



QUARTERLY REPORT

FOR THE NINE MONTHS ENDED AUGUST 31, 2024

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HEAD OFFICE

225 Goodfellow Street
Delson, Quebec
J5B 1V5
Canada



Toll-Free Canada: 800-361-6503

Tel: 450-635-6511

Fax: 450-635-3729

info@goodfellowinc.com

www.goodfellowinc.com

PRESIDENT'S REPORT TO THE SHAREHOLDERS

In the third quarter, seasonal consumer demand remained modest, and as a result, retailers felt no urgency to increase their inventories. However, the supply chain demonstrated stability, ensuring reliable, just-in-time deliveries of building materials. These factors worked in favor of Goodfellow, particularly in its custom job lot capabilities and robust distribution network.

Despite these sluggish market conditions, Goodfellow continued to drive its offering of specialty and custom-manufactured products, while also growing its industrial order file. These efforts yielded positive outcomes across several categories, contributing to third-quarter revenues being comparable to last year. Nevertheless, for the nine months ending August 31, 2024, revenues were \$385M, slightly down from \$387M in the previous year. Earnings for the same period were \$11M, down from \$12.6M, reflecting the impact of higher overhead costs driven by inflation.

In August, Goodfellow acquired strategic hardwood processing assets located in Petersburg and Hazelton, West Virginia, USA. These operations will process, kiln dry and deliver hardwood products to customers both regionally and internationally. With an experienced staff and efficient production capabilities, the Company expects positive returns from these assets by the second quarter of 2025.

Looking ahead, new housing starts could intensify with interest rate relief in Canada and the U.S. This would provide Goodfellow the opportunity to capitalize on its strengths and further enhance returns over time.

Sincerely,

(Signed) "Patrick Goodfellow"
President and Chief Executive Officer
October 9, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") and interim consolidated financial statements of Goodfellow Inc. (hereafter the "Company") were approved by the Audit Committee and the Board of Directors on October 9, 2024. The MD&A should be read in conjunction with the consolidated financial statements and the corresponding notes for the years ended November 30, 2023 and November 30, 2022. The MD&A provides a review of the significant developments and results of operations of the Company during the nine months ended August 31, 2024 and August 31, 2023. The interim consolidated financial statements ended August 31, 2024 and August 31, 2023 are prepared in accordance with IFRS Accounting Standards ("IFRS"). All amounts in this MD&A are in Canadian dollars unless otherwise indicated. All tabular dollar amounts are in thousands of Canadian dollars, except amounts per share or unless otherwise indicated. Some amounts included in this MD&A have been rounded to make reading easier, which may affect some calculations. In addition, in this MD&A, non-IFRS financial measures are also used for which a complete definition is presented below and for which a reconciliation to financial information in accordance with IFRS is presented in the section "Non-IFRS Financial Measures" and in Note 15 "Segmented Information and Sales" to the unaudited interim consolidated financial statements for the nine months ended August 31, 2024 and August 31, 2023. These measures should be considered as a complement to financial performance measures in accordance with IFRS. They do not substitute and are not superior to them. Additional information relating to Goodfellow Inc., including the Annual Information Form and the Annual Report can be found on SEDAR+ at www.sedarplus.ca and at www.goodfellowinc.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains implicit and/or explicit forward-looking statements relating, inter alia, to objectives, strategies, priorities, goals, plans, financial position, operating results, trends and activities of Goodfellow Inc. and its markets and industries. Forward-looking statements can be identified by words such as: "believe," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Examples of forward-looking statements include, among others, statements made by the Company regarding liquidity and risk management in the current economic conditions. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, these statements are forward-looking to the extent that they are based on expectations relative to markets in which the Company exercises its activities and on various assessments and assumptions. Although the Company believes that the expectations reflected in the forward-looking statements contained in this document, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations and assumptions will prove to be correct. Some of these expectations and assumptions relate to the state of the global economy and the economies of the regions in which the Company operates; the level of demand for the Company's products including from its recurring client base, including bookings from customers; prices and margins for its products; competitors; reliability of supply chains; inflation; interest rates; foreign currency fluctuations; the COVID-19 pandemic; overhead expenses; working capital requirements and access to capital or funding to finance same; the collection of accounts receivable; the availability and sufficiency insurance coverage; the sufficiency and reliability of the Company's workforce; the successful management of environmental and health and safety risk; the sufficiency, reliability and effectiveness of information systems; the sufficiency, reliability and effectiveness of internal and disclosure controls; and the absence of adverse change in the Company's regulatory environment and legal proceedings. In particular, expectations and assumptions relating to the COVID-19 pandemic are more fully described in the Company's Annual MD&A for the year ended November 30, 2023. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur or prove to be accurate. Actual results could differ significantly from management's expectations if recognized or unrecognized risks and uncertainties affect results or if assessments or assumptions are inaccurate. These risks and uncertainties include, among other things; the effects of general economic and business conditions including the cyclical nature of its business; industry competition; inflation, credit, currency and interest rate risks; environmental risk; level of demand and financial performance of the manufacturing industry; competition from vendors; changes in customer demand; extent to which the Company is successful in gaining new long-term relationships with customers or retaining existing ones and the level of service failures that could lead customers to use competitors' services; increased customer bankruptcies; dependence on key personnel; impact of the COVID-19 pandemic and the related climate of uncertainty; laws and regulation; information systems, cost structure and working capital requirements; occurrence of hostilities, political instability or catastrophic events and other factors described in its public filings available at www.sedarplus.ca. For these reasons, the Company cannot guarantee the results of these forward-looking statements. The foregoing risks and uncertainties are described in greater detail in this MD&A. The MD&A gives an insight into past performance as well as the future strategies and key performance indicators as viewed by the management team at Goodfellow Inc. The Company disclaims any obligation to update or revise these forward-looking statements, except as required by applicable law.

NON-IFRS FINANCIAL MEASURES

(unaudited)

The Company reports its financial results in accordance with IFRS. However, in this document, the following non-IFRS measures, non-IFRS ratios and supplementary financial measures are used: EBITDA, Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid, Gross profit, Gross margin, Shareholders' Equity per share and dividends paid per share. These measures do not have a standardized meaning under IFRS and could be calculated differently by other companies and accordingly, may not be comparable. The Company believes that many of its readers analyze the financial performance of the Company's activities based on these non-IFRS financial measures, as such measures may allow for easier comparisons between periods. The Company also believes that these measures are useful indicators of the performance of its operations and its ability to meet its financial obligations. Furthermore, management also uses some of these non-IFRS financial measures to assess the performance of its activities and managers. These measures should be considered as a complement to financial performance measures in accordance with IFRS. They do not substitute and are not superior to them. For measures displayed per share, the Company divided the measures by the total number of outstanding shares at August 31 of the period presented in the case of Shareholders Equity per share and by the weighted average number of outstanding shares for the relevant period ended August 31 presented for other measures per share.

“EBITDA” represents earnings before income taxes, net financial costs, depreciation of property, plant and equipment and of right-of-use-assets and amortization of intangible assets. Management believes this metric is useful as it allows comparability of operating results from one period to another by excluding the effects of items that primarily reflect the impact of long-term investment and financing decisions, rather than the results of day-to-day operations.

The table below contains a reconciliation of EBITDA to the most directly comparable IFRS measure, net earnings.

Reconciliation of EBITDA (unaudited)	For the three months ended		For the nine months ended		For the years ended	
	August 31	August 31	August 31	August 31	November 30	November 30
	2024	2023	2024	2023	2023	2022
	\$	\$	\$	\$	\$	\$
Net earnings	5,750	6,191	10,951	12,555	14,688	32,679
Income taxes	2,236	2,407	4,259	4,882	5,402	12,037
Net financial costs	955	802	1,662	1,997	2,429	3,201
Depreciation of property, plant and equipment	1,099	856	2,816	2,396	3,311	2,551
Depreciation of right-of-use assets	1,266	1,164	3,389	3,609	4,697	4,551
Amortization of intangible assets	148	151	443	452	602	608
EBITDA	11,454	11,571	23,520	25,891	31,129	55,627

“Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid” represents net cash flows from operating activities before changes in non-cash working capital, income tax paid and interest paid. Management believes this measure is useful as it provides an indication of the Company’s financial flexibility, i.e. cash available to the Company to service debt, meet other payment obligations, make investments and execute the Company’s strategy.

The tables below contain a reconciliation of Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid to the most directly comparable IFRS measure, Net Cash Flows from Operating Activities.

Reconciliation of Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid – Third Quarter (unaudited)	For the three months ended		For the nine months ended	
	August 31	August 31	August 31	August 31
	2024	2023	2024	2023
	\$	\$	\$	\$
Net Cash Flows from Operating Activities	27,564	41,509	(21,035)	16,089
Changes in non-cash working capital items	(17,964)	(30,890)	38,912	1,234
Interest paid	706	436	1,413	1,176
Income taxes (recovered) paid	(201)	352	2,822	6,389
Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid	10,105	11,407	22,112	24,888
Net Cash Flows from Operating Activities per share	3.25	4.87	(2.47)	1.88
Net Cash Flows from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid per share	1.19	1.34	2.60	2.91
Weighted Average Number of Share Outstanding (thousands)	8,492	8,530	8,506	8,540

With respect to “Gross profit” and “Gross margin”, these measures are used under the sections “Cost of Goods Sold” in the discussion below for the results for the three and nine months ended August 31, 2024. Please refer to such sections for a description of how these measures are calculated and a reconciliation to the most directly comparable IFRS measure.

In addition, the following tables set out the information supporting the per share calculation Shareholders’ Equity:

Reconciliation of Shareholders’ Equity per share (unaudited)	As at		
	August 31	November 30	August 31
	2024	2023	2023
	\$	\$	\$
Shareholders’ Equity	201,161	195,003	194,728
Shareholders’ Equity per share	23.71	22.88	22.83
Number of Shares Outstanding (thousands)	8,483	8,521	8,530

BUSINESS OVERVIEW

Goodfellow Inc. is a diversified manufacturer of value-added lumber products, as well as a wholesale distributor of building materials and floor coverings. Goodfellow Inc. has 9 processing plants and 13 distribution centres from coast-to-coast in Canada, as well as 1 distribution centre and 4 processing plants in the USA and 1 distribution centre in the United Kingdom. The Company services customers in the commercial and residential sectors through lumber yard retailer networks, manufacturers, industrial and infrastructure project partners, and floor covering specialists.

ASSET ACQUISITION

On August 2, 2024, Goodfellow Inc., through its subsidiary Goodfellow Distribution Inc., acquired from Allegheny Wood Products Inc. two dry kiln facilities in West Virginia including land, machinery and equipment, and inventory for cash consideration of \$6.3 million USD (\$8.7 million CAD). The Company has financed the acquisition through its existing revolving credit facility.

COMPARISON FOR THE THREE MONTHS ENDED AUGUST 31, 2024 AND AUGUST 31, 2023

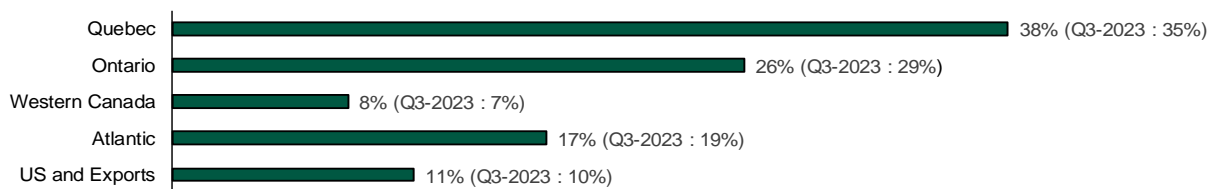
(unaudited)

HIGHLIGHTS	Q3-2024	Q3-2023	Variance
	\$	\$	%
Sales	139,668	139,155	-
Earnings before income taxes	7,986	8,598	-7
Net earnings	5,750	6,191	-7
Net earnings per share – Basic and Diluted	0.68	0.72	-6
Net cash flow from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid ⁽¹⁾	10,105	11,407	-11
Net cash flow from Operating Activities	27,564	41,509	-34
EBITDA ⁽¹⁾	11,454	11,571	-1

⁽¹⁾ Non-IFRS financial measure – refer to section “Non-IFRS Financial Measures” for more information and a reconciliation to the most directly comparable IFRS measure.

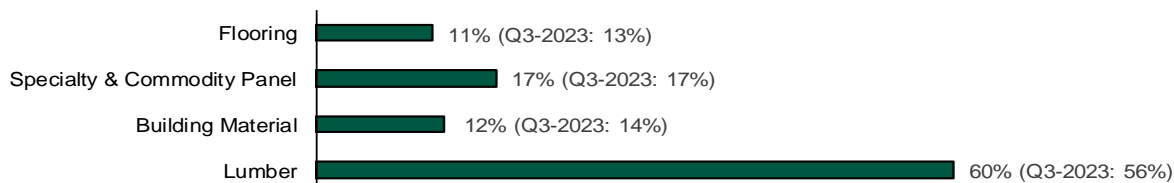
Sales in Canada during the third quarter of 2024 were stable compared to last year. Quebec sales increased 7% due to an increase in sales of lumber products and specialty and commodity panels. Sales in Ontario decreased 8% mainly due to a decrease in sales of all product categories. Sales in Western Canada increased 25% due to an increase in sales of all product categories except for building material. Atlantic region sales decreased 11% due to a decrease in sales of all product categories except for building material.

Geographical Distribution of Sales for the Third Quarter ended August 31, 2024



Sales in the United States for the third quarter of 2024 on U.S. dollar basis increased 5% compared to last year and increased 2% on a Canadian dollar basis mostly due to an increase in sales of lumber products. Finally, export sales increased 5% during the third quarter of 2024 compared to last year mostly due to an increase in sales of lumber products.

Product Distribution of Sales for the Third Quarter ended August 31, 2024



In terms of the distribution of sales by product, specialty and commodity panels and lumber products experienced an increase in sales. Flooring sales during the third quarter of fiscal 2024 decreased 19%, specialty and commodity panel sales increased 1%, building material sales decreased 7%, and lumber sales increased 7% compared to last year.

Reconciliation of Gross profit (unaudited)	For the three months ended	
	August 31 2024	August 31 2023
	\$	\$
Sales	139,668	139,155
Cost of goods sold	105,280	107,535
Gross profit	34,388	31,620
Gross margins	24.6%	22.7%

Gross profit and Gross margins are non-IFRS financial measures. See section “Non-IFRS Financial Measures” for more information. Gross profit is calculated as sales less cost of goods sold. Gross margin is calculated Gross profit over sales. The table above contains a reconciliation of Gross profit to sales.

Cost of Goods Sold

Cost of goods sold during the third quarter of 2024 was \$105.3 million compared to \$107.5 million for the corresponding period a year ago, a decrease of 2% compared to last year. Gross profits were \$34.4 million compared to \$31.6 million last year. Gross profits increased 9% compared to last year. Gross margins were 24.6% for the three months ended August 31, 2024 (22.7% last year).

Selling, Administrative and General Expenses

Selling, Administrative and General Expenses during the third quarter of 2024 were \$25.4 million compared to \$22.2 million last year representing an increase of 15% compared to last year.

Net Financial Costs

Net financial costs during the three months ended August 31, 2024 were \$1.0 million (\$0.8 million last year). The average Canadian prime rate was 6.87% (7.05% last year). The average U.S. prime rate was 8.50% (8.35% last year).

COMPARISON FOR THE NINE MONTHS ENDED AUGUST 31, 2024 AND AUGUST 31, 2023

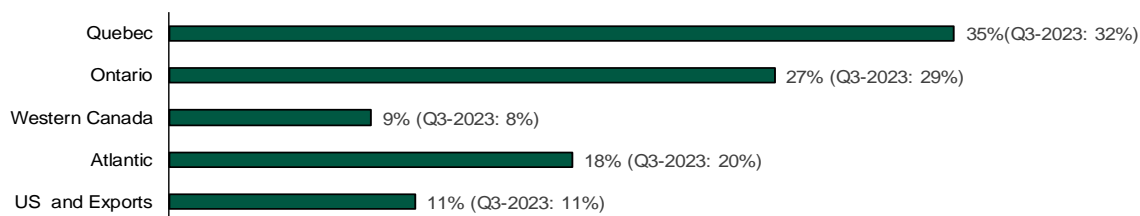
(unaudited)

HIGHLIGHTS	2024	2023	Variance
	\$	\$	%
Sales	385,336	387,406	-1
Earnings before income taxes	15,210	17,437	-13
Net earnings	10,951	12,555	-13
Net earnings per share – Basic and Diluted	1.29	1.47	-12
Net cash flow from Operating Activities excluding impact of changes in non-cash working capital, income tax paid and interest paid ⁽¹⁾	22,112	24,888	-11
Net cash flow from Operating Activities	(21,035)	16,089	-231
EBITDA ⁽¹⁾	23,520	25,891	-9

⁽¹⁾ Non-IFRS financial measure – refer to section “Non-IFRS Financial Measures” for more information and a reconciliation to the most directly comparable IFRS measure.

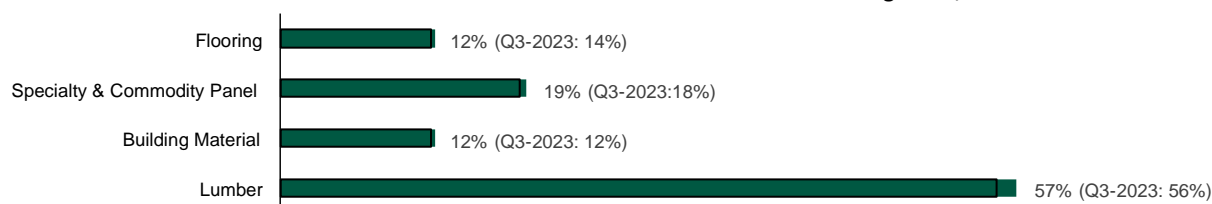
Sales in Canada during the first nine months of fiscal 2024 decreased 1% compared to last year due to a decrease in sales of all product categories except for specialty and commodity panels. Quebec sales increased 5% due to an increase in sales of specialty and commodity panels and lumber products. Sales in Ontario decreased 7% due to a decrease in sales of all product categories. Sales in Western Canada increased 9% due to an increase in sales of all product categories except for flooring products. Atlantic region sales decreased 8% due to a decrease in sales of all product categories except for building material.

Geographical Distribution of Sales for the Nine Months ended August 31, 2024



Sales in the United States during the first nine months of fiscal 2024 increased 8% on a Canadian dollar basis compared to last year mostly due to an increase in sales of building materials and lumber products. On U.S. dollar basis, U.S. denominated sales increased 8% compared to last year. Finally, export sales decreased 1% during the first nine months of fiscal 2024 compared to last year mostly due to a decrease in sales of commodity and specialty panels and building material.

Product Distribution of Sales for the Nine Months ended August 31, 2024



In terms of the distribution of sales by product, commodity and specialty panels and lumber products experienced an increase in sales. Flooring sales for the first nine months of fiscal 2024 decreased 14% compared to last year. Specialty and commodity panel sales increased 5% compared to last year. Building materials sales decreased 5% compared to last year. Finally, lumber sales increased 2% compared to last year.

Reconciliation of Gross profit

(unaudited)

	For the nine months ended	
	August 31 2024	August 31 2023
	\$	\$
Sales	385,336	387,406
Cost of goods sold	294,025	301,829
Gross profit	91,311	85,577
Gross margins	23.7%	22.1%

Gross profit and Gross margins are non-IFRS financial measures. See section "Non-IFRS Financial Measures" for more information. Gross profit is calculated as sales less cost of goods sold. Gross margin is calculated Gross profit over sales. The table above contains a reconciliation of Gross profit to sales.

Cost of Goods Sold

Cost of goods sold during the first nine months of fiscal 2024 was \$294.0 million compared to \$301.8 million last year. Cost of goods sold decreased 3% compared to last year. Gross profits were \$91.3 million compared to \$85.6 million last year. Gross profits increased 7% compared to last year. Gross margins were 23.7% for the nine months ended August 31, 2024 (22.1% last year).

Selling, Administrative and General Expenses

Selling, Administrative and General Expenses for the first nine months of fiscal 2024 was \$74.4 million compared to \$66.1 million last year representing a 13% increase compared to last year.

Net Financial Costs

Net financial costs for the first nine months of fiscal 2024 were \$1.7 million (\$2.0 million last year). The average Canadian prime rate increased to 7.09% (6.75% last year). The average U.S. prime rate increased to 8.50% (7.96% last year).

SUMMARY OF THE LAST EIGHT MOST RECENTLY COMPLETED QUARTERS

(unaudited)

	Nov-2023	Feb-2024	May-2024	Aug-2024
	\$	\$	\$	\$
Sales	125,415	105,334	140,334	139,668
Net earnings (loss)	2,133	(108)	5,309	5,750
Net earnings (loss) per share	0.25	(0.01)	0.62	0.68
	Nov-2022	Feb-2023	May-2023	Aug-2023
	\$	\$	\$	\$
Sales	149,299	105,925	142,326	139,155
Net earnings (loss)	4,440	(211)	6,575	6,191
Net earnings (loss) per share	0.52	(0.02)	0.77	0.72

As indicated above, results over the past eight quarters follow a seasonal pattern with sales activities traditionally higher in the second and third quarters.

STATEMENT OF FINANCIAL POSITION

Total Assets

Total assets at August 31, 2024 were \$296.0 million compared to \$252.8 million as at November 30, 2023. Cash at August 31, 2024 was \$6.3 million compared to \$28.4 million as at November 30, 2023. Trade and other receivables at August 31, 2024 were \$73.8 million

(\$53.7 million as at November 30, 2023). Income taxes receivable was \$4.8 million compared to \$6.3 million as at November 30, 2023. Inventories at August 31, 2024 were \$131.9 million compared to \$98.5 million as at November 30, 2023. Prepaid expenses at August 31, 2024 were \$2.1 million (\$4.2 million as at November 30, 2023). Defined benefit plan assets were \$15.3 million at August 31, 2024 (same as at November 30, 2023). Other assets were \$1.3 million at August 31, 2024 (\$0.8 million as at November 30, 2023).

Property, Plant, Equipment, Intangible and Right-of-use Assets

Property, plant and equipment at August 31, 2024 was \$43.6 million compared to \$32.8 million as at November 30, 2023, and intangible assets at August 31, 2024 were \$1.0 million compared to \$1.5 million as at November 30, 2023. Capital expenditures on property, plant and equipment and intangibles during the first nine months of fiscal 2024 amounted to \$14.0 million compared to \$3.0 million for the same period last year. Property, plant and equipment capitalized during the first nine months of fiscal 2024 mainly included buildings and yard improvements, equipment, computers, rolling stock and three processing plants in Pittsfield, PA, USA for \$1.8 million, Petersburg and Hazelton, WV, USA for \$8.7 million. Right-of-use assets at August 31, 2024 was \$15.8 million (\$11.4 million as at November 30, 2023). Depreciation / amortization of property, plant, equipment, intangible, and right-of-use assets during the first nine months of fiscal 2024 amounted to \$6.6 million compared to \$6.5 million last year.

Total Liabilities

Total liabilities at August 31, 2024 were \$94.8 million compared to \$57.8 million as at November 30, 2023. Bank indebtedness was \$21.6 million compared to nil as at November 30, 2023. Trade and other payables at August 31, 2024 were \$50.0 million compared to \$37.6 million as at November 30, 2023. Current provision at August 31, 2024 was \$1.7 million (\$2.8 million as at November 30, 2023). Lease liabilities at August 31, 2024 were \$17.3 million compared to \$13.2 million as at November 30, 2023. Deferred income taxes at August 31, 2024 were \$4.1 million (same as at November 30, 2023).

Shareholders' Equity

Total Shareholders' Equity at August 31, 2024 was \$201.2 million compared to \$195.0 million as at November 30, 2023. The Company generated a return on Shareholders' Equity of 7.3% during the nine months ended August 31, 2024 compared to 8.6% last year. Return on shareholders' equity is the net earnings (loss) divided by shareholders' equity, expressed as a percentage. The share price closed at \$14.25 per share on August 31, 2024 (\$14.07 on November 30, 2023). The Shareholders' Equity per share at August 31, 2024 was \$23.71 per share compared to \$22.88 per share as at November 30, 2023. Share capital was \$9.3 million at August 31, 2024 (\$9.4 million as at November 30, 2023).

On November 20, 2023, following approval of the Toronto Stock Exchange (the "TSX"), the Company renewed its existing normal course issuer bid ("NCIB"). This program allows the Company to repurchase up to an aggregate 426,157 common shares, representing approximately 5% of the common shares issued and outstanding as at November 9, 2023. All shares purchased under the NCIB will be acquired on the open market and in accordance with the rules and policies of the TSX and applicable securities laws at the prevailing market prices, plus applicable brokerage fees, and cancelled. The share repurchase period will end no later than November 19, 2024. Moreover, the Company has entered into an automatic share purchase plan ("ASPP") with a designated broker in connection with the NCIB. The ASPP will allow for the purchase for cancellation of shares, subject to certain trading parameters, by its designated broker during times when the Company would ordinarily not be active in the market due to applicable regulatory restrictions or self-imposed blackout periods. Outside these periods, shares may be repurchased by the Company at its discretion under the NCIB. During the nine months ended August 31, 2024, the Company bought back 38,200 shares at a weighted-average price of \$14.05 for a total aggregate purchase price of \$537 thousand compared to 27,500 shares at a weighted-average price of \$12.06 for a total aggregate purchase price of \$332 thousand during the nine months ended August 31, 2023. During fiscal year 2023, the Company bought back 36,500 shares at a weighted-average price of \$12.50 for a total aggregate purchase price of \$456 thousand.

Additional information regarding the NCIB is contained in Note 10b of the Interim Consolidated Financial Statements for the period ended August 31, 2024.

The following dividends were declared and paid by the Company for the nine-month period ended August 31, 2024, and for the year ended November 30, 2023:

August 31, 2024				November 30, 2023			
Declared				Declared			
Record date	Per share	Amount	Payment date	Record date	Per share	Amount	Payment date
	\$	\$			\$	\$	
Mar 5, 2024	0.50	4,256	Mar 19, 2024	Mar 2, 2023	0.50	4,274	Mar 16, 2023
	0.50	4,256		Oct 19, 2023	0.50	4,265	Nov 2, 2023
					1.00	8,539	

The Company is continually assessing its declaration of dividends in the context of overall profitability, cash flows, capital requirements, general economic conditions, and other business needs.

LIQUIDITY AND CAPITAL RESOURCES

Financing

The Company has a credit agreement with two chartered Canadian banks. The credit agreement has a maximum revolving operating facility of \$90 million maturing in May 2026 by way of bank loans and/or CORRA loans. In addition, an accordion of \$10 million is available once per fiscal year for a maximum of 150 days. Funds advanced under these credit facilities bear interest at the prime rate plus a premium and/or CORRA rate are secured by first ranking security on the universality of the movable and immovable property of the

Company. As at August 31, 2024, the Company was compliant with its financial covenants. As at August 31, 2024, under the credit agreement, the Company was using \$15 million of its facility (nil last year). As at August 31, 2024, the Company has \$1.2 million of issued letters of credit which reduces the availability of its facility (same last year).

The Company's business follows a seasonal pattern with sales activities traditionally higher in the second and third quarter. As a result, cash flow requirements are generally higher during these periods. The current facility is considered by management to be adequate to support its current forecasted cash flow requirements. Source of funding and access to capital is disclosed in detail under LIQUIDITY AND RISK MANAGEMENT IN THE CURRENT ECONOMIC CONDITIONS.

Cash Flow

Net cash flow from operating activities for the nine months ended August 31, 2024 was \$(21.0) million compared to \$16.1 million last year. Financing activities during the first nine months of fiscal 2024 was \$6.4 million compared to \$(8.7) million last year. Investing activities during the nine months ended August 31, 2024 was \$(14.1) million compared to \$(2.8) million last year (See Property, plant, equipment, intangible and right-of use assets for more details).

LIQUIDITY AND RISK MANAGEMENT IN THE CURRENT ECONOMIC CONDITIONS

The Company's objectives are as follows:

1. Maintain financial flexibility in order to preserve its ability to meet financial obligations;
2. Maintain a low net debt-to-capital ratio to preserve its capacity to pursue its organic growth strategy;
3. Maintain financial ratios within covenants requirements; and
4. Provide an adequate return to its shareholders.

The Company defines its capital as net debt less shareholders' equity as follows:

	As at August 31 2024	As at November 30 2023
	\$	\$
Cash	6,273	28,379
Bank Indebtedness	(21,636)	-
Net (Debt) Cash	(15,363)	28,379
Share Capital	9,337	9,379
Retained Earnings	191,824	185,624
Shareholders' Equity	201,161	195,003
Total Capital	185,798	223,382

The Company manages its capital and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital, the Company may adjust the amount of dividends paid to shareholders, issue new shares or repurchase shares under a normal course issuer bid, acquire or sell assets to improve its financial performance and flexibility or return capital to shareholders. The Company's primary uses of capital are to finance increases in non-cash working capital and capital expenditures for capacity expansion. The Company currently funds these requirements out of its internally generated cash flows and credit facilities. The Company's financial objectives and strategy remain substantially unchanged.

The Company is subject to certain covenants on its credit facilities. The covenants include a debt-to-capitalization ratio and an interest coverage ratio. The Company monitors the ratios on a monthly basis. The Company currently complies with all externally imposed capital requirements. Other than the covenants required for the credit facilities, the Company is not subject to any externally imposed capital requirements.

Cost Structure, Working Capital Requirements

At August 31, 2024, the Company's debt-to-capitalization ratio stood at 7.6% (0.6% as at November 30, 2023). Debt-to-capitalization ratio represents debt over total shareholders' equity. Debt is defined as bank indebtedness less cash and cash equivalents (i.e. debt excludes lease liabilities). Capitalization is debt plus shareholders' equity.

FINANCIAL COMMITMENTS AND CONTINGENCIES

OBLIGATIONS

Payments due by period– undiscounted

	Total	Less than 1 year	2-3 Years	4-5 Years	After 5 years
	\$	\$	\$	\$	\$
Lease liability obligations	25,282	6,435	10,788	6,991	1,068
Purchase obligations	142	142	-	-	-
Total obligations	25,424	6,577	10,788	6,991	1,068

Contingent liabilities

During the normal course of business, certain product liability and other claims have been brought against the Company and, where applicable, its suppliers. While there is inherent difficulty in predicting the outcome of such matters, management has vigorously contested

the validity of these claims, where applicable, and based on current knowledge, believes that they are without merit and does not expect that the outcome of any of these matters, in consideration of insurance coverage maintained, or the nature of the claims, individually or in the aggregate, would have a material adverse effect on the consolidated financial position, results of operations or future earnings of the Company.

RISKS AND UNCERTAINTIES

The risks and uncertainties affecting the Company remain substantially unchanged from those described in the Company's Annual MD&A for the year ended November 30, 2023, which are hereby incorporated by reference. These include the risks and uncertainties described under the headings "Risks and Uncertainties" and "Financial Instruments and Other Instruments" of such Annual MD&A. Only those factors with notable variability components are described below:

Dependence on Major Customers

The Company does not have long-term contracts with any of its customers. Distribution agreements are usually awarded annually and can be revoked. Only one major customer exceeds 10% of total Company sales during the three months and nine months ended August 31, 2024 (same last year).

The following represents the total sales consisting primarily of various wood products of the major customer:

	For the three months ended				For the nine months ended			
	August 31, 2024		August 31, 2023		August 31, 2024		August 31, 2023	
	\$	%	\$	%	\$	%	\$	%
Sales to the major customer that exceeded 10% of total Company's sales	21,556	15.4	22,395	16.1	61,123	15.9	59,895	15.5

The loss of any major customer could have a material effect on the Company's results, operations and financial position. The carrying amounts of financial assets represent the maximum credit exposure.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company is exposed to risks arising from financial instruments, including Financing and Liquidity Risk, interest rate risk, currency risk, and credit risk. Please refer to Note 12 of the interim consolidated financial statements for the nine months ended August 31, 2024, for additional details.

RELATED PARTY TRANSACTIONS

The related party transactions remain substantially unchanged from those included in the Company's Annual MD&A contained in its 2023 Annual Report.

CRITICAL ACCOUNTING ESTIMATES

The critical accounting estimates remain substantially unchanged from those included in the Company's Annual MD&A contained in its 2023 Annual Report.

SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies applied in the Company's interim financial statements are the same as those described in Note 3 contained in its 2023 annual consolidated financial statements.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at August 31, 2024, there were 8,483,254 common shares issued, 8,521,454 as at November 30, 2023, and 8,530,454 common shares as at August 31, 2023. The Company has authorized an unlimited number of common shares to be issued, without par value. As at October 9, 2024, there were 8,478,154 common shares outstanding.

OUTLOOK

The industry is expected to experience moderate growth, although external factors such as trade dynamics, supply chain challenges and interest rates in both Canada and the U.S will continue to shape market conditions. A potential decrease in interest rates, even marginal, could spur demand for wood products and building materials by unlocking new housing projects. This would help alleviate the pent-up demand for single- and multi-family units, particularly in urban areas.

CERTIFICATION

Disclosure Controls

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company and its subsidiaries is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

Procedures and Internal Controls Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reports for external purposes in accordance with IFRS.

In designing such controls, it should be recognized that due to inherent limitations, any controls, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Additionally, management is required to use judgment in evaluating controls and procedures.

There has been no change in the Company's internal control over financial reporting that occurred during the three and nine months ended August 31, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Delson, October 9, 2024

(Signed) "Patrick Goodfellow"
President and Chief Executive Officer

(Signed) "Charles Brisebois", CPA
Chief Financial Officer

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102 “Continuous Disclosure Obligations”, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The Company’s independent auditors, KPMG LLP, has not performed a review of these financial statements in accordance with standards established by the CPA Canada for a review of interim financial statements by an entity’s auditor.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company’s management.

GOODFELLOW INC.

Consolidated Statements of Comprehensive Income

For the three and nine months ended August 31, 2024 and 2023

(in thousands of dollars, except per share amounts)

Unaudited

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
	\$	\$	\$	\$
Sales (Note 15)	139,668	139,155	385,336	387,406
Expenses				
Cost of goods sold (Note 4)	105,280	107,535	294,025	301,829
Selling, administrative and general expenses (Note 4)	25,447	22,220	74,439	66,143
Net financial costs (Note 5)	955	802	1,662	1,997
	131,682	130,557	370,126	369,969
Earnings before income taxes	7,986	8,598	15,210	17,437
Income taxes	2,236	2,407	4,259	4,882
Total comprehensive income	5,750	6,191	10,951	12,555
Net earnings per share – Basic and Diluted (Note 10c)	0.68	0.72	1.29	1.47

GOODFELLOW INC.
Consolidated Statements of Financial Position
(in thousands of dollars)
Unaudited

	As at August 31 2024	As at November 30 2023	As at August 31 2023
	\$	\$	\$
Assets			
Current Assets			
Cash	6,273	28,379	7,973
Trade and other receivables (Note 6)	73,775	53,674	66,235
Income taxes receivable	4,849	6,286	3,946
Inventories	131,853	98,473	113,346
Prepaid expenses	2,101	4,215	2,177
Total Current Assets	218,851	191,027	193,677
Non-Current Assets			
Property, plant and equipment	43,610	32,761	32,906
Intangible assets	1,044	1,487	1,644
Right-of-use assets	15,818	11,354	11,697
Defined benefit plan asset	15,325	15,347	11,829
Other assets	1,343	777	777
Total Non-Current Assets	77,140	61,726	58,853
Total Assets	295,991	252,753	252,530
Liabilities			
Current Liabilities			
Bank indebtedness (Note 7)	21,636	-	-
Trade and other payables (Note 8)	50,043	37,620	37,551
Provision (Note 9)	1,747	2,789	2,253
Current portion of lease liabilities	5,326	4,732	4,863
Total Current Liabilities	78,752	45,141	44,667
Non-Current Liabilities			
Provision (Note 9)	-	-	837
Lease liabilities	11,966	8,497	8,867
Deferred income taxes	4,112	4,112	3,431
Total Non-Current Liabilities	16,078	12,609	13,135
Total Liabilities	94,830	57,750	57,802
Shareholders' Equity			
Share capital (Note 10a)	9,337	9,379	9,388
Retained earnings	191,824	185,624	185,340
	201,161	195,003	194,728
Total Liabilities and Shareholders' Equity	295,991	252,753	252,530

GOODFELLOW INC.
Consolidated Statements of Cash Flows
For the three and nine months ended August 31, 2024 and August 31, 2023
(in thousands of dollars)
Unaudited

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
	\$	\$	\$	\$
Operating Activities				
Net earnings	5,750	6,191	10,951	12,555
Adjustments for:				
Depreciation and amortization of:				
Property, plant and equipment	1,099	856	2,816	2,396
Intangible assets	148	151	443	452
Right-of-use assets	1,266	1,164	3,389	3,609
Gain on disposal of property, plant and equipment	(18)	-	(95)	(181)
Accretion expense on provision (Note 9)	-	68	-	204
Provision (Note 9)	(1,027)	-	(1,042)	(29)
Income taxes	2,236	2,407	4,259	4,882
Interest expense	519	341	894	910
Interest on lease liabilities	212	146	486	286
Funding in excess (deficit) of pension plan expense	(61)	(69)	22	(209)
Other	(19)	152	(11)	13
	10,105	11,407	22,112	24,888
Changes in non-cash working capital items (Note 13)	17,964	30,890	(38,912)	(1,234)
Interest paid	(706)	(436)	(1,413)	(1,176)
Income taxes recovered (paid)	201	(352)	(2,822)	(6,389)
	17,459	30,102	(43,147)	(8,799)
Net Cash Flows from Operating Activities	27,564	41,509	(21,035)	16,089
Financing Activities				
Net decrease in bank loans (Note 7)	(6,000)	-	-	-
Net decrease in banker's acceptances (Note 7)	-	(28,000)	-	-
Net (decrease) increase in CORRA loans (Note 7)	(3,000)	-	15,000	-
Payment of lease liabilities	(1,322)	(1,304)	(3,778)	(4,096)
Redemption of shares (Note 10b)	(368)	(62)	(537)	(332)
Dividends paid (Note 10d)	-	-	(4,256)	(4,274)
Net Cash Flows from Financing Activities	(10,690)	(29,366)	6,429	(8,702)
Investing Activities				
Acquisition of property, plant and equipment (Note 13)	(10,082)	(1,357)	(13,982)	(3,040)
Proceeds on disposal of property, plant and equipment	22	-	412	188
Dividend from joint venture	-	25	-	25
Dissolution of the joint venture	-	(7)	-	(7)
Other assets	(116)	-	(566)	-
Net Cash Flows from Investing Activities	(10,176)	(1,339)	(14,136)	(2,834)
Net cash (outflow) inflow	6,698	10,804	(28,742)	4,553
Cash position, beginning of period	(7,061)	(2,831)	28,379	3,420
Cash position, end of period	(363)	7,973	(363)	7,973
Cash position is comprised of				
Cash	6,273	7,973	6,273	7,973
Bank overdraft (Note 7)	(6,636)	-	(6,636)	-
	(363)	7,973	(363)	7,973

GOODFELLOW INC.
Consolidated Statements of Changes in Shareholders' Equity
For the nine months ended August 31, 2024 and August 31, 2023
(in thousands of dollars)
Unaudited

	Share Capital	Retained Earnings	Total
	\$	\$	\$
Balance as at November 30, 2022	9,419	177,360	186,779
Net earnings (Note 10c)	-	12,555	12,555
Total comprehensive income	-	12,555	12,555
Dividend (Note 10d)	-	(4,274)	(4,274)
Redemption of Shares (Note 10b)	(31)	(301)	(332)
Balance as at August 31, 2023	9,388	185,340	194,728
Balance as at November 30, 2023	9,379	185,624	195,003
Net earnings (Note 10c)	-	10,951	10,951
Total comprehensive income	-	10,951	10,951
Dividend (Note 10d)	-	(4,256)	(4,256)
Redemption of Shares (Note 10b)	(42)	(495)	(537)
Balance as at August 31, 2024	9,337	191,824	201,161

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

1. Status and nature of activities

Goodfellow Inc. (hereafter the "Company"), incorporated under the *Canada Business Corporations Act*, carries on various business activities related to remanufacturing and distribution of lumber and wood products. The Company's head office and primary place of business is located at 225 Goodfellow Street in Delson (Quebec), Canada, J5B 1V5.

The interim consolidated financial statements of the Company as at and for the nine months ended August 31, 2024 and August 31, 2023 include the accounts of the Company and its wholly-owned subsidiaries.

2. Basis of preparation

Statement of compliance

The interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Boards ("IASB"). These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended November 30, 2023, as set out in the 2023 Annual Report. Certain comparative figures have been reclassified to conform to the current year's presentation.

These interim consolidated financial statements were authorized for issue by the Board of Directors on October 9, 2024.

These interim consolidated financial statements are available on the SEDAR+ website at www.sedarplus.ca and on the Company's website at www.goodfellowinc.com.

Use of estimates, judgments and assumptions

The preparation of the interim consolidated financial statements in compliance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates are volatile by their nature and are continuously monitored by management. Actual results may differ from these estimates.

In preparing these interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and key sources of estimation of uncertainty were the same as those applied and described in the Company's audited annual consolidated financial statements for the year ended November 30, 2023.

3. Significant Accounting Policies

The Company's significant accounting policies described in Note 3 contained in its 2023 annual consolidated financial statements have been applied consistently in the preparation of these unaudited interim consolidated financial statements.

4. Additional information on:

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
Cost of goods sold				
	\$	\$	\$	\$
Employee benefits expense	343	344	1,023	980
Obsolescence adjustment	606	(501)	603	16
Depreciation	425	287	885	864
Foreign exchange loss (gains)	43	(28)	205	(15)

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
Selling, administrative and general expenses				
	\$	\$	\$	\$
Employee benefits expense	16,060	13,566	46,230	40,620
Depreciation and amortization	2,088	1,884	5,763	5,593

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

5. Net financial costs

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
	\$	\$	\$	\$
Interest expense	519	341	894	910
Interest expense on lease liabilities	212	146	486	286
Accretion expense on provision (Note 9)	-	68	-	204
Other financial costs	287	277	729	705
Financial cost	1,018	832	2,109	2,105
Financial income	(63)	(30)	(447)	(108)
Net financial costs	955	802	1,662	1,997

6. Trade and other receivables

	August 31 2024	November 30 2023	August 31 2023
	\$	\$	\$
Trade receivables	74,540	54,131	66,835
Allowance for doubtful accounts	(934)	(594)	(803)
	73,606	53,537	66,032
Other receivables	169	137	203
	73,775	53,674	66,235

7. Bank indebtedness

	August 31 2024	November 30 2023	August 31 2023
	\$	\$	\$
Bank loans ⁽¹⁾⁽²⁾	-	-	-
Banker's acceptances ⁽¹⁾	-	-	-
CORRA loans ⁽²⁾	15,000	-	-
Bank overdraft	6,636	-	-
	21,636	-	-

⁽¹⁾ The Company had a credit agreement with two chartered Canadian banks. The credit agreement provided for a maximum revolving operating facility of \$90 million maturing in May 2024 by way of bank loans and/or banker's acceptances. In addition, an accordion of \$10 million is available once per fiscal year for a maximum of 150 days. Funds advanced under these credit facilities bear interest at the prime rate plus a premium and are secured by first ranking security on the universality of the movable and immovable property of the Company. In May 2024, this credit agreement expired.

⁽²⁾ In May 2024, the Company renewed its credit agreement with its present lenders, two chartered Canadian banks. The credit agreement has a maximum revolving operating facility of \$90 million maturing in May 2026 by way of bank loans and/or CORRA loans. In addition, an accordion of \$10 million is available once per fiscal year for a maximum of 150 days. Funds advanced under these credit facilities bear interest at the prime rate plus a premium and are secured by first ranking security on the universality of the movable and immovable property of the Company. As at August 31, 2024, the Company was compliant with its financial covenants. As at August 31, 2024, the Company has \$1.2 million of issued letters of credit which reduces the availability of its facility (same last year).

8. Trade and other payables

	August 31 2024	November 30 2023	August 31 2023
	\$	\$	\$
Trade payables and accruals	37,250	26,975	27,536
Payroll related liabilities	7,627	6,492	6,760
Other payables	5,166	4,153	3,255
	50,043	37,620	37,551

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

9. Provision

The Company's St-André (QC) site shows continued traces of surface contamination from previous treating activities exceeding existing regulatory requirements. In 2022, the Company submitted a revised timetable for the site remediation which was approved by the "Ministère de l'Environnement, de la Lutte contre les changements climatiques, de la Faune et des Parcs" and is to be completed before December 31, 2024.

Based on current available information, the provision is considered by management to be adequate to cover any projected costs that could be incurred in the future.

Because of the nature of the liability, the biggest uncertainty in estimating the provision is the amount of soil to be treated and the costs that will be incurred to remove it. Changes in estimates of future expenditures are the result of periodic reviews of the underlying assumptions supporting the provision, including remediation costs and regulatory requirements.

	August 31 2024	November 30 2023	August 31 2023
	\$	\$	\$
Balance, beginning of the year	2,789	2,915	2,915
Changes due to:			
Revision of future expected expenditures	(1,028)	(37)	-
Accretion expense	-	271	204
Expenditures incurred	(14)	(360)	(29)
Balance, end of period	1,747	2,789	3,090
Current portion	1,747	2,789	2,253
Long-term portion	-	-	837

10. Share Capital

a) Authorized

An unlimited number of common shares, without par value

	August 31 2024	November 30 2023	August 31 2023
	Number of shares	Number of shares	Number of shares
Shares outstanding at the beginning of the period	8,521,454	8,557,954	8,557,954
Repurchased and cancelled (b)	(38,200)	(36,500)	(27,500)
Shares outstanding at the end of the period	8,483,254	8,521,454	8,530,454

	August 31 2024	November 30 2023	August 31 2023
	Carrying value (\$)	Carrying value (\$)	Carrying value (\$)
Shares outstanding at the beginning of the period	9,379	9,419	9,419
Repurchased and cancelled (b)	(42)	(40)	(31)
Shares outstanding at the end of the period	9,337	9,379	9,388

b) Share repurchase program (NCIB)

On November 20, 2023, following approval of the Toronto Stock Exchange (the "TSX"), the Company renewed its existing normal course issuer bid (NCIB). This program allows the Company to repurchase up to an aggregate 426,157 common shares, representing approximately 5% of the common shares issued and outstanding as at November 9, 2023. All shares repurchased under the share repurchase program will be cancelled upon repurchase. The share repurchase period will end no later than November 19, 2024.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

The following table summarizes the Company's share repurchase activities under both the renewed and the previous NCIB:

	August 31 2024	November 30 2023	August 31 2023
Common shares repurchased for cancellation (number of shares)	38,200	36,500	27,500
Average price per share	\$14.05	\$12.50	\$12.06
Total repurchase cost	\$537	\$456	\$ 332
Repurchase resulting in a reduction of:			
Share Capital	\$42	\$40	\$ 31
Deficit ⁽¹⁾	\$495	\$416	\$ 301

⁽¹⁾The excess of repurchase cost over the average carrying value of the common shares.

c) Net earnings

The calculation of basic and diluted net earnings per share was based on the following:

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
Net earnings, basic and diluted	\$ 5,750	\$ 6,191	\$ 10,951	\$ 12,555
Weighted average number of common shares, basic and diluted	8,491,754	8,530,454	8,505,854	8,540,054

d) Dividends

The following dividends were declared and paid by the Company for the nine-month period ended August 31, 2024, and for the year ended November 30, 2023:

August 31, 2024				November 30, 2023			
Declared				Declared			
Record date	Per share	Amount	Payment date	Record date	Per share	Amount	Payment date
Mar 5, 2024	\$ 0.50	\$ 4,256	Mar 19, 2024	Mar 2, 2023	\$ 0.50	\$ 4,274	Mar 16, 2023
	<u>0.50</u>	<u>4,256</u>		Oct 19, 2023	<u>0.50</u>	<u>4,265</u>	Nov 2, 2023
					<u>1.00</u>	<u>8,539</u>	

11. Seasonal Pattern

The Company's business follows a seasonal pattern with sales activities traditionally higher in the second and third quarters. As a result, a higher share of total earnings is typically earned in the second and third quarters.

12. Financial Instruments and other instruments

Risk Management

The Company is exposed to financial risks that arise from fluctuations in interest rates and foreign exchange rates and the degree of volatility of these rates.

Financing and Liquidity Risk

The Company makes use of short-term financing with two chartered Canadian banks.

The following are the contractual maturities of financial liabilities as at August 31, 2024:

FINANCIAL LIABILITIES	Carrying Amount	Contractual cash flows	0 to 12 Months	12 to 36 Months
	\$	\$	\$	\$
Bank Indebtedness	21,636	21,636	21,636	-
Trade and other payables	50,043	50,043	50,043	-
Total financial liabilities	71,679	71,679	71,679	-

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

The following are the contractual maturities of financial liabilities as at November 30, 2023:

FINANCIAL LIABILITIES	Carrying Amount	Contractual cash flows	0 to 12 Months	12 to 36 Months
	\$	\$	\$	\$
Trade and other payables	37,620	37,620	37,620	-
Total financial liabilities	37,620	37,620	37,620	-

The following are the contractual maturities of financial liabilities as at August 31, 2023:

FINANCIAL LIABILITIES	Carrying Amount	Contractual cash flows	0 to 12 Months	12 to 36 Months
	\$	\$	\$	\$
Trade and other payables	37,551	37,551	37,551	-
Total financial liabilities	37,551	37,551	37,551	-

Interest Rate Risk

The Company uses a credit facility to finance working capital requirements. The interest cost of this facility is dependent upon Canadian and U.S. bank prime rates as well as the Company's debt-to-capitalization ratio. The profitability of the Company could be adversely affected with increases in the bank prime rate. Management does not believe that the impact of interest rate fluctuations will be significant on its operating results. A 100-basis point fluctuation of interest rate on average bank indebtedness throughout the nine months ended August 31, 2024 would have an impact on interest expense of \$0.1 million (\$0.2 million last year).

Currency Risk

Certain valuation risks exist depending on the performance of the Canadian dollar compared to the U.S. dollar, Euro and the Pound sterling. From time-to-time, the Company could enter into forward exchange contracts to hedge certain accounts payable and certain future purchase commitments denominated in U.S. dollars, Euros and Pound sterling. During the nine months ended August 31, 2024, the Company did not use foreign exchange contracts to mitigate its effect on sales and purchases. Consequently, as at August 31, 2024, there were no outstanding foreign exchange contracts. A fluctuation in the Canadian dollar of 5% in relation to foreign currencies would not have a significant effect on the Company's net earnings.

As at August 31, 2024, the Company had the following currency exposure on:

Financial assets and liabilities measured at amortized costs

	USD	GBP	Euro
Cash	2,147	1,158	10
Bank indebtedness	(2,385)	-	-
Trade and other receivables	3,391	(28)	44
Trade and other payables	(6,109)	(1)	(278)
Net exposure	(2,956)	1,129	(224)
CAD exchange rate as at August 31, 2024	1.3495	1.7714	1.4907
Impact on net earnings based on a fluctuation of 5% on CAD	(144)	72	(12)

As at November 30, 2023, the Company had the following currency exposure on:

Financial assets and liabilities measured at amortized costs

	USD	GBP	Euro
Cash	5,701	651	14
Trade and other receivables	3,751	16	-
Trade and other payables	(1,644)	(2)	(141)
Net exposure	7,808	665	(127)
CAD exchange rate as at November 30, 2023	1.3560	1.7117	1.4765
Impact on net earnings based on a fluctuation of 5% on CAD	381	41	(7)

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

As at August 31, 2023, the Company had the following currency exposure on:

Financial assets and liabilities measured at amortized costs

	USD	GBP	Euro
Cash	2,645	411	12
Bank indebtedness	(1,777)	-	-
Trade and other receivables	4,447	31	-
Trade and other payables	(2,979)	(3)	(139)
Net exposure	2,336	440	(127)
CAD exchange rate as at August 31, 2023	1.3507	1.7119	1.4646
Impact on net earnings based on a fluctuation of 5% on CAD	114	27	(7)

Credit Risk

The Company is exposed to credit risks from customers. As a result of having a diversified customer mix, this risk is alleviated by minimizing the amount of exposure the Company has to any one customer. Additionally, the Company has a system of credit management to mitigate the risk of losses due to insolvency or bankruptcy of its customers. It also utilizes credit insurance to reduce the potential for credit losses. Finally, the Company has adopted a credit policy that defines the credit conditions to be met by its customers, and specific credit limit for each customer is established and regularly revised. Based on historical payment behaviour and current credit information and experience available, the Company believes that, apart from the provision for doubtful accounts recorded, no impairment allowance is necessary in respect of trade receivables that are current or past due.

The Company does not have long-term contracts with any of its customers. Distribution agreements are usually awarded annually and can be revoked.

The following table presents information on credit risk exposure and expected credit losses related to trade accounts receivable:

	As at August 31 2024	As at November 30 2023	As at August 31 2023
	\$	\$	\$
Current	70,270	48,841	62,218
31 - 60 days past due	1,795	1,980	2,555
61 - 90 days past due	577	1,035	334
91 - 120 days past due	173	386	283
Over 120 days past due	1,725	1,889	1,445
	74,540	54,131	66,835
Loss allowance	(934)	(594)	(803)
Balance, end of period	73,606	53,537	66,032

As at August 31, 2024, since expected credit losses are limited to \$0.9 million and because movements during the period in the allowance for expected credit losses are minimal, the expected credit losses by trade accounts receivable aging and the movement in the allowance for expected credit losses in respect of trade receivables have not been presented separately.

Economic Dependence

The Company does not have long-term contracts with any of its customers. Distribution agreements are usually awarded annually and can be revoked. Only one major customer exceeds 10% of total Company sales during the three months and nine months ended August 31, 2024 (same last year).

The following represents the total sales consisting primarily of various wood products of the major customer:

	For the three months ended				For the nine months ended			
	August 31, 2024		August 31, 2023		August 31, 2024		August 31, 2023	
	\$	%	\$	%	\$	%	\$	%
Sales to the major customer that exceeded 10% of total Company's sales	21,556	15.4	22,395	16.1	61,123	15.9	59,895	15.5

The loss of any major customer could have a material effect on the Company's results, operations and financial position. The carrying amounts of financial assets represent the maximum credit exposure.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is based on available public market information or, when such information is not available, is estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate level of risk for the instrument. The estimated fair values may differ in amount from that which could be realized in an immediate settlement of the instruments. The carrying amounts of cash, trade and other receivables, bank indebtedness (if any) and trade and other payables approximate their fair values.

13. Additional Cash Flow Information

Acquisition of property, plant and equipment

On August 2, 2024, Goodfellow Inc., through its subsidiary Goodfellow Distribution Inc, acquired from Allegheny Wood Products Inc. two dry kiln facilities in West Virginia, including land, machinery and equipment, and inventory for cash consideration of \$6.3 million USD (\$8.7 million CAD). The Company has financed the acquisition through its existing revolving credit facility.

Changes in Non-Cash Working Capital Items

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
	\$	\$	\$	\$
Trade and other receivables	21,771	20,928	(20,101)	(1,812)
Inventories	(1,614)	8,922	(33,380)	(1,052)
Prepaid expenses	412	38	2,206	336
Trade and other payables	(2,605)	1,002	12,363	1,294
	17,964	30,890	(38,912)	(1,234)

The reconciliation of movements of liabilities to cash flows arising from financing activities is as follows:

	Bank loans	Banker's acceptances	CORRA loans	Lease liabilities	Total
<i>Liability related changes</i>	\$	\$	\$	\$	\$
Period ended August 31, 2024					
Interest expense	314	128	452	486	1,380
Interest paid	255	102	570	486	1,413
Year ended November 30, 2023					
Interest expense	367	629	-	431	1,427
Interest paid	378	558	-	431	1,367
Period ended August 31, 2023					
Interest expense	282	628	-	286	1,196
Interest paid	303	587	-	286	1,176

14. Capital management

The Company's objectives are as follows:

1. Maintain financial flexibility in order to preserve its ability to meet financial obligations;
2. Maintain a low net debt-to-capital ratio to preserve its capacity to pursue its organic growth strategy;
3. Maintain financial ratios within covenants requirements; and
4. Provide an adequate return to its shareholders.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

For the three and nine months ended August 31, 2024 and August 31, 2023

(tabular amounts are in thousands of dollars, except per share amounts)

The Company defines its capital as net debt less shareholders' equity as follows:

	As at August 31 2024	As at November 30 2023	As at August 31 2023
Cash	\$ 6,273	\$ 28,379	\$ 7,973
Bank Indebtedness	(21,636)	-	-
Net (Debt) Cash	(15,363)	28,379	7,973
Share Capital	9,337	9,379	9,388
Retained Earnings	191,824	185,624	185,340
Shareholders' Equity	201,161	195,003	194,728
Total Capital	185,798	223,382	202,701

The Company manages its capital and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital, the Company may adjust the amount of dividends paid to shareholders, issue new shares or repurchase shares under a normal course issuer bid, acquire or sell assets to improve its financial performance and flexibility or return capital to shareholders. The Company's primary uses of capital are to finance increases in non-cash working capital and capital expenditures for capacity expansion. The Company currently funds these requirements out of its internally generated cash flows and credit facilities. The Company's financial objectives and strategy remain substantially unchanged.

The Company is subject to certain covenants on its credit facilities. The covenants include a debt-to-capitalization ratio and an interest coverage ratio. The Company monitors the ratios on a monthly basis. The Company currently complies with all externally imposed capital requirements. Other than the covenants required for the credit facilities, the Company is not subject to any externally imposed capital requirements.

15. Segmented Information and Sales

The Company manages its operations under one operating segment. Revenues are generated from the sale of various wood products and operating expenses are managed at the aggregate Company level. All significant property, plant and equipment, and right-of-use assets are located in Canada.

The following table presents sales disaggregated by geographic markets and by categories, as this best depicts how the nature, amount, timing and uncertainty of sales and cash flows are affected by economic factors.

Primary geographic markets

The Company's sales to clients located in Canada represent approximately 89% (same in 2023) of total sales, the sales to clients located in the United States represent approximately 8% (7% in 2023) of total sales, and the sales to clients located in other markets represent approximately 3% (4% in 2023) of total sales.

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
Canada	\$ 125,003	\$ 125,192	\$ 342,306	\$ 346,554
U.S.	9,613	9,167	29,441	27,137
Export	5,052	4,796	13,589	13,715
	139,668	139,155	385,336	387,406

Sales categories

	For the three months ended		For the nine months ended	
	August 31 2024	August 31 2023	August 31 2024	August 31 2023
Lumber	\$ 83,337	\$ 78,216	\$ 219,711	\$ 215,449
Specialty and commodity panels	23,708	23,439	71,722	68,050
Flooring	15,032	18,572	47,023	54,586
Building material	17,591	18,928	46,880	49,321
	139,668	139,155	385,336	387,406

CORPORATE INFORMATION

BOARD OF DIRECTORS

Robert Hall
Chair of the Board

Alain Côté * / **
Director and Chair of the Audit Committee

David Goodfellow
Director

Douglas Goodfellow **
Director

James Hewitt *
Director

Marie-Hélène Nolet *
Director

Sarah Prichard * / **
Director and Chair of the Compensation and Human Resources Committee

* Member of the Audit Committee

** Member of the Compensation and Human Resources Committee

OFFICERS

Patrick Goodfellow
President and Chief Executive Officer

Charles Brisebois
Chief Financial Officer

Mary Lohmus
Executive Vice President, Ontario and Western Canada

Éric Bisson
Vice President, Quebec

Pedro Da Silva
Vice President, Industrial

Luc Dignard
Vice President, Sales, Quebec

Olivia Goodfellow
Corporate Secretary

Harry Haslett
Vice President, Sales and Marketing, Atlantic

Eric McNeely
Vice President, Business Development - Flooring

Jeff Morrison
Vice President, National Accounts

Luc Pothier
Vice President, Operations

OTHER INFORMATION

Head Office
225 Goodfellow Street
Delson, Quebec J5B 1V5
Tel.: 450-635-6511
Fax: 450-635-3730

Solicitors
Bernier Beaudry Fasken
Quebec, Quebec Montreal, Quebec

Auditors
KPMG LLP
Montreal, Quebec

Transfer Agent
Computershare Investor Services Inc.
Montreal, Quebec

Stock Exchange
Toronto
Trading Symbol: GDL

Wholly-owned Subsidiaries
Goodfellow Distribution Inc.
Quality Hardwoods Ltd.

OUR BRANCHES

HEAD OFFICE
MONTREAL / DELSON
225 Goodfellow Street, Delson QC J5B 1V5
Tel. : 450 635-6511
1 800 361-6503
Fax. : 450 635-3729/30

QUEBEC

5100 John Molson Street
Quebec QC G1X 3X4
Tel. : 418 650-5100
1 800 463-4318
Fax: 418 650-0171

OTTAWA

3091 Albion North Road
Ottawa ON K1V 9V9
Tel. : 613 244-3169
1 800 577-7842
Fax: 613 244-0488

TORONTO /

CAMPBELLVILLE
P.O. Box 460 - 9184 Twiss Road
Campbellville ON LOP 1B0
Tel. : 905 854-5800
1 800 263-6269
Fax: 905 854-6104

HALIFAX /

DARTMOUTH
20 Vidito Drive
Dartmouth NS B3B 1P5
Tel. : 902 468-2256
Maritimes 1 800 565-7563
Fax : 902 468-9409

MONCTON

660 Edinburgh Drive
Moncton NB E1E 4C6
Tel. : 506 857-2134
Maritimes 1 800 561-7965
Fax: 506 859-7184

NEWFOUNDLAND /

DEER LAKE
4 Wellon Drive
Deer Lake NL A8A 2G5
Tel. : 709 635-2991
Cell. : 709 638-0574
Fax: 709 635-3079

WINNIPEG

1431 Church Avenue - Unit B
Winnipeg MB R2X 1G5
Tel. : 204 779-3370
1 800 955-9436
Fax: 204 779-3314

SASKATOON

802 58th Street East
Saskatoon SK S7K 5Z4
Tel. : 306 242-9977
Fax: 306 242-9997

EDMONTON

11128 - 158th Street
Edmonton AB T5M 1Y4
Tel. : 780 469-1299
Fax: 780 469-1717

CALGARY

2600 - 61st Avenue S.E.
Calgary AB T2C 4V2
Tel. : 403 252-9638
1 888 316-7208
Fax: 403 252-9516

VANCOUVER /

RICHMOND
2060 Van Dyke Place
Richmond BC V6V 1X9
Tel. : 604 940-9640
1 800 821-2053
Fax: 604 940-9641

U.S. /

MANCHESTER
368 Pepsi Road
Manchester NH 03109
Tel. : 603 623-9811
1 800 990-0722
Fax: 603 623-9484

U.S. /

LAGRANGE
2600 E. Highway 146
P.O. Box 133
LaGrange KY 40031
Tel. : 937 558-5631
Fax: 866 266-0494

U.S. /

PITTSFIELD
2595 Old Pittsfield Road
P.O. Box 227
Pittsfield PA 16340-0227
1 800 780-3187

U.S. /

HAZELTON
996 Eastend Moyers Road
Buceton Mills, WV 26525

U.S. /

PETERSBURG
108 Airport Road
Petersburg, WV 26847

U.K.

McCarthy Haulage
Unit 1, First Avenue
Redwither Business Park
Wrexham Industrial Estate
Wrexham UK LL13 9XP
Tel.: 01691 718872
goodfellowuk.com

DIVISIONS

CANBAR

P.O. Box 460 - 9184 Twiss Road
Campbellville ON LOP 1B0
Tel. : 905 854-5800
1 800 263-6269
Fax: 905 854-6104

OLIVER LUMBER

P.O. Box 460 - 9184 Twiss Road
Campbellville ON LOP 1B0
Tel. : 416 233-1227
1 800 268-2471
Fax: 416 233-0015

QUALITY

HARDWOODS
P.O. Box 40 - 196 Latour Cres.
Powassan ON POH 1Z0
Tel. : 705 724-2424
Fax : 705 724-6053