



SUCRO LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2025

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This management's discussion and analysis of operations and financial condition for the year ended December 31, 2025 (the "MD&A"), is dated April 15, 2026, and should be read in conjunction with the audited annual consolidated financial statements of Sucro Limited (the "Company") for the fiscal years ended December 31, 2025, and December 31, 2024, and accompanying notes.

Certain information included herein is forward-looking and based upon current assumptions and anticipated results that are subject to significant risks and uncertainties and speak only as of the date of this MD&A. Should one or more of these uncertainties materialize or should any of the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Forward-Looking Information" and "Risk Factors". All references in this MD&A to "we", "us", "our" and "our Company" refer to Sucro Limited and its subsidiaries. The financial information presented is derived from the Company's audited annual consolidated financial statements for the years ended December 31, 2025, and December 31, 2024, which have been prepared in accordance with IFRS Accounting Standards and related Interpretations ("IFRS") issued by the International Accounting Standards Board ("IASB"). Unless otherwise noted, amounts contained herein are in thousands of U.S. Dollars (\$). Certain totals, subtotals and percentages may not reconcile due to rounding. For additional information, readers should also refer to other Company information filed on www.sedarplus.ca.

Overview

The Company is a growing sugar trader and refiner that operates throughout the Americas with a primary focus in North America. The Company operates a highly integrated and interconnected sugar trading business, utilizing the entire sugar supply chain to service its customers, including sourcing from third party suppliers in addition to its own refineries. The Company's integrated supply chain includes sourcing raw and refined sugar from countries throughout Latin America and delivering (after processing, in some cases) to customers in North America and the Caribbean.

The Company operates in multiple sugar industry segments throughout North America, leveraging its operational assets with innovative design features to effectively compete against existing industry participants by using its production assets and logistics and supply networks to capture quality, geographic, and time premiums. We believe this innovative and unique sugar supply chain model takes advantage of multiple cost factors to produce competitively priced sugar, within the profitable and sizable North American sugar industry. The Company has achieved profitability and growth, as its assets have facilitated entry into profitable business segments, including both conventional and organic sugar markets in Canada and the U.S.

Typically sugar suppliers are categorized as either refiners (selling sugar entirely produced within their own refineries), as "trade houses" (selling sugar exclusively produced by third party refiners and mills), or as "distributors" (that purchase sugar from third parties and seek to add value through light processing or freight logistics services).

The Company operates a hybrid or integrated trading model, which seeks to provide the most optimal solution for its customers, while maximizing profitability based on dynamic purchase, sale, production, and logistics decisions, based on evolving market dynamics. Accordingly, the Company operates multiple fully integrated cane sugar refineries in Hamilton, Ontario, Lackawanna, New York, and University Park, Illinois. In addition to the refineries owned and operated by the Company directly, the Company has commercial interests in liquid sugar processing and packaging facilities in the United States and Canada, as well as in sugar refineries under development in Belize and Guyana, whose entire production will be marketed and sold by the Company. These Caribbean refineries will be managed by local operating joint venture partners and are expected to begin operations in the second half of 2026 (in the case of Belize) and the first half of 2027 (in the case of Guyana).

The Company has developed its business based on innovation and investment in strategically located refining assets that are highly integrated. In Canada and the United States, the Company has developed strong commercial relationships with many leading multinational food and beverage companies. Market consolidation, demand growth, refinery closures, low industry investment, and substantial freight and logistics cost increases have created

significant demand for new and innovative services, supported by modern, efficient and geographically advantaged assets. In the Caribbean region, once the refinery projects are completed, the Company expects to benefit from existing Caribbean Community and Common Market (CARICOM) trade rules that are expected to provide significant improvements on margins and profitability.

The business of the Company consists of capturing profits through sourcing, merchandising, and managing logistics of sugar, including by changing its quality through the refining process. Income is earned on sugar bought and sold, where a margin is made by capturing a price differential in time, geographical location, or quality. Fixed price purchase and sale commitments, as well as sugar held in inventory, expose the Company to risks related to adverse changes in market prices. The Company seeks to hedge these risks through strict controls of its positions and limits. Sugar prices are typically comprised of two components, futures prices on regulated commodity exchanges and local basis adjustments. The Company manages the futures price risk by entering into exchange-traded futures contracts with regulated commodity exchanges or by entering into an offsetting fixed price contract with a counterparty. Regulated commodity exchanges maintain futures markets for the sugar merchandised by the Company other than organic or other specialty sugar.

The Company's sugar refineries and other facilities provide refining, processing, handling, packaging, quality assurance, storage, and other services, primarily to the Company. Controlling these strategic assets allows the Company to capture incremental margins on its sugar forward contracts and inventory positions by capturing value added refining margins.

Sucro Limited was incorporated on July 31, 2023, under the Companies Act (2023 Revision) (Cayman Islands) as an exempt company. The Company's head office is located at 2020 Ponce de Leon Blvd., Suite 1204, Coral Gables Florida 33134, and its registered office is located at 4th Floor, Harbour Place, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

The Company is the successor to the sugar business previously conducted by Sucro Holdings, LLC ("Sucro Holdings"). Effective October 2, 2023, a reorganization was completed (the "Reorganization") pursuant to which the members of Sucro Holdings contributed all of the units of Sucro Holdings into Sucro Limited in exchange for an aggregate of 167,189.29 proportionate voting shares ("PVS") and 5,164,421 subordinate voting shares ("SVS") of Sucro Limited. Each unit of Sucro Holdings was exchanged for 3 SVS or 0.03 PVS, as applicable. Each PVS is convertible into 100 SVS. The result of the Reorganization was to establish Sucro Limited as the top holding company in the Sucro group of companies domiciled in the Cayman Islands.

In October 2023, the Company filed a final prospectus in all provinces of Canada other than Quebec for the distribution of 1,364,000 SVS in an initial public offering from treasury at a price of CAD \$11.00 per share for gross proceeds of approximately CAD \$15.0 million (the "Offering"). The Offering was completed on October 30, 2023, at which time the SVS were posted for trading on the TSX Venture Exchange in Canada under the ticker symbol "SUG" (subsequently changed to the current ticker symbol "SUGR"). On May 14, 2024, the SVS additionally began trading on the OTCQB Venture Market in the United States under the ticker symbol "SUGRF".

On November 5, 2024, the Company announced that Mexican sugar refiner Beta San Miguel, S.A. de C.V. ("BSM") had acquired 3,750,000 SVS from the Company's controlling shareholder, SC Americas Corp. ("SC Americas"), representing 15.93% of the voting and equity shares of the Company (and 35.5% of the issued and outstanding SVS). The Company also announced (i) the grant by BSM to the Company of certain first offer, first refusal and matching rights for the purchase of raw and refined sugar exported by BSM from Mexico; (ii) the appointment of a nominee of BSM to the board of directors of the Company and the grant to BSM of certain board nomination and pre-emptive rights under an investor rights agreement; and (iii) the entry into by the Company's founder and Chief Executive Officer and his holding company, SC Americas, of a "hard" lock-up and support agreement with BSM under which they have agreed, subject to certain conditions, to tender that number of shares of the Company to BSM to allow BSM to acquire, when added to its existing shares, at least 51% of the outstanding voting and equity shares of the Company on a partially-diluted basis if BSM makes a formal takeover bid for all SVS of the Company within certain defined periods in 2027 or 2028, or to vote in favor of an equivalent alternative transaction. Among the tender conditions, BSM must offer a minimum price of at least nine times income from continuing operations per share – diluted of the Company for the fiscal year ending December 31, 2026, or at least eight times income from continuing operations per share – diluted of the Company for the fiscal year ending December 31, 2027.

On September 4, 2025, the Company announced the formation of a 50/50 joint venture with Belizean sugar mill, Santander Sugar Limited (“Santander Sugar”), for the development of a fully functional cane sugar refinery in Belize to serve member states of the CARICOM. Initial operations for the new refinery are targeted for the second half of 2026.

On December 10, 2025, the Company announced the formation of a joint venture with Guyanese company, GAICO Construction & General Services Inc. (“GAICO”) to develop, construct, finance and operate a cane sugar refinery at Wales, West Bank Demerara, Guyana. Sucro is expected to hold a 15% indirect interest in the joint venture through its Belize sugar refinery joint venture. A significant part of the equipment from Sucro’s former Hamilton, Ontario, refinery, which is being decommissioned following the startup of the new Canadian refinery, would be sold to the Guayana refinery. Initial operations for the new refinery are targeted for the first half of 2027. As of the date of this MD&A this project remains in the planning, design, permitting and financing stage.

Factors Affecting Our Performance

Availability of Sugar on Favorable Terms

The sugar industry is highly competitive. Sugar supply fluctuates from year to year depending on weather, energy prices (which dictate how much sugar cane goes into ethanol production), and other factors. While we have longstanding relationships with our suppliers, we must compete each year to secure sugar allocations on competitive terms. In addition, sugar regulations, especially in the U.S., dictate the sugar origins and qualities that are available at any point in time. Finally, sugar is a relatively inexpensive product, making the management of supply chain costs essential to achieving favorable margins. Our ability to secure sugar on competitive terms from origins that are adequate to fulfill our plants and customers’ needs significantly affects our performance and key performance indicators (“KPIs”).

Available Capacity and Volumes We Are Able to Process at Our Refineries

Our revenue, cash flow and profitability are highly dependent on the volumes of refined sugar available for sale from our refining facilities. Available volumes of sugar are in turn dependent upon the capacity of sugar we are able to process and produce at our facilities. Construction and development at our new Hamilton, Ontario, and University Park, Illinois, refineries have been completed, and these refineries are undergoing commissioning and early commercial operations. The Belize and Guyana refineries (both under joint venture arrangements) are currently in development and are expected to become operational in Q3 2026 (Belize) and the first half of 2027 (Guyana). It can take several years following the commencement of commissioning of these facilities to reach targeted capacity. Any delays in increasing our capacity at these facilities to targeted levels can significantly affect our performance and KPIs.

Effectiveness of Our Hedging and Pricing Strategies

We manage our overall sugar position through a combination of exchange-traded futures contracts, which we mostly use for variable price contracts (i.e., contracts priced against a market index, net of a differential) and offsetting supply and sales fixed price contracts. Within our overall sugar position, however, we may have market-specific positions that are not hedged against the same market but that reflect the physical execution within our innovative supply chain. Our performance (on a mark-to-market basis) may vary to the extent that we have a net long or short position in our overall book or within a specific market. Moreover, the effectiveness of our hedging and pricing strategy is highly dependent on our counterparties’ performance of their contractual obligations as customer or supplier defaults may leave us exposed to a futures or physical position that would need to be covered at then-current market prices. For that reason, we have established counterparty limits and regularly evaluate and monitor our counterparties’ creditworthiness and risk of default.

Effective Management of Supply Chain Costs

Our performance is highly dependent on our ability to control supply chain costs and to keep them within the values forecasted. These costs include freight, handling, storage, delivery, processing, and other logistical costs necessary

to bring sugar from its port of origin and deliver it to our customers on the agreed terms.

The imposition of tariffs on goods imported into the United States from Canada, Mexico, Brazil, and other countries relevant to our business and the sugar markets have created additional economic turbulence for every company engaged in cross border trade, including Sucro. In addition, the recent elimination of the specialty sugar quota to fulfill the U.S. market demand for organic sugar is poised to significantly change the organic sugar supply chain and market dynamics. Our team is engaged, monitoring and developing an appropriate action plan to navigate the potential impacts over the short and longer term when details become available. See “Risk Factors.”

Effective Management of Processing Costs at Our Plants

As our refining operations grow in scale, processing costs become more relevant to our overall performance. Processing costs are driven by scale – the higher the output of a plant, the lower the per-unit cost of sugar refined – as well as by certain variable costs, primarily labor and energy.

Effective Management of Inventories and Our Cash Conversion Cycle

We finance inventory purchases predominantly with short term debt. As a result, effective management of inventories can reduce interest expense, while inefficient management of inventory balances and low inventory turnover can result in higher interest expense. Moreover, the availability of favorable credit terms from our key suppliers and customers can significantly impact interest expense.

Seasonality

Historically, our revenues have not been significantly impacted by seasonality of sugar deliveries in a predictable fashion. On the other hand, forward contracts for any given year, and therefore unrealized gains (losses) on forward contracts, which is included in cost of sales, are typically entered into during the third and fourth calendar quarters of the preceding year.

Key Components of Results of Operations

Revenue

Revenue is derived primarily through the purchase and sale of sugar, where a margin is made by capturing a price differential in time, geographical location, or quality. The Company’s physical assets, which include refineries and processing facilities, provide a competitive advantage in capturing these differentials.

Revenue from forward sales contracts with customers is recognized for the contractually stated amount when the contracts are settled, either physically (through delivery of sugar in accordance with the contractual terms) or, to a lesser extent, in cash. Forward sales contracts are typically firm commitments by a customer to buy a certain amount of sugar, delivered at a specified location and meeting certain specifications, over a defined delivery period (typically a full calendar year).

The Company treats its commodity forward contracts, for both purchases and sales, as financial instruments. Forward sales meet the definition of a derivative as their value changes in response to the change in a specified commodity price (sugar), there is no initial net investment, and they can be net settled at a future date. The values of the Company’s commodity forward contracts are recorded in the statement of financial position as unrealized gains (losses) on forward commitments and any changes in the aggregate value of these contracts, which is primarily driven by the increase in the underlying volume committed by Sucro during the period in question (i.e., a growing forward book), are recorded in cost of sales. Revenue also includes sugar futures and options (F&O) trading results, which corresponds to hedging of our physical positions.

Cost of Sales

Cost of sales includes the cost of sugar and other direct costs related to the acquisition, transit, processing, and delivery of goods, including costs of the entire logistics chain, such as freight, handling, sugar processing, additives, tariffs, duties and customs fees, storage costs, licenses, inspection, and supervision, as well as depreciation of plant and equipment used to process sugar. Cost of sales also includes cargo and credit insurance, foreign exchange hedging results and fees and commissions relating to futures and foreign exchange hedging, and cost of our production personnel.

Cost of sales also includes any unrealized gains and losses on the Company's forward, futures, and foreign currency contracts as well as mark-to-market adjustments to the Company's commodity inventories. Commodity inventories are valued at fair value minus cost to sell. The Company treats its commodity forward contracts, for both purchases and sales, as financial instruments. The Company uses such commodity forwards, as well as exchange traded futures and foreign exchange contracts, to mitigate the fixed-price exposure inherent in inventory and forward sugar commodity commitments. The Company has elected to not designate any of these instruments as hedging activities. Therefore, the Company marks to market all open forward and futures sugar contracts, as well as its inventory and foreign exchange contracts. Unrealized gains and losses on forward contracts reflect market variations on existing positions, which are subject to strict limits, as well as the growth of the Company's operations from period to period (the latter being historically the largest component).

Selling, General and Administrative Expenses

Selling, general and administrative expenses include the cost of our employees and contractors. This includes administrative, management, sales, logistics, futures and hedging, and trading personnel. Selling, general and administrative expenses also include audit, legal and other professional fees, travel and entertainment, and communication and IT expenses.

Interest Income and Expense

Interest income is earned on prepayments to suppliers. Interest expense is incurred in connection with term debt financing fixed assets, such as equipment and real property, and revolving debt financing working capital assets, such as inventory, accounts receivable, and margin posted in our futures account. While interest rates on term debt are fixed and subject to change only at maturity or refinancing, interest rates applicable to revolving loans, to the extent not subject to an interest rate hedging agreement, are variable and subject to base rate (typically the Secured Overnight Financing Rate ("SOFR")) fluctuations.

Non-IFRS and Other Financial Measures (Key Performance Indicators)

We monitor a number of KPIs to help us evaluate our business, measure our performance, identify trends affecting our business, and formulate strategic plans. The Company has adopted the following non-IFRS measures:

Adjusted Gross Profit and Adjusted Gross Profit Margin

Adjusted Gross Profit and Adjusted Gross Profit Margin provide an insight into the performance of our physical operations. We define Adjusted Gross Profit as gross profit, adjusted for the effects of fair-value accounting for commodity forwards, futures (adjusting for any closed-out positions corresponding to physical settlements), foreign exchange contracts, and inventory. We define Adjusted Gross Profit Margin as Adjusted Gross Profit divided by revenue. The most directly comparable IFRS measure for Adjusted Gross Profit is gross profit. When reporting Adjusted Gross Profit per metric ton delivered, we adjust for any cash settlement of forward contracts during the relevant period to ensure that only the margin derived from physical deliveries during such period is reported and can be consistently compared across periods.

Three Months Ended December 31	2025		2024	
Revenue	\$	149,410	\$	160,066
Deduct Cost of sales		(131,367)		(154,723)
Gross Profit	\$	18,043	\$	5,343
Add back (deduct) mark-to-market unrealized losses (gains)		(8,349)		6,135
Add back (deduct) unrealized gains (losses) on future contracts for delivered inventory		(561)		411
Adjusted Gross Profit	\$	9,133	\$	11,889
Adjusted Gross Profit Margin		6.1%		7.4%
Adjusted Gross Profit on delivered inventory	\$	9,133	\$	11,889
Sugar deliveries (metric tons)		227,447		154,773
Adjusted Gross Profit per metric ton delivered	\$	40.16	\$	76.82

Twelve Months Ended December 31	2025		2024	
Revenue	\$	668,935	\$	655,348
Deduct Cost of sales		(582,069)		(570,148)
Gross Profit	\$	86,866	\$	85,200
Deduct mark-to-market unrealized gains		(36,836)		(28,461)
Add back (deduct) unrealized gains (losses) on future contracts for delivered inventory		(506)		(182)
Adjusted Gross Profit	\$	49,524	\$	56,557
Adjusted Gross Profit Margin		7.4%		8.6%
Adjusted Gross Profit on delivered inventory	\$	49,524	\$	56,557
Sugar deliveries (metric tons)		838,607		649,747
Adjusted Gross Profit per metric ton delivered	\$	59.05	\$	87.04

EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin

We define EBITDA as net income (loss) for a period, as reported, before interest, taxes, depreciation and amortization. We define EBITDA Margin as EBITDA divided by revenue. Adjusted EBITDA is EBITDA further adjusted to remove one-time costs relating to the transactions completed with BSM in November 2024, equity-based compensation expense, earnings (loss) from equity investment, and the effects of fair-value accounting for commodity forwards, futures (adjusting for any closed-out positions corresponding to physical settlements), foreign exchange contracts, and inventory. We use Adjusted EBITDA as a measure of the profitability of our physical operations as it removes the effects of unrealized and mark-to-market gains and losses. We define Adjusted EBITDA Margin as Adjusted EBITDA divided by revenue. Below is a reconciliation of these measures. The most directly comparable IFRS measure for each of EBITDA and Adjusted EBITDA is net income.

Three Months Ended December 31	2025	2024
Net Income (Loss)	\$ 11,552	\$ (6,945)
Add back interest expense	5,378	5,836
Add back depreciation expense	1,838	1,365
Add back depreciation of right-of-use assets	716	621
Deduct interest income	(88)	(466)
Add back (deduct) tax expense (recovery)	(8,096)	537
EBITDA	11,300	948
Add back equity-based compensation expense	499	463
Deduct earnings from equity investment	-	(139)
Add back (deduct) mark-to-market unrealized losses (gains)	(8,349)	6,135
Add back transaction costs	-	176
Add back (deduct) unrealized foreign exchange losses (gains) on leases and loans	532	(1,416)
Add back (deduct) unrealized gains (losses) on future contracts for delivered inventory	(561)	411
Adjusted EBITDA	3,421	6,578
Divide by Revenue	149,410	160,066
EBITDA Margin	7.6%	0.6%
Adjusted EBITDA Margin	2.3%	4.1%
Twelve Months Ended December 31	2025	2024
Net Income	\$ 40,966	\$ 24,191
Add back interest expense	23,347	24,719
Add back depreciation expense	6,813	5,243
Add back depreciation of right-of-use assets	2,526	1,299
Deduct interest income	(517)	(1,321)
Add back (deduct) tax expense (recovery)	(8,276)	7,563
EBITDA	64,859	61,694
Add back equity-based compensation expense	1,898	2,605
Deduct earnings from equity investment	(8)	(151)
Deduct mark-to-market unrealized positions	(36,836)	(28,461)
Add back transaction costs	-	176
Add back (deduct) unrealized foreign exchange losses (gains) on leases and loans	1,503	(1,556)
Deduct unrealized losses on future contracts for delivered inventory	(506)	(182)
Adjusted EBITDA	30,910	34,125
Divide by Revenue	668,935	655,348
EBITDA Margin	9.7%	9.4%
Adjusted EBITDA Margin	4.6%	5.2%

Return on Equity

Return on equity measures the total return to our equity holders. We define return on equity as net income for the prior 12-month period divided by total shareholders' equity at the beginning of the period, expressed as a percentage.

	December 31, 2025		December 31, 2024	
Net Income, as reported (previous 12 months)	\$	40,966	\$	24,191
Divide by Total Shareholders' Equity at the beginning of period		169,365		141,825
Return on Equity		24.2%		17.1%

Free Cash Flow

Free Cash Flow is defined as cash flow from operations excluding changes in non-cash working capital and including capital expenditures, net of value-added capital expenditures (capital expenditures to increase production and net income), and lease payments. The most directly comparable IFRS measure for Free Cash Flow is cash flow provided by (used in) operating activities.

Three Months Ended December 31		2025		2024	
Net cash flow provided by (used in) operating activities	\$	4,790	\$	(31,007)	
Changes in non-cash operating assets and liabilities		(4,849)		34,295	
Lease Payments		(911)		(980)	
Purchase of property plant and equipment (capital expenditures)		(13,450)		(46,296)	
Value-added capital expenditures		13,476		45,993	
Free cash flow	\$	(944)	\$	2,005	

Year Ended December 31		2025		2024	
Net cash flow provided by (used in) operating activities	\$	48,737	\$	578	
Changes in non-cash operating assets and liabilities		(38,582)		11,718	
Lease Payments		(3,021)		(1,457)	
Purchase of property plant and equipment (capital expenditures)		(46,641)		(62,399)	
Value-added capital expenditures		45,905		61,556	
Free cash flow	\$	6,398	\$	9,996	

Adjusted Net Debt and Capitalization

Adjusted net debt is defined as total Loans and borrowings less the net collateral value of current assets eligible as collateral, against which we can borrow on our borrowing base facilities, and other cash balances. For a description of our borrowing base facility, see "Capital Resources." The most directly comparable IFRS measure for Adjusted net debt is total Loans and borrowings. Capitalization is defined as our shareholders' equity plus Adjusted net debt, lease liabilities, and amounts due to related parties. The most directly comparable IFRS measure for Capitalization is Shareholders' equity. Adjusted leverage ratio is defined as the ratio of Adjusted net debt to Adjusted EBITDA.

	December 31, 2025	December 31, 2024
Loans and borrowings	\$ 336,804	\$ 328,241
Less:		
Net collateral value	(211,377)	(247,874)
Other cash	(8,953)	(2,919)
Adjusted net debt	116,474	77,448
Lease liabilities	19,472	18,656
Due to related parties	166	-
Shareholders' equity	211,002	169,365
Capitalization	347,114	265,469
Adjusted net debt to capitalization	33.6%	29.2%
Adjusted EBITDA (previous 12 months)	30,910	37,237
Adjusted leverage ratio (Adjusted net debt / Adjusted EBITDA)	3.8	2.1

Maturity in years	Up to 1	1-2	2-3	3-5	Over 5
Loans and borrowings, current portion					
Borrowing base revolving credit facility	200,915				
Inventory repurchase transactions	32,018				
Other revolving facilities	450				
Current portion of long-term loans and borrowings	13,323				
Loans and borrowings, net of current portion		26,198	8,808	8,404	51,484
Loans and Borrowings	246,706	26,198	8,808	8,404	51,484
Unused credit facilities (total)	152,067				
Unused committed facilities	50,000				
Financial covenants include:					
Maximum Total liabilities-to-Tangible net worth ¹	4.00:1				
Reported as of December 31, 2025	1.42				

Our KPIs may be calculated in a manner different than similar metrics used by other companies.

Selected Annual Information

The following selected financial data for each of the three most recently completed financial years are derived from the audited consolidated annual financial statements of the Company (other than sugar delivery and refinery volume data).

Twelve Months Ended December 31	2025	2024	2023
Sugar Deliveries (Metric Tons)	838,607	649,747	476,778
Revenue	\$ 668,935	\$ 655,348	\$ 496,834
Cost of sales	582,069	570,148	426,066
Gross Profit	86,866	85,200	70,768
Adjusted gross profit	49,524	56,557	49,609
Adjusted gross profit margin	7.4%	8.6%	10.0%
Income From Operations	56,760	53,193	47,279
Income Before Income Taxes	32,690	31,754	26,331
Net Income	40,966	24,191	19,974
Income from continuing operations— per share (basic)	3.71	3.21	3.18
Income from continuing operations— per share (diluted)	1.70	1.02	0.86
EBITDA	64,859	61,694	54,114
Adjusted EBITDA	30,910	34,125	34,655
Adjusted EBITDA/MT Delivered	36.86	52.52	72.69
EBITDA Margin	9.7%	9.4%	10.9%
Adjusted EBITDA Margin	4.6%	5.2%	7.0%
Total assets	675,164	630,449	543,929
Total non-current liabilities	122,560	120,807	67,581
Total Shareholders' equity	211,002	169,365	141,825
Return on equity	24.2%	17.1%	18.3%
Dividend per share	-	-	0.07
Free cash flow	6,398	9,996	6,213
Refineries Results			
Refineries Volume (Metric Tons)	205,710	206,994	160,323
Adjusted Gross Profit ¹	\$ 30,371	\$ 30,238	\$ 23,004
Adjusted Gross Profit per MT	147.64	146.08	143.49

¹ Refinery results include sugar refined at our facilities and delivered during the relevant period. Adjusted Gross Profit from our refining operations include results from our Trading and Services segments directly attributable to those refining activities. Beginning January 1, 2025, these figures include the results of raw sugar sales on an FOB (free on board) or CIF (cost, insurance and freight) basis at the port of origin, as management believes the Adjusted Gross Profit from these sales are an integral part of the refineries' operations. Prior periods are not reported on the same basis and exclude these results.

Quarters Ended December 31, 2025, and December 31, 2024

Three Months Ended December 31	2025	2024
Sugar Deliveries (Metric Tons)	227,447	154,773
Revenue	\$ 149,410	\$ 160,066
Gross Profit	18,043	5,343
Adjusted gross profit	9,133	11,889
Adjusted gross profit margin	6.1%	7.4%
Income From Operations	9,237	14,554
Income Before Income Taxes	3,456	(6,408)
Net Income	11,552	(6,945)
Net Income per share - basic	1.05	(0.92)
Net Income per share - diluted	0.48	(0.29)
EBITDA	11,300	948
Adjusted EBITDA	3,421	6,578
Adjusted EBITDA Margin	2.3%	4.1%
Adjusted gross profit per metric ton delivered (net of cash settlements)	40.16	76.82
Free cash flow	(944)	1,471
Refineries Results		
Refineries Volume (Metric Tons)	44,561	44,534
Adjusted Gross Profit ¹	\$ 5,550	6,260
Adjusted Gross Profit per MT	124.55	140.56

¹ Refinery results include sugar refined at our facilities and delivered during the relevant period. Adjusted Gross Profit from our refining operations include results from our Trading and Services segments directly attributable to those refining activities. Beginning January 1, 2025, these figures include the results of raw sugar sales on an FOB (free on board) or CIF (cost, insurance and freight) basis at the port of origin, as management believes the Adjusted Gross Profit from these sales are an integral part of the refineries' operations. Prior periods are not reported on the same basis and exclude these results.

Customer sugar deliveries increased by 47.0%, from 154,773 MTs for the quarter ended December 31, 2024, to 227,447 MTs for the corresponding 2025 period, driven by wholesale volumes of both conventional and organic sugar in the U.S. and Canada, conventional sugar deliveries in the Caribbean market, and bulk raw sugar sales at origin.

While volumes increased significantly, margins, especially in our U.S. wholesale operations, continued to compress, reflective of market conditions. Adjusted Gross Profit decreased to \$9.1 million for the quarter ended December 31, 2025, from \$11.9 million for the corresponding 2024 period. This decrease was driven by lower margins in our Mexican operation (reflective of the market-driven nature of our wholesale business in this geography) and our refining operation in Hamilton, Ontario, during the last quarter of 2025, where we used higher priced raw sugar acquired during prior periods to fulfill lower priced contracts priced to reflect lower world market sugar prices prevalent at the time.

Adjusted EBITDA was \$3.4 million for the quarter ended December 31, 2025, compared with \$6.6 million for the corresponding 2024 period, a 48.0% decrease, mainly driven by a decrease in Adjusted Gross Profit for the quarter. EBITDA was \$11.3 million for the quarter ended December 31, 2025, compared with \$0.9 million for the corresponding period in fiscal 2024, driven primarily by higher unrealized mark-to-market gains on commodity forward contracts. This difference was due to both the growth of forward contract volumes and booked margins in the last quarter of 2025 (for deliveries in 2026 and 2027) and the absence in 2025 of a mark-to-market loss on inventory values that occurred in the last quarter of 2024.

Refining capacity remained unchanged year-over-year, as the Company prioritized the development of its new refineries in University Park, Illinois, and Hamilton, Ontario. These new refineries have recently become operational and are expected to add refined sugar volumes to our operations. Accordingly, refined sugar deliveries

from our own refineries remained consistent year-over-year for the last quarter. Adjusted gross profit margin per metric ton on these volumes decreased by 11.4%, from \$140.56 per MT in the three months ended December 31, 2024, to \$124.55 per MT in the corresponding 2025 period, mainly driven by lower margins from deliveries out of our Hamilton refinery. The margin compression resulted from the utilization of raw sugar inputs with a relatively high cost, resulting in comparatively lower margins than those observed in the prior year.

Year Ended December 31, 2025, and December 31, 2024

Twelve Months Ended December 31	2025	2024
Sugar Deliveries (Metric Tons)	838,607	649,747
Revenue	\$ 668,935	\$ 655,348
Gross Profit	86,866	85,200
Adjusted gross profit	49,524	56,557
Adjusted gross profit margin	7.4%	8.6%
Income From Operations	56,760	53,193
Income Before Income Taxes	32,690	31,754
Net Income	40,966	24,191
Net Income per share - basic	3.71	3.21
Net Income per share - diluted	1.70	1.02
EBITDA	64,859	61,694
Adjusted EBITDA	30,910	34,125
Adjusted EBITDA Margin	4.6%	5.2%
Adjusted gross profit per metric ton delivered (net of cash settlements)	59.05	87.04
Free cash flow	6,398	9,996
Refineries Results		
Refineries Volume (Metric Tons)	205,710	206,994
Adjusted Gross Profit ¹	\$ 30,371	\$ 30,238
Adjusted Gross Profit per MT	147.64	146.08

¹ Refinery results include sugar refined at our facilities and delivered during the relevant period. Adjusted Gross Profit from our refining operations include results from our Trading and Services segments directly attributable to those refining activities. Beginning January 1, 2025, these figures include the results of raw sugar sales on an FOB (free on board) or CIF (cost, insurance and freight) basis at the port of origin, as management believes the Adjusted Gross Profit from these sales are an integral part of the refineries' operations. Prior periods are not reported on the same basis and exclude these results.

Sucro's 2025 results were achieved notwithstanding several operational headwinds, including lower average prices and conventional sugar margins in the U.S. (reflective of market conditions driven by excess supply and an approximately 3.4% reduction in U.S. sugar demand over the prior three calendar years¹), a volatile U.S. tariff environment (where Sucro paid out approximately \$8.9 million in tariffs, not fully recovered through price increases), lower world market prices that affected Canada as we used higher priced raw sugar to fulfill contracts, and the complete elimination of the U.S. specialty sugar quota, on which Sucro historically relied to achieve its market leadership in organic sugar.

However, 2025 was not a year of structural deterioration but one that showed the resilience of our business model and our commitment to operational excellence. Sucro utilized its extensive and flexible network to offset many of these challenges, including, focusing more production and sales efforts on value-added specialty sugar manufacturing and packaging, leveraging its unique organic sugar refining capabilities in Canada and the U.S., which positions Sucro to remain the market leader under the new U.S. import regime, and building its growing multinational customer network to take advantage of opportunities across the NAFTA region. And despite this shift in overall strategy to attain significant growth and the ongoing project management efforts to build and develop two

¹ According to data provided by the U.S. Department of Agriculture

new refineries, both selling, general, and administrative expenses and interest expense declined year-over-year. More importantly, 2025 was the year that culminated in the successful buildout of significant additional capacity that will transform the Company going forward, leaving Sucro well-positioned and confident about our business outlook for 2026.

For the twelve months ended December 31, 2025, while average prices for sugar deliveries decreased by 20.5%, customer deliveries increased by 29.1% compared with the corresponding 2024 period, from 649,747 MT in 2024, to 838,607 MT in 2025. This increase is mainly driven by greater wholesale volumes of conventional sugar in the U.S., as well as by higher bulk raw sugar sales at origin.

Adjusted Gross Profit and Adjusted Gross Profit Margin was \$49.5 million and 7.4%, respectively, for the twelve months ended December 31, 2025, compared with \$56.6 million and 8.6% for the corresponding 2024 period. With refinery operations relatively stable year-over-year, the decrease in Adjusted Gross Profit was driven by lower wholesale organic sugar deliveries in the U.S., due to the absence of large bulk sales during the year (a trend that we expect will be reversed in 2026), and a decrease in volumes and margins in our operation in Mexico, reflective of the market-driven nature of our wholesale business in this geography. Likewise, the reduction in Adjusted Gross Profit Margin in 2025 was due to tariffs imposed on U.S. sugar imports not being fully recovered in sugar prices, as well as higher factory overhead and depreciation expense (explained below).

EBITDA was \$64.9 million for the twelve months ended December 31, 2025, compared with \$61.7 million for the corresponding 2024 period, a 5.1% increase. Likewise, net income for the twelve months ended December 31, 2025, amounted to \$41.0 million, an increase of \$16.8 million, or 69.3%, when compared to net income of \$24.2 million for the twelve months ended December 31, 2024. These increases were driven primarily by lower deferred income tax expense and higher unrealized mark-to-market gains on commodity forward contracts and inventories, as explained below.

The composition of the Company's revenue for the twelve months ended December 31, 2025, and 2024, was as follows:

Twelve Months Ended December 31	2025		2024	
Commodity	\$	672,663	\$	658,614
Tolling		1,670		1,005
Warehousing		50		195
Futures and options results		(5,448)		(4,466)
Total revenue	\$	668,935	\$	655,348

Despite lower average prices for the year, revenue for the twelve months ended December 31, 2025, increased by 2.1%, to \$668.9 million, from \$655.3 million for the twelve months ended December 31, 2024. This increase was driven by a 29.1% increase in sugar deliveries, which were in turn driven by greater wholesale volumes of conventional sugar in the U.S., as well as by higher bulk raw sugar sales at origin.

During the twelve months ended December 31, 2025, the Company's futures and options losses were \$5.4 million, compared with a \$4.5 million loss for the corresponding 2024 period, a \$0.9 million increase relating to market losses on our Sugar 11 futures contracts positions, which are used in the ordinary course as hedging instruments for our physical positions.

The composition of cost of sales for the Company for the twelve months ended December 31, 2025, and 2024, was as follows:

Twelve Months Ended December 31	2025		2024	
Purchases	\$	477,906	\$	469,024
Production and processing		18,134		19,440
Logistics/ freight		90,128		80,929
Labor		12,739		12,440
Overheads		14,050		11,573
Foreign exchange loss (gain)		(121)		975
Depreciation on plant and equipment		5,182		3,688
Depreciation on right-of-use plant and equipment		887		540
Mark to market unrealized positions		(36,836)		(28,461)
Total cost of sales	\$	582,069	\$	570,148

Cost of sales increased by \$11.9 million (2.1%), from \$570.1 million for the twelve months ended December 31, 2024, to \$582.1 million for the twelve months ended December 31, 2025. The main drivers were increases in sugar purchases, logistics and freight, overheads, and depreciation expense. The increase in sugar purchases expense was driven by volume sold, explained above, and reflected a 1.9% increase year-over-year, compared to a 2.1% increase in revenue, which reflects positively on the Company's ability to manage commodity price risk in changing market conditions. On the other hand, logistics and freight for the twelve months ended December 31, 2025, increased by 11.4%. to \$90.1 million, from \$80.9 million for the twelve months ended December 31, 2024, primarily due to an \$8.9 million increase in tariffs imposed by the U.S. government, which were not fully recovered through increased pricing. While the plausibility, timing and process for obtaining tariff refunds remains unclear, following the U.S. Supreme Court decision overturning the International Emergency Powers Act ("IEEPA") tariffs imposed by the U.S. government in 2025, the Company has sought to protect its right to obtain such refunds for the full amount of its IEEPA tariff payments. Other drivers of cost of sales were overheads, which reflected an increase of \$2.5 million, from \$11.6 million for the twelve months ended December 31, 2024, to \$14.1 million for the same period of 2025, mainly driven by an increase in refined sugar production volumes from our facilities, and depreciation expense, due to the initial recognition of equipment (previously classified as construction in progress) corresponding to our new Hamilton refinery.

Mark-to-market gains on commodity forward contracts and, to a lesser extent, mark-to-market gains on inventory drove the \$36.8 million gains on unrealized mark-to-market positions for the twelve months ended December 31, 2025 (compared with \$28.5 million for the same period in 2024). Mark-to-market gains on commodity forward contracts and inventory for the twelve months ended December 31, 2025, were \$28.7 million, and \$6.2 million, respectively, compared to gains of \$21.0 million and \$0.8 million for the same period in 2024. These gains relate primarily to an increased volumes of organic sugar contracts and inventory levels.

On July 15, 2025, the U.S. Department of Agriculture announced that the agency will not allocate any specialty sugar quota volume to support the U.S. organic market for fiscal year 2026 (beginning October 2025). The specialty sugar quota tranche system has been the primary supply mechanism for the U.S. organic sugar market, representing almost 85% of the circa 280,000 MT demand in 2024. With a domestic production capacity of around 20,000-21,000 MT, this leaves a considerable void of supply in the market. We forecast an estimated shortfall of over 200,000 MT will be left to be filled through imports, subject to a \$338.70 per MT tier 2 duty. The mark-to-market gain on organic inventories reflect the pricing increase in the U.S. to a level that allows for this additional cost of high-tier import, as well as Sucro's positioning as the only standalone sugar refiner in North America that is certified to refine organic sugar. Without being bound to the inventory pressures and inherent volume limitations of the tranche system, we expect to increase production of organic raw sugar in our refineries in a way that will continue to serve our ongoing commitment to our organic sugar customers. Accordingly, we expect to see growth in our organic sugar sales (which carry a higher margin) beginning in 2026.

In addition, for the same period, the Company had unrealized gains of \$2.2 million and losses of \$0.3 million on sugar futures contracts and foreign currency forwards, respectively (2024 - \$5.3 million gain, and \$1.3 million gain, respectively). These gains and losses relate to hedging of Sugar 11 Contracts and Mexican Peso positions on our

inventory, forward contracts, and accounts receivable. See “Financial Risk Management” below.

The composition of selling, general and administrative expenses for the twelve months ended December 31, 2025, and 2024, was as follows:

Twelve Months Ended December 31	2025		2024	
Administrative expenses	\$	20,835	\$	23,622
Selling and distribution expenses		1,329		290
Other operating expenses		2,774		3,176
Depreciation		1,631		1,555
Depreciation of right-of-use assets		1,639		759
Equity-based compensation		1,898		2,605
Total Selling, General and Administrative Expenses	\$	30,106	\$	32,007
Total Selling, General and Administrative Expenses / Revenue		4.50%		4.88%

The Company’s selling, general and administrative expenses amounted to \$30.1 million for the twelve months ended December 31, 2025, a decrease of \$1.9 million (5.9%) when compared to expenses of \$32.0 million for the twelve months ended December 31, 2024, driven mainly by a decrease in administrative expenses. Administrative expenses, which include staff payroll, benefits, professional fees, insurance, bank service charges, and other office expenses were \$20.9 million for the twelve months ended December 31, 2025, a decrease of \$2.8 million (11.8%) from \$23.6 million for the twelve months ended December 31, 2024. The most significant driver for this reduction was an improvement in our payroll expenses and professional fees, which reflect management’s ongoing efforts to limit these costs going forward, despite a 29.1% increase in volumes and the ongoing project management efforts to build and develop two new refineries.

During the twelve months ended December 31, 2025, the Company incurred interest expense of \$23.3 million, a decrease of \$1.4 million, or 5.6%, from the twelve months ended December 31, 2024. This decrease was due to lower outstanding balances on the revolving credit facilities that finance our working capital assets. This reduction reflects management’s ongoing efforts to effectively manage its working capital, which saw a 19.8% reduction year-over-year, a significant achievement considering the 2.1% increase in revenue for the year.

The Company’s current and deferred income tax expense decreased by \$15.8 million from \$7.6 million expense for the twelve months ended December 31, 2024, to \$8.3 million recovery for the year ended December 31, 2025. The Company recognized \$1.3 million in current income tax expense and reversed \$9.6 million in deferred income tax expense during the twelve months ended December 31, 2025, primarily due to book-tax differences on unrealized gains in inventory, currency and statutory rate changes and fluctuations, and temporary differences between accounting and tax depreciation rates for property, plant and equipment.

Summary of Quarterly Results

The table below contains a summary of selected financial information for the previous eight quarters of the Company.

Unaudited	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024	Q3 2024	Q2 2024	Q1 2024
Sugar Deliveries (Metric Tons)	227,447	147,853	286,989	176,319	154,773	181,023	131,086	182,865
Total Revenue	\$ 149,410	\$ 132,870	\$ 231,408	\$ 155,247	\$ 160,066	\$ 171,992	\$ 138,374	\$ 184,916
Adjusted Gross Profit	9,133	13,442	13,164	13,785	11,889	13,834	14,404	16,430
Adjusted Gross Profit Margin	6.1%	10.1%	5.7%	8.9%	7.7%	8.1%	10.3%	8.7%
Adjusted EBITDA	3,421	7,172	10,420	9,897	6,578	8,232	8,651	10,664
Free Cash flow	(944)	4	6,116	1,222	1,471	1,348	2,173	5,004
Net Income from continuing operations	11,552	15,367	2,040	12,007	(6,945)	7,438	3,959	19,739
Total								
Per share	1.05	1.40	0.19	1.10	(0.92)	1.06	0.57	2.88
Diluted per share	0.48	0.64	0.08	0.50	(0.29)	0.31	0.17	0.83
Net Income	11,552	15,367	2,040	12,007	(6,945)	7,438	3,959	19,739
Total								
Per Share	1.05	1.40	0.19	1.10	(0.92)	1.06	0.57	2.88
Diluted per share	0.48	0.64	0.08	0.50	(0.29)	0.31	0.17	0.83

Refineries Results

Refineries Volume (Metric Tons)	44,561	53,873	59,074	48,202	44,534	57,093	58,613	46,754
Adjusted Gross Profit ¹	\$ 5,550	\$ 10,110	\$ 6,552	\$ 8,158	\$ 6,260	\$ 7,917	\$ 9,320	\$ 6,741
Adjusted Gross Profit per MT	124.55	187.66	110.92	169.25	140.56	138.68	159.00	144.18

¹ Refinery results include sugar refined at our facilities and delivered during the relevant period. Adjusted Gross Profit from our refining operations include results from our Trading and Services segments directly attributable to those refining activities. Beginning January 1, 2025, these figures include the results of raw sugar sales on an FOB (free on board) or CIF (cost, insurance and freight) basis at the port of origin, as management believes the Adjusted Gross Profit from these sales are an integral part of the refineries' operations. Prior periods are not reported on the same basis and exclude these results.

Capital Resources

As of December 31, 2025, the Company had working capital of \$96.3 million compared to working capital of \$120.0 million as of December 31, 2024. This reduction reflects management's ongoing efforts to effectively manage its working capital, which saw a 19.8% reduction year-over-year, a significant achievement considering the 2.1% increase in revenue for the year.

	December 31, 2025	December 31, 2024
Current Assets	\$ 437,859	\$ 460,229
Less: Current Liabilities	341,602	340,277
Working Capital	\$ 96,257	\$ 119,952

As of December 31, 2025, the Company had \$152.1 million of unused credit facilities, including \$53.0 million available under uncommitted physical repurchase facilities, and \$50.0 million of unused committed credit facilities. The Company considers that it has sufficient funds available to meet its current and long-term financial obligations as they come due.

As of December 31, 2025, the Company had revolving credit facilities in an aggregate amount of \$350.0 million, which had \$149.1 million of unused capacity as of that date (\$120.5 million as of December 31, 2024), based on the total value of the facilities. These are borrowing base facilities secured by substantially all the current assets of the Company, including inventory, accounts receivable, cash, futures accounts, prepayments to providers, and forward commodity contracts. These facilities mature in August 2026. The Company is presently engaged with the financial institutions participating in these facilities to extend the maturity date. The Company expects to obtain this extension in due course on substantially similar or more favorable terms.

The Company may draw on its revolving credit facilities based on the value of the pledged current assets, adjusted to reflect different limits and deductions imposed by the lenders. As of December 31, 2025, and December 31, 2024, the Company had \$15.8 million and \$20.3 million, respectively, available to draw under its revolving facilities, based on the value of the pledged collateral, with \$50.0 million of committed availability available for drawing. These credit facilities are subject to certain financial and other covenants, which include, among others,

minimum tangible net worth and working capital requirements and a maximum debt to tangible net worth ratio. Compliance with these covenants is a condition to draw under this facility. As of December 31, 2025, the Company was in compliance with these covenants.

In addition, the Company has physical inventory repurchase lines with financial institutions in the aggregate amount of \$85.0 million (\$85.0 million as of December 31, 2024). These lines provide for the sale of inventory with an agreement to repurchase the same at a future date. The Company had \$53.0 million and \$68.5 million of total unused capacity under these lines as of December 31, 2025, and December 31, 2024, respectively. These are uncommitted, discretionary lines, with each transaction being subject to its own terms.

The main drivers for the decrease in current assets for the year ended December 31, 2025, were decreases in inventory and accounts receivable, of \$23.4 million and \$32.7 million, respectively, as a result of management's continued efforts to improve inventory management and credit and collections practices.

The increase in current liabilities for the year ended December 31, 2025, was mainly due to a \$10.2 million increase in accounts payable and accrued liabilities when compared to December 31, 2024. This increase reflects a balance of approximately \$25.0 million of trade payables under a supplier finance program with a third-party financial institution (see "Liquidity"). The increase was partially offset by a \$7.3 million decrease in loans and borrowings, corresponding mainly to repayments on our revolving credit facilities, and a \$6.0 million decrease in unrealized losses on forward commitments.

The Company's objectives when managing capital resources are to:

- Deploy capital to provide an appropriate return on investment for shareholders;
- Explore profitable growth opportunities;
- Maintain financial flexibility to preserve the ability to meet its short-term and long-term financial obligations; and
- Maintain a capital structure that provides financial flexibility to execute strategic opportunities, while adhering to the financial covenants imposed by its lenders.

The Company's strategy is formulated to maintain a flexible capital structure consistent with the objectives stated above as well as to respond to changes in economic conditions and to the risks inherent in its underlying assets. The Company promotes year-over-year sustainable profitable growth and has established a quantitative return on capital criterion, which takes into account factors such as the Company's borrowing costs and the cost of its outstanding equity, on a weighted average basis. The Company is subject to various capital requirements imposed by its lenders, both on a consolidated and standalone basis (for one or more of its subsidiaries). As of December 31, 2025, the Company was in compliance with these requirements.

Our working capital needs are funded with cash from operating activities and short-term debt. To maintain or alter the capital structure, the Company may adjust capital spending, take on new debt or issue equity. The Company anticipates that it will have adequate liquidity to fund future working capital, commitments, and forecasted capital expenditures through a combination of cash flow, cash-on-hand, and debt financing as required.

The Company has recently completed a multi-year capital expenditure plan that, since 2021, has seen the development of three new sugar refineries in North America: Lackawanna, New York, Hamilton, Ontario, and University Park, Illinois. Together, these facilities represent a nominal capacity of almost 1.5 million MT. Aggregate capital expenditures for the last five fiscal years were \$173 million, of which \$106 million were financed with long-term debt. The Company's strategic growth plan is to drive profitability and manage its balance sheet by increasing its North American refining output until it reaches full facility capacity, leveraging economies of scale and logistic synergies. For fiscal 2026, we expect to incur capital expenditures of approximately \$10.0 million on our North American refineries, primarily to commission the newly constructed Hamilton and University Park refineries. We expect to fund these capital expenses primarily with cash from operations and with cash received from the sale of the equipment of our first Hamilton, Ontario, refinery, which we intend to decommission in Q2 2026

In addition, on September 4, 2025, the Company announced the formation of a 50/50 joint venture with Belizean

sugar mill, Santander Sugar, for the development of a fully functional cane sugar refinery in Belize to serve member states of CARICOM. This project is expected to commence commercial operation in the first half of 2026. The project has an estimated total cost of approximately \$20.0 million, with a phase 1 estimate of \$10.0 million to be incurred by June 30, 2026 (of which the Company will contribute 50%). As of December 31, 2025, the Company had incurred \$0.3 million on the development of this project.

Further, on December 10, 2025, the Company announced the formation of a joint venture with Guyanese company, GAICO, to develop, construct, finance and operate a cane sugar refinery at Wales, West Bank Demerara, Guyana. Sucro is expected to hold a 15% indirect interest in the joint venture through its Belize sugar refinery joint venture. It is anticipated that a significant part of the equipment from Sucro's former Hamilton, Ontario, refinery, which is being decommissioned following the startup of the new Canadian refinery, would be sold to the Guayana refinery. Initial operations for the new refinery are targeted for the first half of 2027. The project has an estimated total cost of approximately \$20.0 million (of which the Company will contribute 15%). As of December 31, 2025, the Company has not incurred any capital expenditures on the development of this project, which remains in the planning, design, permitting and financing stage.

Liquidity

Years Ended December 31, 2025, and 2024

A summary of cash flows for continuing operations for the Company for the years ended December 31, 2025, and 2024, are as follows:

Year Ended December 31	2025		2024	
Net cash flow provided by (used in) operating activities:				
Operating cash flows before changes in working capital	\$	10,155	\$	12,296
Changes in non-cash operating assets and liabilities		38,582		(11,718)
Net cash flow provided by (used in) operating activities	\$	48,737	\$	578
Cash flow provided by (used in) financing activities	\$	3,758	\$	59,321
Cash flow provided by (used in) investing activities	\$	(46,641)	\$	(62,399)
Net increase (decrease) in cash	\$	5,854	\$	(2,500)

Cash flow provided by operating activities for the twelve months ended December 31, 2025, increased by \$48.2 million compared to the twelve months ended December 31, 2024, due to increases in changes in non-cash operating assets and liabilities. Changes in non-cash operating assets and liabilities were \$38.6 million for the twelve months ended December 31, 2025, compared to a decrease of \$11.7 million for the corresponding 2024 period, as a result of several factors. Positive factors for the twelve months ended December 31, 2025, included decreases in inventory, accounts receivables, net trading and derivative account assets and an increase in accounts payable and accrued liabilities, sales tax payable and taxes payable. Management continues to secure alternative financing sources, including supplier financing arrangements (both directly through the supplier and through reverse factoring arrangements with third parties) to reduce overall costs and improve the Company's liquidity position. These positive factors were partially offset by negative factors including greater other receivables, taxes and sales taxes receivable, and prepaid expenses.

During the second quarter of 2025, the Company entered into a supplier finance program with a third-party financial institution. This arrangement allows selected suppliers to receive early payment of their invoices from the financial institution, while the Company settles the amounts payable at a later date, consistent with its normal payment terms. As of December 31, 2025, approximately \$25.0 million of trade payables were outstanding under this program. Suppliers had received early payment on \$25.0 million of these amounts as of year end. The program did not materially impact the Company's cash flow classification or financial position for the year ended December 31, 2025. This arrangement supports supplier liquidity and enhances working capital efficiency, without altering the Company's commercial payment obligations.

Cash flow provided by financing activities decreased by \$55.6 million for the twelve months ended December 31, 2025, compared to the same period of 2024, mainly due to repayments of short-term financial liabilities (mainly our borrowing base facilities) in fiscal 2025. In fiscal 2025, the Company sought to optimize its working capital, as well as lower year-over-year increases in long-term debt, as the Company's availability under its long-term debt facilities was mostly utilized in 2024. Accordingly, funding of capital expenditures for 2025 was predominantly met with operating cash flows.

Cash flow used in investing activities decreased by \$15.8 million during the twelve months ended December 31, 2025, compared to the same 2024 period, mainly due to lower capital expenditures being incurred in 2025 due to the timing of expenditures relating to our refinery projects. A large portion of these expenses were incurred earlier in the development of these projects, including the associated costs of equipment, structural steel and other materials, contractors, and engineering.

Operational Cycle

Our financial position is influenced by the seasonal nature of agricultural commodity trading. To ensure long-term supply stability, we enter into forward commitments aligned with upcoming crop harvest periods. Because we manage our portfolio on a crop-year basis, our hedging and procurement commitments typically extend 15 to 24 months. We classify these positions as current because they are executed as part of our normal operating cycle—the period required to procure, process, and deliver sugar to our customers. This classification ensures our Consolidated Statements of Financial Position accurately reflect our working capital requirements, where current assets and liabilities are defined by our recurring business cycle rather than a rigid 12-month calendar window.

Credit Facilities and Debt Management Strategy

	December 31, 2025	December 31, 2024
Loans and borrowings	\$ 336,804	\$ 328,241
Less:		
Net collateral value	(211,377)	(247,874)
Other cash	(8,953)	(2,919)
Adjusted net debt	116,474	77,448
Lease liabilities	19,472	18,656
Due to related parties	166	-
Shareholders' equity	211,002	169,365
Capitalization	347,114	265,469
Adjusted net debt to capitalization	33.6%	29.2%
Adjusted EBITDA (previous 12 months)	30,910	34,125
Adjusted leverage ratio (Adjusted net debt / Adjusted EBITDA)	3.8	2.3

We consider our capital to be our shareholders' equity plus lease liabilities, amounts due to related parties and debt, adjusted for the net collateral value of working capital assets (excluding cash) securing our borrowing bases and inventory financing obligations, on a mark-to-market basis, and cash balances. As of December 31, 2025, our ratio of Adjusted net debt to capitalization was 33.6%, compared to 29.2% as of December 31, 2024. As of December 31, 2025, our Adjusted leverage ratio was 3.8, compared with 2.3 as of December 31, 2024. This is consistent with the timing of our capital expenditures for our new Hamilton, Ontario, and University Park, Illinois, refineries, which have recently become operational and are expected to add refined sugar volumes to our operations. We therefore expect that, in Fiscal 2026, the Company will be able to reduce its leverage indicators by executing on its plan to grow volumes from its refining operations, improve margins through value-added specialty sugar products, control costs, and reduce its capital expenditures.

We fund our working capital requirements primarily through our borrowing base facility and inventory repurchase transactions (discussed in "Capital Resources" above). These facilities generally bear interest at variable SOFR-based rates, plus an applicable margin. The interest rate of our borrowing base facilities was 6.7% and 7.5% as of December 31, 2025, and 2024, respectively. As of December 31, 2025, we maintained \$105.0 million notional amount of buy fixed-sell variable interest rate swaps that effectively fix the rate of the same notional amount of

short-term debt for a period of 2-3 years from their inception date (for further information, see “Financial and Other Instruments,” and “Financial Risk Management” below).

All outstanding long-term loans and borrowings were used to finance capital expenses, including property, plant and equipment and have the maturities set forth below. The average interest rate for our long-term debt for the year ended December 31, 2025, was 6.7%. As of December 31, 2025, approximately \$58.6 million, or 56.1%, of our long-term debt bears interest at a floating rate, of which \$32.9 million is not currently amortizing, pending completion of construction of our refineries.

While our credit facilities include financial and other covenants applicable to our subsidiaries, our borrowing base facility includes a financial covenant applicable to Sucro Limited on a consolidated basis, as set forth in the table below:

Maturity in years	Up to 1	1-2	2-3	3-5	Over 5
Loans and borrowings, current portion					
Borrowing base revolving credit facility	200,915				
Inventory repurchase transactions	32,018				
Other revolving facilities	450				
Current portion of long-term loans and borrowings	13,323				
Loans and borrowings, net of current portion		21,403	8,808	8,404	51,484
Loans and Borrowings	246,706	21,403	8,808	8,404	51,484
Unused credit facilities (total)	152,067				
Unused committed facilities	50,000				
Financial covenants include:					
Maximum Total liabilities-to-Tangible net worth ¹	4.00:1				
Reported as of December 31, 2025	1.42				

¹ Tangible Net Worth – Total of assets of the consolidated group minus total liabilities of the consolidated group plus subordinated indebtedness minus any intangible assets as defined by IFRS minus receivables and other obligations due from affiliates that are not Loan Parties unless and to the extent such amounts are covered by credit insurance provided by a credit insurance provider with an investment grade credit rating.

Future Commitments

The Company records purchases and sales when goods are delivered, and control passes to the customer. As a result, to the extent it has fixed price forward commitments that are not appropriately hedged by inventory or an offsetting forward or futures contract, the Company’s financial results may be affected significantly by the price of the commodities bought and sold in the normal course of business. Historically, the markets for sugar commodities have been volatile and are expected to be volatile in the future. Losses and liabilities arising from changes in prices and other adverse conditions that can affect the commodity trading industry could have materially adverse effects on the financial condition and operations of the Company upon execution of fixed price commitments on physical contracts. As of December 31, 2025, fixed price sales and purchase commitments on physical contracts for the Company were approximately \$91.0 million and \$60.0 million, respectively. As of December 31, 2024, fixed price sales and purchase commitments on physical contracts for the Company were approximately \$84.0 million and \$40.0 million, respectively. These figures do not include inventory or futures positions. For more information, see “Financial Risk Management” below.

Contingencies

The Company is involved in lawsuits or other claims from time to time arising from normal business activities. Liabilities for loss contingencies arising from claims, assessments, litigation, fines and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Management has reviewed current claims and believes that, as of the date hereof, there is no material current or pending litigation.

Off-Balance Sheet Arrangements

Off balance sheet obligations as of December 31, 2025, include customs bonds in the aggregate amount of \$4.3 million.

Transactions with Related Parties

The Company had no related-party transactions during the year ended December 31, 2025, other than those noted in the audited consolidated financial statements except as follows:

1. Until December 31, 2025, the Company leased an apartment in Buffalo, NY, from an entity beneficially owned by its CEO for the use of its CEO and other senior management while visiting the Lackawanna refinery. The annual lease amount was \$36.0 thousand.
2. Until September 30, 2025, the Company guaranteed up to \$3.2 million of the bank debt obligations of Amerikoa Ingredients, LLC (“Amerikoa”), while the Company held 19% of Amerikoa’s equity securities. Matt Dyer, the group’s Vice President of US Sales, owned the majority of the equity securities of Amerikoa. On September 30, 2025, the Company and certain subsidiaries in the Sucro group of companies completed a previously announced share exchange agreement with Amerikoa Holding, LLC and MB Central-Bond LLC, companies controlled by Matt Dyer. Pursuant to the agreement, Sucro acquired the 49% interest in Sweet Life Services, LLC not already owned in consideration for the transfer of its 19% ownership interest in Amerikoa and the issuance of 155,550 SVS at a price of C\$13.35 per share. In addition, the promissory note referred to in paragraph 3 below in the amount of \$142,133 and accrued interest thereon held by MB Central-Bond LLC was settled and cancelled in consideration for the issuance of an additional 15,215 SVS at the same price of C\$13.35 per share.
3. Commencing August 1, 2023, the Company leased a building in University Park, Illinois, for ingredient processing and transloading services. The lease was on a month-to-month basis and the lessor was an affiliate of Amerikoa. The monthly lease amount was \$20.0 thousand. In April 2025, the Company purchased this property from the lessor at a purchase price of \$1.043 million, satisfied by a US\$142,133 unsecured promissory note and the balance in cash.

Outstanding Security Data

	December 31, 2025	April 15, 2026
Subordinate Voting Shares	11,045,027.00	11,100,589.00
Proportionate Voting Shares	129,689.29	129,689.29
Total – basic outstanding	11,174,716.29	11,230,278.29
Subordinate Voting Shares	11,045,027	11,100,589
Proportionate Voting Shares (as converted to SVS)	12,968,929	12,968,929
Total – basic as converted	24,013,956	24,069,518
Restricted Share Units	162,657	144,669
Options	661,893	661,893
Total – fully diluted	24,843,467	24,876,080

Financial and Other Instruments

The Company treats its commodity forward contracts, for both purchases (from suppliers) and sales (to customers), as financial instruments (derivatives). The Company uses offsetting commodity forward contracts, as well as exchange traded futures and commodity swaps, to mitigate the fixed-price exposure inherent in inventory and

forward commodity commitments. The Company marks to market all open forward and futures contracts, as well as its inventory. The fair values of open contracts are based on regulated exchange prices, industry pricing publications, internal pricing models and broker or dealer quotes. The Company has elected to not designate any of its trading activities as hedging activities.

The Company measures and reports the fair value of forward and futures contracts within a hierarchical disclosure framework that prioritizes and ranks the level of observable inputs used in measuring fair value. Inputs based on market data from independent sources are considered observable inputs and inputs generated from internal assumptions based upon the best information available when external market data is limited or unavailable are considered unobservable inputs. The fair value hierarchy prioritizes fair value measurements into three levels based on the nature of the inputs. Quoted prices in active markets for identical assets or liabilities have the highest priority (Level 1), followed by observable inputs from other than quoted prices, including prices for similar but not identical assets or liabilities (Level 2), and unobservable inputs, including the Company's estimates of the assumptions that market participants would use, having the least priority (Level 3). At each statement of financial position date, the Company performs an analysis of all financial instruments subject to fair value measurements.

Fair value is the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company primarily applies the market approach for recurring fair value measurements and attempts to utilize the best available information. Accordingly, the Company also utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

Futures contracts are generally based on exchange prices and unadjusted quoted prices in active markets and are classified within Level 1. Fair values for forward commitments are valued at the prevailing futures rate of the underlying commodity on the reporting date plus management inputs that are determined by a wide variety of factors, including the transportation costs incurred to transport the asset to its most advantageous market and the liquidity of markets in varying locations. Forward commitment and inventory fair values that are derived from observable inputs and adjusted by management inputs are classified as Level 2. Forward commitments that are derived primarily from management inputs due to lack of an observable market price are classified as Level 3.

Where the fair values of financial instruments recorded on the consolidated statement of financial position cannot be derived from active markets, they are determined using valuation techniques, including the comparable market approach, based on historical transacted prices and estimates. When using these models, a degree of judgment is required in establishing fair values (Level 3). The judgments include considerations of model inputs regarding comparability, forward prices and volatility that are not supported by observable market data. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The fair value of the contracts and derivatives can be significantly impacted by factors such as volatility of futures and spot prices of the underlying commodities and volatility of freight markets. Any change in the fair value of these financial derivatives is recognized currently in profit or loss. As a result, earnings are subject to volatility, even when the underlying expected profit margin over the duration of the contracts is unchanged. Volatility can be significant from period to period.

Prior to settlement, the changes in fair values of forward physical sale and purchase contracts are included in cost of sales and are part of the unrealized forward commitment asset or liability on the consolidated statement of financial position, as appropriate. Upon settlement, physical forward and futures contracts are included in revenues.

The Company has entered into interest rate swaps to manage interest rate risk exposure associated with the Company's floating-rate borrowings. These swaps involve the receipt (or payment) of floating rate payments in exchange for fixed-rate interest payments over their life without an exchange of the underlying principal amount (net cash settlement). The Company designated these interest rate swaps as cash flow hedges for floating rate borrowings.

The Company has also entered into energy swaps to manage price risk exposure associated with its consumption of energy in its processing and refining facilities. These swaps effectively modify its exposure to price risk on part of its natural gas consumption at its refining facilities by converting the Company's variable rate to a fixed-rate basis

during the life of the agreement, thus reducing the impact of price changes on future energy payments. The Company designated these energy swaps as cash flow hedges. See “Financial Risk Management” below.

Significant inputs used to estimate the fair value of interest rate and energy swaps include spot and forward rates on the swap yield curve and spot and forward natural gas prices and estimated borrowing costs.

The following table provides a summary of the Company’s derivative assets as of the dates indicated:

	December 31, 2025		December 31, 2024	
Commodity forward commitments	\$	161,633	\$	139,328
Futures contracts		1,236		1,078
Interest rate swap		58		297
Foreign currency forwards		-		385
Total Gains	\$	162,927	\$	141,088

The following table provides a summary of the Company’s derivative liabilities as of the dates indicated:

	December 31, 2025		December 31, 2024	
Commodity forward commitments	\$	7,863	\$	13,762
Interest rate swap		571		271
Foreign currency forwards		-		134
Energy rate swap		41		75
Total Losses	\$	8,475	\$	14,242

During the years ended December 31, 2025, and 2024, net unrealized gains (losses) on derivative transactions recognized in cost of sales are as follows:

Twelve Months Ended December 31	2025		2024	
Mark-to-market gains (losses) on commodity forward contracts	\$	28,669	\$	21,042
Mark-to-market gains (losses) on inventory		6,172		832
Mark-to-market gains (losses) on futures contracts		2,246		5,261
Mark-to-market gains (losses) on foreign currency forwards		(251)		1,326
Total	\$	36,836	\$	28,461

The amount of gain or loss on derivative transactions is presented in cost of sales, except for the gain (loss) on the interest rate and energy swaps, which are presented under accumulated other comprehensive income in the consolidated statement of comprehensive income and on the consolidated statement of financial position.

The following table shows the Company’s gains and losses from derivatives designated as hedging relationships for the periods indicated:

Derivatives in cash flow hedging relationships	Amount of Gain (loss) recognized in OCI on Derivative (effective portion) for the year ended December 31		Location of Gain (loss) reclassified from OCI into income (effective portion)	Amount of gain (loss) reclassified from OCI into income (effective portion) for the year ended December 31		Location of gain(loss) reclassified in income on derivative (effective portion)	Amount of gain(loss) recognized in income on derivative (ineffective portions) for the year ended December 31	
	2025	2024		2025	2024		2025	2024
Interest rate swap	\$(539)	\$548	Interest income (expense)	\$441	\$960	Other income (expense)	-	-

Energy rate swap	\$34	\$162	Cost of sales (expense)	\$(588)	\$(588)	Other income (expense)	-	-
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Financial Risk Management

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and market risk. Market risk is comprised of interest rate, foreign currency and commodity price risk. The Company regularly evaluates and manages the risks assumed with its financial instruments. The following analysis provides a measure of the Company's risk exposure and concentrations.

a) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company is exposed to this risk mainly in respect of its unrealized losses on forward commitments, accounts payable and accrued liabilities, current financial liabilities, current lease liabilities and other current liabilities. The Company considers that it has sufficient funds available to meet its current and long-term financial obligations as they come due. As of December 31, 2025, the Company had current assets of \$437.9 million and current liabilities of \$341.6 million. As of December 31, 2024, the Company had current assets of \$460.2 million and current liabilities of \$340.3 million. In addition, as of December 31, 2025, the Company had \$50.0 million of undrawn committed credit facilities and \$152.1 million of undrawn uncommitted credit facilities. Management of liquidity risk during the year ended December 31, 2025, did not change materially from the year ended December 31, 2024. For more information, see "Capital Resources," "Liquidity," and "Credit Facilities and Debt Management Strategy."

b) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk in the event of non-performance by counterparties in connection with its accounts receivable, other receivables, forward contracts, and cash and cash equivalents. The Company does not obtain collateral or other security to support the accounts receivable subject to credit risk but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant losses from non-performance. All customers go through a credit approval process. The Company routinely assesses the financial strength of its customers and ensures that counterparty balances are maintained within the approved credit limits. As a result, the Company believes the concentrations of credit risk are limited.

In addition, to mitigate credit risk on its accounts receivable, the Company utilizes credit insurance. Our credit insurance policy is subject to coverage limits on a counterparty basis, as well as to a maximum aggregate insured amount. The maximum risk of loss related to credit risk on the Company's accounts receivable (net of credit insurance) was \$46.9 million and \$79.9 million as of December 31, 2025, and December 31, 2024, respectively.

Balances for trade accounts receivable and other receivables are managed on an ongoing basis to ensure estimated credit losses correspond to the specific credit risk of our customers, which are established and maintained at an appropriate amount. The provision for expected credit loss also includes a reserve for amounts that may become uncollectable based on unforeseen future events. This reserve is established based on historical collection results. Accounts receivable and other receivables outstanding are written off through the provision for expected credit losses after the Company exhausts all reasonable collection efforts.

The Company maintains cash balances in financial institutions. These financial institutions are insured by the Federal Deposit Insurance Corporation ("FDIC"). From time to time, the Company maintains cash in bank accounts in excess of the FDIC insurance limit. The Company has not experienced any losses from maintaining cash accounts in excess of the FDIC limit. Management believes it is not exposed to any significant credit risk due to the high credit quality of the banks in which it maintains deposits.

The Company also maintains certain cash balances in another financial institution for the primary purpose of clearing and holding custody of futures contracts. Concentration of credit risk is not insured by the FDIC or guaranteed by the financial institution. As of December 31, 2025, and December 31, 2024, the Company had deposits of \$7.9 million and \$2.0 million respectively, that were not insured by the FDIC or in excess of the FDIC insurance limit.

Management of credit risk during the year December 31, 2025, did not change materially from the year ended December 31, 2024.

c) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. The Company is exposed to other price risk on its fixed price commodities forwards and future contracts.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Certain bank loans of the Company have a variable interest rate. The interest rate swaps utilized by the Company effectively modify the Company's exposure to interest rate risk on certain debt by converting the Company's floating-rate debt to a fixed-rate basis during the tenor of the swaps, as indicated below, thus reducing the impact of interest-rate changes on future interest expense. As of December 31, 2025, \$45.8 million notional amount of the Company's long-term debt and \$105.0 million notional amount of short-term debt bears interest at a fixed rate or has been hedged with an interest rate swap. As of December 31, 2025, approximately \$58.6 million of our long-term debt bore interest at a floating rate. As of the date of this MD&A, following substantial completion of our Hamilton, Ontario, and University Park, Illinois, refineries, a substantial portion of such long-term debt has been refinanced or converted to a fixed rate, as follows:

Purpose	Original Principal Amount	Tenor and Amortization	Rate
University Park Equipment Loan (converted to fixed rate)	USD 11,000,000	10 years	6.7500%
University Park Mortgage (converted to fixed rate)	USD 10,500,000	5 years	6.9430%
Hamilton Equipment Loan (floating)	USD 25,000,000	10 years	Daily simple SOFR + 2.35%
Hamilton Leasehold Loan (refinanced landlord construction loan at fixed rate)	CAD 37,500,000	20 years	6.3270%

Management intends to fix long-term rates for the remainder of these loans during 2026, as such debt begins amortizing following completion of our projects.

The Company manages its exposure to interest rate variations on its short-term debt, including obligations under sugar repurchase transactions, by entering into pay fixed-receive variable swaps with financial institutions. Management enters into these swaps when it identifies favorable market opportunities that would permit the Company to lower its effective interest rate in the short and medium term. The total notional amount of the Company's receive-variable/pay-fixed interest rate swaps relating to its short-term debt is set forth below, in each case for 30-day SOFR.

Swap tenor (in years)	Notional amount (USD '000)		Average swap rate	
	December 31, 2025	December 31, 2024	December 31, 2025	December 31, 2024
Less than 1	\$ 75,000	-	4.24%	-
More than 1, less than 3	\$ 30,000	\$ 85,000	3.62%	4.21%
Total notional amount	\$ 105,000	\$ 85,000		

Changes in a variable rate loan's base rate can cause fluctuations in interest payment and cash flows. If the base rate of the Company's variable rate debt increased/decreased by 50 basis points, the Company's net income before income taxes for fiscal 2025 would have been \$0.9 million lower/ higher.

ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of the Company's assets or liabilities or future cash flows from the Company's operations will fluctuate due to changes in foreign exchange rates. The Company has several accounts denominated in currencies other than its functional currency of the U.S. Dollar as described below. The Company operates in the U.S., Canada and Mexico and regularly transacts in currencies other than U.S. Dollars. The Company seeks to manage this risk by constructing natural hedges when it matches sales and purchases in any single currency or with financial instruments, such as foreign currency forward exchange contracts. The Company also has foreign currency translation risk from its investment in Canada. This investment is not hedged as the currency position is considered long term in nature. The table below summarizes the Company's exposures to different currencies.

	Balance in USD December 31, 2025		Balance in USD December 31, 2024	
Canadian Dollars Net Exposure	\$	(32,235)	\$	(20,812)
Mexican Pesos Net Exposure	\$	12,678	\$	20,108

As of December 31, 2025, if the Canadian Dollar had strengthened (weakened) 5 percent against the United States Dollar, net income before income taxes would have been \$1.6 million lower (higher) (December 31, 2024 - \$1.0 million lower (higher)). As of December 31, 2025, if the Mexican Peso had strengthened (weakened) 5 percent against the United States Dollar, net income before income taxes would have been \$0.6 million higher (lower) (December 31, 2024 - \$1.0 million higher (lower)).

iii) Commodity Price Risk

The Company is exposed to commodity price risk on its inventory and fixed price commodities forward and future contracts through its exposure to the market price of the commodity of sugar. The Company uses derivative instruments, including swaps, commodity futures and forward contracts, to manage its exposure to fluctuating prices of sugar commodities. The Company manages open positions with strict policies, which limit its exposure to market risk and require routine reporting to management of potential financial exposure. The Company has not elected to designate the derivative instruments as hedges. As a result, gains and losses representing changes in these derivative instruments' fair values are recognized in profit or loss. As of December 31, 2025, if the market price of sugar had increased (decreased) by 10%, the Company's net income before taxes would have been \$1.0 million greater (lower).

The table below summarizes the commodity derivative instrument positions of the Company for sugar as of December 31, 2025:

	Volumes/ Notional Amounts (Net)	Effective Dates	Expiration Dates	Fair Value (Approximate)
Sugar commodities	(4,382) MT	January 2026 – July 2028	January 2026 – July 2028	\$178,329

Total fair market value	\$178,329
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The table below summarizes the commodity derivative instrument positions of the Company for sugar as of December 31, 2024:

	Volumes/ Notional Amounts (Net)	Effective Dates	Expiration Dates	Fair Value (Approximate)
Sugar commodities	8,343 MT	January 2025 – November 2026	January 2025 – November 2026	\$142,698
Total fair market value				\$142,698

The Company is also exposed to other price risk associated with its consumption of natural gas for its refining facilities. For natural gas, the Company manages this risk by entering into energy swap agreements that effectively modify the Company's exposure to price risk by converting the Company's variable rate to a fixed-rate basis, thus reducing the impact of price changes on future payments. For Lackawanna and University Park, the Company has secured its natural gas deliveries through a supply contract until 2030 on a variable rate basis and has a hedging strategy in place to convert to a fixed rate. In addition, the Company has fixed the delivery basis for its Lackawanna refinery for approximately 50% of its natural gas needs through March 2027. For Hamilton, the Company has its natural gas supply secured until December 2028, including a supply contract that meets 50% of its natural gas requirements at an average price of CAD \$3.105 per gigajoule through December 2026 and a fixed delivery basis that meets 80% of its requirements through December 2028. The Company designated these energy swaps as a cash flow hedge. For electric supply, the Company is on a variable rate at all its facilities and is under contract negotiation to insert hedging and price risk management as part of the supply.

Standards, amendments and interpretations issued but not yet adopted

IFRS 18 Presentation and disclosure in financial statements ("IFRS 18"). In April 2024, the IASB issued IFRS 18 which replaces IAS 1. IFRS 18 introduces new requirements to improve the reporting of financial performance and give investors a better basis for analyzing and comparing companies. Specifically, it introduces:

- three defined categories for income and expenses (operating, investing and financing) and requiring companies to provide new defined subtotals, including operating profit;
- enhanced transparency of management-defined performance measures requiring companies to disclose explanations of those company-specific measures related to the statement of earnings; and
- enhanced guidance on how companies group information in the financial statements, including guidance on whether information is included in the financial statements or is included in the notes.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The Company is assessing the potential impact of this new standard.

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7 clarifying certain requirements relating to the classification of financial assets, derecognition in connection with electronic payment systems, and related disclosures. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. The adoption of these amendments did not have a material impact on the Company's consolidated financial statements, as there were no material changes to the classification or measurement of the Company's financial instruments. The amendments did not result in any material additional disclosures in the current period.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment.

On April 2, 2025, President Donald Trump announced a broad tariff framework applicable to U.S. imports, including sugar, under the International Emergency Economic Powers Act (“IEEPA”). Those measures subsequently became subject to legal challenge, and, on February 20, 2026, the U.S. Supreme Court held that IEEPA did not authorize the imposition of those tariffs. In response, the Administration terminated the IEEPA tariff regime and, effective February 24, 2026, imposed a temporary 10% ad valorem import surcharge under Section 122 of the Trade Act of 1974 for a period of up to 150 days, unless extended by an Act of Congress. Products qualifying for preferential tariff treatment under the United States-Mexico-Canada Agreement (“USMCA”), including qualifying imports from Canada and Mexico, remain exempt from this temporary surcharge. Accordingly, imported sugar from non-USMCA qualifying origins may continue to be subject to additional U.S. duties, while the duration, scope and any successor measures remain uncertain. These measures may exert upward pressure on input costs and contribute to broader inflationary dynamics; however, the ultimate impact on the Company’s operations, customers, supply chains and sugar demand across its markets remains uncertain. The effect of these trade measures, and any further changes thereto, could adversely affect economic conditions, inflation, consumer spending, foreign exchange rates and global trade flows, and may have a material adverse effect on the Company’s business, financial condition and results of operations.

Ongoing geopolitical conflicts in the Middle East, including the recent military conflict involving Israel, Iran and the US and the Israel-Gaza conflict, Russia’s invasion of Ukraine, the civil unrest in Venezuela, and the international response to each of these events, may have negative effects on financial markets and supply chains, significant impacts on gas, sugar and other commodity prices and freight and shipping prices and transit times, a destabilizing impact on local or regional societies, changes in geopolitical orders, forced movement or displacements across and within borders, societal divisions and other safety and security related ramifications. There continues to be significant uncertainty relating to the potential impact of these conflicts and events that could have a material and adverse effect on the Company’s business, financial condition and results of operations. The Company cannot predict the impact that these ongoing conflicts will have on its business, financial condition and results of operations. Depending on the extent, duration and severity of these conflicts and events, they may have the effect of heightening many of the other risks the Company is subject to and described or incorporated by reference herein.

Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect the Company and its financial position. Please refer to the section entitled “Risk Factors” in the Company’s annual information form dated April 18, 2024, available on SEDAR+ at www.sedarplus.ca, which is specifically incorporated by reference herein, and elsewhere in this MD&A, for a description of these risk factors.

Events Subsequent to December 31, 2025

Subsequent to year end, a subsidiary of the Company entered into a five-year secured term loan facility with Farm Credit Canada in the amount of C\$37,500,000. Proceeds of the loan were used to repay the loan received from the subsidiary's landlord for the development of the Company's new Hamilton, Ontario refinery, as well as to pay loan closing costs and additional construction costs. Advances under the loan bear interest at the rate of 6.327% per annum. The loan is guaranteed by the Company for the full principal amount.

On March 31, 2026, a subsidiary of the Company received an unsecured one-year leasehold improvement loan from its Hamilton, Ontario, refinery landlord in the amount of C\$4,000,000. The loan bears interest at the rate of 9% per annum until January 1, 2027, and 12% per annum thereafter until maturity on March 31, 2027. Proceeds of the loan will be used to pay additional construction costs relating to the new Hamilton, Ontario, refinery.

In January 2026 4,961 additional SVS were issued under the Company's employee share purchase plan at a price of C\$10.42 per share.

On April 15, 2026, the Board of Directors of the Company approved an award under the Omnibus Plan of 13,647 restricted share units (RSUs) to directors as part of their annual retainer. These RSU awards occur semi-annually in April and November of each year. The RSUs awarded will vest one year from the date of the award.

On April 15, 2026, the Board of Directors of the Company approved an award under the Omnibus Plan of 20,084 RSUs to executive officers of the Company as part of their annual incentive compensation. The RSUs awarded will vest one year from the date of the award.

On February 20, 2026, the U.S. Supreme Court held that IEEPA did not authorize the imposition of the tariffs imposed by the U.S. government in February 2025. In response, the Administration terminated the IEEPA tariff regime and, effective February 24, 2026, imposed a temporary 10% ad valorem import surcharge under Section 122 of the Trade Act of 1974 for a period of up to 150 days, unless extended by an Act of Congress. For additional see information, see "Risk Factors" above.

On March 18, 2026, the Company announced the entry into of a raw sugar supply agreement with HMC Farms LLC, one of Louisiana's largest cane growers. The agreement is intended to support operations at the Company's new refinery in University Park, Illinois, and the Company's supply strategy to prioritize the purchase U.S. domestic sugar whenever possible. At that time the Company also announced its intention to significantly reduce imports of molasses products and the purchase of a small cane sugar farm in Louisiana to be managed by HMC Farms LLC.

Forward-Looking Information

This MD&A contains “forward-looking information” and “forward-looking statements” (collectively, “**forward-looking information**”) within the meaning of applicable Canadian securities laws. Forward-looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “annualized”, “plans”, “targets”, “expects”, “does not expect”, “is expected”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “forecasts”, “projection”, “pro forma”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might”, “will”, “will be taken”, “occur” or “be achieved”, or the negative of these terms, or other similar expressions intended to identify forward-looking statements. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances.

This forward-looking information includes, among other things, statements relating to: our expectations regarding the sufficiency of our working capital and capital resources to meet our current and long-term financial obligations; expected capital costs, production capacity, anticipated capacity ramp up and commencement dates for operations for our new Hamilton, Ontario, University Park, Belize, and Guyana refineries; expectations for improvements in margins and profitability in the Caribbean region due to existing trade rules, once the Belize and Guyana joint venture refinery projects are completed; our expectations for improved wholesale organic sugar deliveries in the U.S. in fiscal 2026; our expectation that the U.S. shortfall in organic sugar demand will be filled from imports; our expectation that in fiscal 2026 the Company will be able to reduce its leverage indicators; our expectation that our revolving credit facilities will be extended on substantially similar or more favorable terms; expectations regarding impacts of the U.S. Department of Agriculture decision not to allocate any of the specialty sugar quota to the organic marketplace for its 2026 fiscal year; and expectations regarding capital expenditures for fiscal 2026 and the expected funding of those expenditures.

This forward-looking information and other forward-looking information are based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions include: revenue; our ability to build our market share; our ability to complete our proposed new refineries on time and on budget and with the anticipated processing capacity; our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to execute on our expansion plans; our ability to continue investing in infrastructure to support our growth; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; our ability to respond to any changes and trends in our industry or the global economy; and the changes in laws, rules, regulations, and global standards are material factors made in preparing forward-looking information and management’s expectations.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that, while considered to be appropriate and reasonable as of the date of this MD&A, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including, but not limited to, our ability to maintain and renew licenses and permits; fluctuations in the price of sugar that we purchase, process and sell; development of new or expansion of our existing refineries may experience cost-overruns and/or delays and actual costs, operational efficiencies, production volumes or economic returns may differ materially from the Company’s estimates and variances from expectations; disruptions to our supply chains as a result of outbreaks of illness, geopolitical events or other factors; inflation and rising interest rates; the risk of unhedged trading positions and counterparty defaults; a significant portion of our current credit facility is uncommitted and requests for additional advances may be refused; elimination or significant reduction of protective

duties relating to foreign sugar imports; our limited operating history and our recent growth may not be indicative of our future growth; dependence on management's ability to implement its strategy; risks of early stage companies; competitive risks; our dependence on a small number of key persons; demands of growth on our management and our operational and financial resources; and the other risk factors discussed in greater detail under "Risk Factors" in the Company's annual information form dated April 18, 2024 and filed on SEDAR+ at www.sedarplus.ca, which is specifically incorporated by reference herein.

The above-mentioned factors should not be construed as exhaustive. If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information.

Prospective investors should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this MD&A represents our expectations as of the date of this MD&A (or as of the date they are otherwise stated to be made) and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

Disclosure of Internal Controls

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements, and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.