# MAGELLAN AEROSPACE CORPORATION

## ANNUAL INFORMATION FORM
## FOR THE YEAR ENDED DECEMBER 31, 2021

**MARCH 17, 2022**

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## FORWARD LOOKING INFORMATION

In the interest of providing the shareholders and potential investors of Magellan Aerospace Corporation ("Magellan", or the "Corporation") with information regarding the Corporation, including management's assessment of the Corporation's future plans and operations, this Annual Information Form and certain documents incorporated by reference into this Annual Information Form, contain forward looking information that represents the Corporation's internal projections, expectations, estimates or beliefs concerning, among other things, future operating results and various components thereof or the Corporation's future economic performance. These statements relate to future events or Magellan's future performance. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seeks", "anticipates", "budgets", "plans", "continues", "estimates", "expects", "forecasts", "may", "will", "projects", "predicts", "potential", "targeting", "intends", "could", "might", "should", "believes" and similar expressions.

These statements may appear under the following headings: *"General Development of the Business"* as to, the quantity of certain products the Corporation expects to be delivered pursuant to certain contracts, potential revenues and timing of receipts thereof under certain contracts, the investments in certain technologies the Corporation intends to make, the duration of certain contracts, the expected timing of the commencement or completion of certain projects and other matters; and *"Narrative Description of the Business"* as to outlook for the aerospace industry, supply and demand for products and services in the aerospace industry and projections of market prices and costs, treatment under government regimes and future business opportunities for Magellan; and *"Risks Inherent in Magellan's Business"* as to expectations regarding the ability to raise capital, capital expenditure programs and expectations regarding foreign exchange fluctuations and changes to interest rates. The projections, expectations, estimates, assumptions and beliefs contained in such forward looking statements necessarily involve known and unknown risks and uncertainties, including COVID-19 impacts and any associated government regulation, which may cause the Corporation's actual performance and financial results in future periods to differ materially from any projections, expectations, estimates, assumptions and beliefs of future performance or results expressed or implied by such forward looking statements. These risks, assumptions and uncertainties include, among other things, such risks, assumptions and uncertainties described in this Annual Information Form and in documents incorporated by reference into this Annual Information Form and the Corporation's other reports and filings with the Canadian securities authorities. Magellan believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in, or incorporated by reference into, this Annual Information Form should not be unduly relied upon. Any of these statements are made as at the date of this Annual Information Form or as at the date specified in the documents incorporated by reference into this Annual Information Form, as the case may be. Accordingly, shareholders and potential investors are cautioned that events or circumstances could cause actual results to differ materially from those predicted. The actual results could differ materially from those results anticipated in these forward-looking statements as a result of the risk factors set forth below or elsewhere in this Annual Information Form:

- The ultimate extent, duration and severity of the COVID-19 pandemic itself, and the associated government restrictions, the resulting effects of other factors associated with or resulting from the pandemic, or reactions to the pandemic, including whether the Corporation’s business partners will continue to provide supplies and services in the manner and on the timelines anticipated by the Corporation;
- The state of the North American, European and Asian economies in general and the aerospace industry in particular;
- The consequences of downturns in domestic and global economies;
- Cancellations, reductions or delays in customer orders;
- The conflict between Ukraine and Russia and any restrictive actions that may result;
- The expectations of customer unit deliveries not being achieved;
- Foreign exchange fluctuations;
- Reductions in defence spending by domestic and foreign governments;
- Political uncertainty and instability;
- Competition for, among other things, capital, and supply contracts;
- The inability of the Corporation to successfully compete in competitive bidding processes;
- The loss of one of the Corporation's key customers;
- The inability of the Corporation to keep pace with technological developments in its industry;

- The expectations of anticipated return on capital commitments not being achieved;
- The inability of the Corporation to obtain and maintain key supplier status with original equipment manufacturers;
- Fluctuations in availability and prices of raw materials;
- The inability to renegotiate agreements with labour unions and the impact of any potential labour disruptions resulting therefrom;
- The inability to make future distributions to shareholders due to factors not within the control of the Corporation;
- The costs of complying with new or more stringent government regulation;
- The exposure to information technology risk;
- The level of indebtedness or inability to refinance indebtedness;
- The inability to obtain additional financing when needed on acceptable terms;
- Interest rate fluctuations;
- The impact of potentially volatile capital markets on the Corporation's financial results;
- Exposure to environmental liabilities;
- Increased public awareness and growing concerns about climate change and the global transition to a low carbon economy could result in a broad range of impacts for the Corporation;
- Changes in estimates used in accounting for long term contracts;
- The inability of the Corporation to successfully negotiate or renegotiate long-term contracts;
- Unforeseen costs associated with warranty claims;
- Competition for skilled personnel; and
- The Corporation's risk management strategy may not be effective.

For additional information see *"Risks Inherent in Magellan's Business"* in this Annual Information Form.

The actual results could differ materially from those results anticipated in these forward-looking statements as a result of the assumptions set forth below and elsewhere in this Annual Information Form being incorrect:

- Foreign exchange rates;
- The continuance of current tax, environmental and other laws;
- The continuance of contracts to manufacture goods and the customers' delivery projections and Magellan's relationship with certain of its key customers;
- Inflation rates in the jurisdictions where Magellan conducts its business;
- The success in improving results at underperforming business units;
- No labour disruptions during the year; and
- Interest rates incurred on the Corporation's borrowing facility and any future indebtedness.

Readers are cautioned that the foregoing lists of risks factors and assumptions are not exhaustive. The forward-looking statements contained in this Annual Information Form and the documents incorporated by reference herein reflect the current views and/or expectations of the Corporation with respect to its performance, business and future events. Such statements are subject to a number of risks, uncertainties and assumptions, which may cause actual results to be materially different from those expressed or implied. In particular, the Corporation has not adjusted or revised any forward-looking statements in this report to account for any further potential disruption to its business from the COVID-19 pandemic. The Corporation notes that the dynamic nature of the COVID-19 pandemic and the events and circumstances resulting from or associated with the pandemic mean that management can offer no assurance such forward-looking information or forward-looking statements will occur or be accurate in the circumstances. The Corporation assumes no future obligation to update these forward-looking statements except as required by law.

In this Annual Information Form, reference is made to EBITDA (defined as net income before interest, income taxes, depreciation and amortization), which the Corporation considers to be an indicative measure of operating performance and a metric to evaluate profitability. EBITDA is not a generally accepted earnings measure and should not be considered as an alternative to net income (loss) or cash flows as determined in accordance with IFRS. As there is no standardized method of calculating this measure, the Corporation’s EBITDA may not be directly comparable with similarly titled measures used by other companies.

Unless otherwise specified in this Annual Information Form, the information set out herein is presented as at December 31, 2021.

All amounts in this Annual Information Form are expressed in Canadian dollars unless specifically designated to be in United States dollars, and British pounds.

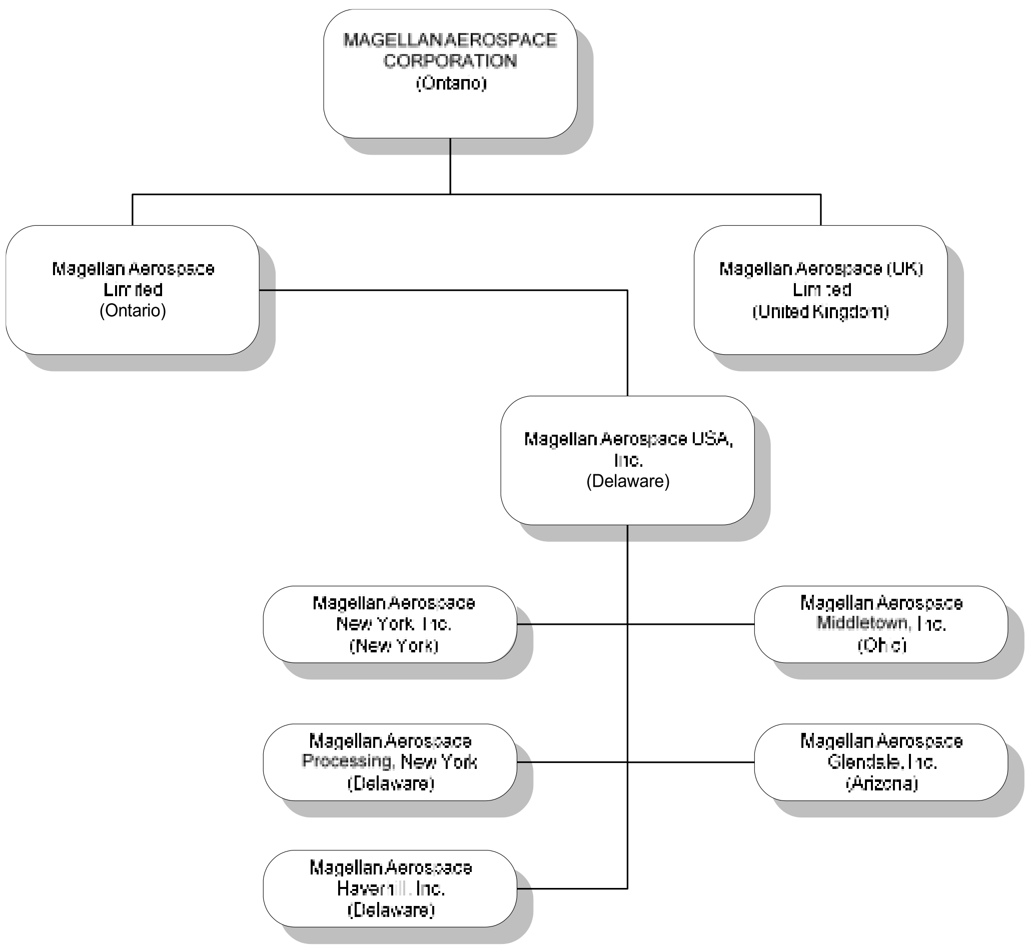
## THE CORPORATION

### Incorporation of the Issuer

Magellan Aerospace Corporation was incorporated on February 15, 1996 under the *Business Corporations Act* (Ontario). The Corporation's registered office and head office is located at 3160 Derry Road East, Mississauga, Ontario, L4T 1A9.

### Corporate Structure

The following chart shows Magellan's material subsidiaries and their respective holding companies, all wholly owned, directly or indirectly, and their respective jurisdiction of incorporation as at December 31, 2021. Certain subsidiaries whose total assets did not represent more than 10% of the Corporation’s consolidated assets or revenue did not represent more than 10% of the Corporation’s consolidated revenues as at or for the year ended December 31, 2021, have not been explicitly outlined in the following chart. The Corporation’s consolidated financial statements for the year-ended December 31, 2021 have been filed on SEDAR ([www.sedar.com](http://www.sedar.com)).



## GENERAL DEVELOPMENT OF THE BUSINESS

### Business Matters

The following comprises a description of the development of the Corporation's business over the last three completed financial years.

***Highlights of the 2019 fiscal year***

On February 19, 2019, the Corporation announced the opening of its new manufacturing and assembly facility in India. The 100,000 square foot Magellan Aerospace (India) Pvt. Ltd. facility, constructed on seven acres in Hitech Defence and Aerospace Park (Aerospace SEZ Sector) in Devanahalli, India, near the Bangalore International Airport, was completed at the end of 2018 and the process of installing and commissioning of the high speed machining centres is underway. Magellan's new cellular machining and assembly plant will specialize in high speed milling and turning of aerostructure and aeroengine components produced from both aluminium and hard metal materials. Combined with comprehensive processing and hard metal machining capabilities from Magellan's two longstanding joint ventures in India, API Surface Treatments and Triveni Aeronautics Pvt. Ltd. ("Triveni"), Magellan will be one of the largest suppliers of "Make in India" manufactured commercial aircraft components.

On February 20, 2019, Magellan announced it increased its investment in Triveni to 75%. Triveni specializes in hard metal machining of aeroengine and aerostructure components. Magellan's investment in Triveni commenced in 2013 when it acquired a 49% share of the business.

On March 15, 2019, Magellan announced three five-year agreements valued at $48 million in aggregate, with the Canadian government to perform the licensed manufacture of LUU-2 Illumination flares for the Royal Canadian Air Force ("RCAF"). Magellan-produced flares will be delivered from Magellan's propellant plant, located near Winnipeg, Manitoba.

On April 12, 2019, Magellan announced an agreement with Atlas Elektronik Canada for the design and development phase of the SeaSpider® Anti Torpedo Torpedo ("ATT") program. The initial $19 million phase of the program was launched in January 2019 and is expected to conclude in 2023. Magellan will lead the design and development of the SeaSpider® ATT rocket motor and warhead section of the torpedo that includes design, build, test and production qualification.

On April 24, 2019, the Corporation announced a multi-year agreement with The Boeing Company ("Boeing") to manufacture 777X control surface ribs in support of Boeing's Focused Factory initiative. Work will begin at its United Kingdom facility and later transition to a new factory in Bangalore, India. Boeing's Focused Factory initiative is the aggregation of products grouped by commonality and forecasted demand. The product groups utilize similar technologies and aggregating the products creates economies of scale that deliver lower cost, improved quality, and delivery efficiencies.

On April 29, 2019, Magellan announced agreements with an undisclosed customer for the supply of complex fabricated engine front frames for a commercial platform, to be manufactured at Magellan's facility in Winnipeg, Manitoba, and critical rotating engine shafts for a dual use platform to be manufactured at Magellan's facility in Haverhill, Massachusetts. The agreements are valued at approximately $45 million with delivery over the course of the next three years.

On May 14, 2019, Magellan announced that it will continue producing F-35 Lightning II ("F-35") horizontal tail assemblies under an agreement with BAE Systems. This agreement represents the continuation of contract awards for three additional years. With the additional quantities awarded, Magellan will now produce more than double the horizontal tails produced thus far for the global F-35 program. Annual deliveries will ramp up to 60 per year within the three year period. Magellan, through its operations in Winnipeg, Manitoba, and BAE Systems have been working together to produce horizontal tails for the global F-35 program for more than a decade.

On June 12, 2019, Magellan congratulated the Canadian Space Agency ("CSA") on the RCM Mission that was launched successfully from Vandenberg, California aboard a SpaceX Falcon 9 rocket. The three identical RCM satellite buses were built by Magellan under subcontract to MDA, the prime contractor for RCM.

On November 7, 2019, the Corporation announced that it completed the acquisition of 100% of the outstanding shares of Service Inter Industrie ("SII"), an aerospace component supplier based in Marignane, France. SII specializes in precision machining of critical components used in the manufacture of civil and military helicopters as well as components for the fixed wing commercial and defense aerospace markets. SII is in close proximity to its major customers, whom it serves for the serial production as well as maintenance, repair and overhaul services on select parts. The acquisition of SII provides a new growth vehicle for Magellan and is its first business acquired in France, close to major Airbus operations.

***Impact of Covid-19 Pandemic***

Since the end of Magellan's fiscal year on December 31, 2019, the COVID-19 pandemic has impacted the markets in which Magellan operates such as Canada, the United States, Europe, and parts of India. The Corporation has been focused on the impacts to its stakeholders, including employees, and on supporting its network of partners during this challenging time.

As the Corporation has previously disclosed, the response to the COVID-19 pandemic, including the changing government restrictions in a variety of the jurisdictions in which the Corporation operates, is ongoing. These actions, including continued disruption to air travel and commercial activities, particularly within the aerospace and commercial airline industries, have negatively impacted global supply, demand and distribution capabilities. As a result there was a decrease in demand for the Corporation's aerospace products and services which negatively impacted revenues and profits.

The Corporation expects that its operations will continue to fluctuate in response to the rapidly-changing environment, with a corresponding effect on aerospace volumes and revenue at its facilities. Factors contributing to this fluctuation include: the imposition and relaxation of government restrictions; the nature, extent and duration of the government relief that is provided to businesses (including wage subsidies), and to other conditions and other factors specific to the various jurisdictions in which the Corporation operates.

Magellan's response to these challenges includes the streamlining of its cost structure and preserving cash, reducing and re-balancing its workforce, restricting all non-essential travel, entertainment and other discretionary spending; and reducing its capital expenditure plans. The Corporation also applied and received the Canada Emergency Wage Subsidy ("CEWS") for its Canadian employees. The Corporation continues to expect that the COVID-19 pandemic and events and circumstances resulting therefrom will have a material impact on the Corporation's business, operations and financial performance in 2022. Management is actively monitoring the situation and will respond as the impact of the COVID-19 pandemic evolves, which will depend on a number of factors including the course of the virus including its variants, availability of rapid, effective testing, vaccinations and treatments for the virus, government actions including health measures and other restrictions, and the complexities of restarting the aerospace industry, none of which can be predicted with certainty.

***Highlights of the 2020 fiscal year***

On January 13, 2020, Magellan announced an agreement with Collins Aerospace Systems for the supply of nose landing gear assemblies for the B737 aircraft. The assemblies comprised of complex machined titanium components will be delivered through 2024 from Magellan's facility in Kitchener, Ontario. In order to provide the best solution for Collins Aerospace Systems, Magellan's vertically integrated deliverable will utilize its global resources in Ontario, New York, India and Poland.

On April 16, 2020, the Corporation announced that it would provide Black Brant sounding rocket motors to The German Aerospace Center (Deutsches Zentrum für Luft- und Raumfahrt e.V. or "DLR"), which is estimated to generate revenue of up to $9.4 million over the term of the agreement. The DLR is the national aeronautics and space research centre of the Federal Republic of Germany. The Mobile Rocket Base is a department of DLR's Space Operations and Astronaut Training and conducts multiple sounding rocket missions per year for scientific purposes. Under the terms of this agreement, DLR will purchase Black Brant rocket motors over a three-year period and may exercise options for other various hardware items.

On May 7, 2020, the Corporation announced an agreement with an undisclosed customer for the supply of complex machined rotating engine components for military aircraft platforms. The contract, valued at approximately $46.4 million, will be carried out at Magellan's facility in Mississauga, Ontario over a five year period commencing late in 2020 and ending in 2024.

On May 25, 2020, Magellan announced that the Toronto Stock Exchange (the "TSX or Exchange") had approved its notice of intention to make a normal course issuer bid ("the Bid") to purchase for cancellation up to 2,910,450 of the Corporation's issued and outstanding Common Shares, through the facilities of the Exchange and/or through alternate trading systems in Canada upon which the Common Shares are traded. The Bid commenced on May 27, 2020 and will terminate on May 26, 2021. In 2020, the Corporation repurchased 0.5 million Common Shares for cancellation at a volume weighted average price of $7.10 per Common Share, for a total repurchase cost of $3.4 million.

On December 10, 2020, Magellan announced the delivery of the 200th set of F-35 Lightning II horizontal stabilizer assemblies under an agreement with BAE Systems. Magellan and BAE Systems have been working together to produce horizontal stabilizers for the global F-35 program since 2009. Both companies have since made significant investment in facilities, technologies and training to ensure the successful delivery of these flight-critical assemblies to the F-35 prime contractor Lockheed Martin. The horizontal stabilizers produced at Magellan are major assemblies on the Conventional Takeoff and Landing ("CTOL") variant of the F-35. Magellan is targeting to produce more than 1,000 ship sets of horizontal tail assemblies over the life of the F-35 program along with various other metallic and composite components.

***Highlights of the 2021 fiscal year***

On January 14, 2021, the Corporation announced that Raytheon Missiles & Defense ("Raytheon") awarded the Corporation a contract for the supply of complex missile fin components. These heat-tolerant surface control assemblies will be manufactured at Magellan's facility in Middletown, Ohio, with deliveries continuing through 2024. The value of this agreement is approximately $61.4 million. Magellan has participated in the Standard Missile ("SM") program for more than 20 years, supplying dorsal fins for various configurations, including the SM-3 and SM-6. These defensive missiles provide area defence to the U.S. Military against theater ballistic missiles, aircraft and cruise missiles.

On March 16, 2021, the Corporation announced that it had renewed for five additional years its agreement with Avio Aero, a GE Aviation Company, for the supply of magnesium and aluminum castings. The castings will be produced primarily at Magellan's Haley, Ontario facility, with several also being produced at its Glendale, Arizona facility.

On March 31, 2021, Magellan announced an agreement with Boeing on a contract extension for the supply of landing gear kits and other complex structural components for the 737, 767, and 777 airplanes. Magellan has made significant investments in manufacturing technology and personnel at all its facilities substantially improving our global competitiveness. Magellan's solution for Boeing, employs a vertical integration strategy utilizing its global resources located in Kitchener, New York City, and India.

On June 21, 2021, the Corporation announced a contract extension between Magellan Aerospace (UK) Limited and Airbus SAS ("Airbus") for the supply of aluminum and titanium structural wing components from Magellan UK's facilities located throughout Europe and India. This contract renewal is comprised of precision machined details and assemblies for use on the A320 and A330 aircraft.

***Recent Developments***

On February 9, 2022, Magellan announced it had been awarded a contract from MDA Ltd. ("MDA") to provide spacecraft avionics for their next Earth observation mission named CHORUS. The new spacecraft builds on MDA's RADARSAT heritage and will continue the work of RADARSAT-2, which remains operational serving its worldwide customer base. The avionics subsystems for CHORUS will be developed at Magellan's Winnipeg facility, home of western Canada's Advanced Satellite Integration Facility. Magellan has expertise in the development of satellite buses and spacecraft avionics. For MDA's CHORUS mission, Magellan will be responsible for the design, manufacture, test, and delivery of the bus avionics system for the C-band Synthetic Aperture Radar satellite. The bus avionics include the satellite bus power control and distribution, communications, attitude control, orbit determination, and on-board telemetry data collection. Key avionics deliverables include Magellan's Power Control Unit and Command and Data Handling Unit.

## Financing Matters

On June 30, 2021, the Corporation entered into an amendment of the Bank Credit Facility Agreement (as defined under "*Borrowings - Bank Credit Facility*"). The Bank Credit Facility is a multi-currency global operating credit facility provided by a syndicate of lenders to Magellan in a maximum aggregate amount of $75 million. The Bank Credit Facility also includes a $75 million uncommitted accordion provision, which provides Magellan with the option to increase the maximum aggregate amount to $150 million. The Bank Credit Facility expires on June 30, 2023. Any extensions of the Bank Credit Facility are subject to mutual consent of the lenders and the Corporation.

## Significant Acquisitions

During the year ended December 31, 2021, the Corporation did not complete any acquisitions that would be considered "significant" for purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*.

## NARRATIVE DESCRIPTION OF THE BUSINESS

### Industry Overview

The aerospace and defence industry is a highly specialized industry employing leading edge technologies and materials to manufacture commercial and defence aircraft, aircraft engines and related systems for a global customer base. To service this industry, the aerospace manufacturing supplier is contracted to develop relatively small quantities of highly specialized products according to unique customer specifications. Up-front costs incurred in developing such products prior to the completion of the first production unit can be significant and generally include engineering, design and manufacture of tooling, and test units required for certification. These up-front costs are typically borne by the manufacturer and are usually recovered on an amortization basis beginning with the production phase and continuing for the projected program life. See *"Risks Inherent in Magellan's Business – Customer unit deliveries may not reach the number projected when the basis for amortization of non-recurring costs is established".*

The business carried on by the Corporation involves firm contracts generally having terms of between three to ten years. The Component products and systems supplied are tied to the Corporation's customer's end-product sales. In accordance with industry practice, contracts are typically subject to termination, modification or reduction at the option of the Corporation's customers. However, if a program is terminated, the terms of some of the corresponding contracts provide the Corporation an opportunity to claim reimbursement for its allowable costs incurred up to the date of termination, plus any proportionate amount of profits attributable to the work actually performed.

Many new aircraft and aircraft engine programs require that major suppliers become risk-sharing partners, meaning that the cost of design, development and engineering work associated with the development of the aircraft or the aircraft engine is partially born by the supplier. This is usually agreed to in exchange for a life-time agreement to supply critical parts, products or components that comes into effect when the aircraft or the aircraft engine begins production. If the aircraft or the aircraft engine fails to reach the production stage, or inadequate numbers of units are produced, or actual sales otherwise do not meet projections, the Corporation may incur significant costs with insufficient program revenues over which to amortize them. See "*Risks Inherent in Magellan's Business - Most of the Corporation's contracts are subject to competitive bidding. If the Corporation is unable to successfully compete in the bidding process, the Corporation's results of operations could suffer".* and *"Risks Inherent in Magellan's Business - Customer unit deliveries may not reach the number projected when the basis for amortization of nonrecurring costs is established*".

The aerospace industry is highly regulated in most countries by specialized government agencies including Canada, the United States and the United Kingdom. The Corporation must be certified by the appropriate authorities in such jurisdictions, and, in some many cases, also by individual OEMs in order to engineer and service parts and components used in specific aircraft models. See "*Risks Inherent in Magellan's Business – The Corporation may incur significant expenses to comply with new or more stringent government regulation*".

### Business Overview

The Corporation integrates the capabilities of its global resources to deliver customer value. Long-term participation on new customer programs is supported by investing early in the development stages of those programs. To help manage market risk, the Corporation attempts to balance program participation across its customer base as well as across the different aerospace and defence sectors. One of the Corporation's principal strategies is to focus on selected core competencies within the aerospace industry where those competencies are identified as critical to meeting customer needs. These include precision machining of a wide variety of aerospace metal alloys and composites, the design and manufacture of aircraft structural components, manufacturing complex high technology magnesium and aluminium alloy castings, integration of complex assemblies, and engine repair and overhaul technologies.

Typical products that the Corporation manufactures for the aeroengine market are complex cast, fabricated and machined gas turbine engine components, both static and rotating, as well as and integrated nacelle components, flow paths and engine exhaust systems for some of the world's leading aeroengine manufacturers. The Corporation also performs repair and overhaul services for jet engines and nacelle components. For the aerostructure market, the Corporation supplies landing gear systems, wing ribs, spars and skins, bulkheads and fuselage components, tailcone assemblies, composite wing and fairing structures, horizontal and vertical stabilizers and crown modules. The Corporation also supplies systems and design engineering to develop and sell proprietary space and rocket motor systems to a global customer base.

Management believes that Magellan's alignment with its customers' strategies and the Corporation's dedication to technological innovation, combined with low cost sourcing from emerging markets, are primary elements of the Corporation's strategy to grow market share.

### Locations and Core Capabilities

The Corporation believes that the available capacity at its facilities is sufficient to meet its current and anticipated manufacturing requirements as indicated by contract requirements and current growth trends in the industry. The following table sets out the locations of Magellan's primary subsidiaries, controlled entity and divisional sites:

| **Location** | **Approximate Size** | **Core Capabilities** |
|---|---|---|
| **Canada** | | |
| Winnipeg, Manitoba | 92,900 square meters | Manufacture of composite structures and engine components for aircraft<br>Manufacture of rocket systems, satellites and other proprietary products |
| Kitchener, Ontario | 7,500 square meters | Machining and assembly of medium and large aerospace components |
| Haley, Ontario | 27,300 square meters | Production of precision magnesium and aluminium castings for the aerospace industry |
| Mississauga, Ontario | 21,200 square meters | Manufacture of components for commercial, regional and military jet engines<br>Repair and overhaul of military aircraft engines<br>Manufacture, repair and overhaul of gas turbine and other industrial components |
| **United States** | | |
| Middletown, Ohio | 17,700 square meters | Manufacture of jet engine nacelle, exhaust components and heat-resistant space products |
| Queens, New York<br>Suffolk County, New York | 8,200 square meters<br>13,200 square meters | Manufacture and assembly of complex components and sub-assemblies for commercial and military aircraft and helicopters |
| Long Island, New York | 7,440 square meters | Metal finishing treatment services and non-destructive testing for aerospace products |
| Haverhill, Massachusetts | 10,400 square meters | Manufacture of critical rotating and non-rotating engine components for commercial and military use |
| Glendale, Arizona | 23,690 square meters | Production of precision small to medium magnesium and aluminium castings for the aerospace industry |

| Location | Approximate Size | Core Capabilities |
|---|---|---|
| **Europe** | | |
| Wrexham, United Kingdom | 23,782 square meters | Precision machining and assembly of commercial aerospace products and metal finishing treatment services for aerospace products |
| Bournemouth, United Kingdom | 8,370 square meters | Precision machining and assembly of commercial aerospace products and metal finishing treatment services for aerospace products |
| Blackpool, United Kingdom | 5,675 square meters | Precision machining of commercial and defence aerospace products |
| Greyabbey, United Kingdom | 5,500 square meters | Precision machining of commercial and defence aerospace products |
| Lancashire, United Kingdom | 7,305 square meters | Supply and overhaul of aircraft and helicopter engines and airborne ancillary power units, the provision of aircraft engineering and design consultancy, engine sales, exchange and leasing services |
| Mielec, Poland | 8,700 square meters | Precision machining of commercial aerospace products and metal finishing treatment services for aerospace products |
| Marignane, France | 5,000 square meters | Precision machining of commercial and defence aerospace products |
| **Asia** *(refer to discussion in Business Matters)* | | |
| Devanahalli, Bengaluru, India | 6,700 square meters | Precision machining and assembly of commercial aerospace products |
| Antharasanahalli, Tumakuru, India | 2,325 square meters | Precision machining and assembly of commercial aerospace products |

### Production and Services

Magellan is a diversified supplier of components to the aerospace industry. Through its wholly-owned subsidiaries and controlled entity, Magellan engineers and manufactures aeroengine and aerostructure components for aerospace markets, including advanced products for defence and space markets and complementary specialty products. The Corporation also supports the aftermarket through supply of spare parts as well as performing repair and overhaul services. The Corporation relies on a mix of commercial and defence aerospace programs.

## Specialized Skill and Knowledge

The Corporation requires specialized skills and knowledge to compete in the aerospace industry. These include skills required to perform precision machining of a wide variety of aerospace materials, to manufacture and assemble aerostructures, to assemble complex engine components, to manufacture highly complex magnesium and aluminium alloy castings, to perform repair and overhaul of engines and associated components and to design certain aerospace structures. The Corporation also invests in leading technologies in order to advance its capabilities and to maintain a competitive advantage.

As the aerospace industry begins to restore capacity levels previously reduced due to the COVID-19 pandemic, shortages of available human resources have developed within a number of regions that the Corporation operates. While the Corporation attempts to manage such shortages, risks remain that these may adversely affect operations. See *"Risks inherent in Magellan's Business –The Corporation may need to expend significant capital to keep pace with technological developments in its industry".* and *"Risks inherent in Magellan's Business - Competitive market for skilled labour may adversely impact the Corporation's operations".*

## Competitive Conditions

Competition for airframe and engine components and assemblies comes primarily from companies situated in North and South America, Asia and Europe. The competitive landscape can change for a number of reasons, including as mergers and acquisitions which shift the market advantage from one manufacturer to another, and influence customers' make/buy decisions. Current trends suggest that aerospace and defense companies are evolving their strategies toward acquisitions that deliver innovative capabilities allowing them to expand into new markets such as electric propulsion, hypersonics, and sustainable air travel and space tourism. Magellan continually undertakes to align its strategies with the changing marketplace and develop relationships with its customers based on the best value it can provide. See "*Risks Inherent in Magellan's Business – Competitive Pressures may adversely affect the Corporation*".

## Raw Materials and Components

Magellan procures various raw materials and components from a global marketplace in order to fulfill contractual requirements at competitive prices from the global marketplace. Price and availability of such raw materials are primarily dictated by global commodity markets. To the extent possible, Magellan includes price escalation adjustment formulas and other clauses within customer contracts to help limit the risk of price increases, or lack of availability of raw materials and components. During 2021, the COVID-19 pandemic created various supply chain challenges, threatening the availability of certain raw materials and causing cost headwinds to develop for materials and other key elements of the business. Such challenges are expected to continue into 2022. See "*Risks Inherent in Magellan's Business – Fluctuations in availability and prices of raw materials used in production may adversely impact the financial results of the Corporation".*

## Intangible Properties

At December 31, 2021, the Corporation had $22.0 million of goodwill related to acquisitions. At December 31, 2021, the Corporation had $29.0 million of intangibles related to customer lists, brands, technical processes, and application software. Customer lists are amortized over a 5 year period, technical processes are amortized over a 15 year period, and application software over a 10 year period. Brands of $9.0 million with indefinite useful lives assets are not subject to amortization.

For more information in relation to the Intangible Properties, reference is made to Note 10 of the Corporation's consolidated financial statements for the year ended December 31, 2021 filed on SEDAR at www.sedar.com, which note is incorporated by reference into this Annual Information Form.

## Markets and Economic Dependence

At the close of 2020, uncertain market conditions rendered it difficult to predict near term and medium-term demand for commercial future air travel demand. With industry experts disagreeing on the shape of a recovery curve, market forecasts were subject to a high degree of risk. One year later at the end of 2021, the view looking forward has improved but still remains with risk. Government restrictions and measures implemented to limit the spread of COVID-19 have greatly impacted the path of recovery of commercial air travel. Heading into 2022, contributing factors such as vaccine efficacy, traveler confidence, economic recovery and a possible permanent impact on future corporate travel all weigh in on the ultimate market recovery trajectory. Once the market stabilizes and a clearer view of market demand appears, the focus will then shift to how quickly the supply chain can ramp up production. In 2021, the rapidly-spreading Omicron variant spawned a renewed series of government restrictions around the globe and is causing widespread disruptions for most major airlines, including pilot and employee shortages.

Despite the near-term outlook, aircraft OEM’s are cautiously increasing build rates as a longer view of the market indicates that demand for air travel is returning. Boeing disclosed in its 20-year Commercial Market Outlook 2021 update, that “while the disruption to the world and our industry from COVID-19 has been massive, long-term demand drivers remain fundamentally unchanged”, concluding that commercial air travel will recover quickly when governments reopen borders and when there is confidence in the safety of air travel. Industry experts currently predict that global domestic air travel will recover to pre-pandemic levels in 2023, while international travel recovery is expected to lag by approximately twelve to fifteen months. In response to improving travel demand, single aisle aircraft build rates are forecasted to return to pre-pandemic levels in 2023. Wide body rates however are expected to marginally recover through 2030.

The defence industry remained considerably more insulated from the global impact of COVID-19 than the commercial aerospace industry. Industry experts are confident that most major defense spending nations will remain committed to strengthening their military budgets, despite the pandemic’s economic impact on fiscal deficits. Certain European countries including the United Kingdom have recommitted to increased defence spending during the COVID-19 crisis, further removing a degree of near-term budget uncertainty. In the U.S., the President’s budget proposal requested a fiscal year 2022 budget for national defense that was up 2% year-over-year.

The primary markets for the Corporation's aerospace products are Canada, the United States, the United Kingdom and other parts of Europe. The Corporation serves both the commercial and defence aerospace markets. In 2021, 52% of revenues were derived from commercial markets (2020 – 54%, 2019 – 68%) while 48% of revenues related to defence markets (2020 – 46%, 2019 – 32%).

In 2021, revenues to the Corporation’s principal customers represented approximately 31% of the Corporation’s consolidated revenues. Principal customers are customers of the Corporation that individually represented more than 10% of such revenues.

For the year ended December 31, 2021, direct sales to Boeing represented approximately 9% of total Corporation revenues, with the 737, 767 and 777 aircraft programs being key programs for the Corporation. Boeing resumed low rate production of its 737 MAX aircraft in May 2020 and received FAA return-to-service certification in November 2020. By the end of 2021, the 737 production rate reached 17 per month. In 2022, the rate is planned to ramp from 24 per month to 31 per month. Boeing is also expected to deliver in 2022, the balance of 450 new undelivered 737 MAX aircraft that were originally grounded. The 777X aircraft certification was delayed in 2021 to late-2023, pushing entry-into-service (“EIS”) to 2024 and causing the 777 build rate to be dropped from 3 per month to 2 per month. Boeing’s launch of the 777-8 freighter variant is expected to further delay the EIS of the 777X passenger variant. Boeing restarted 787 production in January 2022 at 2 aircraft per month, following a number of 2021 production/delivery pauses due to quality issues.

In 2021, direct sales to Airbus represented approximately 22% of total Corporation revenues with the A320, A321, A330 and A350 aircraft programs being key programs for the Corporation. Following a temporary suspension of operations in early 2020 due to COVID-19, Airbus resumed operations and subsequently reached a build rate of 40 A320’s per month by the end of the year. This increase in build rates were higher than industry experts had predicted considering the dramatic effects of the COVID-19 pandemic on the travel industry. In 2021, Airbus A320 build rates increased to 43 per month starting July 2021 and to 45 per month starting in October 2021. The build rate increased to 49 per month in January 2022 and a build rate of 54 per month is planned for the fourth quarter of 2022. By the close of 2021, the A330 build rate was at 2.2 aircraft per month and the A350 rate at 5 aircraft per month. Both rates continue into 2022. See "*Risks Inherent in Magellan's Business – Cancellations, reductions or delays in customer orders may adversely affect the Corporation’s results of operations”.* And "*Risks Inherent in Magellan's Business - The loss of one of the Corporation's key customers could have a material adverse effect on the Corporation*"

## Environmental Matters

*Environmental protection requirements*

The Corporation's manufacturing activities are subject to environmental laws and regulations associated with risks to the environment and human health in each of Canada, the United States, the United Kingdom and the other jurisdictions in which the Corporation operates. Legislation at country, provincial and state levels provides for restrictions and prohibitions on emissions, discharges and releases of various substances produced in association with manufacturing operations. It is expected legislation will become more stringent and necessitate additional environmental controls. There are several initiatives under review by the Corporation to ensure that it meets new or changing legislated requirements. These initiatives include, but are not limited to, environmentally friendly alternatives to conventional degreasing and surface treatment processes, greenhouse gas reduction, toxic reduction planning, improved waste management and water conservation.

*Environmental policies and programs*

The Corporation's environmental policy affirms its commitment to identify the environmental aspects and impacts of its operations and ensure compliance with all applicable environmental laws and regulations. To this end, each facility of the Corporation has been instructed to establish an environmental management system in accordance with ISO 14001 that provides the framework for setting environmental objectives and targets and establishing environmental programs that are consistent with the Corporation's commitment to prevention of pollution and continual improvement. Appropriate levels of environmental control, including operational controls, documented procedures, training, monitoring and measuring and pollution control equipment are put in place to manage the environmental aspects of the Corporation.

The Corporation's environmental council, comprised of the Vice President, Corporate Stewardship & Operational Excellence and an environmental representative from each of the operating sites, meets regularly to:

- Provide early warning of new or changing legislative requirements,
- For all relevant greenhouse gases (e.g. carbon dioxide, methane, nitrous oxide, F-gases etc.), report in metric tonnes of carbon dioxide equivalent (tCO2e) GHG Protocol Scope 1 and Scope 2 emissions and track performance against committed GHG emission targets.
- Standardize methods based on best practice to better manage environmental risk, minimize waste, conserve water usage, and identify other cost-saving opportunities,
- Improve overall corporate environmental performance, and
- Encourage environmental stewardship amongst its business partners, including suppliers.

See "*Risks Inherent in Magellan's Business – Any exposure to environmental liabilities may adversely affect the Corporation*".

*Environmental oversight*

The Environmental and Health & Safety Committee (the "EHS Committee") of the Board of Directors of the Corporation (the "Board") was established to assist the Board in the review of policies and programs for management of environmental and health and safety matters. The mandate of the EHS Committee identifies the major responsibilities and functions of the EHS Committee as follows:

- Act in an advisory capacity to the Board,
- Assess management's environmental and health and safety policies and practices and ensure that remedial plans and programs are carried out and adequate reserves are in place,
- Oversee the Corporation's performance in environmental and health and safety matters and review management's report on the Corporation's compliance or non-compliance with applicable environmental, health and safety regulatory requirements,
- Monitor trends and review current and emerging policy in the area of environment, health and safety,

- Ensure management's commitment to minimize the impact of the Corporation's businesses on the environment through a program of continual improvement in environmental, health and safety performance, achieved by implementing a feasible and comprehensive environmental, health and safety policy with measurable and achievable targets as resources become available and technology improves, and
- Ensure that processes are in place to annually evaluate the performance of the EHS Committee and its mandate and to report thereon to the Board.

The EHS Committee holds meetings at least annually with a portion of every meeting reserved for in-camera discussion without the President and Chief Executive Officer, or any other member of management being present.

### Employees

The Corporation employs 3,400 employees; of these, approximately 1,400 are unionized and are covered by 16 collective bargaining agreements as of December 31, 2021. The Corporation maintains constructive relationships with its unions and strives to achieve mutually beneficially relationships while maintaining cost competiveness when negotiating extensions of expiry dates or renewals of the collective agreements. The Corporation is currently in negotiations regarding a number of such extensions or renewals and it expects all negotiations will result in extensions of expiry dates, renewals of the agreements or some other mutually satisfactory agreement as applicable. See *"Risks Inherent in Magellan's Business - The agreements with labour unions representing certain of the Corporation's employees are subject to renewal"*.

### Foreign Operations

Magellan sells products and services in the global marketplace and has manufacturing facilities in Canada, the United States, Europe and India. See "*Narrative Description of the Business – Markets and Economic Dependence" and* "*Risks Inherent in Magellan's Business - Fluctuations in the value of foreign currencies could result in currency exchange losses*".

### Further Information

For more information in relation to the business and development of Magellan, reference is made to the information under "Overview" in Management Discussion and Analysis for the year ended December 31, 2021 which is filed on SEDAR at www.sedar.com and which information is hereby incorporated by reference.

## RISKS INHERENT IN MAGELLAN'S BUSINESS

The following risks and uncertainties apply to the Corporation:

***The impact of the COVID-19 pandemic continues to create considerable uncertainty for the Corporation's operations.***

Magellan's global operations continue to expose the Corporation to risks associated with the COVID-19 pandemic. Authorities around the world have implemented measures to try and reduce the spread of the virus and such measures have impacted and continue to impact Magellan, its business partners, and stakeholders. The extent of the impact of COVID-19 remains uncertain and will continue to depend on numerous evolving factors across jurisdictions and markets that the Corporation is not able to accurately predict. This includes the duration and scope of the pandemic, the emergence and spread of new variants of the virus, including the Omicron variant, the development and availability of effective treatments and vaccines, the speed at which vaccines are administered, the efficacy of vaccines against the virus and evolving strains or variants of the virus. Also, global economic conditions during and after the pandemic, government actions that have been taken, or may be taken in the future, in response to the pandemic, and changes in the aerospace market conditions in response to the pandemic, creates considerable uncertainty for the Corporation, some of which may be more than just temporary.

COVID-19 affects many of the risk factors enumerated further below and more specifically may cause:

- Operation disruptions delaying deliveries and causing financial losses as a result of COVID-19, resulting from temporary closures of the facilities of the Corporation or its Corporation's business partners or the inability of a significant portion of the Corporation's business partners' workforce to work because of illness, absenteeism, quarantine, vaccine mandates, or travel or other government restrictions;
- Supply shortages, labor shortages, including strike or work stoppages, or transport capacity constraints (i.e. reduced availability of air or other commercial transport, port congestion, availability of truck drivers, and border restrictions or closures), any of which can impact operations. Any sustained interruption in the Corporation's or the Corporation's business partners' operations, distribution network or supply chain or any significant continuous shortage of raw materials, or supply shortages can negatively impact the Corporation's operations;
- Operational inefficiencies and additional costs brought on by the effect of the pandemic and related mitigation methods on the workforce such as costs related to expanded benefits and frontline incentives, the provision of personal protective equipment and increased sanitation;
- Closure or reduction of production of customers, delaying deliveries;
- Financial duress for suppliers or customers, related to disruption to the supply chain, potentially causing key inputs to be unavailable or more costly or receivables uncollectible or subject to longer payment cycles;
- Production rate cuts by Airbus, Boeing and other OEMs as a result of global reduction in the demand for commercial aerospace products;
- Deferral of marketing, business development, and bid activities; and
- Diversion of management attention.

Safety is one of the Corporation's main priorities, thus several measures have been put in place in order to mitigate these risks, including:

- A Steering committee to coordinate emergency response procedures with local management teams at of the Corporation's facilities;
- Continued restrictions on all travel;
- Health protocols at each location in order to mitigate transmission, including but not limited to:
    - Physical distancing measures;
    - Issuance of personal protective equipment;
    - Initiating production shifts;
    - Quarantine policies;
    - Sanitation and hygiene reinforcement;

  - Compelling most employees to work from home, where possible.
- Communication with customers and suppliers in order to better forecast disruptions in demand and secure the supply chain; and
- Scrutiny of credit assessments, review of overdue accounts, and provisioning of inventory.

***Factors that have an adverse impact on the aerospace industry may adversely affect the Corporation's results of operations.***

The Corporation's gross profit is derived from the aerospace industry. The Corporation's aerospace operations are focused on engineering and manufacturing aircraft components for new manufactured aircraft, and selling spare parts and performing repair and overhaul services on existing aircraft and aircraft components. Therefore, the Corporation's business is directly affected by economic factors and other trends that affect the Corporation's customers in the aerospace industry, including possible changes in sourcing strategies by aircraft operators and OEMs, decreased demand for air travel or projected market growth that may not materialize or be sustainable or the grounding of specific aircraft models by regulatory authorities. Since fuel prices are a significant cost factor for aircraft operators, any sizeable price increases can affect their operating margins and reduce their ability to finance capital expenditures. Constraints in the credit market may reduce the ability of airlines and others to purchase new aircraft, negatively affecting the demand for the Corporation's products. When these economic and other factors adversely affect the aerospace industry, they tend to reduce the overall customer demand for the Corporation's products and services, which decreases the Corporation's operating income.

Economic and other factors both internal and external to the aerospace industry might affect the aerospace industry and may have an adverse impact on the Corporation's results of operations. More specifically, a number of additional external risk factors may include the financial condition of the airline industry, commercial aerospace customers and government aerospace customers; government policies related to import and export restrictions and business acquisitions; changing priorities and possible spending cuts by government agencies; government support for export sales; world trade policies; increased competition from other businesses, including new entrants in market segments in which the Corporation competes. In addition, acts of terrorism, natural disasters, and global health risks including new pandemics, political instability or the outbreak of war or continued hostilities in certain regions of the world could adversely affect global travel and result in lower orders or the rescheduling or cancellation of part of the existing order backlog for some of the Corporation’s products.

***The Corporation faces risks from downturns in the domestic and global economies.***

Potential loss due to unfavourable economic conditions, such as a macroeconomic downturn in key markets, could result in potential buyers postponing the purchase of the Corporation’s products or services, lower order intake, order cancellations or deferral of deliveries, lower availability of customer financing, downward pressure on selling prices, increased inventory levels, decreased level of customer advances, slower collection of receivables, reduction in production activities, discontinued production of certain products, termination of employees and adverse impacts on the Corporation’s suppliers.

The Corporation cannot predict the depth or duration of downturns in the domestic and global economies nor the effects on markets that the Corporation serves, particularly the airline industry. The Corporation's ability to increase or maintain its revenues and operating results may be impaired as a result of negative general global economic conditions including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, public health crises, such as the COVID-19 pandemic and other events outside of our control. Also, even as government restrictions are relaxed and economies gradually, partially, or fully reopen in the Corporation’s jurisdictions and markets, the ongoing economic impacts and health concerns associated with the COVID-19 pandemic may continue to affect the Corporation’s operations for a timeframe that is uncertain. The economic impact could be severe to global economies depending on the duration of the pandemic, the likelihood and scope of any subsequent waves of COVID-19 and the continued measures put in place to contain the virus. Also, there are significant uncertainties of the economic impacts that the recent conflict between Ukraine and Russia, with the conflict being in its early stages will have on global economies. The economic uncertainties of such events render estimates of future revenues and expenditures more difficult to formulate. The future direction of the overall domestic and global economies could have a significant impact on the Corporation's overall financial performance and may impact the value of its Common Shares.

***Cancellations, reductions or delays in customer orders may adversely affect the Corporation's results of operations.***

The Corporation's overall operating results are affected by many factors, including the timing of orders from large customers and the timing of expenditures to manufacture parts and purchase inventory in anticipation of future sales of products and services. A large portion of the Corporation's operating expenses is relatively fixed. As several of the Corporation's operating locations typically do not obtain long-term purchase orders or commitments from customers, the Corporation must anticipate the future volume of orders based upon the historic purchasing patterns of customers and upon discussions with customers as to their anticipated future requirements. These historic patterns may be disrupted by many factors, including grounding of specific aircraft models by regulatory authorities, changing economic conditions, inventory adjustments, work stoppages or labour disruptions and the impacts of COVID-19. Cancellations, reductions or delays in orders by a customer or group of customers could have a material adverse effect on the Corporation's business, financial condition and results of operations.

***The conflict between Russia and Ukraine and any restrictive actions that may be taken by the U.S. and/or other countries in response thereto, such as sanctions or export controls.***

The recent escalated conflict between Russia and the Ukraine has resulted in sanctions imposed upon Russia by NATO and Western countries which are expected to impact world economic markets and particular areas of the aerospace industry. The extent and potential magnitude of economic impacts on the aerospace industry as a result of the imposed sanctions is still being assessed by the industry. The impact of changes in world economic markets and the follow-on effects on the aerospace industry is a primary concern. While it is expected there will be no immediate impact upon defence aircraft procurement, the Corporation cannot predict the outcome of the conflict and thus the impact on the Corporation remains uncertain. The Corporation, through certain of its customers, participates on certain commercial aircraft programs that are manufactured by Russian companies, and the Corporation indirectly supplies components for aircraft engines which are sold to Russian aircraft manufacturers. Magellan also purchases raw materials from OEM designated suppliers that are situated in Russia. The short and long-term implications of the Conflict are difficult to predict at this time.

***Customer unit deliveries may not reach the number projected when the basis for amortization of non-recurring costs is established.***

The Corporation relies on customers' delivery projections, market forecast providers, and various other market information sources to determine the number of units over which to amortize non-recurring costs. Unpredictable world events such as the continuing effect of COVID-19 can reduce the accuracy of market forecasts provided by information sources and therefore may affect aircraft and engine build rates used in the Corporation’s various business cases. Should deliveries not reach the number projected or there is a cancellation of an aircraft program, any unamortized balance that remains would then need to be written off which could have a material adverse impact on the Corporation.

***Fluctuations in the value of foreign currencies could result in currency exchange losses.***

The Corporation’s financial results are reported in Canadian dollars, though a large portion of the Corporation's revenues and expenses are in foreign currencies, primarily US dollars or British pounds. It is expected that some revenues and expenses will continue to be based in foreign currencies. In situations where the Corporation is not fully hedged, fluctuations in the Canadian dollar exchange rate to foreign currencies will impact the Corporation's results of operations and financial condition from period to period. In addition, such fluctuations could affect the translation of the Corporation's results and profitability shown in its consolidated financial statements. The Corporation also may not be able to manage its currency exposure on commercially reasonable terms.

***A reduction in defence spending by the United States or other countries could result in a decrease in revenue.***

A portion of the Corporation’s revenue is derived from global defence markets. Although the United States and other countries currently remain committed to increased defence spending, annual budgets are subject to changes in government, political climates and spending priorities. As government deficits increase due to COVID-19 aid programs, future defence budgets may be adversely affected and correspondingly impact the

Corporation's business. A loss or significant reduction in government funding of a large program such as Lockheed Martin's F-35 fighter aircraft program in which the Corporation participates, could materially affect revenues and earnings. As well, the Canadian Government's eventual choice of aircraft for its Future Fighter Replacement program may impact the Corporation's business since Magellan's work content varies between the remaining two competing platforms, Lockheed's F-35 and Saab's JAS- 39.

The Corporation's diversified sales portfolio, including a growing commercial aerospace product portfolio, defence programs outside of the United States and a balance between manufacturing and aftermarket products and services, helps to reduce the impact that a reduction in defence spending on the part of any government or governments could have. Notwithstanding this, there can be no assurances that the Corporations' diversification strategies will be sufficient to mitigate any negative impacts caused by a reduction in defence spending.

However, with the recent escalation in the conflict between Ukraine and Russia being in its early stages, and the potential magnitude of the impact still being assessed by the industry, the Corporation believes there will be no immediate impacts in defence procurement. It is too early to assess when and if defence procurement will lead to an increase in global defence markets spend and will continue to evolve with the changing circumstances of the conflict.

***Political uncertainty could result in a decrease in revenues or have other material adverse effects on the Corporation.***

Significant political events, such as the conflict between Ukraine and Russia, can cast uncertainty on global financial and economic markets and depending upon the nature of the event can directly affect the aerospace market. New economic policies, immigration policies, trade agreements, and defense strategies implemented by the United States could materially impact the Corporation's markets. New tax legislation or changes to existing tax laws or other legislative changes could present future challenges to non-U.S. corporations. To the extent that certain political actions taken in North America, Europe and elsewhere in the world result in a marked decrease in free trade, access to personnel and freedom of movement, there could be an adverse effect on the Corporation's ability to market its products and services internationally, or an increase in costs for goods and services required for the Corporation's operations, or reduced access to skilled labour, resulting in a negative impact on the Corporation's business, operations, financial conditions and the market value of its Common Shares.

***Competitive pressures may adversely affect the Corporation.***

The Corporation competes in the aerospace industry primarily in support of OEMs and the manufacturers that supply them, some of which are divisions or subsidiaries of OEMs, and other large companies that manufacture aircraft components and subassemblies. Competition for the repair and overhaul of aerospace components comes from three primary sources: OEMs, major commercial airlines and other independent repair and overhaul companies. Some of the competitors' financial and other resources and name recognition are substantially greater than that of the Corporation and which constitute a significant competitive advantage. There can be no assurance that Magellan will be able to compete successfully against current and future competitors or that the competitive pressures that Magellan faces will not adversely affect the Corporation's operating revenues and, in turn, the Corporation's business and financial condition.

The aerospace and defence industry may undergo increased consolidation through mergers and acquisitions and vertical integration for various reasons including as a result of the impact of the COVID-19 pandemic on the commercial aerospace market. Such changes may affect any or all levels of the supply chain including the Corporation's customers, competitors and suppliers. Consolidation among Magellan's customers may result in delays in awarding new contracts and losses of existing business. Consolidation among the Corporation's competitors may result in larger competitors with greater resources and market share leverage, which could adversely affect the Corporation's ability to compete successfully. Consolidation among Magellan's suppliers may result in fewer sources of supply and increased costs to the Corporation.

***Acquisitions and growth strategy entailing certain business and financial risks could adversely affect the Corporation.***

The Corporation, as part of its growth strategy at times engages in business acquisitions. These acquisitions may expose the Corporation to new geographical, political, operational, cultural and financial risks. As well, significant demands may be placed on management or cause subsequent difficulties related to the integration of new operations, posing risks, which are difficult to forecast and could adversely affect the Corporation's growth and profitability.

***Most of the Corporation's contracts are subject to competitive bidding. If the Corporation is unable to successfully compete in the bidding process, the Corporation's results of operations could suffer.***

The Corporation obtains most of its supply contracts through a competitive bidding process that subjects it to a risk that it will expend substantial time and effort on the design, development and marketing of proposals for contracts that may not be awarded to it. The Corporation is sometimes required to bid on programs in advance of the completion of the prime vehicle platform or system design. This creates a risk that it will experience unforeseen technological difficulties and cost overruns. Additionally, the Corporation cannot ensure that it will continue to win competitively awarded contracts at the same rate as in the past.

***The loss of one of the Corporation's key customers could have a material adverse effect on the Corporation.***

For the year ended December 31, 2021, direct sales to Boeing represented approximately 9% of total Corporation revenues and the direct sales to Airbus represented approximately 22% of total Corporation revenues. The loss of either of these customers or any significant decline in purchasing by either customer from the Corporation could have a material adverse impact on the current and forecasted financial results of the Corporation.

***The Corporation may need to expend significant capital to keep pace with technological developments in its industry.***

The aerospace industry is continually undergoing development and change advancements through the introduction of new technologies, materials, products, manufacturing methods, equipment and methods of repair and overhaul services. In order to keep pace with any new developments, the Corporation may need to expend significant capital to purchase new equipment and machinery or to train the Corporation's employees in the new methods of production and service. In addition, the Corporation makes significant expenditures for the research and development of new products and services. The Corporation may not be successful in developing new products and these capital expenditures may have a material adverse effect on the Corporation. Furthermore, disruptive technologies such as additive manufacturing could potentially impact future demand for existing components that are core to the Corporation's business.

***The Corporation may not realize the Corporation's anticipated return on capital commitments made to expand its capabilities.***

From time to time, the Corporation makes significant capital expenditures to implement new processes and to increase both efficiency and capacity. Some of these projects require additional training for the Corporation's employees and not all projects may be implemented as anticipated. If any of these projects do not achieve the anticipated increase in efficiency or capacity, the Corporation's returns on these capital expenditures may not be as expected.

***The Corporation may be unable to successfully achieve or maintain "key supplier" status with OEMs and may be required to risk capital to achieve key supplier status.***

Most major OEMs develop strategic partnerships with their key suppliers expecting them to provide an array of integrated services including purchasing, warehousing and assembly. The Corporation has been designated as a key supplier by certain of its customers and aims to achieve the same status with others. In order to achieve or maintain key supplier status, the Corporation may need to expand existing capacities or capabilities, however there is no assurance that the Corporation will be able to do so.

Many new aircraft and aircraft engine programs require that major suppliers become risk-sharing partners, meaning that the cost of design, development and engineering work associated with the development of the aircraft or the aircraft engine is partially born by the supplier, usually in exchange for a life-of-program agreement to supply those critical parts once the aircraft or the aircraft engine is in production. If the aircraft or the aircraft engine fails to reach the production stage, and an inadequate number of units are produced or actual sales otherwise do not meet projections, the Corporation may incur significant costs without any corresponding revenues.

***Fluctuations in availability and prices of raw materials used in production may adversely impact the financial results of the Corporation.***

The main raw materials purchased by the Corporation for its machining business are aluminium and titanium, and for its casting business are magnesium, aluminum and rare earths. The ability of suppliers to meet performance, quality, and delivery schedules is extremely important. Difficulty in procuring raw materials in sufficient quantities and in a timely fashion, along with cost increases for these materials, including any cross-border tariffs and possible attempts by countries to control global supply, each of which could have a material adverse effect on the Corporation's operations and financial condition. In addition, contagious illnesses, such as the COVID-19 pandemic can cause disruptions to supply.

***The agreements with labour unions representing certain of the Corporation's employees are subject to renewal.***

Approximately 1,400 employees are represented by unions and are covered by 16 collective bargaining agreements as of December 31, 2021. Each differing collective bargaining agreement has a unique expiration date. While the Corporation maintains positive relationships with its respective unions, the renegotiations of the collective bargaining agreements could result in work disruption including work stoppages or work slowdowns. Should a work stoppage occur, it could interrupt the Corporation’s manufacturing or service operations at the impacted location which in turn could adversely affect service to its customers and its financial performance.

***The ability to make distributions to shareholders may be impacted by factors not within the control of the Corporation.***

The payment of dividends, the repurchase of Common Shares under the Corporation’s NCIB program, and other cash or capital returns to its shareholders, if any, are subject to the discretion of the Board and may vary depending on a variety of factors and conditions existing from time to time, including operating cash flows, sources of capital, the satisfaction of solvency tests and other financial requirements, and the Corporation’s operations and financial results. Depending on these and various other factors, many of which will be beyond the Corporation’s control future cash dividends or distributions to shareholders could be reduced or suspended entirely.

The market value of the Common Shares may deteriorate if cash dividends are reduced or suspended. Furthermore, the future treatment of dividends for tax purposes will be subject to the nature and composition of dividends paid by the Corporation and potential legislative and regulatory changes. Dividends may be reduced during periods of weaker financial performance and may impact any decision by the Corporation to finance capital expenditures using cash flow from operating activities.

***The Corporation may incur significant expenses to comply with new or more stringent government regulation.***

The aerospace industry is highly regulated in most countries by specialized government agencies. The Corporation must be certified in such jurisdictions and, in some cases, by individual OEMs in order to engineer and service parts and components used in specific aircraft models. If any of the Corporation's material authorizations or approvals were to be revoked or suspended, the Corporation's operations would be adversely affected. New or more stringent government regulations may be adopted, or industry oversight heightened, in the future, and the Corporation may incur significant expenses to comply with any new regulations or any heightened industry oversight.

***Information technology risk may adversely impact the Corporation’s operations.***

The Corporation places significant reliance on information technology for information and processing that supports financial, regulatory, administrative and commercial operations. Magellan’s business also requires the appropriate and secure utilization of sensitive information belonging to third parties such as aircraft OEMs, national defence forces and customers. The Corporation relies upon telecommunication services to interface with its global operations, customers and business partners. Any disruption to the Corporation’s information technology and telecommunication services, including those caused by projects to improve its information technology systems, if not anticipated and appropriately mitigated, could disrupt Magellan’s business and impair its ability to effectively provide products and related services to its customers and could have a material adverse effect on the Corporation’s business. The Corporation could also be subject to systems failures, including network, software or hardware failures, whether caused by the Corporation, third-party service providers, intruders or hackers, computer viruses, natural disasters, power shortages or terrorist attacks. Cyber security threats are evolving and include, but are not limited to, malicious software, unauthorized attempts to gain access to sensitive, confidential or otherwise protected information related to Magellan or its products, customers or suppliers, or other acts that could lead to disruptions in its business. Any such failures could cause loss of data and interruptions or delays in the Corporation’s business, cause Magellan to incur remediation costs, subject it to claims and could potentially damage its reputation. In addition, the failure or disruption of the Corporation’s communications or utilities could cause interruption or suspend its operations or otherwise adversely affect the Corporation’s business. The Corporation’s property and business interruption insurance may be inadequate to compensate for all losses that may occur as a result of any system or operational failure or disruption which would adversely affect the Corporation’s business, results of operations and financial condition. The immediate unanticipated rise in remote work arrangements implemented by the Corporation in response to the COVID-19 pandemic may cause inefficiencies and increased pressure on the Corporation’s information technology infrastructure and may increase Magellan’s vulnerability to information technology and cybersecurity related risks and disruption to its information systems. In mitigation of these risks, Magellan was able to scale up tried and tested tools and processes to support larger scale remote working, using its existing technologies.

***The Corporation's debt may need to be refinanced and such refinancing may not be available.***

The Corporation and its subsidiaries have debt obligations. The degree to which this indebtedness could have consequences on the Corporation's prospects include the effect of such debts on the ability to obtain additional financing for working capital, capital expenditures or acquisitions; the portion of available cash flow that will need to be dedicated to repayment of principal and interest on indebtedness, thereby reducing funds available for expansion and operations; and the Corporation's vulnerability to economic downturn and its ability to withstand competitive pressure. If the Corporation is unable to meet its debt obligations, it may need to consider refinancing or adopting alternative strategies to reduce or delay capital expenditures, selling assets or seeking additional equity capital or any combination of the foregoing.

The Corporation is party to the Bank Credit Facility Agreement with a syndicate of lenders. Under the terms of the Bank Credit Facility Agreement, the lenders have made an operating credit facility available to the Corporation that expires on June 30, 2023. Any extensions of the operating credit facility are subject to mutual consent of the lenders and the Corporation. The Bank Credit Facility Agreement requires the Corporation to maintain certain financial and non-financial covenants. For more information, see "*Borrowings – Bank Credit Facility*". The Corporation's ability to meet the financial ratios can be affected by events beyond the Corporation's control and there is no assurance that the Corporation will be able to meet its bank covenants due to unforeseen events or circumstances, some of which are outlined elsewhere in "*Risks Inherent in Magellan's Business*". Also there is no assurance that the Bank Credit Facility Agreement will be renewed upon expiry or that the proposed terms of renewal would be regarded as commercially reasonable by the Corporation.

Credit ratings and access to the capital markets may be impacted by a number of matters, including those set forth in this Annual Information Form and a number of external factors beyond the Corporation's control.

***The Corporation may need additional financing for acquisitions and capital expenditures and additional financing may not be available on acceptable terms.***

A key element of the Corporation's strategy has been, and continues to be, internal growth and growth through the acquisition of additional companies and product lines engaged in the aerospace industry. In order to grow internally, the Corporation may need to make significant capital expenditures and may need additional capital to do so. The Corporation's ability to grow is dependent upon, and may be limited by, among other things, availability under the credit facilities and by particular restrictions contained therein and the Corporation's other financing arrangements. In that case, additional funding sources may be needed, and the Corporation may not be able to obtain the additional capital necessary to pursue its internal growth and acquisition strategy or, if the Corporation is able to obtain additional financing, the additional financing may not be on financial terms which are satisfactory to it.

***The Corporation may be affected by interest rate fluctuations.***

The majority of the Corporation's debt bears interest at variable rates. Consequently, the Corporation's future cash flows are exposed to fluctuations from changing interest rates arising from debt obligations indexed to variable interest rates. For these items, cash flows and interest costs could be impacted by a change in benchmark interest rates such as Secured Overnight Financing Rate ("SOFR"), Sterling Overnight Index Average ("SONIA"), or Canadian Dollar Offered Rate ("CDOR") and may adversely and materially affect the Corporation's financial results.

***Potentially volatile capital markets may reduce the Corporation's financial flexibility and may result in less than optimal financing results.***

As future capital expenditures will be financed out of cash generated from operations, borrowings and possible future equity issuances, the Corporation's ability to do so is dependent on, among other factors, the overall state of capital markets and investor appetite for investments in the aerospace industry and Magellan's securities in particular.

To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's ability to make capital investments may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Alternatively, the Corporation may need to issue additional Common Shares, Preference Shares or other convertible securities from treasury at lower prices to refinance existing debt or to finance the capital costs of significant projects or may wish to borrow to finance significant projects to accomplish Magellan's long-term objectives on less than optimal terms or in excess of its optimal capital structure.

Based on current funds available and expected cash flow from operating activities, management believes that the Corporation has sufficient funds available to fund its projected capital expenditures. However, if cash flow from operating activities is lower than expected or capital costs for these projects exceed current estimates, or if the Corporation incurs major unanticipated expenses, it may be required to seek additional capital to maintain its capital expenditures at planned levels. Failure to obtain any financing necessary for the Corporation's capital expenditure plans may affect it in a materially adverse manner.

***Any exposure to environmental liabilities may adversely affect the Corporation.***

The Corporation's business, operations and facilities are subject to numerous stringent federal, provincial, state, local and foreign environmental laws and regulations in Canada, the United States, the United Kingdom, Asia and the European Union. The Corporation is required to maintain certificates of approval, permits or licenses with respect to its water discharges, air emissions, generation of wastes and land fill sites, as applicable. The regulatory bodies in charge of environmental matters conduct periodic compliance reviews and the Corporation engages in regular monitoring and measuring of its environmental aspects and impacts. From time to time due to non-compliance matters that arise, containment, mitigation and remedial orders are received, which require action by the Corporation. The Corporation commits financial and technical resources as it deems necessary, including outside consultants, to develop action plans in accordance with the requirements of the various jurisdictions within which it operates.

Recent changes in political climate may lead to new environmental laws and programs setting reduction for discharges into the environment, which may be costly or not possible for the Corporation to meet, and thereby result in costs, penalties or charges to the Corporation.

The Corporation operates in various jurisdictions where there are legislative initiatives relating to greenhouse gas ("GHG") emissions being considered or adopted. Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. As signatories to the United Nations Framework Convention on Climate Change and as participants to the 2015 Paris Climate Conference and the resulting Paris Agreement, the Governments of Canada, the European Union and other signatories (together with the other countries involved) have pledged to work together to limit global temperature rise resulting from GHG emissions to a goal of less than 2° Celsius and to pursue efforts to limit below 1.5° Celsius, through implementing successive nationally determined contributions. The GHG emission reduction pledges are not binding, however, and most countries have not announced how they intend to meet the commitments agreed to at the 2015 Paris Climate Conference. The various GHG policies and clean air initiatives have resulted in continued uncertainty surrounding the timing and scope of climate change regulations and a continuing patchwork of regulatory initiatives. If enacted, these may adversely affect the Corporation's financial condition and results of operations. Notwithstanding the current regulatory uncertainty, Magellan has established its corporate carbon footprint and is committed to a GHG reduction target in line with those set by the European Union, a leader in setting strong reduction targets.

Legislation at country, provincial and state levels provide for restrictions and prohibitions on emissions, discharges and releases of various substances produced in association with manufacturing operations. It is expected legislation will become more stringent over time and necessitate additional environmental controls. There are several initiatives under review by the Corporation to ensure that it meets the new legislated requirements. These initiatives include, but are not limited to, greenhouse gas reduction, replacement of trichloroethylene used for degreasing, toxic substances reduction, including hexavalent chromium, and monitoring of substance releases from products exported to the European Union. As legislation evolves and enforcement of the laws and regulations become more rigorous, the Corporation may be required to incur additional significant capital and operating expenditures to comply, which could have a material adverse effect on the Corporation's financial condition. The Corporation is actively testing alternatives and new technology; given the uncertainty in climate change legislation, it may be costly or not possible for the Corporation to meet legislated reductions and timelines before proven alternatives are in place.

As a result of historic releases of trichloroethylene, the Corporation, with regulatory approval, has implemented remedial systems in Winnipeg, Manitoba; Mississauga, Ontario; Fort Erie, Ontario; and Bournemouth, Great Britain to address trichloroethylene-impacted groundwater. These remedial systems have been in operation for a number of years with capital costs already incurred and ongoing maintenance and operating expenses. Although management believes that the Corporation's operations and facilities are in material compliance with environmental laws and regulations, future changes in these laws, regulations or interpretations thereof or the nature of the Corporation's operations may require the Corporation to make significant additional capital expenditures to ensure compliance in the future, which may adversely affect the financial condition of the Corporation. Furthermore, neighbouring property owners to the Corporation's sites at Winnipeg, Manitoba; Mississauga, Ontario; Fort Erie, Ontario and Queens, New York have been made aware of potential off-site impacts of trichloroethylene and environmental investigations at those sites. Negotiations with the neighbouring property owners have precluded the need for off-site remediation. Actual liability to the Corporation remains highly uncertain due to unknown timing and extent of remediation costs and other corrective actions that may be required including, the unknown proportion of liability attributable to the Corporation (if any) as compared to the proportion of liability attributable to other potentially responsible parties and the extent to which such costs are recoverable from third parties.

***Increased public awareness and growing concerns about climate change and the global transition to a low carbon economy could result in a broad range of impacts and may adversely impact the Corporation.***

Increased public awareness and growing concerns about climate change and the global transition to a low carbon economy could result in a broad range of impacts, including potential strategic, reputational and structural related risks for the Corporation and its business partners, and the emergence and evolvement of additional environmental and climate change regulations, frameworks, and guidance. Increasing regulatory expectations create a new set of compliance risks that need to be managed. Global climate change also results in regulatory risks which vary according to the national and local requirements implemented by each jurisdiction where the Corporation operates.

In addition, concerns about the environmental impacts of air travel, the “anti-flying” movement and tendencies towards “green” travel initiatives have contributed to higher levels of scrutiny with respect to emissions which could have the effect of reducing demand for air travel and could materially adversely impact the Corporation’s aviation business and reputation. As part of our environmental, social and governance values, and recognizing our role in the full life cycle assessment of air transportation, Magellan has committed to reducing CO2 emissions by 55% by 2030 against a 2008 baseline; should we not achieve this objective, it could have an adverse impact on the Corporation’s reputation.

***Changes in estimates used in accounting for long term contracts could adversely affect the Corporation’s future results.***

Accounting for long term contracts requires judgement related to assessing risks, estimating contract revenues and costs and making assumptions for schedule and technical issues. Due to the size and nature of the Corporation's contracts, average unit cost for products produced is determined based on the estimated total production costs for a predetermined program quantity. Program quantities are established based on management's assessment of market conditions and foreseeable demand at the beginning of the production stage for each program, taking into consideration both customer-provided and independent data. Management conducts regular reviews of its cost estimates and program quantities, however, changes in underlying assumptions, circumstances or estimates concerning quantities or change in the market conditions, along with not realizing estimated total production costs, may adversely affect future financial performance. Changes in estimates used in accounting for long term contracts could adversely affect the Corporation's future results.

***The Corporation may not be able to successfully negotiate long-term contracts to eliminate losses.***

From time to time, circumstances under which long-term contracts are negotiated may change, and require amendments so the Corporation does not incur a loss. If negotiations are not successful or the final terms are different from what the Corporation expects, the Corporation may be required to record a loss provision on these contracts which may be materially adverse to the Corporation. The amount of such provision, if any, cannot be reasonably estimated until such amendments are finalized.

***Potential for unforeseen costs associated with warranty claims.***

Some of the products manufactured by the Corporation are complex and sophisticated and may contain defects despite having in place procedures and processes to detect and correct any defects before shipment to its customers. Errors may be found in the Corporation's products after they are delivered to customers. As a result, the Corporation may be exposed to legal claims relating to the products it manufactures or the loss of customers. In addition, due to the nature of the Corporation's business, the Corporation may be subject to liability claims involving its products or products for which it provides services. The Corporation maintains product liability insurance for its business. However, there is potential that the insurance coverage will not be sufficient to cover all relevant claims. Furthermore, there is no assurance that the Corporation will be able to obtain insurance coverage at acceptable levels and costs in the future. The occurrence of errors, failures and claims could adversely affect the Corporation's operating results and business.

***Competitive market for skilled labour may adversely impact the Corporation's operations.***

The Corporation requires specialized skills and knowledge to compete in the aerospace industry. A highly competitive market for skilled labour may adversely impact the Corporation’s operations in the form of a shortage of labour, increased labour costs and the inability to manufacture and deliver goods in a timely manner.

***The Corporation's risk management strategy may not be effective for the risks faced by the Corporation.***

The Corporation maintains policies of insurance of the types and in the amounts that are comparable to companies of similar sizes and industry. The Corporation's risk management programs and claims handling and litigation processes utilize internal professionals and external technical expertise. If this risk management strategy is not effective to mitigate the risks faced by the Corporation, these risks could have a material adverse effect on the business, results of operations, financial condition and liquidity.

## DISTRIBUTIONS

### DIVIDENDS

In the fiscal year of 2019, the Corporation paid $0.10 per Common Share in the first, second and third quarters, and $0.105 in the fourth quarter representing aggregate dividends paid of approximately $23.6 million.

The Corporation paid dividends of $0.105 per Common Share in all four quarters of fiscal 2020 and fiscal 2021 representing aggregate dividends paid of approximately $23.4 million in both years.

In the first quarter of 2022, the Corporation declared cash dividends of $0.105 per Common Share payable on March 31, 2022 to shareholders of record at the close of business on March 29, 2022.

The declaration of dividends is at the discretion of the Board and is approved quarterly. Any decision to pay dividends on the Corporation's Common Shares will be made on the basis of the Corporation's earnings, financial requirements and other conditions existing at such future time. The Bank Credit Facility Agreement restricts the amount of dividends that can be declared and paid.

### REPURCHASE AND CANCELLATION OF COMMON SHARES

On May 25, 2020, Magellan announced the approval by the TSX of its NCIB to purchase up to 2,910,450 of its Common Shares. The NCIB began on May 27, 2020 and will end on May 26, 2021 or on such earlier date when Magellan completes its purchases or elects to terminate the NCIB. These purchases are made on the open market plus brokerage fees through the facilities of the TSX and/or alternative trading systems at the prevailing market price at the time of the transaction, in accordance with the TSX's applicable policies. All Common Shares purchased pursuant to the NCIB were cancelled.

In fiscal 2020, Magellan repurchased and cancelled a total of 479,895 Common Shares under the NCIB, at a weighted average price of $7.10 per Common Share, for a total consideration of $3.4 million, including brokerage fees.

On May 27, 2021, the Corporation's application was re-approved for a NCIB to purchase for cancellation up to 2,886,455 common shares of the Corporation during the 12 month period commencing May 27, 2021 and ending May 26, 2022. In fiscal 2021 and to date in 2022, no shares were repurchased under this NCIB.

See "*Risks Inherent in Magellan's Business – Potentially volatile capital markets may reduce the Corporation's financial flexibility and may result in less than optimal financing results*", "*Risks Inherent in Magellan's Business – The Corporation's debt may need to be refinanced and such financing may not be available*" and "*Risks inherent in Magellan's Business – The ability to make distributions to shareholders may be impacted by factors not within the control of the Corporation*".

## GENERAL DESCRIPTION OF CAPITAL STRUCTURE

### Common Shares

Magellan has authorized for issuance an unlimited number of Common Shares of which 57,729,106 Common Shares were outstanding as at the date hereof. The holders of Common Shares are entitled to notice of, to attend and to one vote per share held at any meeting of the shareholders of Magellan; to receive dividends as and when declared by the Board on the Common Shares as a class, and subject to prior satisfaction of all preferential rights to dividends attached to all shares of other classes; and in the event of any liquidation, dissolution or winding-up of Magellan, whether voluntary or involuntary, or any other distribution of the assets of Magellan among its shareholders for the purpose of winding-up its affairs, and subject to prior satisfaction of all preferential rights to return of capital on dissolution attached to all shares of other classes of shares of Magellan ranking in priority to the Common Shares in respect of return of capital on dissolution, to share rateably, together with the shares of any other class of shares of Magellan ranking equally with the Common Shares in respect of return of capital on dissolution, in such assets of Magellan as are available for distribution.

### Preference Shares

Magellan also has authorized an unlimited number of Preference Shares which may at any time or from time to time be issued in one or more series. Before any Preference Shares of a particular series are issued, the Board shall, by resolution, fix the number of Preference Shares that will form such series and shall, subject to the limitations set out in the Corporation's articles, by resolution fix the designation, rights, privileges, restrictions and conditions to be attached to the Preference Shares of such series. The Preference Shares of each series shall rank on parity with the Preference Shares of every other series with respect to accumulated dividends and return of capital. The Preference Shares are entitled to a preference over the Common Shares and over any other shares of the Corporation ranking junior to the Preference Shares with respect to priority in the payment of dividends and in the distribution of assets if of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs. As at the date hereof, there were no Preference Shares outstanding.

## BORROWINGS

The Corporation had the following financing arrangement as at December 31, 2021:

### Bank Credit Facility

On June 30, 2021, the Corporation entered into an agreement (as it may be amended from time to time, the "Bank Credit Facility Agreement") with a syndicate of banks that provides for a multi-currency operating credit facility up to a limit of $75 million. The Bank Credit Facility Agreement also includes an uncommitted accordion provision which provides the Corporation the option to increase the size of the operating credit facility by $75 million. Under the terms of the Bank Credit Facility Agreement, the operating credit facility expires on June 30, 2023.

Under the Bank Credit Facility Agreement, Magellan agrees to maintain a prescribed fixed charge coverage ratio and total leverage ratio, the failure of which will create an event of default pursuant to the Bank Credit Facility Agreement. The fixed charge coverage ratio is the ratio of (a) earnings before interest, taxes, depreciation and amortization less cash taxes less distributions permitted by the lenders, to (b) the sum of scheduled principal payments paid plus interest expense plus capital lease payments made. The total leverage ratio is ratio of (a) total indebtedness as at such time to (b) EBITDA (defined as net income before interest, income taxes, depreciation and amortization) for the most recently completed four financial quarters. As of December 31, 2021, the Corporation was in compliance with these covenants.

See *"Risks Inherent in Magellan's Business – The Corporation's debt may need to be refinanced and such refinancing may not be available".* For more information in relation to the Bank Credit Facility Agreement, reference is made to Note 12 of the Corporation's consolidated financial statements for the year ended December 31, 2021 filed on SEDAR at www.sedar.com, which note is incorporated by reference into this Annual Information Form and see "G*eneral Development of the Business – Financing Matters*" and "*Material Contracts*".

## MARKET FOR SECURITIES

The Corporation's Common Shares are listed and posted for trading on the TSX under the symbol "MAL".

The following chart shows the high and low closing prices and the aggregate volumes traded of the Common Shares on the TSX for each month in 2021:

| Month | Low ($) | High ($) | Volume |
|---|---|---|---|
| January | 8.80 | 9.77 | 535,569 |
| February | 8.93 | 10.50 | 524,496 |
| March | 9.71 | 11.73 | 705,351 |
| April | 10.15 | 11.10 | 294,918 |
| May | 10.10 | 10.99 | 225,535 |
| June | 10.21 | 10.99 | 203,127 |
| July | 10.01 | 10.83 | 219,724 |
| August | 9.80 | 10.58 | 230,302 |
| September | 10.02 | 10.75 | 206,470 |
| October | 10.00 | 10.99 | 255,319 |
| November | 9.33 | 10.80 | 655,411 |
| December | 9.27 | 10.23 | 271,996 |

## DIRECTORS AND OFFICERS

The names and municipalities of residence of the directors and executive officers of the Corporation, the offices held by them in the Corporation, their principal occupations and the year each director first became a director are set out below. Each of the directors, except for Larry G. Moeller, who was not a director for the period from August 14, 1999 to March 3, 2000, has served continuously as a director since the date they were first elected or appointed, which date is indicated below such director's name. The present term of each director will expire immediately prior to the election of directors at the next annual meeting of shareholders, which is scheduled for May 3, 2022. Except as set out in the notes to the table below, all of the directors are nominees for election at such annual meeting. Each of the directors and executive officers has been engaged in their principal occupation or in other capacities with the same firm or organization for the past five years, except as disclosed in the notes to the following table. The information below concerning each of the Corporation's directors (except for information relating to the committee on which such director is a member) has been provided by the individual director.

To the knowledge of the Corporation, except as disclosed in the notes to the following table, no proposed director of the Corporation is, or has been in the last ten years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that: while that person was acting in that capacity, (a) was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days and (b) was subject to an event that resulted, after that person ceased to be a director, chief executive officer or chief financial officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days.

To the knowledge of the Corporation, except as disclosed in the notes to the following table, no proposed director of the Corporation is, or has been within the last ten years, a director or executive officer of any issuer (including the Corporation) that, while that person acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Corporation, no proposed director of the Corporation has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director of the Corporation.

| **Director's Name, Province/State and Country of Residence and Year First Became Director** | **Office Held** | **Principal Occupation** |
|---|---|---|

| | | |
|---|---|---|
| N. MURRAY EDWARDS [4]<br>St. Moritz, Switzerland<br>(1995) | Chairman of the Board and Director | Corporate Director/Investor |
| PHILLIP C. UNDERWOOD<br>Ontario, Canada<br>(2015) | Director | President, Chief Executive Officer and Director, Magellan Aerospace Corporation |
| BETH M. BUDD BANDLER [2][3][5]<br>Ontario, Canada<br>(2014) | Director | President, Beth Bandler Professional Corporation (private legal and business practice) |
| BRUCE W. GOWAN [1][2][3][4][6]<br>Ontario, Canada<br>(1990) | Director | Corporate Director |
| LARRY G. MOELLER [5]<br>Alberta, Canada<br>(1995) | Director | President, Kimball Capital Corporation (private consulting and management company) |
| STEVEN SOMERVILLE [1][2][3][4][7]<br>Ontario, Canada<br>(2013) | Director | President, Kerr Industries Limited (private vehicle equipment installation company) |
| JAMES P. VEITCH [1][4][5]<br>Alberta, Canada<br>(2021) | Director | Director, Secretary/Treasurer (private consulting company) |

Notes:

(1) Member of the Audit Committee.
(2) Member of the Governance and Nominating Committee.
(3) Member of the Human Resources and Compensation Committee.
(4) Member of the Pension Committee.
(5) Member of the Environmental and Health & Safety Committee.
(6) Mr. Gowan has chosen to retire and will not stand for re-election as a director of the Corporation at the Annual Meeting of Shareholders on May 3, 2022.
(7) Mr. Somerville was a director of CanAm Coal Corporation and resigned effective June 30, 2014. The company and its subsidiaries filed on May 28, 2015 voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Alabama. On May 7, 2015 and on May 8, 2015, the Alberta Securities Commission and British Columbia Securities Commission, respectively, issued cease trade orders in connection with the CanAm Coal Corporation's failure to file its audited consolidated financial statements for the year-ended December 31, 2014 and its related management discussion and analysis and management certifications. On May 7, 2015 the shares of CanAm Coal Corporation were suspended from trading on the TSX Venture Exchange for failure to meet continued listing requirements.

| Executive Officer's Name and Province/State and Country of Residence | Office Held | Principal Occupation |
|---|---|---|
| PHILLIP C. UNDERWOOD<br>Ontario, Canada | President and Chief Executive Officer | President and Chief Executive Officer,<br>Magellan Aerospace Corporation |
| ELENA M. MILANTONI (1)<br>Ontario, Canada | Chief Financial Officer | Chief Financial Officer,<br>Magellan Aerospace Corporation |
| IAN ROBERTS (2)<br>Ontario, Canada | Vice President, Information Technology | Vice President, Information Technology<br>Magellan Aerospace Corporation |
| JO-ANN C. BALL<br>Ontario, Canada | Vice President, Human Resources | Vice President, Human Resources,<br>Magellan Aerospace Corporation |
| KAREN YOSHIKI-GRAVELSINS<br>Ontario, Canada | Vice President, Corporate Stewardship and Operational Excellence | Vice President, Corporate Stewardship and Operational Excellence,<br>Magellan Aerospace Corporation |
| HAYDN R. MARTIN (3)<br>Poole, United Kingdom | Vice President, Business Development, Marketing and Contracts | Vice President, Business Development, Marketing and Contracts,<br>Magellan Aerospace Corporation |

Notes:

(1) Effective January 1, 2016, Ms. Milantoni was appointed Chief Financial Officer and Corporate Secretary of the Corporation, and resigned as Corporate Secretary on May 1, 2018. From January 1, 2014 to December 31, 2015, Ms. Milantoni served as Vice President, Finance and Treasurer. Ms. Milantoni was appointed Corporate Secretary of the Corporation on November 5, 2021.

(2) Effective July 19, 2021, Mr. Roberts joined Magellan Aerospace Corporation, and was appointed Vice President, Information Technology. Prior to that, Mr. Roberts served as Vice President of Shared Services and Chief Information Officer at Ontario Power Generation.

(3) Effective June 1, 2018, Mr. Martin was appointed Vice President of Business Development, Marketing and Contracts. From January 1, 2016 to May 30, 2018, Mr. Martin was Vice President, New Business Development. Prior to that, Mr. Martin served as Vice President of Business Development for Europe.

The directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over, 45,327,453 Common Shares representing approximately 79.0% of the outstanding Common Shares of the Corporation.

Circumstances may arise where members of the Board serve as directors or officers of corporations which are in competition to the Corporation's interests. No assurances can be given that opportunities identified by such Board members will be provided to the Corporation.

The *Business Corporations Act* (Ontario) (the "Act") provides that if a director has an interest in a contract or proposed contract or agreement with the Corporation, the director shall disclose his interest in such contract or agreement and shall not attend any part of the meeting of directors during which the contract or transaction is discussed and not vote on any matter in respect of such contract or agreement unless otherwise provided under such Act. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of such Act.

## AUDIT COMMITTEE

### The Audit Committee's Charter

The Board has established an audit committee (the "Audit Committee") with the responsibility for monitoring the Corporation's systems and procedures for financial reporting, risk management and internal controls, for reviewing all public disclosure documents containing financial information and for monitoring the performance of the Corporation's external auditors. The responsibilities of the Audit Committee are set out in a written charter, which is reviewed and approved by the Board. The current Charter of the Audit Committee is set out in full in Appendix "A" to this Annual Information Form.

### Composition of the Audit Committee

The Audit Committee is composed of the following three members: Bruce W. Gowan, Steven Somerville and James P. Veitch. Each of the Audit Committee members is independent and financially literate within the meaning of National Instrument 52-110 – *Audit Committees* ("NI 52-110") which means that each of them (i) has no direct or indirect material relationship with the Corporation, other than being one of its directors and (ii) has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's consolidated financial statements.

### Relevant Education and Experience

Each member of the Audit Committee has developed considerable experience and expertise related to financial and accounting matters which are relevant to the performance of their respective responsibilities as an Audit Committee member. More particularly, each of them has developed and acquired (i) an understanding of the accounting principles used by the Corporation to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting estimates, accruals and reserves; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more persons engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting.

The following is a description of the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as Audit Committee members.

*Bruce W. Gowan*
Mr. Gowan, a Chartered Professional Accountant was appointed as the Chairman of the Audit Committee in May 2016. Mr. Gowan has been a director of the Corporation since 1990, a member of the Audit Committee since 2000 and was Chief Financial Officer of the Corporation during the period 1983 to 1999.

Mr. Gowan completed his academic requirements for his Chartered Professional Accountancy designation in Ontario, through Queen's University.

*Steven Somerville*
Mr. Somerville has been a director of the Corporation since 2013 and a member of the Audit Committee since 2014. Mr. Somerville is an experienced business executive.

Mr. Somerville holds a Bachelor of Arts (Economics) degree and an MBA with distinction from the Ivey School of Business, University of Western Ontario. He is also an ICD.D.

*James P. Veitch*
Mr. Veitch has been a director of the Corporation since 2021 and a member of the Audit Committee since 2021. Mr. Veitch is an experienced business executive with over twenty-five years in the financial industry in institutional sales.

### Pre-Approval Policies and Procedures

The Audit Committee pre-approves all permitted audit, audit–related and non-audit services to be performed by Ernst & Young LLP, the Corporation's external auditors.

### External Auditor Service Fees

The following is the aggregate fees billed by the Corporation's external auditors, Ernst & Young LLP in each of the last two fiscal years by category of services provided:

| | Fiscal year ended December 31 | |
|---|---|---|
| | 2021 | 2020 |
| Audit fees | $1,384,700 | $1,337,000 |
| Audit-related fees | 23,200 | 84,400 |
| Tax fees | 38,200 | 54,900 |
| All other fees | Nil | Nil |
| Total | $1,446,100 | $1,476,300 |

*Audit Fees*. Audit fees include fees for services that would normally be provided by the external auditor in connection with statutory and regulatory filings or engagements, including fees for services necessary to perform an audit or review in accordance with generally accepted auditing standards. This category also includes services that generally only the external auditor reasonably can provide, including comfort letters, statutory audits, attest services, consents and assistance with and review of certain documents filed with securities regulatory authorities.

*Audit-Related Fees*. Audit-related fees are for assurance and related services, such as due diligence services that traditionally are performed by the external auditor.

*Tax Fees*. Tax fees are principally for assistance in tax compliance, tax advisory services on research and development credits and transfer pricing.

*All Other Fees.* All other fees are fees paid to the Corporation's external auditor that are not audit fees, audit-related fees or tax fees.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Corporation is or was a party to, or that any of the Corporation's property is or was the subject of, during the most recently completed financial year, that were or are material to the Corporation, and there are no such material legal proceedings that management is currently aware of that are contemplated.

There were not: (a) penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the most recently completed financial year; (b) other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decision; or (c) settlement agreements entered into by the Corporation with a court relating to securities legislation or with a securities regulatory authority during the most recently completed financial year.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

During the Corporation's last three completed financial years or during the current financial year until the date hereof , no director or executive officer of the Corporation, or any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10 percent of any class or series of the Corporation's outstanding voting securities, or an associate or affiliate of any of the foregoing persons or companies, had or has any material interest, direct or indirect, in any transaction with the Corporation that has materially affected or will materially affect the Corporation. To the knowledge of the directors and officers of the Corporation, other than as set out in the table below, no person beneficially owns or exercises control or direction over shares carrying more than 10% of the voting rights attached to any class of voting shares of the Corporation.

| Name and Address of Holder | Class of Shares | Type of Ownership | Number of Common Shares | Percentage of Common Shares |
|---|---|---|---|---|
| N. Murray Edwards<br>St. Moritz, Switzerland | Common Shares | Direct and Indirect | 43,056,979 | 75.0% |

## MATERIAL CONTRACTS

The only material contract of the Corporation that was entered into within the most recently completed financial year, or entered into before the most recently completed financial year which is still in effect, other than contracts entered into in the ordinary course of business, is the Bank Credit Facility Agreement between Magellan and a syndicate of lenders. See "*General Development of the Business – Financing Matters*" and "*Borrowings – Bank Credit Facility*".

For more information, see Note 12 to the Corporation's consolidated financial statements for the year ended December 31, 2021 filed on SEDAR at www.sedar.com and which is incorporated herein by reference.

## TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., Toronto, Ontario is the transfer agent and registrar for the Corporation's Common Shares.

## INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, made under National Instrument 51-102 – *Continuous Disclosure Obligations* by the Corporation during, or related to, its most recently completed financial year other than Ernst & Young LLP, the Corporation's external auditors. Ernst & Young LLP is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario.

## ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Additional information relating to directors' and officers' remuneration and indebtedness, principal holders of the Corporation's voting shares and corporate governance matters relating to the Corporation will be contained in the Corporation's Management Information Circular which relates to the annual meeting of shareholders of the Corporation to be held on Tuesday, May 3, 2022. Additional financial information is provided in the Corporation's consolidated financial statements for the year ended December 31, 2021 and management's discussion and analysis, both of which have been filed on SEDAR at www.sedar.com.

Copies of the management proxy circular, the consolidated financial statements, including any interim financial statements, management's discussion and analysis, additional copies of this Annual Information Form, and any other documents incorporated therein by reference may be obtained upon request from the Corporate Secretary of the Corporation at the head office, Magellan Aerospace Corporation, 3160 Derry Road East, Mississauga, Ontario, L4T 1A9.  Telephone: (905) 677 1889; Facsimile: (905) 677 5658.

# APPENDIX "A"

# MAGELLAN AEROSPACE CORPORATION

# CHARTER OF THE AUDIT COMMITTEE

## *MANDATE*

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Magellan Aerospace Corporation (the "Corporation") to assist the Board in its oversight of the reliability and integrity of the accounting principles and practices, financial statements and other financial reporting and disclosure practices followed by the Corporation and its subsidiaries.

The Committee's primary duties and responsibilities are to:

- Review and assess management's identification of principal financial risks and monitor the process to manage such risks.
- Review and assess management's overall process to identify principal risks that could affect the achievement of the Corporation's business plans.
- Monitor and report on the integrity of the Corporation's financial statements, financial reporting processes and systems of internal controls regarding financial reporting and accounting compliance and compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts.
- Select and recommend to the Board the Corporation’s external auditors for appointment by the shareholders.
- Pre-approve all audit and non-audit services to be provided by the Corporation's external auditors consistent with all applicable laws and establish the fees and other compensation to be paid to the external auditors.
- Oversee the work of the external auditors.
- Monitor the independence and performance of the Corporation's external auditors.
- Monitor the performance of the internal audit processes.
- Establish procedures for the receipt, retention, response to and treatment of complaints, including confidential anonymous submissions by the Corporation's employees, regarding accounting, internal control or auditing matters.
- Provide an avenue of communication among the external auditors, management, the internal auditing function and the Board.
- Report to the Board.

The Committee has the authority to conduct any review or investigation appropriate to fulfilling its responsibilities. The Committee shall have unrestricted access to personnel and information and any resources necessary to carry out its responsibility. In this regard, the Committee may direct management to particular areas of examination.

## MAJOR RESPONSIBILITIES AND FUNCTIONS

### *Review Procedures*

Review the Committee's Charter at least annually and approve a summary of the Committee's composition and responsibilities in the Corporation's annual report or other public disclosure documentation. Ensure the processes are in place to annually evaluate the performance of the Committee and report to the Board on the results of such evaluation.

### *Annual Financial Statements*

1. Review the Corporation's annual audited financial statements and related documents prior to their filing or distribution. Such review to include:

   (a) A review with the external auditors and management of the annual financial statements and related footnotes including significant issues and disclosures regarding accounting policies and practices and any changes thereto.

   (b) A review with the external auditors and management of the use of off-balance sheet financing, if any, including management's risk assessment and adequacy of disclosure.

   (c) A review with the external auditors of the audit plan and the results of the audit including any significant changes required in the audit plan.

   (d) A review of any significant disagreements between the external auditors and management encountered during the course of the audit, including any restrictions on the scope of the external auditors' work or access to required information.

   (e) A review of other matters related to the conduct of the audit, which are to be communicated to the Committee under generally accepted auditing standards.

2. Review and formally recommend approval to the Board of the Corporation's:

   (a) Year-end audited financial statements and disclosures.

   (b) Annual earnings press releases.

   (c) Management's Discussion and Analysis.

   (d) Annual Information Form.

   (e) All prospectuses and information circulars as to financial information provided therein.

### *Quarterly Financial Statements*

1. Review with management and the external auditors and recommend for approval to the Board the Corporation's:

   (a) Quarterly unaudited financial statements and related documents, including management's discussion and analysis and interim earnings press releases.

   (b) Any significant changes to the Corporation's accounting principles.

***Other Financial Filings and Public Documents***

1. Review financial information contained in any filings with the securities regulators or news releases related thereto and consider whether the information is consistent with the information contained in the financial statements of the Corporation.

***Internal Control Environment***

1. Ensure that management and the external auditors provide to the Committee an annual report on the Corporation's financial control environment as it pertains to the Corporation's financial reporting process and controls.

2. Review and discuss significant financial risks or exposures and assess the steps management has taken to monitor, control, report and mitigate such risk to the Corporation.

3. Review the effectiveness of the overall process for identifying the principal risks affecting the achievement of business plans and provide the Committee's view to the Board.

4. Review, in consultation with management and the external auditors, the degree of coordination in management's audit plans relating to the internal control environment and the external auditors audit plan and enquire as to the extent the planned scope can be relied upon to detect weaknesses in internal controls, fraud, or other illegal acts. The Committee will assess the coordination of audit effort to assure completeness of coverage and the effective use of audit resources. Any recommendations made by the auditors for the strengthening of internal controls shall be reviewed and discussed with management.

5. Review the hedging and risk management policies and procedures of the Corporation.

6. Review legal and regulatory matters that may have a material impact on the interim or annual financial statements, related Corporation compliance policies and programs and reports received from regulators.

7. Review policies and procedures with respect to officers' and directors' expense accounts and perquisites, including their use of corporate assets and consider the results of any review of these areas by the internal auditor or the external auditors.

8. Review all related party transactions between the Corporation and any officers or directors.

9. Review incidents of fraud, illegal acts and conflicts of interest.

10. Oversee the internal audit function including:

    (a) Reviewing the annual internal audit plan including risk assessment, the location and activities elected to ensure appropriate involvement in the control systems and financial reporting, time and cost budgets, resources (both personnel and technological) and organizational reporting structure;

    (b) Reviewing internal audit progress, findings, recommendations and follow up actions;

    (c) Private discussions as to internal audit independence, co-operation received from management, interaction with external audit and any unresolved material disagreements with management;

    (d) Annual approval of internal audit mandates;

    (e) Monitoring of compliance with the Corporation’s code of conduct.

***External auditors***

1. Meet quarterly with the external auditors to review amongst other things the quarterly and annual financial statements of the Corporation and have the external auditors be available to attend Committee meetings or portions thereof at the request of the chairman of the Committee or by a majority of the members of the Committee.

2. Review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Corporation and its affiliates in order to determine the external auditors' independence, including, without limitation, (i) requesting, receiving and reviewing, no less than annually, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on the independence of the external auditors with respect to the Corporation and its affiliates, (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors and (iii) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence.

3. Review:

   (a) The external auditor's performance, and make a recommendation to the Board regarding the reappointment of the external auditors at the annual meeting of the Corporation's shareholders or regarding the discharge of such external auditors.

   (b) The terms of engagement of the external auditors together with their proposed fees.

   (c) External audit plans and results.

   (d) Any other related audit engagement matters.

   (e) The engagement of the external auditors to perform non-audit services, if any, together with the fees therefor, and the impact thereof, on the independence of the external auditors.

4. Consider with management and the external auditors the rationale for employing audit firms other than the principal external auditors, including a review of management consulting services and related fees provided by the external auditors compared to those of other audit firms.

***Other matters***

1. Review and concur in the appointment, replacement, reassignment, or dismissal of the Chief Financial Officer.

2. Report Committee actions to the Board with such recommendations, as the Committee may deem appropriate.

3. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation.

4. Perform such other functions as required by law, the Corporation's mandate or By-laws, or the Board.

5. Consider any other matters referred to it by the Board.

6. Nothing contained in this charter is intended to transfer to the Committee the Board's responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Committee. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits, to determine that the Corporation's financial statements are complete and accurate

and are in accordance with generally accepted accounting principles, or to design or implement an effective system of internal controls. Such matters are the responsibility of management and the independent external auditors, as the case may be. Members of the Committee are entitled to rely, absent knowledge to the contrary, on (i) the integrity of the persons and organizations from whom they receive information, (ii) the accuracy and completeness of the information provided and (iii) representations made by management as to the non-audit services provided to the Corporation by the external auditors.

## OPERATION OF COMMITTEE

### *Reporting*

The Committee shall report to the Board following each meeting of the Committee.

### *Composition of Committee*

The Committee shall consist of not less than 3 nor more than 5 directors all of whom shall qualify as independent directors. All members of the Committee shall have the financial literacy to be able to read and understand the Corporation's financial statements and to understand the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. In addition, the Committee's composition, including the qualifications and experience of its members, shall comply with the applicable requirements of the Toronto Stock Exchange ("TSX"), the Ontario Securities Commission (the "OSC") and other securities regulatory authorities to which the Corporation may be subject, as adopted or in force or amended from time to time. The Board will consider the appropriateness of the application of all TSX guidelines and OSC rules and recommendations regarding the composition of the Committee.

### *Appointment of Committee Members*

Members of the Committee shall be appointed by the Board at a meeting, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.

### *Vacancies*

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

### *Chairman*

The Chairman of the Board, based on the recommendation of the Governance and Nominating Committee, will recommend an independent director as chairman of the Committee to the Board for approval.

If the chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

The chairman presiding at any meeting shall not have a casting vote.

### *Secretary*

The Committee shall appoint a secretary who need not be a member of the Committee or a director of the Corporation. The secretary shall keep minutes of the meetings of the Committee.

### *Committee Meetings*

The Committee shall meet at least quarterly at the call of the chairman of the Committee. In addition, a meeting may be called by any director or by the external auditors.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

***Notice of Meeting***

Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee and to external auditors, if their presence is required, at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

***Quorum***

A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.

***Attendance at Meetings***

The President and Chief Executive Officer, the Chief Financial Officer, the Vice President Finance, the head of internal audit and any other senior financial employees as the Committee may invite are expected to be available to attend meetings, but a portion of every meeting will be reserved for in-camera discussion without members of management, being present.

The Committee should meet, on a regular basis and without management present, with the head of internal audit, the external auditors and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

***Minutes***

Minutes of Committee meetings shall be sent to all Committee members and to the external auditors.

***Engaging Outside Resources***

The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Corporation.