ALARIS

EQUITY PARTNERS INCOME TRUST

MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended March 31, 2025

This management's discussion and analysis ("**MD&A**") is dated May 8, 2025, and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2025 and 2024 for Alaris Equity Partners Income Trust ("**Alaris**" or the "**Trust**"). The Trust's condensed consolidated interim financial statements and the notes thereto have been prepared in accordance with International Accounting standard 34 and are recorded in Canadian dollars. Certain dollar amounts in the MD&A have been rounded to the nearest thousands of dollars.

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

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

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

OVERVIEW

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

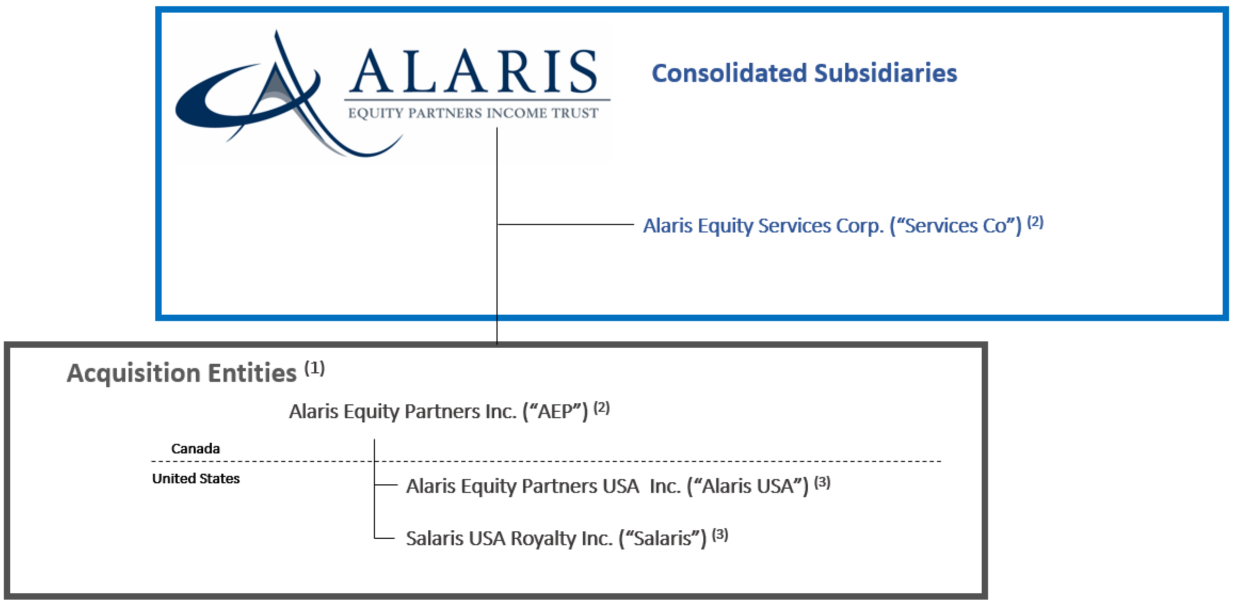
These private business investments (individually, a "**Private Company Partner**" and collectively the "**Partners**") are primarily made in the form of preferred equity, in addition to common equity, subordinated debt and promissory notes ("**Partner investments**"). The Acquisition Entities earn distributions,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

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

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

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

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



(1) The Trust's investments in the Acquisition Entities are recorded as Corporate Investments at fair value through profit (loss)
(2) Principal place of business, Canada; 100% portion of ownership and voting rights
(3) Principal place of business United States; 100% portion of ownership and voting rights

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

2025 FINANCIAL RESULTS

Below is a summary of the Trusts change in Net book value (1), Alaris net distributable cashflow (2), and Earnings from operations all divided by the weighted average basic units outstanding. Following the below per unit table, Revenue and operating income, general and administrative expenses, unit-based compensation and finance costs are also summarized, all divided by the weighted average basic units outstanding. The per unit results, other than Alaris Net distributable cashflow (2) and Net book value (1), are supplementary financial measures and obtained form the Trust's accompanying condensed consolidated interim financial statements for the three months ended March 31, 2025 and 2024.

Three months ended March 31,	2025	2024	% Change
Change in Net book value per unit	$ 0.12	$ 0.54	-77.8%
Alaris net distributable cash flow per unit	$ 0.67	$ 0.56	+19.6%
Earnings from operations per unit	$ 0.62	$ 0.52	+19.2%
Weighted average basic units (000's)	45,534	45,498	

Net book value (1) per unit at March 31, 2025 increased by $0.12 during the quarter to $24.34 per unit, which is a 77.8% decrease from Q1 2024 change in Net book value (1) of $0.54 per unit . The $0.12 per unit increase in Net book value (1) is primarily driven by $0.50 earnings per unit recorded by the Trust during Q1 2025, less the quarterly dividend of $0.34 per unit. Also during the quarter, through the normal course issuer bid ("**NCIB**"), Alaris purchased and canceled 218,900 units which added $0.02 per unit to the book value. In Q1 2024, $0.46 of the $0.54 per unit change in Net book value (1) was related to a foreign exchange gain of $20.1 million as compared to a foreign exchange loss of $4.9 million in the current quarter. These foreign exchange gains and losses are primarily related to the revaluation of U.S dollar denominated assets due to changes in foreign exchange rates from period to period.

Alaris net distributable cash flow (2) per unit increased by 19.6%, primarily due to higher preferred and common Partner Distributions received in Q1 2025 in addition to higher cash taxes recovered by the Acquisition Entities during the quarter.

Earnings from operations per unit increased by 19.2% during Q1 2025 as compared to Q1 2024 primarily due to incremental revenue and operating income driven by higher Distributions from Partners and increases to the fair value of Partner investments.

(1) Net book value and net book value per unit are Non-GAAP financial measures and represents the equity value of the company or total assets less total liabilities and the same amount divided by weighted average basic units outstanding. Net book value and net book value per unit are used by management to determine the growth in assets over the period net of amounts paid out to unitholders as distributions. Management believes net book value and net book value per unit are useful measures from which to compare the Trust's growth period over period. The Trust's method of calculating these Non-GAAP financial measures may differ from the methods used by other issuers. Therefore, they may not be comparable to similar measures presented by other issuers.

(2) Alaris net distributable cash flow and Alaris net distributable cash flow per unit is a non-GAAP measure and non-GAAP financial ratio that refer to all sources of external revenue in both the Trust and the Acquisition Entities less all general and administrative expenses, third party interest expense and cash tax paid (received) and compare most closely to net cash from operating activities but include the net cash of the Acquisition Entities as well. Alaris net distributable cash flow is a useful metric for management and investors as it provides a summary of the total cash from operating activities that can be used to pay the Trust distribution, repay senior debt and/or be used for additional investment purposes. The Trust's method of calculating these Non-GAAP measure and ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Revenue and operating income

	Three months ended March 31		
$ thousands except per unit amounts	**2025**	**2024**	**% Change**
Net gain on Corporate Investments	$ 17,339	$ 15,935	+8.8%
Management and advisory fees	$ 5,311	$ 3,772	+40.8%
Interest and dividend income from Acquisition Entities	$ 13,738	$ 10,607	+29.5%
Total revenue and operating income	**$ 36,388**	**$ 30,314**	**+20.0%**
Total revenue and operating income per unit	$ 0.80	$ 0.67	+19.4%

During the quarter, The Trust recorded total revenue and operating income of $36.4 million, representing an increase of 20.0% from $30.3 million during Q1 2024.

Total revenue and operating income includes Net gain on Corporate Investments which reflects the current period's increase in the net asset value of the Acquisition Entities. This increase is primarily driven by the performance of the underlying Partner investments, presented in more detail in the following tables.

Alaris charges fees to both the Acquisition Entities as well as third parties. During the quarter management fees increased 40.8% due to management fee income received as a result of the Ohana transaction which occurred in Q4 2024, as well as an increase in the management fee charged to the Acquisition Entities.

Interest and dividend income from Acquisition Entities increased by 29.5%. The increase is primarily due to additional dividend income provided to the Trust to fund the NCIB in addition to the quarterly dividend.

The below tables present a summary of the Net gain on Corporate Investments and the components related to the underlying Partner investments for the three months ended March 31, 2025 and 2024:

Three months ended March 31, 2025 *$ thousands*	**Fair Value Adjustments**	**Redemptions / Repayments**	**Partner Distribution Revenue - Preferred**	**Partner Distribution Revenue - Common**	**Gain / (loss) on Corporate Investments**
Partner related changes					
AEP USA Partner investments - USD$	US $ 6,400	US $ -	US $ 25,026	US $ 1,163	**US $ 32,589**
AEP Inc Partner investments - CAD$	$ 873	$ -	$ 4,734	$ 728	**6,335**
Total Partner related changes - CAD$ Note 1	**$ 10,067**	**$ -**	**$ 40,579**	**$ 2,393**	**$ 53,039**
Operating costs and other expenses Note 2					$ (17,374)
Management and advisory fees paid to Trust					$ (4,606)
Interest on intercompany loans and divided income paid to Trust Note 2					$ (13,720)
Net gain on Corporate Investments					**$ 17,339**

Three months ended March 31, 2024 *$ thousands*	**Fair Value Adjustments**	**Redemptions / Repayments**	**Partner Distribution Revenue - Preferred**	**Partner Distribution Revenue - Common**	**Gain / (loss) on Corporate Investments**
Partner related changes					
AEP USA Partner investments - USD$	US $ 4,115	US $ 1,446	US $ 25,330	US $ 69	**US $ 30,960**
AEP Inc Partner investments - CAD$	$ 1,100	$ -	$ 4,361	$ 508	**$ 5,969**
Total Partner related changes - CAD$ Note 1	**$ 6,675**	**$ 1,959**	**$ 38,193**	**$ 601**	**$ 47,428**
Operating costs and other expenses Note 2					$ (17,632)
Management and advisory fees paid to Trust					$ (3,254)
Interest on intercompany loans and divided income paid to Trust Note 2					$ (10,607)
Net gain on Corporate Investments					**$ 15,935**

Note 1 *- Total Partner related changes is a non-GAAP financial measure and represents the total Net gain / (loss) on Corporate Investments derived from the Acquisition Entities Partner investments. This non-GAAP measure is a useful metric that allows management to understand the fair value change to Corporate Investments driven by Parter revenues. Total Partner related changes is the sum of Fair Value Adjustments, Redemption / Repayments and Partner Distribution Revenue – Preferred / Common included in note 3 of the accompanying unaudited condensed consolidated interim financial statements for the three months ended March 31, 2025 and 2024. The Trust's method of calculating these non-GAAP measures may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.*

Note 2 *- Operating costs and other expenses and Interest on intercompany loans and dividend income paid to Trust are non-GAAP financial measures and are an aggregate of items included in the Acquisition Entities change in net assets (liabilities). These non-GAAP measures are useful metrics that allow management to aggregate items included in Net gain / (loss) on Corporate Investments that are similar in nature. Included in note 3 of the accompanying unaudited condensed consolidated interim financial statements for the three months ended March 31, 2025 and 2024, these non-GAAP measures are the aggregated in the following; (i) Operating and other expenses: Fair value loss on promissory notes, Operating costs and other, Transaction costs, finance costs, senior credit facility and convertible debentures, Acquisition Entities income tax expense - current/deferred, and Net unrealized (gain) / loss on derivative contracts, and (ii) Interest on intercompany loans and dividend income paid to Trust: Management and advisory fees paid to Trust, Acquisition Entities dividends paid to Trust. The Trust's method of calculating these non-GAAP measures may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.*

The Trust recorded a net increase of $10.1 million to the fair value of its investment in Partners during Q1 2025, primarily driven by gains to the fair value of Alaris' investment in Shipyard, Ohana, D&M and Accscient, and partially offset by a fair value decrease in Sono Bello. Partner Distributions increased quarter over quarter, reflecting higher common Distributions received in Q1 2025 and higher preferred Distributions, primarily due to Alaris' new investment in Cresa and follow-on investment in Shipyard that were made partway through the prior year. New investments in Berg and PEC completed in Q1 2025, also contributed to the increase. These were partially offset by lower distributions following the redemption of B&S and as part of Ohana's asset under management transaction in Q4 2024, which involved lower yields on the new convertible preferred units received. See the Partner table on page 15 for a summary of fair value changes in Partner investments as well as the Run Rate Revenue [3] of each Partner.

Offsetting the period over period increase to Net gain on Corporate Investments during the quarter, were higher management fees, interest and dividends paid to the Trust. The Acquisition Entities management and advisory fees, interest and dividends paid to the Trust are equal to amounts recorded by the Trust for revenue and operating income and therefore have no net impact to earnings.

(3) Run Rate Revenue is a supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted Distributions from current Partners, excluding any potential Partner redemptions, it also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Trust's Operating and Finance costs

	Three months ended March 31		
$ thousands except per unit amounts	2025	2024	% Change
General and administrative			
Salaries and benefits	$ 2,507	$ 2,475	+1.3%
Corporate and office	$ 1,033	$ 1,055	-2.1%
Legal and accounting fees	$ 645	$ 580	+11.2%
Total General and administrative	**$ 4,185**	**$ 4,110**	**+1.8%**
General and administrative per unit	$ 0.09	$ 0.09	+0.0%
Unit-based compensation	**$ 3,842**	**$ 2,481**	**+54.9%**
Unit-based compensation per unit	$ 0.08	$ 0.05	+60.0%
Finance costs, senior unsecured debenture	**$ 1,152**	**$ 1,145**	**+0.6%**
Finance costs, senior unsecured debentures per unit	$ 0.03	$ 0.03	+0.0%

During the three months ended March 31, 2025, General and administrative expense (which includes salaries and benefits, corporate and office, and legal and accounting fees), moderately increased by 1.8% as compared to the three months ended March 31, 2024.

Unit-based compensation increased during the three months ended March 31, 2025 by 54.9% to $3.8 million. This increase was primarily driven by the vesting of Restricted Trust Units ("**RTUs**"), which met a 2x performance hurdle in both Q1 2025 and Q1 2024. However, the number of units that vested and doubled in Q1 2025 was higher, resulting in a larger expense. Additionally, the increase in unit-based compensation was impacted by a higher period-over-period increase in the Trust's unit price during Q1 2025 compared to Q1 2024, and the nature of the RTUs liability being revalued each period.

Earnings from operations and Earnings and comprehensive income

	Three months ended March 31		
$ thousands except per unit amounts	2025	2024	% Change
Earnings from operations	**$ 28,234**	**$ 23,597**	**+19.7%**
Earnings from operations per unit	$ 0.62	$ 0.52	+19.2%
Earnings and comprehensive income	**$ 22,965**	**$ 73,773**	**-68.9%**
Earnings and comprehensive income per unit	$ 0.50	$ 1.62	-69.1%

For the three months ended March 31, 2025, Earnings from operations increased by 19.7% as compared to Q1 2024. The quarter over quarter increase is driven by the increase in Net gain on Corporate investments as described above.

Earnings and comprehensive income decreased by 68.9% due to a non-recurring gain of $30.3 million recognized in Q1 2024 on the derecognition of previously consolidated entities, as well as a foreign exchange loss of $4.9 million recognized during Q1 2025 as compared to a foreign exchange gain of $20.8 million in Q1 2024. Partially offsetting this period over period decrease to Earnings and comprehensive income is the increase to Earnings from operations as highlighted above.

Alaris net distributable cash flow [(2)]

	Three months ended March 31		
$ thousands except per unit amounts	**2025**	**2024**	**% Change**
Partner Distribution revenue - Preferred	$ 40,579	$ 38,193	
Partner Distribution revenue - Common	$ 2,393	$ 601	
Third party management and advisory fees	$ 706	$ 510	
Expenditures of the Trust:			
General and administrative	$ (4,185)	$ (4,110)	
Third party cash interest paid by the Trust	$ (2,028)	$ (2,032)	
Cash taxes (paid) / received by the Trust	$ (7)	$ -	
Expenditures incurred by Acquisition Entities:			
Operating costs and other	$ (866)	$ (903)	
Transactions costs	$ (1,869)	$ (1,362)	
Cash interest paid, senior credit facility and convertible debentures	$ (6,290)	$ (5,428)	
Cash taxes received by the Acquisition Entities	$ 1,988	$ 63	
Alaris net distributable cash flow	**$ 30,421**	**$ 25,532**	**+19.1%**
Alaris net distributable cash flow per unit	$ 0.67	$ 0.56	+19.6%

Alaris net distributable cash flow per unit increased by 19.6% in the three months ended March 31, 2025 as compared to Q1 2024. The increase in distributable cash flow during the quarter is reflective of quarter over quarter increases to Partner Distribution revenue and cash taxes recovered during Q1 2025.

During the quarter, the Trust through its NCIB purchased and cancelled 218,900 Trust units at an average price of $19.60 per unit for a total dollar value of $4.3 million. The Actual Pay out Ratio [(4)] inclusive of the Trust's NCIB's cash disbursement, for three months ended March 31, 2025 is 59%.

(2) Alaris net distributable cash flow and Alaris net distributable cash flow per unit is a non-GAAP measure and non-GAAP financial ratio that refer to all sources of external revenue in both the Trust and the Acquisition Entities less all general and administrative expenses, third party interest expense and cash tax paid (received) and compare most closely to net cash from operating activities but include the net cash of the Acquisition Entities as well. Alaris net distributable cash flow is a useful metric for management and investors as it provides a summary of the total cash from operating activities that can be used to pay the Trust distribution, repay senior debt and/or be used for additional investment purposes. The Trust's method of calculating these Non-GAAP measure and ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(4) Actual Payout Ratio is a non-GAAP financial ratio and refers to Trust total cash distributions paid during the period (annually or quarterly) divided by the Alaris net distributable cash flow for the period. It represents the free cash flow after distributions paid to unitholders available for either repayments of senior debt and/or to be used in investing activities. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Net book value [(1)]

$ thousands except per unit amounts	**31-Mar 2025**	**31-Dec 2024**	**31-Mar 2024**
Total Assets	$ 1,201,210	$ 1,199,683	$ 1,073,401
Total Liabilities	$ 92,749	$ 97,721	$ 87,985
Net book value	**$ 1,108,461**	**$ 1,101,962**	**$ 985,416**
Weighted average basic units (000's)	45,534	45,503	45,498
Net book value per unit	$ 24.34	$ 24.22	$ 21.66

During the three months ended March 31, 2025, net book value increased by $0.12 per unit to $24.34 which is driven by $0.50 basic earnings per unit as discussed above, less the Q1 2025 dividend declared and paid of $0.34 per unit. Also during the quarter, through the NCIB, Alaris purchased and canceled 218,900 units which added $0.02 per unit to the book value.

SUMMARY OF QUARTERLY RESULTS

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

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

Quarterly Results Summary	Q1-25	Q4-24	Q3-24	Q2-24	Q1-24
Revenues	$ 36,388	$ 26,666	$ 69,514	$ 28,495	$ 30,314
Earnings	$ 22,965	$ 77,940	$ 51,027	$ 31,675	$ 73,773
Basic earnings per unit	$ 0.50	$ 1.71	$ 1.12	$ 0.70	$ 1.62
Diluted earnings per unit	$ 0.50	$ 1.69	$ 1.11	$ 0.69	$ 1.52
Net book value per unit	$ 24.34	$ 24.22	$ 22.80	$ 22.01	$ 21.66

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

Quarterly Results Summary	Q4-23	Q3-23	Q2-23
Revenues	$ 41,861	$ 47,165	$ 36,853
Earnings	$ 40,738	$ 63,770	$ 28,387
Basic earnings per unit	$ 0.90	$ 1.40	$ 0.62
Diluted earnings per unit	$ 0.86	$ 1.31	$ 0.61
Net book value per unit	$ 21.12	$ 20.93	$ 19.60

(1) Net book value and net book value per unit are Non-GAAP financial measures and represents the equity value of the company or total assets less total liabilities and the same amount divided by weighted average basic units outstanding. Net book value and net book value per unit are used by management to determine the growth in assets over the period net of amounts paid out to unitholders as distributions. Management believes net book value and net book value per unit are useful measures from which to compare the Trust's growth period over period. The Trust's method of calculating these Non-GAAP financial measures may differ from the methods used by other issuers. Therefore, they may not be comparable to similar measures presented by other issuers.

OUTLOOK

In Q1 2025, the Trust together with its Acquisition Entities earned $43.7 million of revenue from Partners, which included $43.0 million of Partner Distributions and $0.7 million of third party transaction and management fee revenue, collectively which was ahead of previous guidance of $42.5 million due to higher than expected common Distributions received, as well as a higher realized foreign exchange rate on US denominated distributions. Alaris expects total revenue from its Partners in Q2 2025 of approximately $41.4 million.

During the three months ended March 31, 2025, the Trust, through its Acquisition Entities invested in two new Partners, Berg and PEC, for a total investment of approximately $118 million. Subsequent to March 31, 2025, FMP was impacted by the loss of certain key contracts which Alaris anticipates will require FMP to defer its' distributions. These investments and the deferral of FMP's distributions are reflected in Alaris' Run Rate Revenue (3) for the next twelve months, of approximately $178 million, which includes an estimated $19.1 million of common dividends.

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

Run rate general and administrative expenses are currently estimated at $18.5 million and include all public company costs incurred by the Trust and its Acquisition Entities. The Trust's Run Rate Payout Ratio (5) is expected to be within a range of 60% and 65% when including Run Rate Revenue (3), overhead expenses and its existing capital structure. The table below sets out our estimated Run Rate Cash Flow as well as the after-tax impact of positive net investments, the impact of every 1% increase in Secure Overnight Financing Rate ("**SOFR**") based on current outstanding USD debt and the impact of every $0.01 change in the USD to CAD exchange rate.

The Trust's Run Rate Payout Ratio (5) does not include new potential investment opportunities. However, Alaris expects to maintain our track record of net positive capital investment as a result of the demand for Alaris' capital which continues to fill a niche in the private capital markets.

Run Rate Cash Flow *($ thousands except per unit)*		**Amount ($)**	**$ / Unit**
Run Rate Revenue, Partner Distribution revenue		**$ 178,000**	**$ 3.91**
General and administrative expenses		(18,500)	(0.41)
Third party Interest and taxes		(60,600)	(1.33)
Net cash from operating activities		**$ 98,900**	**$ 2.17**
Distributions paid		(61,900)	(1.36)
Run Rate Cash Flow		**$ 37,000**	**$ 0.81**
Other considerations (after taxes and interest):			
New investments	Every $50 million deployed @ 14%	+2,550	+0.06
Interest rates	Every 1.0% increase in SOFR	-3,200	-0.07
USD to CAD	Every $0.01 change of USD to CAD	+/- 900	+/- 0.02

(3) Run Rate Revenue is a supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted Distributions from current Partners, excluding any potential Partner redemptions, it also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(5) Run Rate Payout Ratio is a forward looking supplementary financial measure that refers to Alaris' distributions per unit expected to be paid over the next twelve months divided by the net cash from operating activities per unit calculated in the Run Rate Cash Flow table. Run Rate Payout Ratio is a useful metric for Alaris to track and to outline as it provides a summary of the percentage of the net cash from operating activities that can be used to either repay senior debt during the next twelve months and/or be used for additional investment purposes. The Trust's method of calculating this financial ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers. Run Rate Payout Ratio is comparable to Actual Payout Ratio as defined above in (3). There are no differences between Alaris' calculation of the run rate payout ratio and its actual pay out ratio as described herein.

LIQUIDITY AND CAPITAL RESOURCES

Subsequent to March 31, 2025, Alaris completed an amendment to its senior credit facility. The amendment converted the credit facility from CDN$500 million to US$450 million, in addition to converting the accordion feature from CDN$50 million to US$50 million. All other terms of the credit facility, including covenant requirements, remained unchanged. The Trust guarantees AEP's senior credit facility, which is used primarily to support capital investments in Partners. At March 31, 2025 the senior credit facility was drawn to US$291 million and subsequent to the quarter Alaris made net repayments of US$2 million, bringing the total drawn on the senior facility on the date of this MD&A to approximately US$289 million and US$161 million remaining available.

This credit facility has a maturity date in September 2026. The interest rate is based on a combination of the Canadian Overnight Repo Rate Average ("**CORRA**"), Canadian Prime Rate ("**Prime**"), US Base Rate ("**USBR**") and SOFR. The Trust realized an annualized blended interest rate of 7.2% (inclusive of standby fees) for the three months ended March 31, 2025.

In 2022, the Trust issued senior unsecured debentures ("**Debentures**"). The Debentures have a face value of $65.0 million, annual interest rate of 6.25% payable semi-annually and maturity date of March 31, 2027. The Debentures will not be redeemable by the Trust before March 31, 2025 (the "**First Call Date**"). On and after the First Call Date and prior to March 31, 2026, the Debentures will be redeemable, in whole or in part at the Trust's option at a redemption price equal to 103.125% of the principal amount of the Debentures redeemed plus accrued and unpaid interest, if any. On and after March 31, 2026, and prior to the Maturity Date, the Debentures will be redeemable, in whole or in part at the Trust's option at par plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. The Trust has the option to satisfy its obligations to repay the principal amount of and premium (if any) on the Debentures due at redemption or on maturity by issuing and delivering that number of freely tradeable trust units of the Trust to Debenture holders.

Alaris declared a quarterly distribution in March 2025, payable in April 2025, of $0.34 per unit (2024 - $0.34 per unit) totalling $15.5 million in aggregate (2024 - $15.5 million).

Financial Instruments

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

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

The Trust has exposure to derivative financial instruments that the Acquisition Entities hold to hedge foreign currency exposure and variable interest rate exposure. The Acquisition Entities purchase forward exchange rate contracts to match a portion of the quarterly distributions and expenses in Canadian dollars on a rolling 12-month basis and also for a portion of the expected distributions and expenses in Canadian dollars on a rolling 12 to 24 month basis. The fair value of the forward contracts is estimated at each reporting date and any unrealized gain or loss on the contracts is recognized within the Acquisition Entities profit or loss. At March 31, 2025, for the next twelve months, Alaris has total contracts to sell US$22.3 million forward at an average $1.38 CAD. For the following twelve months, Alaris has total contracts to sell US$4.0 million forward at an average $1.42 CAD.

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

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

31-Mar-25	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	$ 6,645	$ 5,545	$ 1,100	$ -	$ -
Distributions payable	15,496	15,496	-	-	-
Senior unsecured debenture	73,124	2,031	2,031	69,062	-
Total	$ 95,265	$ 23,072	$ 3,131	$ 69,062	$ -

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

31-Mar-25	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	$ 5,034	$ 5,034	$ -	$-	$-
Derivative contracts	1,083	563	520	-	-
Senior credit facility	459,222	15,002	15,002	429,218	-
Total	$ 465,339	$ 20,599	$ 15,522	$ 429,218	$ -

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

Alaris expects to be able to meet all of its current and non current financial obligations as they become due, by utilizing some or all of the following sources of liquidity available to the Trust or in combination with the Acquisition Entities: (i) cash on hand, (ii) cash flows generated from operations, (iii) current credit facilities under the stipulated terms of the agreement, (iv) refinancing or amendments to current credit facilities, (v) issuance of Trust units, subject to market conditions, (vi) Partner redemptions, and (vii) alternative financing. The Trust monitors forecasted liquidity requirements to ensure it can meet operational needs through sufficient availability of both cash and credit facility capacity, while also ensuring Alaris is able to meet its financial covenants related to debt agreements. As disclosed in the financial statements for the year ended December 31, 2024, Alaris has exposure to credit risk, other price risk, liquidity risk, and market risk, including foreign exchange risk and interest rate risk.

OUTSTANDING UNITS

The Trust is authorized to issue an unlimited number of Trust units. At March 31, 2025 the number of units issued and outstanding is 45,575,249. During the three months ended March 31, 2025, 173,384 units were issued on the vesting of RTUs. During the quarter, the Trust repurchased and cancelled 218,900 units as part of the NCIB outlined below.

At March 31, 2025, 709,715 RTUs were outstanding under Alaris' long-term incentive compensation plan.

On January 2, 2025, the Trust received approval from the Toronto Stock Exchange ("TSX") to establish an NCIB program. Under the NCIB, the Trust may purchase for cancellation up to 4,415,678 Trust units. As at December 31, 2024, Alaris had 45,620,763 Units issued and outstanding, with 44,156,783 Units outstanding as its public float. As a result, the NCIB represents approximately 10% of Alaris' public float as at December 31, 2024. The program commenced on January 6, 2025 and may continue until January 5, 2026. During the quarter, 218,900 Trust units were purchased and cancelled and subsequent to March 31, 2025, 84,800 Trust units have been purchased and cancelled. As of the date of this MD&A a total of 303,700 Trust units have been purchased and cancelled under the current NCIB, at an average price of $19.03 per unit.

As at May 8, 2025 Alaris had 45,490,449 units outstanding.

TRANSACTIONS WITH RELATED PARTIES

During the three months ended March 31, 2025, the Trust derived revenues from the provision of management and advisory services from Acquisition Entities of $4.6 million (2024 – $3.3 million). At March 31, 2025, the Trust has a net payable included in accounts payable and accrued liabilities from Acquisition Entities of $3.4 million (December 31, 2024 - net receivable of $6.5 million).

The Trust has intercompany loans receivable in US dollars from Acquisition Entities. The loans have terms ranging from 3 to 10 years but can be repaid at any time without penalty. There is no impact on net earnings from these intercompany loans. As of March 31, 2025, all outstanding loans have an interest rate of 12%. The Trust recognized $3.2 million of interest income during the three months ended March 31, 2025 (2024 – $10.1 million). The corresponding interest expense incurred by the Acquisition Entities offset part of the Trust's Corporate Investment gain.

During the three months ended March 31, 2025, the Acquisition Entities paid $10.5 million of dividends to the Trust (2024 - $0.5 million). Distributions received from the Acquisition Entities are recorded as income as part of the Trust's Revenue and operating income. Also, during the current quarter, the Acquisition entities returned capital of $5.0 million to the Trust. With respect to the prior period, during the three months ended March 31, 2024, the Trust made net capital contributions of $12.9 million to the Acquisition Entities and received $24.3 million of principal loan repayments, reducing the carrying value of the intercompany loans outstanding at March 31, 2024.

The Trust guarantees a $500 million senior credit facility AEP holds with a syndicate of Canadian chartered banks, which has a maturity date in September 2026 and is secured by a general security agreement on all of Alaris' assets. The interest rate is based on a combination of the CORRA, Prime, USBR and SOFR. At March 31, 2025, AEP had a total balance of $416.8 million (US$291.0 million) drawn on its credit facility (December 31, 2024 – $296.4 million, US$206.0 million). As at March 31, 2025, AEP met all of its covenants as required by the agreement. The covenants which are calculated at Trust's enterprise level include a maximum funded debt to contracted EBITDA of 3.0:1 (actual ratio was 2.50x at March 31, 2025); minimum fixed charge coverage ratio of 1:1 (actual ratio was 1.86x at March 31, 2025); and a minimum tangible net worth of $650.0 million (actual amount was $1,108.5 million at March 31, 2025). Subsequent to March 31, 2025, Alaris completed an amendment to its senior credit facility. The amendment converted the credit facility from CDN$500 million to US$450 million, in addition to converting the accordion feature from CDN$50 million to US$50 million. All other terms of the credit facility, including covenant requirements, remained unchanged.

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

SUMMARY OF CONTRACTUAL OBLIGATIONS

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

PARTNER INVESTMENT OVERVIEW

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

Alaris may also invest in a common equity position alongside preferred equity or loans. Common equity investments are assessed on each individual opportunity, will not appear in every new Partner and will generally be a smaller portion of total capital invested. Alaris management believes this feature will facilitate access to more transactions as well as an opportunity to participate in our Partner's growth, amplifying returns on exit and resulting in realizable value for Alaris' unit holders. Additionally, in certain situations where Alaris owns common equity, there is an expectation of a current yield by way of discretionary common dividends or Distributions consistent with past practices in the business and as cash flows allow. The Run Rate Revenue [3] includes an estimate for common equity dividends or Distributions from the Partners based on each Partner's forecasted cash flows for the next twelve months and expected capital allocation decisions. As of March 31, 2025, Alaris' total capital invested in current Partners as it relates to its common equity investments is $289.8 million, approximately 18% of total investments cost.

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

Included in the summary table below is each Partners' Earnings Coverage Ratio ("**ECR**") [6]. Because this information, other than with respect to a fiscal year end, is based on unaudited information provided by Private Company Partner management, each ECR, as based on the most current information for the trailing twelve months, will be identified as part of a range. The ranges are: less than 1.0x, 1.0x to 1.2x, 1.2x to 1.5x, 1.5x to 2.0x and greater than 2.0x. A result greater than 1.0x is considered appropriate and the greater the number is, the better the ratio. Alaris notes that these ECRs are based on historical results.

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

(i) A history of success (average age of Partners is approximately 30 years)

- Offer a required service or products in mature industries;
- Low risk of obsolescence; and
- Non-declining asset bases.

(ii) Proven track record of free cash flow.

(iii) Low levels of debt – reduced leverage minimizes financial risk from business fluctuations and allows for free cash flow to remain in the business to support growth and make common and preferred equity Distributions.

(iv) Low levels of capital expenditures required to maintain/grow a business – Our Partners are typically not required to reinvest a significant amount of their cash flow back into their operations as they are typically asset light businesses with minimal capital requirements.

(v) Management continuity and quality management teams – Alaris has invested in 43 Partners since inception, exited our investment in 23 Partners over that time with 17 yielding highly positive results displayed by an overall total return from exited investments of 65% and a median IRR (7) of 19%.

Contribution History: Alaris has invested over $2.9 billion into 43 partners and over 100 tranches of financing, including an average of approximately $267 million per year over the past five fiscal years (2020 – 2024). Total capital invested in 2025 as of the date of this MD&A, is approximately $121 million, which includes initial investments in Berg and PEC.

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

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

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

(3) Run Rate Revenue is a supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted Distributions from current Partners, excluding any potential Partner redemptions, it also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(6) Earnings Coverage Ratio ("ECR") is a supplementary financial measure and refers to the EBITDA of a Partner divided by such Partner's sum of debt servicing (interest and principal), unfunded capital expenditures and Distributions to Alaris. Management believes the earnings coverage ratio is a useful metric in assessing our Partners' continued ability to make their contracted Distributions. The Trust's method of calculating this financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(7) IRR is a supplementary financial measure and refers to internal rate of return, which is a metric used to determine the discount rate that derives a net present value of cash flows to zero. Management uses IRR to analyze partner returns. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

The following is a summary of each of the Partners' recent financial results. The below table outlines the date the original contribution to each Partner was made, the total invested to date (net of any partial redemptions since the initial investment), Run Rate Revenue (3) on the preferred equity and subordinated debt investments for the next twelve months, ECR (6) range for the most recent trailing twelve month periods received, year-to-date changes in revenue and EBITDA compared to the comparable period in 2024 and the unrealized gains or losses to the investments at fair value for the three months ended March 31, 2025.

See commentary following the below table for additional relevant information on each Partner wherein either the fair value changed of an investment or redemption has occurred during the three months ended March 31, 2025. Unless specifically discussed, the ECR (6) range outlined below is consistent with the prior quarterly disclosure.

Partner	Original Investment Date	Current Total Invested (000's)	Run Rate Revenue (000's)	As a % of total	ECR Range	Estimated 2025 Reset	Year-to-date changes in (1):		Fair Value Changes	Fair Value
							Revenue	EBITDA	Three Months	
Sono Bello	Sep 2018	US $148,581	US $14,129	12%	1.2x - 1.5x	n/a	⬆	⬇	US ($13,700)	US $152,881
Ohana	Nov 2014	US $132,776	US $9,120	9%	1.0x - 1.2x	n/a	⬆	⬆	US +$5,900	US $150,876
GWM	Nov 2018	US $106,000	US $8,007	8%	1.0x - 1.2x	+ 4%	⬇	⬇	nil	US $77,177
Shipyard	Aug 2023	US $87,000	US $9,996	9%	1.2x - 1.5x	+ 2%	⬆	⬆	US +$8,200	US $99,400
D&M	Jun 2021	US $80,207	US $9,977	9%	1.2x - 1.5x	+ 7%	⬆	⬆	US +$3,000	US $78,607
Accscient	Jun 2017	US $72,000	US $9,208	8%	1.2x - 1.5x	0%	⬆	⬆	US +$3,000	US $68,177
Amur	Jun 2019	CA $70,000	CA $7,486	5%	> 2.0x	+ 6%	⬆	⬆	CA +$900	CA $90,800
DNT	Jun 2015	US $62,800	US $11,636	10%	> 2.0x	+ 6%	⬆	⬆	nil	US $64,243
PEC	Feb 2025	US $61,120	US $5,180	4%	1.5x - 2.0x	n/a	n/a	n/a	nil	US $61,120
LMS	Feb 2007	CA $60,565	CA $7,317	5%	> 2.0x	+ 18%	⬇	⬆	nil	CA $48,858
FMP (2)	Apr 2023	US $40,000	US $0	0%	< 1.0x	+ 4%	⬆	⬌	nil	● (2)
SCR	May 2013	CA $40,000	CA $4,200	3%	1.0x - 1.2x	n/a	⬆	⬆	nil	CA $15,003
3E	Feb 2021	US $39,500	US $5,965	5%	1.0x - 1.2x	+ 6%	⬆	⬆	nil	US $42,300
Edgewater	Dec 2020	US $34,000	US $4,398	4%	> 2.0x	- 3%	⬇	⬆	nil	US $42,800
Cresa	May 2024	US $30,000	US $4,200	4%	> 2.0x	n/a	⬆	⬇	nil	US $30,600
Sagamore	Nov 2022	US $24,000	US $2,989	3%	> 2.0x	+ 6%	⬇	⬇	nil	US $25,500
Fleet	Jun 2018	US $23,000	US $2,218	2%	> 2.0x	- 6%	⬆	⬆	nil	US $80,735
Berg	Feb 2025	US $21,000	US $2,401	2%	1.5x - 2.0x	n/a	n/a	n/a	nil	US $21,000
Carey Electric	Jun 2020	US $14,000	US $1,918	2%	> 2.0x	+ 5%	⬆	⬆	nil	US $15,080
Heritage	Jan 2018	US $18,500	US $0	0%	< 1.0x	n/a	⬆	⬆	nil	US $5,400

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

Note 2: FMP's Run Rate Revenue and ECR range are reflective of Alaris' uncertainty due to events that occurred subsequent to March 31, 2025. The fair value of Alaris' investment in FMP as of at March 31, 2025 is $41.2 million, however, given the evolving circumstance and associated uncertainty, Alaris anticipates these factors may lead to a material reassessment to the fair value of FMP. See additional commentary included in the Partner summary following this table.

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

- As a result of minor audit adjustments to their 2024 audited financial statements, the Accscient reset in 2025 improved slightly from previous expectations. Along with a decrease in market rates during Q1 2025, these factors led to an increase of US$1.9 million in the fair value of the Accscient preferred equity investment during the three months ended March 31, 2025.
- Accscient's strong finish to 2024 and continued increase in EBITDA to begin 2025, along with a positive outlook for the rest of the year, has resulted in an increase to the fair value of the common equity investment of US$1.1 million during the quarter. The resulting fair value of the total investment in Accscient at March 31, 2025 is US$68.2 million.
- As a result of the growth in EBITDA, Accscient's ECR has increased and is now between 1.2x and 1.5x.

***Amur* – mortgage originations and asset management in Canada**

- Due to the positive 6% reset in 2025, along with a decrease in market rates in the quarter, the fair value of Alaris' preferred equity investment in Amur increased by $0.9 million for the three months ended March 31, 2025.

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

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

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

- As a result of the maximum reset of +7% in 2025 along with a continued positive outlook for future resets and a decrease to market interest rates during the quarter, the fair value of the D&M preferred equity investment increased by US$1.3 million during Q1 2025.
- D&M's lease volumes have continued to improve compared to the prior year. This higher lease volume has led to a year-to-date increase in EBITDA which is expected to continue and has collectively led to an increase in the fair value of Alaris' common equity investment of US$1.7 million during the three months ended March 31, 2025. The resulting fair value of the total investment in D&M is US$78.6 million.

***Edgewater* – professional and technical services firm supporting the U.S. Department of Energy**

- As a result of minor audit adjustments made subsequent to year-end there was a decrease in Edgewater's 2024 gross profit, which caused a change to Edgewater's reset for 2025 from negative 0.8% to negative 2.6%.

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

- Subsequent to March 31, 2025, FMP experienced suspension of certain key contracts, primarily driven by changes in U.S. federal procurement policies, resulting in a material reduction in revenue. These developments are expected to have a significant adverse impact on FMP's financial performance and outlook in the near term. Given the evolving circumstances and associated uncertainty, Alaris anticipates that FMP's ability to sustain distribution payments for the remainder of the year will be negatively affected. Furthermore, these factors are expected to lead to a material downward reassessment of the fair value of FMP. FMP management is actively evaluating mitigation strategies and Alaris is continuing to assess the potential impact to FMP's long-term outlook.

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

- During Q1 2025, Alaris contributed US$1.0 million of promissory notes to Heritage to assist with short-term working capital needs as the business cycles out of the slower winter season. Heritage has focused on repaying senior debt throughout the last six months and as of February 2025 has repaid the balance to nil. Therefore, Alaris is now the sole current capital provider. As of March 31, 2025, Alaris has contributed a total of US$4.0 million of promissory notes and taken a total allowance of US$2.7 million, which includes the current quarters allowance of US$0.8 million, resulting in the fair value of the promissory notes receivable of US$1.3 million. Subsequent to March 31, 2025, an additional US$1.0 million was contributed for further investment in working capital. Management's goal is to obtain a revolving credit facility within the next year, proceeds of which will be used to refinance these promissory notes and satisfy the revolving working capital needs of the business.

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

- Ohana's revenue and EBITDA have increased compared to the prior year due to growth in mature clubs and membership ramp at new clubs as they continue to meet their expected growth targets. Alaris' earning potential from the entitlements of the convertible preferred equity continues to improve. The resulting increase in fair value of the convertible preferred units in Ohana in Q1 2025 was US$5.9 million. The fair value of the Ohana investment is now US$150.9 million.

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

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

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

- As a result of recent equity transactions completed by the Company, we have updated our valuation to align our fair value with the market multiple of earnings. The resulting increase to fair value of the common Shipyard investment in Q1 2025 is US$8.2 million. The fair value of the total Shipyard investment as of March 31, 2025 is US$99.4 million.

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

- Sono Bello continues to focus on growth as they develop the “Contour” brand and expand their company’s service offerings beyond liposuction. However, in Q1 Sono Bello's EBITDA decreased compared to the prior year as a result of continued higher customer acquisition costs (advertising spend) and softness in consumer discretionary spending. As a result of theses macro economic headwinds, we have adjusted the forecast used in our valuation. For the quarter ended March 31, 2025 the Sono Bello convertible equity fair value decreased by US$13.7 million. During the quarter, Sono Bello exercised their option to pay in-kind on the convertible preferred units which resulted in a $1.8 million increase in the investment. This amount is recorded as partner Distribution revenue during the period and will incrementally increase future Distributions. The resulting fair value in Sono Bello on March 31, 2025 is US$152.9 million.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

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

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

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

FORWARD-LOOKING STATEMENTS

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

By their nature, forward-looking statements require Alaris to make assumptions and are subject to inherent risks and uncertainties. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect Alaris’ business and that of its Partners (including, without limitation, the impact of any global health crises, like COVID-19, and global economic and political factors) are material factors considered by Alaris management when setting the outlook for Alaris. Key assumptions include, but are not limited to, assumptions that: the Russia/Ukraine conflict, conflicts in the Middle East, and other global economic pressures over the next twelve months will not materially impact Alaris, its Partners or the global economy; interest rates will not rise in a matter materially different from the prevailing market expectation over the next 12 months; global heath crises, like COVID-19 or variants there of will not impact the economy or our partners operations in a material way in the next 12 months; the businesses of the majority of our Partners will continue to grow; more private companies will require access to alternative sources of capital; the businesses of new Partners and those of existing Partners will perform in line with Alaris’ expectations and diligence; and that Alaris will have the ability to raise required equity and/or debt financing on acceptable terms. Management of Alaris has also assumed that the Canadian and U.S. dollar trading pair will remain in a range of approximately plus or minus 15% of the current rate over the next 6 months. In determining expectations for economic growth, management of Alaris primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies as well as prevailing economic conditions at the time of such determinations.

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

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

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

ADDITIONAL INFORMATION

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