\$ 26,632	\$ 4,919	\$ 41,352	16.9%
Acquisition Entities operating costs and other expenses ^{Note 2}			(14,617)			(13,184)	10.9%
Management and advisory fees paid to Trust			(4,789)			(4,954)	-3.3%
Interest on intercompany loans and dividend income paid to Trust ^{Note 2}			(14,098)			(7,369)	91.3%
Net gain on Corporate Investments			\$ 14,841			\$ 15,845	-6.3%

	Six months ended June 30, 2025			Six months ended June 30, 2024			
	AEP USA Partner investments - USD\$	AEP Inc Partner investments - CAD\$	Total CAD\$	AEP USA Partner investments - USD\$	AEP Inc Partner investments - CAD\$	Total CAD\$	% Change
\$ thousands							
Total Partner related changes included in Net gain on Corporate Investments							
Net unrealized gain / (loss) on Partner investments	\$ 10,400	\$ 900	\$ 15,541	\$ (1,200)	\$ 1,100	\$ (543)	< -200%
Net realized gain on Partner investments ^{Note 1}	804	-	1,099	6,561	-	8,976	-87.8%
Partner Distribution Revenue - Preferred	50,515	9,409	80,128	49,054	8,925	76,041	5.4%
Partner Distribution Revenue - Common	2,478	1,150	4,615	2,516	863	4,306	7.2%
Total	\$ 64,197	\$ 11,459	\$ 101,383	\$ 56,931	\$ 10,888	\$ 88,780	14.2%
Acquisition Entities operating costs and other expenses ^{Note 2}			(31,990)			(30,816)	3.8%
Management and advisory fees paid to Trust			(9,395)			(8,208)	14.5%
Interest on intercompany loans and dividend income paid to Trust ^{Note 2}			(27,818)			(17,976)	54.8%
Net gain on Corporate Investments			\$ 32,180			\$ 31,780	1.3%

Note 1 – Included in Net realized gain on Partner investments is US\$0.8 million related to the redemption of former Partner Kimco Holdings, LLC ("Kimco").

Note 2 – Calculations for these non-GAAP financial measure are included in the Appendix to this MD&A.

The Acquisition Entities recorded a fair value adjustment of a net \$5.5 million increase to its investment in Partners and realized a \$1.1 million gain during the three months ended June 30, 2025. The FMP fair value write down of US\$14.6 million was offset by the performance of nine separate investments including more significantly Fleet and Shipyard which each had positive fair value adjustments in the quarter of more than US\$4.0 million. For the six month period in 2025, the Acquisition Entities recorded a fair value adjustment of net \$15.5 million increase to Partner investments. Both the FMP fair value decline recorded in Q2 as well as the US\$13.7 million decrease in Sono Bello recorded in Q1, were offset by increases across ten separate investments, including Shipyard of US\$12.3 million, Ohana of US\$7.3 million and three other investments with fair value adjustments in excess of US\$4.0 million. The strong overall performance of the portfolio continues to reflect the diversity of its underlying assets. This dynamic reinforces the importance of evaluating the portfolio in its entirety, rather than isolating individual holdings.

Partner Distributions increased in 2025 as compared to the same periods in 2024, reflecting higher preferred Distributions from the Trust's year over year positive resets in distributions, new investments including Berg and PEC, as well as follow on investments in Shipyard in Q2 2025 and Cresa in Q4 2024. This growth has been partially offset by FMP deferring distributions in the period, the redemption of Brown and Settle in Q2 2024 and a lower cash yield in 2025 on the Distributions from Ohana following the Q4 asset under management transaction. Also, the second quarter is a seasonally low period for common distributions. While Q2 has seen a 40.0% decline in common distributions collected, year to date the portfolio has seen a 7.2% increase over the prior comparable period. See the Partner table on page 18 for a summary of fair value changes in Partner investments as well as the Run Rate Revenue of each Partner.

Offsetting the Total Partner related changes during the three and six month periods, were higher Acquisition Entities operating costs and other expenses of 10.9% and 3.8% respectively. These increases relate primarily to an increase in transaction costs related to ongoing deal costs in the quarter as well as the close of new investments Berg and PEC in the six month period.

The Acquisition Entities management and advisory fees, Interest and intercompany loans and dividends income paid to the Trust are equal to amounts recorded by the Trust for revenue and operating income and therefore have no net impact to earnings.

Trust's Operating and Finance costs

\$ thousands except per unit amounts	Three months ended June 30			Six months ended June 30		
	2025	2024	% Change	2025	2024	% Change
General and administrative						
Salaries and benefits	\$ 2,027	\$ 2,486	-18.5%	\$ 4,534	\$ 4,961	-8.6%
Corporate and office	\$ 1,693	\$ 1,256	+34.8%	\$ 2,726	\$ 2,311	+18.0%
Legal and accounting fees	\$ 366	\$ 972	-62.3%	\$ 1,011	\$ 1,552	-34.9%
Total General and administrative	\$ 4,086	\$ 4,714	-13.3%	\$ 8,271	\$ 8,824	-6.3%
General and administrative per unit	\$ 0.09	\$ 0.10	-10.0%	\$ 0.18	\$ 0.19	-5.3%
Unit-based compensation	\$ 1,333	\$ 15	>200%	\$ 5,175	\$ 2,496	+107.3%
Unit-based compensation per unit	\$ 0.03	\$ 0.00	+0.0%	\$ 0.11	\$ 0.05	+120.0%
Finance costs	\$ 1,646	\$ 1,150	+43.1%	\$ 2,798	\$ 2,295	+21.9%
Finance costs, senior unsecured debentures per unit	\$ 0.04	\$ 0.03	+33.3%	\$ 0.06	\$ 0.05	+20.0%

During the three and six month periods ended June 30, 2025, General and administrative expense decreased by 13.3% and 6.3%, respectively, as compared to the same periods in the prior year. While decreases in the management bonus accrual, were offset by an increase in costs related to the NCIB program and higher director fees in the periods, a general reduction in legal fees in 2025, as well as a decrease in accounting fees following the completion of the Trust's change in accounting status was the primary driver of the decline.

Unit-based compensation expense during the three and six month periods ended June 30, 2025 increased as compared to the prior periods. The increase was primarily driven by the vesting of a higher number of Restricted Trust Units ("RTUs"), in 2025 than 2024. This was partially a result of the retirement of both an employee and board member, both of which are entitled to accelerated vesting upon retirement. Additionally, the increase in unit-based compensation was impacted by a higher Trust unit price at the time of vesting and higher period-over-period increase in the Trust's unit price during 2025 compared to 2024.

Finance costs during the three and six month periods ended June 30, 2025 increased as compared to the prior year due to the issuance of the Trust's convertible debentures in June 2025, and the impact of the accrued interest on the outstanding balance.

Earnings from operations and Earnings (loss) and comprehensive income (loss)

\$ thousands except per unit amounts	Three months ended June 30			Six months ended June 30		
	2025	2024	% Change	2025	2024	% Change
Earnings from operations	\$ 28,912	\$ 23,631	+22.3%	\$ 57,146	\$ 47,228	+21.0%
Earnings from operations per unit	\$ 0.64	\$ 0.52	+23.1%	\$ 1.26	\$ 1.04	+21.2%
Earnings (loss) and comprehensive income (loss)	\$ (17,935)	\$ 31,675	-156.6%	\$ 5,030	\$ 105,448	-95.2%
Earnings (loss) and comprehensive income (loss) per unit	\$ (0.39)	\$ 0.70	-155.7%	\$ 0.11	\$ 2.32	-95.3%

Earnings from operations increased by 22.3% for the three months ended June 30, 2025, and by 21.0% for the six months ended June 30, 2025, compared to the respective prior year periods. These increases were driven by higher total revenue and operating income, as discussed above.

Earnings (loss) and comprehensive income (loss) decreased by 156.6% in the three months ended June 30, 2025, resulting in a loss of \$17.9 million, compared to earnings of \$31.7 million in Q2 2024. This decline was primarily due to an unrealized foreign exchange loss of \$44.8 million in Q2 2025, compared to a foreign exchange gain of \$9.8 million in the same period last year. The unrealized foreign exchange loss mainly relates to the revaluation of the Trust's underlying U.S. net assets at period end.

For the six months ended June 30, 2025, Earnings and comprehensive income decreased by 95.2%, largely due to the year to date \$49.7 million unrealized foreign exchange loss as compared to a \$30.6 million foreign exchange gain in the prior period in addition to a non-recurring gain of \$30.2 million recognized as part of the change to Alaris' accounting in 2024. These decreases were partially offset by the increase in earnings from operations as described above.

Alaris net distributable cash flow

	Three months ended June 30			Six months ended June 30		
<i>\$ thousands except per unit amounts</i>	2025	2024	% Change	2025	2024	% Change
Cash from / (used in) operations, prior to changes in working capital	\$ (63,145)	\$ 13,399	-571.3%	\$ (43,328)	\$ 34,814	-224.5%
Add back: Net repayment of loans receivable from Acquisition Entities	-	(267,602)		-	(291,934)	
Add back: Net investment in Acquisition Entities	78,675	261,549		73,691	274,489	
Changes in working capital, Income tax payable and receivable	(2,308)	590		(2,282)	830	
Cash interest paid	-	-		(2,031)	(2,031)	
<i>Distributable cashflow included in Net gain on Corporate investments:</i>						
Partner Distribution revenue - Preferred	39,549	37,848		80,128	76,041	
Partner Distribution revenue - Common	2,222	3,705		4,615	4,306	
Operating costs and other	(649)	(856)		(1,515)	(1,759)	
Transactions costs	(2,148)	(791)		(4,017)	(2,153)	
Finance costs, senior credit facility and convertible debentures	(7,697)	(7,220)		(14,308)	(15,231)	
Acquisition Entities cash taxes paid	(7,170)	(2,535)		(5,182)	(2,472)	
Management and advisory fees paid to Trust	(4,789)	(4,954)		(9,395)	(8,208)	
Interest on intercompany loans	(3,051)	(7,369)		(6,244)	(17,469)	
Acquisition Entities dividends paid to Trust	(11,047)	-		(21,574)	(507)	
Realized gain / (loss) on foreign exchange contracts	(522)	521		(522)	521	
Alaris net distributable cashflow	\$ 17,920	\$ 26,285	-31.8%	\$ 48,036	\$ 49,237	-2.4%
Alaris net distributable cashflow per unit	\$ 0.39	\$ 0.58	-32.8%	\$ 1.06	\$ 1.08	-1.9%

Note 1 - Effective with this MD&A for the three and six months ended June 30, 2025, the Trust has revised the calculation of its non-GAAP financial measure Alaris net distributable cash flow. The adjustment for changes in working capital has been removed, and tax expense has been replaced with cash taxes paid to better reflect actual cash available for distribution. In addition, the presentation of the calculation of this measure has also been adjusted to better align the reconciliation to the most comparable GAAP measure, Cash from / (used in) operations, prior to changes in working capital. As a result, the current period presentation differs from that of prior periods, and comparative figures may not reconcile to those previously presented. Prior period amounts have been adjusted.

Alaris net distributable cash flow per unit decreased by 31.8% in the three months ended June 30, 2025 as compared to Q2 2024. The decrease is attributed primarily to \$7.5 million higher cash taxes paid by both the Trust and the Acquisition Entities, an incremental \$1.4 million of transaction costs, and a realized loss on foreign exchange contracts in Q2 2025 as compared to a realized gain in Q2 2024.

During the six months ended June 30, 2025, Alaris Net distributable cashflow decreased by 2.4% as compared to the prior year. This period over period decrease is consistent to decreases described above for the three months ended June 30, 2025, but partially offset by \$4.4 million higher Partner Distribution revenue in 2025, as compared to the six months ended June, 30, 2024.

The Actual Payout Ratio for the six months ended, June 30, 2025 is 65%. During the quarter, the Trust through its NCIB purchased and cancelled 352,500 Trust units at an average price of \$19.01 per unit for a total dollar value of \$6.7 million. The Actual Payout Ratio inclusive of the Trust's NCIB's cash disbursement for six months ended June 30, 2025 is 75%.

Net book value

	30-Jun 2025	31-Mar 2025	31-Dec 2024	30-Jun 2024
<i>\$ thousands except per unit amounts</i>				
Total Assets	\$ 1,251,338	\$ 1,201,210	\$ 1,199,683	\$ 1,093,177
Total Liabilities	\$ 178,515	\$ 92,749	\$ 97,721	\$ 91,556
Net book value	\$ 1,072,823	\$ 1,108,461	\$ 1,101,962	\$ 1,001,621
Weighted average basic units (000's)	45,513	45,534	45,503	45,498
Net book value per unit	\$ 23.57	\$ 24.34	\$ 24.22	\$ 22.01

Net book value per unit at June 30, 2025 decreased by \$0.77 during the quarter to \$23.57 per unit. The \$0.77 per unit decrease is driven by a \$0.98 per unit unrealized foreign exchange loss driven by a 4.5% change in Canadian vs US dollar exchange rate, offsetting a \$0.59 of per unit earnings for a net \$0.39 loss per unit recorded by the Trust for the three months ended Q2 2025 and further reduced by the quarterly distribution of \$0.34 per unit. During the six months ended June 30, 2025, Net book value per unit decreased by \$0.65 per unit. The year to date decrease is a result of a \$1.09 per unit unrealized foreign exchange loss, driven by a 5% change in the exchange rate, partially offsetting year to date earnings of \$1.20 per unit for a net gain in earnings of \$0.11 per unit as described above, in addition to \$0.68 quarterly distributions during the year.

As of June 30, 2025, through the NCIB, Alaris purchased and canceled 352,500 units during 2025, which added \$0.04 per unit to the book value as the units repurchased were below book value.

SUMMARY OF QUARTERLY RESULTS

Alaris' quarterly consolidated financial results following the change in Alaris' investment entity status in January 2024, are not directly comparable to the historical results.

The below tables summarize Alaris' key consolidated financial information for the last eight quarters. Amounts are in thousands except for income per unit.

Quarterly Results Summary						
	Q2-25	Q1-25	Q4-24	Q3-24	Q2-24	Q1-24
Revenues	\$ 34,457	\$ 36,388	\$ 26,666	\$ 69,514	\$ 28,495	\$ 30,314
Earnings	\$ (17,935)	\$ 22,965	\$ 77,940	\$ 51,027	\$ 31,675	\$ 73,773
Basic earnings per unit	\$ (0.39)	\$ 0.50	\$ 1.71	\$ 1.12	\$ 0.70	\$ 1.62
Diluted earnings per unit	\$ (0.39)	\$ 0.50	\$ 1.69	\$ 1.11	\$ 0.69	\$ 1.52
Net book value per unit	\$ 23.57	\$ 24.34	\$ 24.22	\$ 22.80	\$ 22.01	\$ 21.66
Period end USD to CAD exchange rate	\$ 1.37	\$ 1.43	\$ 1.44	\$ 1.35	\$ 1.37	\$ 1.35

Consolidated quarterly results prior to change in investment entity status are summarized below:

Quarterly Results Summary		
	Q4-23	Q3-23
Revenues	\$ 41,861	\$ 47,165
Earnings	\$ 40,738	\$ 63,770
Basic earnings per unit	\$ 0.90	\$ 1.40
Diluted earnings per unit	\$ 0.86	\$ 1.31
Net book value per unit	\$ 21.12	\$ 20.93

OUTLOOK

In Q2 2025, the Trust together with its Acquisition Entities earned \$42.5 million of revenue from Partners, which included \$41.8 million of Partner Distributions and \$0.7 million of third party transaction and management fee revenue. This was ahead of previous guidance of \$41.4 million due to the incremental distributions received from the follow on investment into Shipyard in May 2025, as well as higher than expected common Distributions received from Sagamore. Alaris expects total revenue from its Partners in Q3 2025 of approximately \$56.9 million, which is an increase from Q2 2025 due to incremental common Distributions expected from certain investments.

During Q2 2025, the Trust, through its Acquisition Entities re-invested in Shipyard as a follow-on investment as noted above, which brings the total invested during the six months ended June 30, 2025 to approximately \$154 million. During Q2 2025, LMS redeemed \$2.0 million of its preferred unit investment. Due to the loss of certain key contracts, driven by changes in US procurement policies, FMP has deferred Distributions but expects to make partial payments as cashflows allow. These items are reflected in Alaris' Run Rate Revenue for the next twelve months, of approximately \$183 million, which includes an estimated \$19.1 million of common Distributions and \$1.2 million of Distributions from FMP.

The Run Rate Cash Flow ⁽²⁾ table below outlines the Trust and its Acquisition Entities' combined expectation for Partner Distribution revenue, transaction fee revenue, general and administrative expenses, third party interest expense, tax expense and distributions to unitholders for the next twelve months. The Run Rate Cash Flow ⁽²⁾ is a forward looking supplementary financial measure and outlines the net cash from operating activities, less the distributions paid, that Alaris is expecting to generate over the next twelve months. The Trust's method of calculating this measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Run rate general and administrative expenses are currently estimated at \$18.5 million and include all public company costs incurred by the Trust and its Acquisition Entities. The Trust's Run Rate Payout Ratio ⁽³⁾ is expected to be within a range of 60% and 65% when including Run Rate Revenue, overhead expenses and its existing capital structure. The table below sets out our estimated Run Rate Cash Flow ⁽²⁾ as well as the after-tax impact of positive net investments, the impact of every 1% increase in Secure Overnight Financing Rate ("SOFR") based on current outstanding USD debt and the impact of every \$0.01 change in the USD to CAD exchange rate.

The Trust's Run Rate Payout Ratio ⁽³⁾ does not include new potential investment opportunities. However, Alaris expects to maintain our track record of net positive capital investment as a result of the demand for Alaris' capital which continues to fill a niche in the private capital markets.

Run Rate Cash Flow (\$ thousands except per unit)		Amount (\$)	\$ / Unit
Run Rate Revenue, Partner Distribution revenue		\$ 183,000	\$ 4.03
General and administrative expenses		(18,500)	(0.41)
Third party Interest and taxes		(62,800)	(1.38)
Net cash from operating activities		\$ 101,700	\$ 2.24
Distributions paid		(61,800)	(1.36)
Run Rate Cash Flow		\$ 39,900	\$ 0.88
Other considerations (after taxes and interest):			
New investments	Every \$50 million deployed @ 14%	+2,561	+0.06
Interest rates	Every 1.0% increase in SOFR	-2,700	-0.06
USD to CAD	Every \$0.01 change of USD to CAD	+/- 900	+/- 0.02

(2) "Run Rate Cash Flow" is a forward looking supplementary financial measure and outlines the net cash from operating activities, net of distributions paid, that Alaris is expecting to have after the next twelve months. This measure is comparable to net cash from / (used in) operating activities less distributions paid, as outlined in Alaris' consolidated statements of cash flows. The Trust's method of calculating this financial ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(3) Run Rate Payout Ratio is a forward looking supplementary financial measure that refers to Alaris' distributions per unit expected to be paid over the next twelve months divided by the net cash from operating activities per unit calculated in the Run Rate Cash Flow table. Run Rate Payout Ratio is a useful metric for Alaris to track and to outline as it provides a summary of the percentage of the net cash from operating activities that can be used to either repay senior debt during the next twelve months and/or be used for additional investment purposes. The Trust's method of calculating this financial ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers. Run Rate Payout Ratio is comparable to Actual Payout Ratio as defined.

LIQUIDITY AND CAPITAL RESOURCES

During the quarter, Alaris completed an amendment to its senior credit facility. The amendment converted the credit facility from CDN\$500 million to US\$450 million, in addition to converting the accordion feature from CDN\$50 million to US\$50 million. All other terms of the credit facility, including covenant requirements, remained unchanged. The Trust guarantees the Acquisition Entities senior credit facility, which is used primarily to support capital investments in Partners. At June 30, 2025, the senior credit facility was drawn to US\$248 million and subsequent to the quarter Alaris drew approximately US\$5 million, bringing the total drawn on the senior facility on the date of this MD&A to approximately US\$253 million and with US\$197 million of remaining capacity.

This credit facility has a maturity date in September 2026. The interest rate is based on a combination of the Canadian Overnight Repo Rate Average ("CORRA"), Canadian Prime Rate ("Prime"), US Base Rate ("USBR") and SOFR. The Trust realized an annualized blended interest rate of 7.3% (inclusive of standby fees) for the six months ended June 30, 2025.

Also during the quarter, The Trust issued convertible unsecured senior debentures ("Convertible debentures") that bear interest at 6.50% per annum, payable semi-annually on the last business day of June and December with a maturity date of June 30, 2030. The Convertible debentures are convertible at the holder's option at any time prior to the close of business on the earlier of the business day immediately preceding the maturity date of June 30, 2030 and the date specified by the Trust for redemption of the Convertible debentures into fully paid and non-assessable units of the Trust at a conversion price of \$24.85 per unit, being a conversion rate of approximately 40.2414 units for each \$1,000.00 principal amount of debentures.

The Convertible debentures are not redeemable by the Trust before June 30, 2028. On and after June 30, 2028 and prior to June 30, 2030, the Convertible debentures may be redeemed in whole or in part from time to time at the option of the Trust at a price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the units on the TSX for the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after June 30, 2029, the Convertible debentures may be redeemed in whole or in part from time to time at the option of the Trust at a price equal to their principal amount plus accrued and unpaid interest regardless of the trading price of the units.

In 2022, the Trust issued senior unsecured debentures ("Debentures"). The Debentures have a face value of \$65.0 million, annual interest rate of 6.25% payable semi-annually and maturity date of March 31, 2027. On and after the first call date (March 31, 2025) and prior to March 31, 2026, the Debentures will be redeemable, in whole or in part at the Trust's option at a redemption price equal to 103.125% of the principal amount of the Debentures redeemed plus accrued and unpaid interest, if any. On and after March 31, 2026, and prior to the Maturity Date, the Debentures will be redeemable, in whole or in part at the Trust's option at par plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. The Trust has the option to satisfy its obligations to repay the principal amount of and premium (if any) on the Debentures due at redemption or on maturity by issuing and delivering that number of freely tradeable trust units of the Trust to Debenture holders.

Alaris declared a quarterly distribution of \$0.34 per unit paid on July 15, 2025, totaling \$15.5 million (2024 - \$0.34 per unit and \$15.5 million). The total distributions declared during the six months ended June 30, 2025 were \$0.68 per unit and \$31.0 million in aggregate (2024 - \$0.68 per unit and \$30.9 million in aggregate).

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Upon initial recognition all financial instruments, including derivatives, are recognized on the statement of financial position at fair value. Subsequent measurement is then based on the financial instruments being classified into one of two categories: amortized cost and fair value through profit or loss. The Trust has designated its financial instruments into the following categories applying the indicated measurement methods.

Financial Instrument	Measurement Method
Cash	Amortized cost
Accounts receivable	Amortized cost
Corporate investments	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Distributions payable	Amortized cost
Senior unsecured debenture	Amortized cost
Convertible debenture	Amortized cost and FVTPL

The Trust has exposure to derivative financial instruments that the Acquisition Entities hold to hedge foreign currency exposure and variable interest rate exposure. The Acquisition Entities purchase forward exchange rate contracts to match a portion of the quarterly distributions and expenses in Canadian dollars on a rolling 12-month basis and also for a portion of the expected distributions and expenses in Canadian dollars on a rolling 12 to 24 month basis. The fair value of the forward contracts is estimated at each reporting date and any unrealized gain or loss on the contracts is recognized within the Acquisition Entities profit or loss. At June 30, 2025, for the next twelve months, Alaris has total contracts to sell US\$17.0 million forward at an average \$1.39 CAD. For the following twelve months, Alaris has total contracts to sell US\$2.0 million forward at an average \$1.41 CAD.

The Trust, through its Acquisition Entities, has an interest rate swap that allows for a fixed interest rate of 2.99% in place of SOFR on US\$50.0 million of debt with an expiry in July 2026.

The Trust has the following financial instruments, including expected contracted payments, that mature as follows:

30-Jun-25	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	\$ 5,378	\$ 2,550	\$ 2,314	\$ 514	\$ -
Distributions payable	15,470	15,470	-	-	-
Senior unsecured debenture	73,124	2,031	2,031	69,062	-
Convertible debenture	121,900	2,990	2,990	5,980	109,940
Total	\$ 215,872	\$ 23,041	\$ 7,335	\$ 75,556	\$ 109,940

The Trust, through its legal rights and ownership of the Acquisition Entities is also exposed to the following financial instruments, including expected contracted payments, that mature as follows:

30-Jun-25	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	\$ 4,019	\$ 4,019	\$ -	\$ -	\$ -
Derivative contracts	3	3	-	-	-
Senior credit facility	369,779	12,166	12,166	345,446	-
Total	\$ 373,801	\$ 16,188	\$ 12,166	\$ 345,446	\$ -

The Trust in combination with Acquisition Entities expects to meet its current cash flow requirements with respect to current accounts payable and accrued liabilities, distributions payable and all scheduled interest payments on the senior debt through cash on hand and operating cash flows.

Alaris expects to be able to meet all of its current and non current financial obligations as they become due, by utilizing some or all of the following sources of liquidity available to the Trust or in combination with the Acquisition Entities: (i) cash on hand, (ii) cash flows generated from operations, (iii) current credit facilities under the stipulated terms of the agreement, (iv) refinancing or amendments to current credit facilities, (v) issuance of Trust units, subject to market conditions, (vi) Partner redemptions, and (vii) alternative financing. The Trust monitors forecasted liquidity requirements to ensure it can meet operational needs through sufficient availability of both cash and credit facility capacity, while also ensuring Alaris is able to meet its financial covenants related to debt agreements. As disclosed in the financial statements for the year ended

December 31, 2024, Alaris has exposure to credit risk, other price risk, liquidity risk, and market risk, including foreign exchange risk and interest rate risk.

OUTSTANDING UNITS

The Trust is authorized to issue an unlimited number of Trust units. At June 30, 2025 the number of units issued and outstanding is 45,451,311. During the three months ended June 30, 2025, 9,662 units were issued on the vesting of RTUs, and during the six months ended June 30, 2025, 183,046 units were issued on the vesting RTUs. During the three and six months ended June 30, 2025, the Trust repurchased and cancelled 133,600 and 352,500 units respectively, as part of the NCIB outlined below.

At June 30, 2025, 664,986 RTUs were outstanding under Alaris' long-term incentive compensation plan.

On January 2, 2025, the Trust received approval from the Toronto Stock Exchange ("TSX") to establish an NCIB program. Under the NCIB, the Trust may purchase for cancellation up to 4,415,678 Trust units. As at December 31, 2024, Alaris had 45,620,763 Units issued and outstanding, with 44,156,783 Units outstanding as its public float. As a result, the NCIB represents approximately 10% of Alaris' public float as at December 31, 2024. The program commenced on January 6, 2025 and may continue until January 5, 2026. As of June 30, 2025, 352,500 Trust units were purchased and cancelled and subsequent to June 30, 2025, 30,100 Trust units have been purchased and cancelled.

As at August 7, 2025 Alaris had 45,421,211 units outstanding.

TRANSACTIONS WITH RELATED PARTIES

During the three months ended June 30, 2025, the Trust derived revenues from the provision of management and advisory services from Acquisition Entities of \$4.8 million (2024 – \$5.0 million) and \$9.4 million during the six months ended June 30, 2025 (2024 - \$8.2 million). At June 30, 2025, the Trust's accounts receivable was fully offset by the amounts payable to the Acquisition Entities (December 31, 2024 - net receivable of \$6.5 million).

The Trust has intercompany loans receivable in US dollars from Acquisition Entities. The loans have terms ranging from 3 to 10 years but can be repaid at any time without penalty. There is no impact on net earnings from these intercompany loans. As of June 30, 2025, all outstanding loans have an interest rate of 12%. The Trust recognized \$3.1 million of interest income during the three months ended June 30, 2025 (2024 – \$7.4 million) and \$6.3 million during the six months ended June 30, 2025 (2024 - \$17.5 million). The corresponding interest expense incurred by the Acquisition Entities offset part of the Trust's Corporate Investment gain.

During the three months ended June 30, 2025 the Acquisition Entities paid \$11.1 million of dividends to the Trust (2024 - nil) and paid \$21.6 million during the six months ended June 30, 2025 (2024 - \$0.5 million). Distributions received from the Acquisition Entities are recorded as income as part of the Trust's Revenue and operating income. During the period, the Trust invested net capital of \$73.7 million into AEP, including the proceeds from the convertible debenture issuance, which AEP used to pay down a portion of its senior credit facility. During the six months ended June 30, 2024, the Trust invested net capital of \$274.5 million to the Acquisition Entities, primarily used to repay the senior credit facility within AEP and received \$291.9 million of principal loan repayments, reducing the carrying value of the intercompany loans outstanding.

The Trust guarantees a US\$450 million senior credit facility held by the Acquisition Entities with a syndicate of Canadian chartered banks, which has a maturity date in September 2026 and is secured by a general security agreement on all of Alaris' assets. The interest rate is based on a combination of the CORRA, Prime, USBR and SOFR. At June 30, 2025, the total balance drawn on its credit facility was \$339.4 million (US\$248.0 million), compared to \$296.4 million at December 31, 2024 (US\$206.0 million). As at June 30, 2025, Alaris met all of its covenants as required by the agreement. The covenants which are calculated at Trust's enterprise level include a maximum funded debt to contracted EBITDA of 3.0:1 (actual ratio was 1.90x at June 30, 2025); minimum fixed charge coverage ratio of 1:1 (actual ratio was 1.70x at June 30, 2025); and a minimum tangible net worth of \$650.0 million (actual amount was \$1,072.8 million at June 30, 2025).

The Trust has no contractual commitments to provide any other financial or other support to its unconsolidated subsidiaries. However, The Trust is impacted by financial risks that are incurred by the Acquisition Entities as certain risks may result in a change in the fair value of the net assets of the Acquisition Entities.

SUMMARY OF CONTRACTUAL OBLIGATIONS

The Trust has issued senior unsecured debentures, convertible unsecured senior debentures, and through its Acquisition Entities, has an outstanding senior credit facility all of which are described under “Liquidity and Capital Resources” and leases for office space, no other contractual obligations exist.

PARTNER INVESTMENT OVERVIEW

The Acquisition Entities investment in each of the Partners consists of a preferred partnership interest, preferred equity interest or loans, with a return generated from Distributions that are adjusted annually based on a formula linked to a top-line metric (i.e. sales, gross profit, same store sales) rather than a residual equity interest in the net earnings of such entities, other than the strategic investments into Sono Bello and Ohana that have a fixed Distribution rate in exchange for exposure to common equity upside through certain conversion features.

Alaris may also invest in a common equity position alongside preferred equity or loans. Common equity investments are assessed on each individual opportunity, will not appear in every new Partner and will generally be a smaller portion of total capital invested. Alaris management believes this feature will facilitate access to more transactions as well as an opportunity to participate in our Partner’s growth, amplifying returns on exit and resulting in realizable value for Alaris’ unit holders. Additionally, in certain situations where Alaris owns common equity, there is an expectation of a current yield by way of discretionary common dividends or Distributions consistent with past practices in the business and as cash flows allow. The Run Rate Revenue includes an estimate for common equity dividends or Distributions from the Partners based on each Partner’s forecasted cash flows for the next twelve months and expected capital allocation decisions. As of June 30, 2025, Alaris’ total capital invested in current Partners as it relates to its common equity investments is \$277.7 million, approximately 18% of total investments cost.

Alaris is not involved in the business of each Partner and has no rights to participate in normal course management decisions. Alaris does not generally have the ability to exercise control over any of the Partners except in limited situations of uncured events of default. Instead, Alaris has certain restrictive covenants in place designed to protect the ongoing payment of Distributions to Alaris. In addition, the Partners are required to obtain the consent of Alaris in certain circumstances prior to entering into a material transaction or other significant matters outside the normal course of business. Such matters include, without limitation, acquisitions & divestitures, major capital expenditures, certain changes in structure, certain changes in executive management, change of control and incurring additional indebtedness or amending existing debt terms.

Included in the summary table below is each Partners’ Earnings Coverage Ratio (“**ECR**”) ⁽⁷⁾. Because this information, other than with respect to a fiscal year end, is based on unaudited information provided by Private Company Partner management, each ECR, as based on the most current information for the trailing twelve months, will be identified as part of a range. The ranges are: less than 1.0x, 1.0x to 1.2x, 1.2x to 1.5x, 1.5x to 2.0x and greater than 2.0x. A result greater than 1.0x is considered appropriate and the greater the number is, the better the ratio. Alaris notes that these ECRs are based on historical results.

Description: Alaris' investment thesis is to generally partner with companies that have:

- (i) A history of success (average age of Partners is approximately 30 years)
 - Offer a required service or products in mature industries;
 - Low risk of obsolescence; and
 - Non-declining asset bases.
- (ii) Proven track record of free cash flow.
- (iii) Low levels of debt – reduced leverage minimizes financial risk from business fluctuations and allows for free cash flow to remain in the business to support growth and make common and preferred equity Distributions.
- (iv) Low levels of capital expenditures required to maintain/grow a business – Our Partners are typically not required to reinvest a significant amount of their cash flow back into their operations as they are typically asset light businesses with minimal capital requirements.
- (v) Management continuity and quality management teams – Alaris has invested in 43 Partners since inception, exited our investment in 23 Partners over that time with 17 yielding highly positive results displayed by an overall total return from exited investments of 65% and a median IRR of 19%.

Contribution History: Alaris has invested over \$2.9 billion into 43 partners and over 100 tranches of financing, including an average of approximately \$267 million per year over the past five fiscal years (2020 – 2024). Total capital invested in 2025 as of the date of this MD&A, is approximately \$154 million.

Performance: Alaris discloses an ECR to provide information on the financial health of our partners. Alaris has nine partners with an ECR greater than 2.0x (Amur, Berg, Carey Electric, Cresa, DNT, Edgewater, Fleet, LMS, and Sagamore), four in the 1.5x-2.0x range (3E, Ohana, PEC, and SCR), three between 1.2x-1.5x (Accscient, D&M, and Shipyard), two between 1.0x-1.2x (GWM and Sono Bello), and two in the range of less than 1.0x (FMP and Heritage).

Capital Structure: With a primary focus on being a preferred equity investor, we have invested in a diverse group of capital structures and we pride ourselves on achieving the optimal capital structure so both Alaris and our Partners benefit. Of our existing portfolio, ten of our twenty Partners have no debt, three partners have less than 1.0x Senior Debt to EBITDA and seven partners have debt greater than 1.0x Senior Debt to EBITDA on a trailing twelve month basis.

Reset: The annual Distribution reset is another feature of our investment strategy which our partners find attractive. The reset allows Alaris to participate in the growth of its Partners while providing the majority of the upside to the entrepreneurs who create the business value.

The following is a summary of each of the Partners' recent financial results. The below table outlines the date the original contribution to each Partner was made, the total invested to date (net of any partial redemptions since the initial investment), Run Rate Revenue on the preferred equity and subordinated debt investments for the next twelve months, ECR range for the most recent trailing twelve month periods received, year-to-date changes in revenue and EBITDA compared to the comparable periods in 2024 and the unrealized gains or losses to the investments at fair value for the three and six months ended June 30, 2025.

See commentary following the below table for additional relevant information on each Partner where either the fair value of an investment changed or redemption has occurred during the three and six months ended June 30, 2025.

Partner	Original Investment Date	Current Total Invested (000's)	Run Rate Revenue (000's)	As a % of total	ECR Range	2025 Reset	Year-to-date changes in (1):		Fair Value Changes		Fair Value
							Revenue	EBITDA	Three Months	Six Months	
Sono Bello	Sep 2018	US \$150,408	US \$14,285	12%	1.0x - 1.2x	n/a	↑	↓	nil	US (\$13,700)	US \$154,708
Ohana	Nov 2014	US \$133,382	US \$9,206	9%	1.5x - 2.0x	n/a	↑	↑	US +\$1,400	US +\$7,300	US \$152,882
Shipyards	Aug 2023	US \$108,500	US \$12,921	11%	1.2x - 1.5x	1%	↓	↑	US +\$4,100	US +\$12,300	US \$125,000
GWM	Nov 2018	US \$106,000	US \$8,007	8%	1.0x - 1.2x	4%	↓	↓	US (\$2,600)	US (\$2,600)	US \$74,577
D&M	Jun 2021	US \$80,207	US \$9,825	8%	1.2x - 1.5x	6%	↑	↑	US +\$1,700	US +\$4,700	US \$80,307
Accscient	Jun 2017	US \$72,000	US \$9,232	8%	1.2x - 1.5x	0%	↑	↑	US +\$1,900	US +\$4,900	US \$70,077
Amur	Jun 2019	CA \$70,000	CA \$7,380	5%	> 2.0x	6%	↑	↑	nil	CA +\$900	CA \$90,800
DNT	Jun 2015	US \$62,800	US \$11,636	10%	> 2.0x	6%	↑	↑	US +\$2,800	US +\$2,800	US \$67,043
PEC	Feb 2025	US \$61,120	US \$5,180	4%	1.5x - 2.0x	n/a	n/a	n/a	nil	nil	US \$61,120
LMS	Feb 2007	CA \$57,594	CA \$7,081	4%	> 2.0x	18%	↓	↓	nil	nil	CA \$46,590
SCR	May 2013	CA \$40,000	CA \$4,200	3%	1.5x - 2.0x	n/a	↑	↑	nil	nil	CA \$15,003
3E	Feb 2021	US \$39,500	US \$5,965	5%	1.5x - 2.0x	6%	↑	↑	US +\$2,000	US +\$2,000	US \$44,300
Edgewater	Dec 2020	US \$34,000	US \$4,398	4%	> 2.0x	-3%	↑	↓	nil	nil	US \$42,800
Cresa	May 2024	US \$30,000	US \$4,200	4%	> 2.0x	n/a	↑	↑	US +\$500	US +\$500	US \$31,100
Sagamore	Nov 2022	US \$24,000	US \$2,989	3%	> 2.0x	6%	↔	↑	US +\$2,600	US +\$2,600	US \$28,100
Fleet	Jun 2018	US \$23,000	US \$2,218	2%	> 2.0x	-6%	↓	↓	US +\$4,200	US +\$4,200	US \$84,935
Berg	Feb 2025	US \$21,000	US \$2,401	2%	> 2.0x	n/a	n/a	n/a	nil	nil	US \$21,000
Carey Electric	Jun 2020	US \$14,000	US \$1,918	2%	> 2.0x	5%	↑	↑	nil	nil	US \$15,080
FMP	Apr 2023	US \$40,000	US \$0	0%	< 1.0x	4%	↑	↑	US (\$14,600)	US (\$14,600)	US \$26,600
Heritage	Jan 2018	US \$18,500	US \$0	0%	< 1.0x	n/a	↓	↑	nil	nil	US \$5,400

Note 1: The year-to-date changes in Revenue and EBITDA are based on unaudited information provided by management of each Private Company Partner and are summarized here based on being either relatively consistent or whether or not they've increased or decreased, when compared against the same period in 2024.

3E – utility service provider working on critical infrastructure throughout Southeastern and Midwest U.S.

- 3E's strong finish to 2024 and continued increase in EBITDA to begin 2025, along with a positive outlook for the rest of the year, has resulted in a US\$2.0 million increase to the fair value of the investment during the quarter. The resulting fair value of the total investment in 3E as at June 30, 2025 is US\$44.3 million.

Accscient – IT staffing, consulting and outsourcing services throughout the United States

- As a result of minor audit adjustments to their 2024 audited financial statements, the Accscient reset in 2025 improved slightly from previous expectations. Along with a decrease in market rates during the first half of 2025, this led to an increase in the fair value of the Accscient preferred equity investment of US\$0.8 million during Q2 2025 and collectively a US\$2.7 million increase during the six months ended June 30, 2025.
- As a result of Accscient's continued increases in EBITDA to begin 2025, along with a positive outlook for the remainder of the year and into 2026, there was also a fair value increase during Q2 2025 to the common equity investment in Accscient of US\$1.1 million. Collectively the increase in fair value of the common equity investment in 2025 is US\$2.2 million. The resulting fair value of the total investment in Accscient at June 30, 2025 is US\$70.1 million.

Amur – mortgage originations and asset management in Canada

- Due to the positive 6% reset in 2025, along with a decrease in market rates in 2025, the fair value of Alaris' preferred equity investment in Amur increased by \$0.9 million for the six months ended June 30, 2025.

Berg – commercial and industrial demolition solutions provider serving the Baltimore and DC, Maryland & Virginia metropolitan area

- Berg is a leading demolition solutions provider serving public, commercial and industrial end markets in the eastern seaboard region of the United States. Founded in 1998 and headquartered in Baltimore, MD, Berg has become the preeminent hazardous material abatement, selective structural and building razing operation in the region.
- On February 5, 2025, Alaris contributed US\$21.0 million to Berg in exchange for: (i) US\$17.15 million of preferred equity with an initial annual Distribution of US\$2.4 million, and (ii) US\$3.85 million for a minority common equity ownership. The preferred Distributions will reset annually based on changes in Berg's gross profit to a maximum of +/- 7%. The Distributions will reset for the first time on January 1, 2026. Berg may pay in-kind ("PIK") up to US\$0.7 million (up to 4% of the 14% yield).

Cresa – commercial real estate advisory firm focused on tenant representation

- Cresa's revenue and EBITDA increased compared to the same period in the prior year, driven by organic growth and a successful M&A strategy. The positive outlook for the remainder of the year along with a decrease in market interest rates has resulted in an increase in the fair value of the preferred equity investment in Cresa of US\$0.5 million for the three and six months ended June 30, 2025. The resulting fair value of Alaris' investment in Cresa at June 30, 2025 is US\$31.1 million.

D&M – independent direct-to-consumer provider of vehicle sourcing and leasing services in Texas

- D&M's gross profit through the first five months of 2025 has continued to improve compared to the previous year, which has led to an increase in the expected reset for the preferred equity distributions in 2026. This improvement in expectations for the reset along with a decrease in market interest rates resulted in an increase in the fair value of the preferred equity investment in D&M of US\$1.0 million during the quarter. Through the first six months of 2025 the total increase in fair value of the D&M preferred equity investment is US\$2.3 million.
- As a result of the improvement in lease volumes to begin 2025 and a positive outlook for lease origination demand for the remainder of the year, there was a fair value increase in Alaris' common equity investment in D&M of US\$0.7 million during Q2 2025. Collectively, the total fair value increase for the common equity investment in D&M in 2025 is US\$2.4 million. The resulting fair value of the total investment in D&M is US\$80.3 million.

FMP – organizational management consulting firm in the U.S public sector

- FMP experienced suspension of certain key contracts, primarily driven by changes in the U.S. federal procurement policies, resulting in a material reduction in revenue. These developments will have a significant adverse impact on FMP's financial performance and outlook resulting in a decrease in fair value of the preferred equity of US\$10.2 million and the common equity by US\$4.4 million. FMP has remained profitable as contracts slowly roll off and preferred distributions for 2025 will be determined on a quarterly basis as the outlook and liquidity of the business evolve. The longer-term impact of the revenue decline will require Alaris and FMP to establish a fixed + variable preferred distribution policy as the business rebounds over the next couple of years.
- FMP management team and Alaris are confident that as the current administration and FMP clients stabilize post initial turmoil, that demand for their services will rebound. FMP has always maintained attractive gross margins and a low fixed cost structure and as a result, each new contract contributes directly to free cash flow. FMP also has no senior debt, an undrawn line of credit and maintains a conservative cash position.

GWM – provides data-driven digital marketing solutions for advertisers globally

- As a result of a decrease in year to date earnings, along with an expectation for advertisers to take their time over the next few months in making significant advertising spend decisions due to macroeconomic headwinds, there was a decrease to the fair value of the common equity investment in GWM of US\$2.6 million during the three and six months ended June 30, 2025. The resulting fair value of the total investment in GWM is US\$74.6 million.

DNT – civil construction contractor in Austin and San Antonio, Texas

- DNT's revenue has increased as compared to the same period in 2024, driven by market demand for new home developments in the San Antonio, Austin and Houston markets. The increase in revenue has resulted in Alaris increasing the expected reset for 2026, which, in addition to a decrease to the discount rate due to changes in market rates, resulted in a fair value increase of US\$2.8 million in the three and six months ended June 30, 2025. The resulting fair value of the investment in DNT at June 30, 2025 is US\$67.0million.

Heritage – provides masonry and masonry services to the commercial building industry in Massachusetts

- During the first six months of 2025, Alaris contributed US\$2.8 million of promissory notes to Heritage to assist with short-term working capital needs as the business cycled out of the slower winter season. As of Q1 2025 Heritage has repaid the balance of their line of credit with their previous senior lender to nil. Therefore, Alaris is now the sole current capital provider. Management's goal is to obtain a revolving credit facility within the next six months, proceeds of which will be used to refinance these promissory notes and satisfy the revolving working capital needs of the business.

LMS – rebar and post-tensioning fabrication and installer in British Columbia, Alberta and California

- During Q4 2024, Alaris and LMS came to an agreement where in exchange for Alaris agreeing to a collar of +/- 10% on the CAD preferred equity distributions beginning in 2026, LMS would partially redeem the Alaris preferred equity investment on an annual basis upon completion of their audit. During Q2 2025, LMS redeemed a total of \$2.0 million of the CAD preferred equity investment, based on cash flow and covenant compliance. The resulting fair value of the total investment in LMS is \$46.6 million.

Ohana – Planet Fitness franchisee with over 70 fitness clubs in the U.S.

- Ohana's revenue and EBITDA have increased compared to the prior year due to both growth in mature clubs and membership ramp at new clubs, as they continue to meet their expected growth targets. The resulting increase in fair value of the convertible preferred units in Ohana in Q2 2025 was US\$0.7 million. For the six months ended June 30, 2025 the fair value of the Ohana investment has increased by US\$7.3 million and is now US\$152.9 million.

PEC – Full-service electrical contracting firm serving the Greater New England and New York area

- PEC is a full-service electrical contracting firm with a broad range of capabilities ranging from commercial installations, historical structural retrofits and large-scale photovoltaic projects. In addition, through its subsidiary North American Renewables, PEC is a leading solar engineering, procurement and construction contractor. PEC serves the Greater New England and New York area.
- On February 24, 2025, Alaris contributed US\$61.1 million to PEC in exchange for: (i) US\$37.0 million of debt and preferred equity with an initial annual Distribution of US\$5.2 million, and (ii) US\$24.1 million for a minority common equity ownership. The preferred Distributions will reset annually based on changes in PEC's revenue to a maximum of +/- 7%. As PEC has a June 30 fiscal year end, the Distributions will reset for the first time on July 1, 2026. Included in the preferred equity contributions is US\$10.0 million of units redeemable at par. PEC may pay in-kind ("PIK") up to US\$1.1 million (up to 3% of the 14%).

Sagamore – specialty HVAC and plumbing services provider, serving broader New England area

- While Sagamore's revenue has remained flat as compared to 2024 improvements in margin have resulted in an increase in EBITDA. Based on the continued strong results in addition to a decrease to the discount rate due to market rate changes, the fair value of Alaris' investment in Sagamore's preferred equity has increased during Q2 by US\$0.8 million
- Based on management's outlook for the remainder of the year and improved profitability, the fair value of Alaris' investment in Sagamore's common equity has also increased during the three and six months ended June 30, 2025 by US\$1.8 million. The resulting overall fair value of Alaris' investment in Sagamore at June 30, 2025 is US\$28.1 million.

SCR – Mining services in Eastern Canada

- SCR's revenue and EBITDA have increased as compared to the same period in 2024. The increase is attributed to increased exploration and development activities at mining sites. As a result of this improvement in EBITDA, SCR's ECR range improved from 1.0x – 1.2x to 1.5x – 2.0x during Q2-25.

The Shipyard – integrated marketing agency in the U.S.

- During the quarter, Alaris contributed an additional US\$21.5 million of preferred equity in exchange for an initial yield of 14%. The Shipyard used these funds to complete an acquisition of an advertising agency.
- As a result of the positive reset in 2025 the fair value of the preferred equity investment increased by US\$2.7 million during Q2 2025.
- As a result of recent equity transactions completed by the Company, we have updated our valuation to align our fair value with the market multiple of earnings. The resulting increase to fair value of the common Shipyard investment in Q2 2025 is US\$1.4 million. For the six months ended June 30, 2025 the fair value of the total Shipyard investment has increased by US\$12.3 million to a fair value of US\$125.0 million.

Sono Bello – cosmetic surgery practice across the United States with over 70 locations

- The second quarter was a record EBITDA for Sono Bello as the company successfully navigates the macro economic uncertainty. The company has continually invested in opening locations and service offerings which has increased revenue per procedure and is expected to gain market share in the near and long-term. During the quarter, Sono Bello exercised their option to pay in-kind on the convertible preferred units which resulted in a US\$1.8 million increase in the investment. This amount is recorded as partner Distribution revenue during the period and will incrementally increase future Distributions to Alaris. Through the six months ended June 30, 2025 the total fair value of the Sono Bello investment decreased by US\$13.7 million to US\$154.7 million.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) are responsible for establishing and maintaining disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”) for the Trust.

DC&P are designed to provide reasonable assurance that material information relating to the Trust is made known to the CEO and CFO by others, particularly in the period in which the annual filings are being prepared, and that information required to be disclosed in documents filed with securities regulatory authorities is recorded, processed, summarized and reported within the time periods specified in securities legislation, and includes controls and procedures designed to ensure that such information is accumulated and communicated to the Trust’s management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Trust follows the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) 2013 framework.

Management, including the CEO and CFO, does not expect that the Trust’s DC&P and ICFR will prevent or detect all misstatements or instances of fraud. The inherent limitations in all control systems are such that they can provide only reasonable, not absolute, assurance that all control issues, misstatements or instances of fraud, if any, within the Trust have been detected. There was no change to the Trust’s ICFR that occurred during the most recent interim period that has materially affected, or is reasonably likely to materially affect, the Trust’s ICFR.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information and forward-looking statements (collectively, “forward-looking statements”) under applicable securities laws, including any applicable “safe harbor” provisions. Statements other than statements of historical fact contained in this MD&A may be forward looking statements, including, without limitation: management’s expectations, intentions and beliefs concerning the growth, results of operations, performance of the Trust and the Partners, the future financial position or results of the Trust, business strategy and plans and objectives of or involving the Trust or the Partners. Many of these statements can be identified by looking for words such as “believe”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “continues” or similar words or the negative thereof. In particular, this MD&A contains forward-looking statements regarding: the anticipated financial and operating performance of the Partners, including resets on Distributions; the ECR for the Partners; net cash from operating activities; the Trust’s Run Rate Payout Ratio, Run Rate Cash Flow and Run Rate Revenue and Run Rate Payout Ratio; the impact of new investments and follow-on investments; the Trust’s and Acquisition Entities consolidated expenses (quarterly and annually); expectations regarding receipt (and amount of) any common equity distributions or dividends from Partners in which Alaris holds common equity, including the impact on the Trust’s net cash from operating activities, the impact of U.S. Government cuts on FMP and FMP’s ability to respond thereto; the use of proceeds from the senior credit facility; potential Partner redemptions, including the timing, if at all, thereof and the amounts to be received by the Trust; annualized net cash from operating activities; changes in Distributions from Partners; the proposed resolutions to any outstanding issues with certain Partners including any deferred Distributions; the timing for collection of deferred or unpaid Distributions; impact of new investment structures; impact of changes to the U.S./Canadian dollar exchange rate; impact of changes in interest rates, including SOFR; expected gain on common equity and future exits; impact of Alaris AUM strategy including, without limitation, the impact of management fees and profit participation; and Alaris’ ability to invest capital to and attract new private businesses to invest in. To the extent that any forward-looking statements herein constitute a financial outlook or future oriented financial information (collectively, “FOFI”), including estimates regarding revenues, expenses, distributions to be paid, the impact of capital investment and changes in Distributions from Partners (including expected resets, restarting full or partial Distributions and common equity Distributions), Run Rate Payout Ratio, Run Rate Revenue, Run Rate Cash Flow and net cash from operating activities, they were approved by management as of the date hereof and have been included to assist readers in understanding management’s current expectations regarding Alaris’ financial performance and are subject to the same risks and assumptions disclosed herein. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. Forward-looking statements are subject to risks, uncertainties and assumptions and should not be read as guarantees or assurances of future performance. Readers are cautioned that the assumptions used in the preparation of forward-looking statements, including FOFI, although considered reasonable at the time of preparation, based on information in Alaris’ possession as of the date hereof, may prove to be imprecise. In addition, there are a number of factors that could cause Alaris’ actual results, performance or achievement to differ materially from those expressed in, or implied by, forward looking statements and FOFI, or if any of them do so occur, what benefits the Trust will derive therefrom. As such, undue reliance should not be placed on any forward-looking statements, including FOFI.

By their nature, forward-looking statements require Alaris to make assumptions and are subject to inherent risks and uncertainties. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect Alaris’ business and that of its Partners (including, without limitation, the impact of any global health crises, like COVID-19, and global economic and political factors) are material factors considered by Alaris management when setting the outlook for Alaris. Key assumptions include, but are not limited to, assumptions that: the Russia/Ukraine conflict, conflicts in the Middle East, and other global economic pressures over the next twelve months will not materially impact Alaris, its Partners or the global economy; interest rates will not rise in a matter materially different from the prevailing market expectation over the next 12 months; global health crises, like COVID-19 or variants thereof will not impact the economy or our partners operations in a material way in the next 12 months; the businesses of the majority of our Partners will continue to grow; more private companies will require access to alternative sources of capital; the businesses of new Partners and those of existing Partners will perform in line with Alaris’ expectations and diligence; and that Alaris will have the ability to raise required equity and/or debt financing on acceptable terms. Management of Alaris has also assumed that the Canadian and U.S. dollar trading pair will remain in a range of approximately plus or minus 15% of the current rate over

the next 6 months. In determining expectations for economic growth, management of Alaris primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies as well as prevailing economic conditions at the time of such determinations.

Some of the factors that could affect future results and could cause results to differ materially from those expressed in the forward looking statements contained herein include risks relating to: the dependence of the Trust on the Partners; risks relating to the Partners and their businesses; reliance on key personnel; general economic conditions, including global health crises, the Russia/Ukraine conflict, conflicts in the Middle East, other global conflicts, global supply chain issues or inflationary measures on the Canadian, U.S. and global economies; the impact of tariffs and international trade disputes on the Trust and the Partners (including how many Partners will experience slow down in their business and the length of time of such slow down); failure to complete or realize the anticipated benefits of transactions or additional investment structures, including asset management or increased common equity ownership; limited diversification of Alaris' transactions; management of future growth; availability of future financing; inability to close new partner contributions in a timely fashion on anticipated terms, or at all; competition; government regulation; leverage and restrictive covenants under credit facilities; the ability of the Partners to terminate (by way of a redemption) the various agreements with Alaris or a material portion of Alaris investment; an inability to reinvest any redemption proceeds in a timely fashion or at all; a failure to collect proceeds on a redemption in line with expectations or at all; unpredictability and potential volatility of the trading price of the Trust's units; fluctuations in the amount of cash distributions; income tax related risks; ability to recover from the Partners for defaults under the various agreements with Alaris; potential conflicts of interest; dilution; changes in the financial markets; risks associated with the Partners and their respective businesses; a change in the ability of the Partners to continue to pay Alaris at expected Distribution levels or restart Distributions (in full or in part); a failure to collect material deferred Distributions; a material change in the operations of a Partner or the industries in which they operate; a failure to realize the benefits of any concessions or relief measures provided by Alaris to any Partner or to successfully execute an exit strategy for a partner where desired; a failure to obtain by the Trust or the Partners required regulatory approvals on a timely basis or at all; a failure to settle outstanding litigation on expected terms or at all; changes in legislation and regulations and the interpretations thereof; litigation risk associated with the CRA's reassessment and the Trust's challenge thereof; and material adjustments to the unaudited internal financial reports provided to Alaris by the Partners; a negative impact on the Trust or Partners with respect to cyber security and or implementation of artificial intelligence. The information contained in this MD&A and the Trust's management discussion and analysis and annual information form for the December 31, 2024 fiscal year, identifies additional factors that could affect the operating results and performance of the Trust. Without limitation of the foregoing assumptions and risk factors, the forward looking statements in this MD&A regarding the revenues anticipated to be received from the Partners and the Trust's general and administrative expenses are based on a number of assumptions including no adverse developments in the business and affairs of the Partners that would impair their ability to fulfill their payment obligations to the Trust and no material changes to the business of the Trust or current economic conditions that would result in an increase in general and administrative expenses.

The Trust has included the forward-looking statements and FOFI in order to provide readers with a more complete perspective on Alaris' future operations and such information may not be appropriate for other purposes. The forward-looking statements, including FOFI, contained herein are expressly qualified in their entirety by this cautionary statement. Alaris disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A are made as of the date of this MD&A and Alaris does not undertake or assume any obligation to update or revise such statements to reflect new events or circumstances except as expressly required by applicable securities legislation.

ADDITIONAL INFORMATION

Additional information relating to Alaris, including Alaris' Annual Information Form, is on available on SEDAR+ at www.sedarplus.ca or under the "Investors" section of Alaris' website at www.alarisequitypartners.com.

APPENDIX TO MD&A: NON-GAAP FINANCIAL MEASURES AND RATIOS

(in thousand of Candain dollars)

(i) Actual Payout Ratio calculation

The below table is to be used to provide details on how to calculate Alaris Actual Payout Ratio. The calculation divides the Trust's Distributions paid by Alaris Net Distributable Cashflow. Alaris Net Distributable cashflow is most closely comparable to GAAP measure Cash from / (used in) operations, prior to changes in working capital and reconciled within this MD&A. The Trust also considers the Actual Payout Ratio considering cash distributions used in the NCIB. Alaris Net Distributable cashflow is reduced by NCIB distributions prior to dividing by the Trust's Distributions paid to derive the Actual payout ratio adjusted for NCIB.

	Six months ended June 30	
	2025	2024
(1) Alaris Net Distributable Cashflow	\$ 48,036	\$ 49,237
(2) Trust's Distributions	\$ (31,007)	\$ (30,939)
Actual Payout Ratio (2) / (1)	65%	63%
NCIB cash distributions (3)	\$ (6,701)	\$ -
(4) Alaris net distributable Cashflow adjusted for NCIB	\$ 41,335	\$ 49,237
Actual Payout Ratio adj for NCIB (4) / (2)	75%	63%

(ii) Acquisition Entities operating costs and other expenses and Interest on intercompany loans and dividend income paid to Trust

Acquisition Entities operating costs and other expenses and Interest on intercompany loans and dividends income paid to the Trust are the aggregate of the below items incurred by the Acquisition Entities, that management does not consider directly attributable to the Trust's investment in Partners included in financial statement Note 3 of the accompanying unaudited condensed and consolidated interim financial statements.

	Three months ended June 30		Six months ended June 30	
	2025	2024	2025	2024
Acquisition Entities operating costs and other expenses				
Fair value loss on promissory notes	\$ -	\$ -	\$ (1,146)	\$ -
Operating costs and other	(649)	(856)	(1,515)	(1,759)
Transactions costs	(2,148)	(791)	(4,017)	(2,153)
Finance costs, senior credit facility and convertible debentures	(7,697)	(7,220)	(14,308)	(15,231)
Acquisition Entities income tax recovery / (expense) - current	(4,686)	(2,000)	(9,850)	(7,031)
Acquisition Entities income tax recovery / (expense) - deferred	(551)	(2,838)	(2,469)	(5,163)
Net unrealized gain on derivative contracts	1,636	-	1,837	-
Realized gain / (loss) on foreign exchange contracts	(522)	521	(522)	521
	\$ (14,617)	\$ (13,184)	\$ (31,990)	\$ (30,816)
Interest on intercompany loans and divided income paid to Trust				
Interest on intercompany loans	\$ (3,051)	\$ (7,369)	\$ (6,244)	\$ (17,469)
Acquisition Entities dividends paid to Trust	(11,047)	-	(21,574)	(507)
	\$ (14,098)	\$ (7,369)	\$ (27,818)	\$ (17,976)