AGF MANAGEMENT LIMITED

2024 Annual Report

AGF

Invested in Discipline

Table of Contents

AGF Management Limited

Founded in 1957, AGF Management Limited (AGF) is an independent and globally diverse asset management firm. Our companies deliver excellence in investing in the public and private markets through three business lines: AGF Investments, AGF Capital Partners and AGF Private Wealth.

AGF brings a disciplined approach, focused on incorporating sound, responsible and sustainable corporate practices. The firm's collective investment expertise, driven by its fundamental, quantitative and private investing capabilities, extends globally to a wide range of clients, from financial advisors and their clients to high-net worth and institutional investors including pension plans, corporate plans, sovereign wealth funds, endowments and foundations.

Headquartered in Toronto, Canada, AGF has investment operations and client servicing teams on the ground in North America and Europe. AGF serves more than 815,000 investors. AGF trades on the Toronto Stock Exchange under the symbol AGF.B.

2024

Highlights

815,000

investors

9

Industry Award Wins[1]

73%

growth in our ETFs and SMA AUM over the past year

$4.9

Billion AUM in AGF Capital Partners AUM and fee-earning assets

AGF Capital Partners Affiliate Managers'[2] including Kensington Capital Partners Limited, New Holland Capital, LLC and AGF SAF Private Credit collectively manage alternatives and fee earning assets of $13.3 billion[2] on behalf of institutional and retail clients

[1] Refer to page 152 for Awards Disclaimers.
[2] US AUM converted FX rate at November 30, 2024 (1.41). Affiliate Manager AUM may not be consolidated into AGF Management Limited's reported AUM. The term 'Affiliate Manager' refers to any partner regardless of relationship structures or revenue sharing agreements.

Our Approach: Invested in Discipline

At AGF, our disciplined approach is defined by three principles: Shared Intelligence, Measured Approach and Active Accountability. Together, these principles ensure disciplined processes that are transparent, repeatable and deeply woven into our DNA – helping us serve the needs of all our stakeholders, whatever tomorrow may bring.

Shared Intelligence

At AGF we value the open exchange of ideas as we work together with a shared purpose to deliver for our clients, shareholders and colleagues in an environment that values transparent communication, collaboration and teamwork.

Measured Approach

At AGF we're disciplined in all that we do. We embrace technology and innovation to keep pace with an evolving industry and markets, with an eye to managing risks and finding opportunities contributing to long-term growth of our business.

Active Accountability

At AGF we apply consistent processes designed to deliver repeatable results to meet performance goals, provide a unique client experience and build on a history of innovation.

$53.6

Billion in AUM[1]

[1] AGF Management Limited reported total assets under management (AUM) and fee-earning assets of $53.6 billion as at November 30, 2024. Affiliate Manager AUM may not be consolidated into AGF Management Limited's reported AUM. The term 'Affiliate Manager' refers to any partner regardless of relationship structures or revenue sharing agreements.

Our Businesses

As an independent and diversified global asset management firm, AGF's companies bring a disciplined approach to delivering excellence in investing in the public and private markets through three distinct business lines: AGF Investments, AGF Capital Partners and AGF Private Wealth.

Being an independent firm has allowed us to make strategic acquisitions that improve our client service experience and enable us to offer new and innovative products, while enhancing our research capabilities.

The firm's collective suite of diverse investment solutions extends globally to a wide range of clients, from financial advisors and their clients to high-net worth and institutional investors including pension plans, corporate plans, sovereign wealth funds, endowments and foundations.

$40.2

Billion in AUM[1]

AGF | investments

AGF Investments[2] is comprised of various subsidiaries of AGF Management Limited who manage and advise on a variety of investment solutions for clients globally. The investment teams draw upon and integrate fundamental and quantitative investing capabilities and research across the companies. AGF Investments' disciplined approach, global mindset and eye to risk management have allowed us to continue to evolve and thrive as a diversified asset manager. AGF Investments' teams embrace a culture of collaboration with the belief that an interconnected team leads to a better understanding of an interconnected world as we strive to deliver on investment objectives and provide an exceptional client experience.

AGF Investments' offerings include a broad range of equity, fixed income, alternative and multi-asset strategies covering a spectrum of objectives from wealth accumulation and risk management to income-generating solutions.

AGF Investments services a diverse client base from financial advisors and individual investors to institutional investors across the globe through segregated accounts, mutual funds, exchange-traded funds and separately managed accounts.

[1] Assets under management as at November 30, 2024.

[2] **About AGF Investments:** AGF Investments is a group of wholly owned subsidiaries of AGF Management Limited, a Canadian reporting issuer. The subsidiaries included in AGF Investments are AGF Investments Inc. (AGFI), AGF Investments America Inc. (AGFA), AGF Investments LLC (AGFUS) and AGF International Advisors Company Limited (AGFIA). The term AGF Investments may refer to one or more of these subsidiaries or to all of them jointly. This term is used for convenience and does not precisely describe any of the separate companies, each of which manages its own affairs. AGF Investments entities only provide investment advisory services or offers investment funds in the jurisdiction where such firm and/or product is registered or authorized to provide such services.

[3] Assets and fee-earning assets under management as of November 30, 2024.

[4] US AUM converted FX rate at November 30, 2024 (1.41).

$4.9

Billion in AUM[3]

AGF | Capital Partners

AGF Capital Partners is AGF's multi-boutique alternatives business with diverse capabilities across both private assets and alternative strategies. Clients benefit from the specialized investment expertise of Affiliate Managers combined with the organizational support and breadth of resources of AGF Management Limited (AGF). With over 18 years average experience, AGF Capital Partners Affiliate Managers including, Kensington Capital Partners Limited, New Holland Capital, LLC and AGF SAF Private Credit, manage approximately C$13.3 billion[4] in alternative AUM and fee earning assets on behalf of institutional and retail clients. Affiliate Manager AUM may not be consolidated into AGF Management Limited's reported AUM. The term 'Affiliate Manager' refers to any partner regardless of relationship structures or revenue sharing agreements.

KENSINGTON

NEW HOLLAND CAPITAL

AGF | Capital Partners SAF GROUP Canadian Private Credit

$8.5

Billion in AUM[1]

AGF | PrivateWealth

AGF Private Wealth is AGF Management Limited's private wealth platform – which includes Cypress Capital Management Ltd., Doherty & Associates Ltd. and Highstreet Asset Management Inc. – that provides investment solutions for high-net-worth individuals, endowments and foundations in key markets across Canada.

CYPRESS CAPITAL MANAGEMENT

Acquired by AGF in June 2004, Cypress Capital Management provides quality investment services at a reasonable cost, where the best interest of the client is paramount. They are committed to being honest and transparent regarding return expectations, risks, fees and their capabilities as investment managers.

DOHERTY & ASSOCIATES INVESTMENT COUNSEL

Acquired by AGF in January 2004, Doherty & Associates was founded on the principle that their clients come first in all they do. Their philosophy of 'Great Companies at Great Prices' coupled with a disciplined investment process guides them to grow wealth responsibly over time.

HIGHSTREET ASSET MANAGEMENT

Acquired by AGF in 2006, Highstreet Asset Management is committed to their core principles of doing two things exceptionally well – serving their clients and managing money.

Kevin McCreadie
Chief Executive Officer and
Chief Investment Officer

A Message from Kevin McCreadie

During the year, we continued to execute on our multi-year strategy to diversify our business across asset classes and client channels, ensuring we can continue to grow and thrive through changing market cycles and shifting investor preferences.

Our efforts over the last few years contributed directly to our ability to navigate challenging business and market conditions and make meaningful progress against our 2024 strategic imperatives, delivering some notable successes in the process.

I'm pleased to present our year-end scorecard detailing our progress and performance on the following pages.

2024 STRATEGIC IMPERATIVES SCORECARD

Investment Management

» We measure mutual fund performance by comparing gross returns before fees relative to peers within the same category, with first percentile being the best possible performance.

» AGF Investments Inc. investment performance remains solid (with 1st percentile representing the best possible performance):
- 1-year average percentile ranking versus peers was 48%.
- 3-year average percentile ranking versus peers was 41%.
- 5-year average percentile ranking versus peers was 39%.

» AGF European Equity Class (Series F) won the 2024 Lipper Fund Award for 3-Year performance in the European Equity category.

» As well, AGF Investments Inc. was recognized with FundGrade A+® Awards for AGF American Growth Fund/Class, AGF Global Select Fund, AGF Fixed Income Plus Fund and AGF Global Convertible Bond Fund.

Refer to page 152 for Awards Disclaimers.

Retail Net Sales

- Higher interest rates and levels of inflation accompanied by market volatility continued to affect investor sentiment in the first half of the fiscal year. This was followed by robust markets and positive fund flows in the second half of the year as interest rates eased.
- In 2024, our Canadian mutual fund net redemptions were $218 million, and we also saw positive net flows in the second half of 2024.

Institutional/U.S.

- The momentum in our U.S. separately managed accounts (SMA) business continued this year with our key strategies now available on several platforms.
- Our ETFs and SMA AUM grew by 73% over the past year.
- AGF Global Select ADR Constrained Strategy was named the winner in the Global category at the SMArtX 2024 X Awards and AGF U.S. Large Cap Growth Equity Strategy was named a finalist in the Large Cap category.
- AGF U.S. Market Neutral Anti-Beta Fund (BTAL), a U.S.-listed alternative ETF, finished the year with nearly $500 million in AUM.

AGF Capital Partners

- Earlier in the year, we completed two investments to support AGF's strategic vision to build a diversified alternatives business.
- AGF acquired a 51% stake in Kensington Capital Partners Limited (Kensington), one of Canada's leading alternative investment firms with $2.6 billion in AUM. AGF also invested in New Holland Capital (NHC), a New-York based multi-strategy investment manager with more than $8 billion in AUM.
- At the 2024 Canadian Hedge Fund Awards, AGF SAF Private Credit LP was a winner in the private debt category for best one-year return and Kensington Private Equity Fund was a winner in the private equity category for best five-year return.

We continue to execute on our long-term strategy, and the above highlights stand as a testament to our diligent planning and execution.

> To drive momentum in fiscal 2025, we must maintain our focus and continue to execute.

While 2024 brought headwinds, including economic hardship for many of our clients, the second half of the year saw inflation stabilize, resulting in a series of interest rate cuts. We saw positive net flows across our Canadian mutual funds amid these more favourable conditions and should they continue in 2025, it would bode well for the continued success for AGF Investments.

We believe that 2025 will be a modestly positive year for investors, with central banks continuing to ease rates and the new U.S. administrations deregulatory and fiscal agenda offsetting the potential volatile headwinds that may arise due to tariffs and related trade sanctions. As the cycle of further interest rate cuts continue, we anticipate money that was in cash and cash equivalents in recent years will continue to return to asset management.

At the same time, we continue to build out AGF Capital Partners, our multi-boutique alternatives business with diverse capabilities across both private assets and alternative strategies, to address growing investor appetite for alternative investments.

We also maintain the benefit of a strong balance sheet, giving us the flexibility to continue investing in key areas of growth to drive future returns for our shareholders.

As always, we will take a thoughtful and disciplined approach as we focus on our 2025 Strategic Imperatives.

» Deliver consistent and repeatable investment performance

» Maintain sales momentum and penetrate high growth distribution channels

» Build a diversified private capital and alternatives business

» Meet core expense guidance while continuing to invest in key growth areas

With the right strategy, the right people in place and the flexibility a strong balance sheet affords, we remain poised for continued success in the year ahead.

Kevin McCreadie
Chief Executive Officer and Chief Investment Officer

Judy Goldring, LL.B, LL.D, ICD.D
President and
Head of Global Distribution

A Message from Judy Goldring

Looking back, 2024 was a tale of two halves. In the first half of the year, investors continued to grapple with elevated interest rates and inflation as a cloud of geopolitical unrest hung overhead.

While the geopolitical unrest continued, the second half of the year saw the rate of inflation slow and central banks in Canada and the U.S. began cutting interest rates in response. As a result, we saw money return to markets, boosting our fund flows.

> Through it all, we continued our client engagement efforts, understanding the importance of investing in our relationships through all market cycles.

I am proud to lead a global distribution team that truly understands the importance of putting our clients first. Our efforts throughout the year demonstrated our commitment to our clients, and it was gratifying to see our sales and distribution efforts pay off with some notable successes.

From a retail perspective, we exceeded our gross sales objective, growing 23% year-over-year, thanks in part to continued strong investment performance.

We also saw record flows into our Canadian Separately Managed Account (SMA) strategies, reflecting the rapidly growing interest in SMAs among Canadian advisors. And we continued to build momentum in the U.S., with key strategies now available on several leading SMA platforms. In all, we grew our SMA and ETF AUM by 73% year-over-year.

These results stand as a testament to:

» Our lineup of in-demand strategies available in a variety of vehicles so advisors can construct portfolios in whatever way suits their clients best;

» Our continued focus on delivering consistent and repeatable investment performance; and

» Our effective sales and client engagement efforts.

We're proud of our sales and distribution efforts over the past 12 months, and I commend our entire team for their contributions to our success. Looking ahead, we remain focused on executing our strategy and seizing opportunities to build on this year's successes.

As always, our sales and distribution success will continue to be rooted in the deep relationships we work actively to cultivate. With those deep relationships and some favourable tailwinds behind us as we enter 2025, we are poised to build on our momentum from the second half of 2024.

Judy Goldring, LL.B, LL.D, ICD.D
President and Head of Global Distribution

In this Q&A, Ash Lawrence, Head of AGF Capital Partners, reflects on a pivotal year for the business that focused on strategic investments, team growth, expanded capabilities, industry recognition and the next phase in a strategic vision to build a diversified alternatives business.

Q&A with Ash Lawrence

This was in many ways a transformative year for AGF Capital Partners. When you look back on 2024, what stands out for you?

Looking back, the year began with two strategic investments that were key to growing our alternatives business and set the stage for future growth as we further diversify our business.

In February, we made a strategic investment in New Holland Capital, LLC (NHC), a New York-based multi strategy investment manager with more than $8 billion in assets under management and more than 17 years of experience providing institutional investors with hedge fund and private credit strategies across the liquidity spectrum.

We believe that the addition of NHC and its expertise in multi-PM hedge fund strategies and private credit diversifies AGF Capital Partners' alternatives capabilities by adding absolute return focused investment strategies and providing an important footprint in the U.S.

Then, in March, we completed a strategic investment to acquire a majority interest in Kensington Capital Partners Limited (Kensington), one of Canada's leading private equity and venture capital investment firms with assets under management of $2.6 billion, managed across several areas including mid-market buyouts, growth equity and venture capital.

> With the addition of Kensington and NHC, AGF Capital Partners has capabilities across the alternatives spectrum including private equity, private credit, venture capital, and hedge funds.

Kensington was an early innovator in bringing access to private equity in evergreen structures to the retail and high net worth channel in Canada, creating a complementary footprint to AGF's own distribution capabilities.

With the addition of Kensington and NHC, AGF Capital Partners has capabilities across the alternatives spectrum including private equity, private credit, venture capital, and hedge funds. Its' affiliates and partners manage approximately $13.3 billion in alternative AUM and fee earning assets, providing a sizable footprint from which to grow the platform.

These back-to-back strategic investments support AGF Management Limited's (AGF) strategic vision to build a diversified alternatives business providing a range of innovative solutions that meet the unique needs of financial advisors and their investors, family offices and institutions.

How are you ensuring that you have the resources in place to meet the unique needs of your clients?

Over the last year, in addition to our strategic investments, we have been making key hires and building out the team.

AGF Capital Partners' Client Solutions & Fundraising Team is our dedicated alternatives-focused business development team responsible for the distribution of alternative and private markets strategies to the retail, high-net-worth and institutional channels.

The Kensington Business Development Team recently joined the AGF Capital Partners' Client Solutions & Fundraising Team as a next step in our partnership with Kensington building on our strategic investment completed last year when AGF became a majority owner of Kensington.

> The AGF NHC Tactical Alpha Fund is a multi-strategy, absolute return-oriented fund designed to provide diversification benefits through its investments in a range of differentiated alternative strategies.

With this growing team, we believe our clients will benefit from enhanced marketing support, a focused, consultative and integrated sales process provided by an experienced team, and access to a broader range of alternative products.

Is there a plan to grow your Affiliate Managers range of alternative products?

Yes. We recently launched a new offering from AGF Investments and NHC and seeded by AGF. The AGF NHC Tactical Alpha Fund is a multi-strategy, absolute return-oriented fund designed to provide diversification benefits through its investments in a range of differentiated alternative strategies.

Absolute return funds aim to produce positive returns regardless of market conditions, and we are excited to bring forth a product that gives eligible Canadian investors access to NHC's demonstrated expertise in absolute return investing while diversifying AGF Capital Partners' alternatives capabilities.

We know that alternative investments are poised to play an increasingly important role in investor portfolios given a volatile and potentially more muted outlook for public markets. We are prepared – and well-positioned – to help address increased investor appetite for alternatives.

We were pleased to also see existing products garner industry recognition this year at the 2024 Canadian Hedge Fund Awards, Kensington Private Equity Fund won in the private equity category for best five-year return and AGF SAF Private Credit LP was a winner in the private debt category for best one-year return.

What are you focused on going into 2025?

We are focused on building upon the success of the last year and continuing to work with our Affiliate Managers – Kensington, NHC and SAF Group – to help them grow their businesses.

With the build-out of the AGF Capital Partners Client Solutions and Fundraising team, more specifically the team dedicated to the retail and high net worth channel, we will be focused on delivering solutions to our clients and growing the AUM in the evergreen vehicles run by our Affiliate Managers here in Canada in private equity, private credit and multi-strategy strategies.

Additionally, we are building the foundations to grow AGF Capital Partners institutional business in Canada. Over the course of 2025, we will establish a strategy for building our reputation and product set in a tailored fashion to meet the needs of mid and small size Canadian institutional investors.

As we look to grow our overall business, we are also focused on the growth of the team here at AGF Capital Partners by adding specific skillsets that augment AGF's vertically integrated platform in a way that allows us to leverage the broader platform to benefit the growth of our alternatives business.

Finally, we continue to originate new M&A transactions for alternative focused managers, with a particular focus on U.S. based managers. We hope to add additional capabilities, increasing the breadth of alternative strategies that AGF Capital Partners covers.

With the above initiatives, we continue to execute on AGF's strategic vision to build a best-in-class alternatives business and believe the growth of AGF Capital Partners will further expand AGF's investment capabilities and increase management and performance fee revenues, all of which are expected to contribute to earnings growth.

Financial Highlights

SUMMARY OF ANNUAL RESULTS
(from continuing operations)

(in millions of Canadian dollars, except per share data)

Years ended November 30	2024	2023	2022	2021	2020[1,2]
Income	**$ 548.2**	$ 471.9	$ 469.0	$ 461.6	$ 543.9
Expenses[9]	**422.9**	342.8	330.4	333.9	292.8
EBITDA before commissions[10]	**141.7**	129.1	138.6	127.7	251.1
Pre-tax income	**125.3**	115.0	87.2	51.8	194.4
Net income attributable to equity owners of the Company	**97.6**	87.7	66.6	39.3	173.9
Earnings per share attributable to equity owners of the Company					
Basic	**$ 1.51**	$ 1.35	$ 0.97	$ 0.56	$ 2.25
Diluted	**1.46**	1.30	0.96	0.55	2.22
Free cash flow[10]	**$ 95.4**	$ 83.4	$ 73.9	$ 55.1	$ 46.1
Dividends per share	**$ 0.455**	$ 0.440	$ 0.400	$ 0.340	$ 0.320
Long-term debt	**$ 14.7**	$ 5.8	$ 21.6	$ –	$ –
Weighted average basic shares	**64,512,506**	64,957,984	68,430,165	70,009,123	77,326,775
Weighted average fully diluted shares	**66,920,809**	67,233,845	69,437,213	71,660,642	78,359,570

[1] Refer to Note 3 in the 2020 Consolidated Financial Statements for more information on the adoption of IFRS 16.
[2] 2020 includes $104.4 million related to gain on sale of Smith & Williamson Holdings Limited (S&WHL), net of currency hedge, and $41.3 million of dividends, net of currency hedge, from S&WHL, recognized as income.
[3] Refer to Note 3 in the 2019 Consolidated Financial Statements for more information on the adoption of IFRS 15.
[4] 2019 includes income of $4.1 million related to one-time fund expense tax recovery, and $14.4 million related to restructuring costs.
[5] 2018 includes income of $1.5 million related to the Company's share of a one-time tax levy provision reversal for S&WHL, $5.2 million of one-time restructuring and administrative costs, $21.9 million provision release, and $2.2 million of interest recovery related to the transfer pricing case.

(in millions of Canadian dollars, except per share data)

Years ended November 30	2019[3,4]	2018[5]	2017[6]	2016[7]	2015[8]
Income	$ 436.7	$ 450.2	$ 455.5	$ 428.7	$ 449.6
Expenses[9]	326.7	343.7	339.1	319.2	322.4
EBITDA before commissions[10]	110.0	106.5	116.4	109.5	127.2
Pre-tax income	57.3	62.5	61.8	52.7	63.9
Net income attributable to equity owners of the Company	47.9	73.9	52.1	42.5	48.3
Earnings per share attributable to equity owners of the Company					
Basic	$ 0.61	$ 0.94	$ 0.66	$ 0.53	$ 0.59
Diluted	0.60	0.92	0.64	0.53	0.58
Free cash flow[10]	$ 53.4	$ 41.5	$ 50.0	$ 60.7	$ 68.2
Dividends per share	$ 0.320	$ 0.320	$ 0.320	$ 0.320	$ 0.510
Long-term debt	$ 207.3	$ 188.6	$ 138.6	$ 188.2	$ 268.8
Weighted average basic shares	78,739,081	79,292,775	79,330,190	79,278,876	82,295,595
Weighted average fully diluted shares	79,672,961	80,637,948	81,245,279	80,253,600	83,584,539

[6] 2017 includes $10.0 million of income related to a litigation settlement.
[7] 2016 includes a $2.1 million charge in income related to the Company's share of a one-time tax levy for S&WHL and $3.7 million of one-time net expense recovery related to a reversal of a provision from prior years related to Harmonized Sales Tax (HST) offset by fund transition costs.
[8] 2015 includes a $5.7 million distribution related to a crystallization of an asset and a one-time restructuring cost of $7.2 million.
[9] Includes selling, general and administrative (SG&A), restructuring provisions, trailing commissions and investment advisory fees.
[10] See the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

$53.6

Billion

Assets Under Management & Fee-Earning Assets

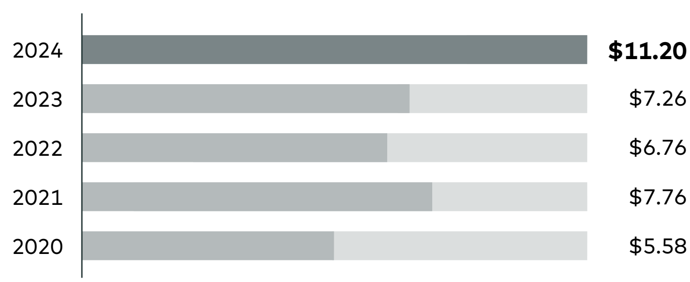
$3.9

Billion

Mutual Fund Gross Sales

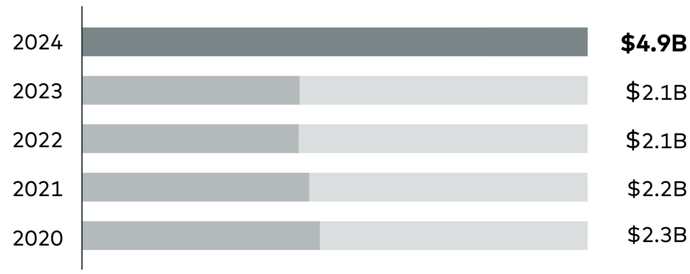
$11.20

Share price



$4.9 Billion

AGF Capital Partners AUM & Fee-Earning Assets

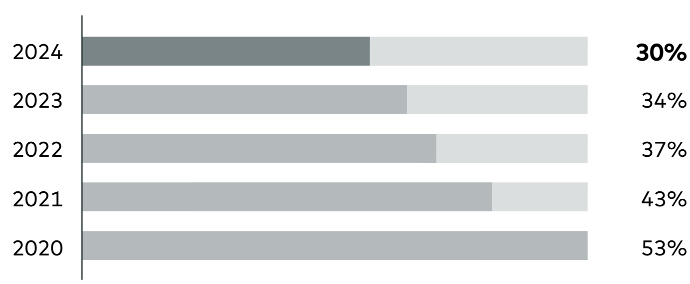


$29.4 Million

Dividend paid

30%

Dividend payout ratio



Sustainability at AGF

AGF has been bringing stability to the world of investing since 1957. And to ensure our own stability and the continued longevity of our firm, we recognize that responsible and sustainable corporate practices must continue to influence the shape of our organization.

AGF's corporate responsibility framework aims to apply forward-thinking practices related to key sustainability factors to deliver long-term successful outcomes for each of our stakeholders.

As part of this commitment, we are executing on a multi-year project to enhance AGF's corporate sustainability practices:

» AGF tracks a comprehensive set of metrics linked to key factors over the short-, medium-, and long-term timeframes.

» AGF is enhancing processes and governance for managing and monitoring the risks and opportunities related to these factors.

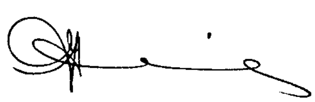
» Finally, AGF is working to improve the firm's ESG-related disclosures to provide more decision-useful information to financial stakeholders while meeting increasing regulatory requirements.

Our commitment to responsible and sustainable practices is formalized through a robust governance structure with ultimate oversight from AGF's Executive Management Team and Board of Directors.

As of 2022, all members of the Executive Management Team have a portion of their annual incentives linked to relevant corporate sustainability related factors.

Further, the AGF Sustainability Council, which I am proud to Chair, advises on the firm's policies, programs and related risks that concern key public policy and corporate sustainability matters, including public issues of significance to AGF and its stakeholders that may affect AGF's business, strategy, operations, performance and/or reputation.

Looking ahead, we are committed to continuing to evolve to meet the changing needs of our stakeholders as we manage for reputational, regulatory and other risks that may impact the company's longevity.



Judy Goldring, LL.B, LL.D, ICD.D
President and Head of Global Distribution

Corporate Sustainability

OUR RESPONSIBILITY TODAY FOR A SUSTAINABLE TOMORROW

We have identified the following key areas of focus that we believe are central to our firm's long-term success:

Sustainable Investing

Advancing responsible and sustainable investing practices across our respective companies' investment management teams.

Talent, Culture & DEI

Improving the employee experience by fostering high engagement, advancing diversity initiatives, ensuring equitable and inclusive practices, and attracting and nurturing talent with ongoing support and thoughtful succession planning.

Sustainable Operations & Governance

Managing the risks and opportunities related to AGF companies' operations and governance as well as our community involvement.

AGF Sustainability Council

Our commitment to responsible and sustainable practices is formalized through the AGF Sustainability Council, chaired by Judy Goldring, President and Head of Global Distribution. The Council provides support on the oversight, implementation and development of the firm's policies, programs and related risks that concern key public policy and corporate sustainability matters, including public issues of significance to AGF and its stakeholders that may affect AGF's business, strategy, operations, performance and/or reputation.

Memberships & Commitments

AGF Management Limited is a member of the 30% Club and IFRS Sustainability Alliance (formerly SASB Alliance). AGF Investments Inc. is a member/signatory of UN Supported Principles for Responsible Investment, CERES, RIA, CDP and Climate Action 100+. AGF International Advisors Company Limited is a signatory to UK Stewardship Code.

Sustainable Investing

AGF believes the continued advancement of responsible investing practices across our respective companies' investment management teams will contribute to meeting our investment objectives.

Built on a philosophy of serving clients' unique investment goals and adhering to each manager's fiduciary duty we encourage our investment teams to analyze the financial and non-financial risks and opportunities in an investment and look to identify ESG factors that are, or could become, material to long-term financial performance.

We believe that responsible corporate behaviour with respect to ESG factors can generally have a positive influence on long-term financial performance, recognizing that the relative importance of ESG factors varies across industries, geography and time so each investment team's approach to implementing responsible investing practices will differ. As a result, ESG considerations may be incorporated in varying degrees by each investment team, and will have a varying (and potentially limited) impact on financial performance and final investment decisions.

AGF Investments companies have established processes and resources to assist investment personnel in:

- Incorporating ESG issues into investment management processes.
- Educational training of the investment teams on ESG issues.
- Where applicable, establishing processes for monitoring portfolio manager engagement of investee companies on sustainability matters.
- Drafting and updating responsible investment policies and establishing processes to monitor adherence with such policies.

AGF International Advisors Company Limited (AGFIA) was once again accepted as a signatory to the UK Stewardship Code, a best-practice benchmark in investment stewardship. AGFIA has been accepted as a signatory each year since 2021 and is fully committed to the 12 principles of the Code to provide greater transparency of our investment stewardship approach and processes to clients and prospective investors in the UK.

AGF Investments Inc. has been a signatory of the Principles for Responsible Investment (PRI) since 2015.

AGF is a member of the IFRS Sustainability Alliance, formerly SASB Alliance.

Talent, Culture & DEI

AGF BELIEVES IN INVESTING IN OUR PEOPLE AND COMMUNITY TODAY.

Bringing together differing points of view from people with diverse backgrounds and experiences is essential to the long-term success of the company.

We are proud to have a multi-year plan to accelerate Diversity, Equity, and Inclusion initiatives that will continue to strengthen the fabric of our corporate culture, enrich our collective employee and life experiences, while leading to smart corporate decision making.

AGF remains firmly committed to inclusive hiring practices and culture, ensuring everyone has an opportunity to join our team and contribute to its success. AGF is an equal opportunity employer. It is the company's policy to recruit and select applicants for employment solely on the basis of their qualifications and relevant related work experiences, with emphasis on selecting the best qualified person for the job. AGF does not discriminate against applicants based on race, colour, religion, gender, national origin, sexual orientation, age or disability or any other status or condition protected by applicable legislation. Accommodations are available on request in all aspects of our recruitment and selection process as well as to our employees.

DEI Committee

We have a robust employee-led DEI Committee comprised of employees at all levels from across the organization with Kevin McCreadie, AGF's CEO & CIO, as the Executive Sponsor. Through a grass-roots approach, the Committee develops and creates organizational awareness and promotes best DEI practices at AGF.

AGF's DEI Committee believes storytelling through lived experiences is a powerful tool for fostering empathy.

In 2024, the DEI Committee held numerous educational events, including fireside chats with:

» Alyssa Gray Tyghter for Black History Month

» Keo Shibatani for Asian Heritage Month

» Women from across AGF for International Women's Day

The DEI Committee also launched an unconscious bias training module for all employees.

The DEI Committee's Mandate includes:

» Identifying, recommending, and promoting education and awareness programs that will strengthen and promote a culture of tolerance and inclusion for all employees.

» Identifying, recommending, and implementing proactive strategies and/or practices and policies that support an environment where employees can bring their authentic selves to work.

» Identifying and recommending policies that show the firm's commitment to diversity, equity, and inclusion for all employees.

» Identifying, recommending, and establishing due diligence processes to ensure AGF's key partners and business relationships align, where possible, to our DEI objectives.

Fair Compensation

AGF believes in the philosophy of a Living Wage and is committed to providing all employees a competitive base pay that is above the relevant Living Wage.

AGF's Board of Directors Human Resources and Compensation Committee, consisting of six independent Directors of the AGF Board, is responsible for reviewing, assessing, and overseeing human resources programs, including executive compensation policies. On an annual basis, the Committee reviews various reports on compensation and retains independent consultants, as appropriate, to assess competitiveness of the components of the Company's compensation program. The Committee believes AGF's compensation program provides a fair and competitive pay package that reflects an appropriate relationship between an executive's compensation and performance.

Education, Training & Development

AGF is committed to continually enhancing the skills, abilities and knowledge of all its employees through technical, leadership and interpersonal training. Training enables our workforce to prepare for changing conditions crucial to AGF's future.

Courses to develop a number of personal and professional skills that are common to many career paths, as well as other specialized skills that will be in demand as AGF grows, have been identified. We also recognize that many activities that do not involve the classroom can also be valuable to employees and the organization. Taking the opportunity to provide coverage for someone else through a secondment gives employees a more valuable skill base and a wider understanding of how we do business.

Through AGF's Education Allowance and Professional Association & Membership Allowance program, employees are reimbursed for fees on education courses related to their role and/or professional development to assist them with their own personal growth and development.

Education - Sustainability

Investment professionals receive training from both internal and external experts to continue to build upon our understanding and expertise. For example, many AGF Investments' investment team members have completed their Fundamentals of Sustainability Accounting Credential (FSA).

Members of AGF's Board of Directors, executive and senior leadership teams have completed accredited courses through organizations such as Competent Boards, CERES and PRI Academy. We continue to provide development opportunities for employees to ensure they are educated in this space and best practices.

Employee Engagement

AGF surveys employees annually to determine overall engagement and satisfaction with their employment at AGF.

AGF's 2024 Employee Experience Survey found:

82%

of employees are happy with AGF as a place to work

87%

of employees feel supported by their manager

91%

feel that their manager gives them the autonomy to perform their work

Health and Safety

The health, safety and well-being of employees is a priority at AGF.

AGF's Health & Safety Committee is accountable for ensuring all employees are protected – whether it's practicing a full-scale building evacuation during annual fire drills, monitoring our floors for unsafe conditions, responding to an employee's medical crisis or ensuring everyone safely leaves the building in an emergency.

Total Rewards

AGF is committed to supporting employees' overall well-being. It offers a flexible benefits program that allows employees to choose from a comprehensive suite of unique benefits, including mental health and family-building coverage. AGF understands the importance of family and is dedicated to supporting a family-friendly culture by offering top-up pay programs for maternity and parental leave.

All employees also have access to AGF's Employee and Family Assistance Program which provides a one-stop resource for professional counselling (psychologists or psychiatrists), career counselling and naturopathic services, as well as support for financial, legal, family and nutrition related matters.

Additionally, all salaried employees receive six wellness days annually. Wellness days are paid time off for reasons related to personal situations which are generally unplanned or planned within a short period of their actual usage.

CIBC SQUARE

AGF's head office is located at the landmark CIBC SQUARE building located in the heart of Toronto's financial district.

CIBC SQUARE has achieved WELL Health-Safety Rating and WiredScore Platinum accreditation, and the LEED® Platinum Core & Shell certification and WELL Platinum Certification, which makes it the first triple-platinum building in Toronto.

CIBC SQUARE is also a SmartScore Platinum Building, one of the first Canadian properties to receive this designation. The certification recognizes CIBC SQUARE as one of the smartest and most engaging environments to work in the world. Noteworthy features of CIBC SQUARE that led to this designation include seamless digital access and hosting capabilities, access to digital maps of the building's amenity spaces via the in-building app and extensive cybersecurity policies.

SmartScore is the globally recognized smart building certification developed by WiredScore to champion cutting-edge technology in real estate. The accreditation sets a global standard for the world's smartest buildings that deliver outstanding outcomes for all users through digital technology evolving expectations.

As well, AGF is a proud sponsor of CIBC SQUARE's "hotel for bees", a structure that is home to wild bees and supports a rich tapestry of biodiversity in downtown Toronto. As part of the partnership, AGF employees have the opportunity to participate in engaging bee workshops to connect with co-workers, tenants and the community, while learning more about the world of bees.

In 2024, employees participated in the From Hive to Honey Jar Workshop and were given a behind-the-scenes look at the art of honey extraction, from the process of harvesting frames, to spinning the honey out of the honeycomb.

The firm also relocated its Vancouver office to a new contemporary suite at Bentall Centre in 2024. The space delivers the same seamless in-office and at-home working experience offered to employees at CIBC SQUARE and AGF's other office locations, while supporting the sales efforts of our west coast-based distribution team.

Where Standards are Exceeded

LEED® CANADA

WIRED™

WELL™

Sustainable Operations & Governance

AGF believes a robust governance framework sets clear responsibilities, policies, and procedures for managing sustainability risks and opportunities.

With the leadership of AGF's Sustainability Council and oversight of AGF's Executive Management Team and Board of Directors, we have developed a culture within AGF regarding active management of corporate sustainability key risks and opportunities by promoting open discussion and forward-looking integration of management into AGF's processes and strategy.

Key areas of focus for AGF include:

- » Data Security & Privacy
- » Business Ethics
- » Transparent Information & Fair Advice for Customers
- » Governance
- » Operational Footprint
- » Community Relations

We are continually assessing the effectiveness of our overall governance practices and oversight and aim to evolve to ensure that they are in line with industry best practices and expectations. AGF's governance framework is designed to ensure that sustainability considerations are included into business strategy, risk management, and performance measurement.

CORPORATE GOVERNANCE

Corporate Governance Practices

AGF operates in a highly regulated environment and complies with all legislative and regulatory requirements for its businesses. Regulators include securities commissions and regulators of financial institutions in the respective jurisdictions in which AGF operates.

Best Practices in Corporate Governance in Place at AGF Management Limited

- » All three of the Board's committees meet independence guidelines in terms of composition.
- » The Board conducts an annual review of its performance, the performance of each of the Board's committees and the performance of each director.
- » All directors are required to own at least three times their annual retainer in AGF Class B Non-Voting shares and/or Deferred Share Units. New directors have five years upon appointment to obtain such ownership.
- » At each regularly scheduled meeting of the Board and Board committees, time is specifically reserved for independent discussion without management present.
- » An orientation and education program is in place for all new directors, as well as a continuing education program for all directors.
- » All directors, officers and employees of AGF must acknowledge their adherence annually to AGF's Code of Business Conduct and Ethics.

Ethical Conduct

All directors, officers, employees and contractors of AGF and its subsidiaries are subject to AGF's Code of Business Conduct and Ethics (the 'Code') that outlines the standards by which they must conduct themselves in their business dealings. Compliance with the Code is a matter of utmost importance, and a breach of any of its provisions is grounds for warning, revision of responsibilities, suspension or dismissal, with or without notice, depending on the particular circumstances. All directors, officers and employees of AGF are required to acknowledge their understanding and agreement to comply with the Code annually.

AGF has a Whistleblower Policy that establishes a confidential and anonymous communication channel to report any concerns over illegal activities, accounting and financial irregularities and breaches of the Code. The Policy applies to all employees, officers, directors and contractors of AGF and enables good faith reporting without fear of retaliation.

While the Code sets out a common baseline of ethical standards, all employees, officers, directors and contractors of AGF are also subject to other related enterprise-wide policies and are expected to abide thereby.

Enterprise-wide Policies:

- Anti-Money Laundering and Anti-Terrorist Policy
- Code of Ethics for Personal Trading
- Corporate Information Security Policy
- Corporate Human Resources Policies
- Disclosure Policy
- Document Management Policy
- Insider Reporting, Insider Trading and Black-Out Policy
- Marketing Policy
- Privacy Policy and Individual Rights Policy
- Social Media Policy and Guidelines
- Confidential Reporting (Whistleblower) Policy
- Fraud Policy & Procedures
- Employee Privacy Policy

Privacy & Cybersecurity

Privacy

AGF and our subsidiaries are committed to protecting the privacy and safeguarding the confidentiality of the personal information we collect and maintain in the course of conducting our business by complying with the applicable privacy and data protection (referred to collectively as "Privacy") laws and regulations in those jurisdictions in which we operate. AGF supports the establishment of a robust Privacy function and believes that the effective management of Privacy regulatory risk and compliance with Privacy legislative requirements are essential elements of sound business practice.

AGF Privacy principles are designed to protect the privacy of our clients and ensure that their personal information is handled responsibly and ethically. These principles are important because they help ensure that personal information is collected and used in a way that respects our client's privacy rights. They also help build trust between our clients and organizations that collect their personal information. As part of our commitment to Privacy and respecting individual rights, AGF ensures that individuals have reasonable access to their personal information, including in a portable format. Additionally, AGF is dedicated to maintaining accurate and up-to-date personal information and, when applicable, will rectify or erase it from its sources.

As a commitment to our clients, every AGF employee is responsible for ensuring the confidentiality of all personal information they may access. Each employee annually signs off on AGF's Privacy Policy and completes mandatory privacy training to ensure they understand their obligations and expectations as it relates to the activities they perform. In addition, contracts between AGF and third-party service providers ensure appropriate controls and protections and are in place at the service provider level to protect personal information that we share with them.

Cybersecurity

In order to manage and reduce the risk of cybersecurity threats to the organization and our clients, AGF continues to offer monthly cybersecurity training and education to all employees that included sessions on incident response preparedness and Russian disinformation campaigns in 2024.

This learning is ongoing for all employees to understand the risks associated with cybersecurity and how to safeguard both company and personal data. AGF's cybersecurity employee intranet was relaunched in 2024 and contains 'Cybersecurity Tips and News' to educate employees and increase cybersecurity awareness along with cybersecurity incident response information to help protect AGF. Employees also undergo ongoing mandatory cybersecurity education training (e.g., phishing simulations) as data protection is of the utmost importance.

Cybersecurity activities are reported to AGF's Board and senior leadership on a quarterly basis, consisting of updates on the current cybersecurity landscape, a progress report on AGF's cybersecurity projects and key performance and risk metrics. AGF's cybersecurity program is a component of our enterprise risk management and ESG frameworks.

In recognition of our shared responsibility to safeguard our and our clients' assets, we provide extensive cybersecurity awareness and education for all employees that cover a range of topics including:

- Social Engineering
- Ransomware
- Phishing Scams
- Data Privacy
- Deepfake Awareness
- Internet Security
- Data Protection

Third-Party Risk Management

We recognize that AGF's utilization and dependency on third parties subsequently increases our organization's risk profile; especially in light of evolving cybersecurity threats. AGF's Third-Party Risk Management program focuses on understanding and managing risks associated with third parties including vendors, suppliers, and outsourced services.

The program is centrally managed and governs roles and responsibilities throughout the third-party relationship lifecycle, annual risk/tier materiality, technology and cybersecurity assessments for each third party, monitoring guidelines and management reporting for a robust view of third-party risk across the organization.

Our third-party risk management program focuses on our ability to meet contractual obligations, comply with regulatory requirements where applicable, mitigate risks associated with the third-party relationships and create an environment of partnership with trusted third parties.

Community Giving

As part of AGF's commitment to corporate responsibility, we take an active approach to investing in the communities we both work in and live in.

AGF's community giving initiatives come in the form of both financial support and employee engagement volunteering opportunities. We encourage our employees to engage in volunteer opportunities with organizations of their choice and all employees are given a paid volunteer day every year.

AGF has a long-standing history of community involvement and working with organizations that support and align with our pillars of social responsibility:

Diversity & Inclusion

We embrace diverse backgrounds, experiences and perspectives and champion social change.

Education

We help foster educational development and opportunities to invest in our future.

Environment

We are considerate of our environmental impact and promote sustainability of our planet.

ORGANIZATIONS WE SUPPORT

Canada Company

Canada Company strives to protect the legacy of our soldiers and leverage their unique skillset and experiences to improve our nation. By educating, empowering, and connecting military members with business leaders, Canada Company is making a positive impact on the future of Canada. Blake Goldring, AGF's Executive Chairman, serves as the Chairman of Canada Company.

Canadian Chamber of Commerce

AGF is a long-time member of the Canadian Chamber of Commerce, an organization committed to helping build businesses that support families, communities, and the entire country. The Canadian Chamber of Commerce is responsible for influencing government policies by providing businesses with the information, services, and connections they need to thrive. They also provide members with opportunities for growth and to network with local chambers, other businesses, decision-makers, and peers from across Canada in every sector of the economy and at all levels of government.

Indspire

Indspire is a national, Indigenous-led organization that invests in the education of Indigenous people, enabling their success through financial awards, resources and role models. It is the largest funder of Indigenous education outside the federal government. Through Indspire's Building Brighter Futures program, AGF launched the AGF Scholarship Fund for Indigenous Students – an investment that creates four $5,500 scholarships annually for Indigenous students who are entering a Business program at a Canadian accredited college or university. The scholarship donations have been matched by the Government of Canada to double its efforts.

Junior Achievement

Junior Achievement (JA) is the world's largest not-for-profit organization dedicated to educating young people about business. AGF partners with Junior Achievement of Central Ontario, supporting financial literacy programs and bringing AGF employees into the classroom. AGF employees have taught JA's 'Economics for Success' program to hundreds of grades 7 and 8 students over the past few years and engaged with thousands of students through the Career Discovery Series webinars. JA emphasizes the advantages of staying in school and how this choice today can positively impact their future dreams and career choices.

Trees for Life

Trees for Life provide Canadian tree-planting organizations with the tools, resources, and networks to allow them to grow their existing tree-planting initiatives, implement new ones and educate members of their communities about the value of trees. AGF has been a donor since 2019, contributing to projects which have helped to maximize urban tree planting and beautify our communities while supporting local biodiversity. AGF employees have helped plant over 1,000 trees.

The Prosperity Project

AGF is a corporate partner of The Prosperity Project, a not-for-profit organization founded with a mission to identify and remove the systemic barriers and biases that impede the advancement of women in the economy, limiting their – and Canada's – opportunity for increased prosperity.

The Prosperity Project is dedicated to creating a world where all women can thrive and break through the biases and barriers that hinder their success promoting gender equity and diversity in the workplace, recognizing their vital role in driving Canada's economic prosperity.

Judy Goldring, AGF's President and Head of Global Distribution and Cybele Negris, a member of AGF's Board of Directors are founding visionaries of The Prosperity Project.

United Way

AGF is a longtime supporter of the United Way and the work they do to fight local poverty and its interconnected challenges. AGF runs an annual employee campaign to raise funds to help the United way in its efforts to provide urgent support to community agencies across Canada and drive innovative solutions for lasting change and a better tomorrow.

Women in Asset Management

Ivey Business School's Women in Asset Management program offers in-class and paid internship experiences for young women and is designed to help bridge the gender gap by increasing the number of women in Canada's asset management industry.

Women in ETFs

Women in ETFs (WE) is the first women's group for the ETF industry. Founded in January 2014, WE is a non-profit organization that brings together over 4,400 members, including women and men, in chapters in major financial centres across the United States, Canada, Europe, the Middle East, Africa, and Asia Pacific to further the careers of women by leveraging our collective skill and ambition.

100 Women in Finance

100 Women in Finance (100WF) is an organization committed to building a more diverse and gender equitable finance industry by promoting diversity of thought, raising visibility and empowering women to find their personal path to success. With our shared goal to advance the careers of women, AGF is a proud sponsor of 100WF and committed to providing our employees with resources, opportunities and tools that enable them to achieve their fullest potential.

Employee Disclosures[1,2]

	2024	2023	2022	2021	2020
Employees By Region					
Canada	597	598	617	614	601
Rest of World	18	16	16	17	17
Total All Regions	615	614	633	631	618
Employees By Age					
Total Under 30	81	72	65	64	72
Age 30-50	345	361	394	380	377
Over 50	189	181	174	187	169
Permanent Under 30	73	66	59	57	67
Permanent 30-50	342	361	393	380	375
Permanent Over 50	189	181	174	187	168
Temporary Under 30	8	6	6	7	5
Temporary 30-50	3	0	1	0	2
Temporary Over 50	0	0	0	0	1
Full-time Under 30	81	71	65	62	72
Full-time 30-50	345	360	392	378	375
Full-time Over 50	186	178	170	183	164
Part-time Under 30	0	1	0	2	0
Part-time 30-50	0	1	2	2	2
Part-time Over 50	3	3	4	4	5
Employees By Gender					
Beginning in 2022, AGF is disclosing gender of employees as self-identified, please see 'DEI Self-Identity' section on page 39.					
Total Female				302	298
Total Male				329	320
Total Other				–	–
Permanent Female				300	296
Permanent Male				324	314
Permanent Other				–	–
Temporary Female				2	2
Temporary Male				5	6
Temporary Other				–	–
Full-time Female				297	292
Full-time Male				326	319
Full-time Other				–	–
Part-time Female				5	6
Part-time Male				3	1
Part-time Other				–	–

1 All data sourced is as of November 30.
2 Beginning in 2023 data excludes employees on long term disability.

	2024	2023	2022	2021	2020
Employee Turnover					
Voluntary total turnover – permanent employees	51	48	77	43	42
% voluntary turnover of permanent employees	8.5%	8.0%	12.3%	7.1%	7.0%
Involuntary total turnover – permanent employees	30	41	19	12	25
% involuntary turnover of permanent employees	5.0%	6.8%	3.1%	2.0%	4.2%
Employee Training & Education					
% of employees receiving performance reviews	97.5%	90.7[3]%	–	–	–
Total dollars given to employees to fund education & training	381,797	396,478	284,766	145,587	233,212
Our Executive Management Team					
Total Executive Team	6	6	6	5	5
Executive Team Female	1	1	2[4]	1	1
Executive Team Male	5	5	4	4	4

DEI Self-Identity

The majority of AGF employees are domiciled in Canada, with most in the province of Ontario. In accordance to the Ontario Human Rights Code (the Code), data collection that identifies people on the basis of race, disability, sexual orientation and other Code groups must be on Code-grounds for a Code-consistent purpose and in accordance with Canada's human rights legislative framework. The least intrusive means of data collection that assures anonymity is considered best practice, such as through a self-identification survey. As such, beginning in 2022 AGF began reporting the breakdown of employees by race and gender as self-identified by employees through a voluntary survey.

Gender Self-Identity[5]	2024	2023	2022
Full-time female	39.0%	38.3%	35.9%
Full-time male	40.0%	38.3%	33.9%
Full-time prefer not to answer	3.1%	3.4%	3.0%
Did not disclose	17.9%	20.0%	27.2%
Management Team (VP+) Female	20.5%	21.1%	20.5%
Management Team (VP+) Male	55.1%	53.9%	52.1%
Management Team (VP+) Prefer not to answer	1.3%	1.3%	1.4%
Management Team (VP+) Did not disclose	23.1%	23.7%	26.0%

[3] In 2023 AGF introduced a new performance review framework that included active salaried employees.
[4] Includes Interim Role
[5] Gender Self-Identity: Response options included; Male, Female, Non-Binary, Transgender, 2-Spirit, Other, Self-Describe and Prefer Not To Answer, Did not disclose

Race Self-Identity[6]	2024	2023	2022
Full-time Black	5.6%	5.1%	4.3%
Full-time Asian	29.7%	27.9%	24.6%
Full-time Indigenous	0.2%	0.2%	0.2%
Full-time Latin American & Hispanic	1.0%	0.8%	0.3%
Full-time Middle Eastern	1.1%	1.2%	1.2%
Full-time White	34.0%	33.8%	32%
Full-time Two or more races	3.9%	3.9%	3.5%
Full-time Other	1.5%	1.6%	1.6%
Full-time Prefer not to answer	5.2%	5.6%	5.3%
Did not disclose	17.8%	19.9%	27.2%
Management Team (VP+) Asian	11.5%	11.9%	11.0%
Management Team (VP+) Middle Eastern	1.3%	1.3%	1.4%
Management Team (VP+) White	59.0%	59.2%	57.5%
Management Team (VP+) Two or more races	2.5%	2.6%	2.7%
Management Team (VP+) Other	1.3%	–	–
Management Team (VP+) Prefer not to answer	1.3%	1.3%	1.4%
Management Team (VP+) Did not disclose	23.1%	23.7%	26.0%

Board of Directors

Race Self-Identity[6]	2024	2023
Directors Black	11.1%	12.5%
Directors White	77.8%	75%
Directors Two or more races	11.1%	12.5%

Board of Directors	2024	2023	2022	2021	2020
Total Board Directors	9	8	11	10	10
Executive Board Members	3	3	3	3	3
Non-Executive Board Members	6	5	8	7	7
Directors Female	4	3	4	4	4
Directors Male	5	5	7	6	6
Directors Other	–	–	–	–	–
Directors Over 70	1	1	3	3	3
Directors Between 60-70	4	3	3	2	2
Directors Under 60	4	4	5	5	5
Average Number of Years Board Tenure	9.2	9.25	12.86	13.4	12.4
Independent Board Members	6	5	7	6	6
% Board Independence	67%	63%	63%	60%	60%
% Audit Committee Independence	100%	100%	100%	100%	100%
% Nominating & Corporate Governance Committee Independence	100%	100%	100%	100%	100%
% Human Resources and Compensation Committee Independence	100%	100%	100%	100%	100%
Average Board Attendance Rate	97%	94%[7]	99%	98%	99%

[6] Race/Ethnicity Self-Identity: Response options included; White, Asian, Latin/Hispanic, Middle Eastern, Indigenous, Black, Other, Two Or More Races, Prefer Not To Answer, Did not disclose
[7] A director was unable to attend certain meetings due to personal circumstances.

Ethics & Compliance

<table>
<tr><th>2024</th><th>2023</th><th>2022</th><th>2021</th><th>2020</th></tr>
<tr><td colspan="5">Percentage and number of registered employees with a record of investment-related investigations, consumer-initiated complaints, private civil litigations, or other regulatory proceedings</td></tr>
<tr><td>AGF and its operating subsidiaries[8] did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2024.</td><td>AGF and its operating subsidiaries[8] did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2023.</td><td>AGF and its operating subsidiaries[8] did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2022.</td><td>AGF and its operating subsidiaries[8] did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2021.</td><td>AGF and its operating subsidiaries[8] did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2020.</td></tr>
<tr><td colspan="5">Total amount of monetary losses as a result of legal proceedings associated with marketing and communication of financial product-related information to new and returning customers[9]</td></tr>
<tr><td>AGF and its operating subsidiaries did not have any registered employees with a record of investment-related investigations, complaints, civil litigations or other regulatory proceedings in 2024.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with marketing and communication of financial product-related information in 2023.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with marketing and communication of financial product-related information in 2022.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with marketing and communication of financial product-related information in 2021.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with marketing and communication of financial product-related information in 2020.</td></tr>
<tr><td colspan="5">Incidents of non-compliance with regulations and voluntary codes concerning product and service information and labeling in core documents. Core documents are those required under securities legislation in connection with distributions and continuous disclosure and include: prospectuses, MRFPs, fund financial statements, AIF, Fund Facts[10]</td></tr>
<tr><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2024.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2023.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2022.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2021.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2020.</td></tr>
<tr><td colspan="5">Incidents of non-compliance with regulations and voluntary codes concerning marketing communications, including advertising, promotion and sponsorship by type of outcomes[11]</td></tr>
<tr><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2024.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2023.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2022.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2021.</td><td>AGF and its operating subsidiaries did not have any significant incidents of non-compliance in 2020.</td></tr>
<tr><td colspan="5">Total amount of monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations[9]</td></tr>
<tr><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations in 2024.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations in 2023.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations in 2022.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations in 2021.</td><td>AGF and its operating subsidiaries did not have any monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations in 2020.</td></tr>
<tr><td colspan="5">Substantiated complaints regarding breaches of customer privacy and losses of customer data[12]</td></tr>
<tr><td>AGF and its operating subsidiaries did not have any substantiated complaints in 2024.</td><td>AGF and its operating subsidiaries did not have any substantiated complaints in 2023.</td><td>AGF and its operating subsidiaries did not have any substantiated complaints in 2022.</td><td>AGF and its operating subsidiaries did not have any substantiated complaints in 2021.</td><td>AGF and its operating subsidiaries did not have any substantiated complaints in 2020.</td></tr>
</table>

[8] AGF and its operating subsidiaries include AGF Investments Inc., AGF Investments America Inc., AGF Investments LLC, AGF International Advisors Company Limited, Cypress Capital Management Limited, Cypress Capital Management US Limited, Doherty & Associates Limited, Highstreet Asset Management Inc., Kensington Capital Partners Limited and Kensington Capital Advisors Inc.

[9] Requires final determination in a legal proceeding.

[10] Non-compliance is defined as material misstatements in core documents that would require AGF or its subsidiaries to amend documents, refile with the regulators and remedy with clients.

[11] Non-compliance is defined as material misstatements that would require AGF or its subsidiaries to amend documents and remedy with clients. Marketing communications include corporate marketing materials, sales communications and advertising, including sponsorships that are covered by the Mutual Fund Sales Practices Rule.

[12] Substantiated complaints are defined as complaints substantiated by the Office of the Privacy Commissioner of Canada, provincial or state privacy commissions, European Data Protection Board or other applicable privacy regulator.

The Board of Directors

Mandate of the Board

AGF's Board is responsible for the stewardship of the Corporation, including overseeing the conduct of the business and affairs of the Corporation. The Board has a written charter that is reviewed annually. All material relating to the strategic plan, which takes into account the risks and opportunities of the business, is reviewed at least annually by the Board and discussed with management. Any transaction having a significant impact on the strategic plan and other significant decisions that affect the AGF Group of Companies is approved by the Board. It assesses the effectiveness of the Board committees based on reports from the committees. In addition, each director annually completes a Board and Board Committee Effectiveness Evaluation questionnaire and a Self-Assessment questionnaire, the results of which are taken into consideration for the annual election of directors and appointment of Board committee members. The Board appoints the Chief Executive Officer and other executive officers.

The Board meets with senior executives on a regular basis to receive and consider reports on the affairs of the Corporation. The Board expects these reports to be comprehensive, accurate and timely. All material communications to shareholders are approved by the Board. Additionally, the Board reviews and approves annual and interim reports to shareholders, including financial statements and management's discussion and analysis.

Independence from Management

AGF Management Limited's Board had nine directors, as of November 30, 2024, the majority of whom were independent from management. The following are the independent directors: Jane Buchan, Ian Clarke, Laura Dottori-Attanasio, Charles Guay, Cybele Negris, and G. Wayne Squibb, who is the lead director. The lead director, or in their absence, an acting lead director, chairs the meetings of the independent directors to ensure the independent directors have regular opportunities to meet and discuss issues without management present. The following directors are not independent due to their current or former roles in management at AGF: Blake C. Goldring, Executive Chairman of AGF; Judy G. Goldring, President & Head of Global Distribution of AGF; and Kevin McCreadie, Chief Executive Officer and Chief Investment Officer of AGF. Blake C. Goldring indirectly owns all of the voting shares of Goldring Capital Corporation, which owns 100% of the voting shares of the Corporation. Blake C. Goldring and Judy G. Goldring are indirect shareholders of Goldring Capital Corporation and are parties to a unanimous shareholders' agreement.

Blake C. Goldring

Jane Buchan

Ian L.T. Clarke

Laura Dottori-Attanasio

Judy G. Goldring

Charles Guay

Kevin McCreadie

Cybele Negris

G. Wayne Squibb

Blake C. Goldring, C.M., OONT, M.S.M., CD, CFA

Executive Chairman, AGF Management Limited

Blake C. Goldring joined the AGF Board of Directors in 2000 and is the Executive Chairman of AGF Management Limited (AGF).

As Executive Chairman, Blake provides guidance and counsel to the CEO in setting the mission, vision and strategic direction for the firm. He also provides counsel to AGF's Executive Management Team and plays a key role supporting the firm's strategic relationships. At the same time, he provides leadership to AGF's Board of Directors in carrying out its collective responsibilities to supervise the management of the business and affairs of the company.

Blake first joined the firm in 1987 and held a series of senior positions before being appointed President in 1997, CEO in 2000, and CEO and Chairman in 2006.

Goldring sits on a number of boards, including the C.D. Howe Institute and the Lawrence Centre for Public Policy and Management. He is also the founder and Chair of Canada Company, a non-partisan charity devoted to supporting Canadian Armed Forces members, veterans and their families.

Blake has received numerous honours, including being named a Member of the Order of Ontario and a Member of the Order of Canada. He also holds a Doctorate of Humane Letters from Victoria University at the University of Toronto and Honorary Doctorates of Laws from the University of Toronto and the Royal Military College.

He holds an Honours BA in Economics from the University of Toronto and an MBA from INSEAD in France. Blake is also a member of the Toronto Society of Financial Analysts, a CFA® charterholder and a Fellow of the Institute of Canadian Bankers.

Jane Buchan PHD, CAIA (2017)

Chief Executive Officer, Martlet Asset Management LLC

Jane Buchan joined the AGF Board of Directors in 2017. She is Chair of the Human Resources and Compensation Committee and a member of the Nominating and Corporate Governance Committee and the Audit Committee. Jane is the Chief Executive Officer of Martlet Asset Management, a private business. She is currently Chair and a Trustee of the Standards Board of Alternative Investments (SBAI). Previously, she was the CEO of Pacific Alternative Asset Management Company (PAAMCO) where she co-founded the firm and grew it to over $32 billion (PAAMCO Prisma) at her retirement. She also served as Director and Chairwoman of the Board for the Chartered Alternative Investment Analyst Association (CAIA) until 2018, and as a member of the Board of Directors for Globe Life Inc. (NYSE: GL) from 2005 until 2024.

Jane serves as a member of the Board of Directors for IMMIX (NASDAQ:IMMX) as well as one private company. She is a founding Angel for 100 Women in Finance, a Trustee and Chair of the Investment Committee for Reed College, a Trustee and Chair of the Investment Committee for the Arnold & Mabel Beckman Foundation, a Trustee and member of the investment committee for the University of California, Irvine Foundation among other philanthropic activities.

She holds a BA in Economics from Yale University, and a MA and PhD in Business Economics/ Finance from Harvard University.

Ian L.T. Clarke CA, FCA, ICD.D (2022)

Corporate Director

Ian Clarke joined the AGF Board of Directors in 2022. He is Chair of the Audit Committee and a member of the Human Resources and Compensation Committee.

Before retiring in 2022, Ian was Chief Financial Officer and a Board Member for the Greater Toronto Airports Authority. During his tenure at the GTAA he also took on responsibility for Commercial and Business Partnerships and Strategy and Business Analytics.

Prior to this, Ian was Chief Financial Officer, Business Development at Maple Leaf Sports and Entertainment Ltd. ("MLSE") for 26 years. During his tenure at MLSE Ian was responsible for finance, administration, regulatory filings, collective bargaining negotiations, bond and loan restructuring. In this role, he led the financial due diligence and tax structuring of the Raptors and Air Canada Centre acquisition by Maple Leaf Gardens Ltd. He also led and negotiated the acquisition of the Toronto FC expansion, the development of BMO Field and the Maple Leaf Square project.

Ian is a Board member for the Canadian Olympic Committee and Altria Group Inc. He is also a Board member for First Capital Reit serving as Chair of the Audit and Risk Committee.

He was previously a Board Member for the Toronto Foundation and St. Michael's Hospital. He has led 10 volunteer missions to New Orleans, Jamaica and Kenya, building three schools, 14 homes and raising over a $1 million.

Ian is a Fellow Chartered Accountant and holds an Institute of Corporate Directors, Director designation.

Laura Dottori-Attanasio (2024)

Chief Executive Officer, Element Fleet Management

Laura Dottori-Attanasio joined the AGF Board of Directors in 2024 and is a member of the Audit Committee and Human Resources and Compensation Committee.

She is the CEO of Element Fleet Management, the largest publicly traded pure-play automotive fleet manager in the world.

Before joining Element, Laura led the Personal and Business Banking division at one of Canada's largest financial institutions. Prior to this role, she oversaw the institution's Risk Management activities as the Chief Risk Officer and the Global Corporate Banking and Trading Room Credit in the Capital Markets division.

Laura actively contributes to various organizations, currently serving as a board member for Canadian Foundation for Physically Disabled Persons "A Seat at the Table," co-chairing the Fundraising Committee for the Children's Aid Foundation of Canada, and the Surgical Tower Campaign for the UHN Foundation.

Laura's efforts and dedication have been recognized with the following honours Outstanding Volunteer Award from the Association of Fundraising Professionals, King Clancy Award from the Canadian Foundation for Physically Disabled Persons, WXN Top 100 'Most Powerful Women in Canada' Hall of Fame and The Globe and Mail's Report on Business New CEO of the Year.

Laura holds a bachelor's degree in finance and economics from Western University and is fully bilingual in English and French. In 2022, she was conferred an honorary Doctor of Laws degree from Ontario Tech University.

Judy G. Goldring LL.B, LL.D, ICD.D (2007)

President and Head of Global Distribution, AGF Management Limited

Judy Goldring joined the AGF Board of Directors in 2007 and is President and Head of Global Distribution at AGF Management Limited. In this role, she oversees the execution of strategic plans in support of business priorities, counsels the CEO on business planning and provides direction for corporate initiatives. She also brings unified accountability to and fosters greater synergies across AGF's global distribution channels.

In addition, Judy is responsible for the firm's Human Resources function and AGF's Private Client businesses. She is a member of the AGF Mutual Funds Board and the Executive Management Team where she assists in the development and execution of AGF's strategy.

Judy is the Chair of the Investment Funds Institute of Canada. She is also a lead fundraiser in the Juvenile Diabetes Research Foundation's $100million Campaign to Accelerate and Co-Chair of the "Defy Gravity" Campaign for Victoria University at the University of Toronto.

She received a Bachelor of Arts in Economics from the University of Toronto and earned her Bachelor of Laws (LL.B) from Queen's University. She is a member of the Law Society of Upper Canada and has been a member of the Canadian Bar Association since 1993.

She received an Honorary Doctorate of Laws (LL.D) from the University of Toronto in 2019 and from Ontario Tech University in 2023. She is a successful graduate of the Competent Boards ESG Certificate Program.

Charles Guay (2017)

President, SuccessFinder

Charles Guay joined the AGF Board of Directors in 2017 and is Chair of the Nominating and Corporate Governance Committee and a member of the Human Resources and Compensation Committee.

He is a recognized executive business leader and entrepreneur. Since 2018, Charles has been the President of SuccessFinder, a leading HR Tech company, providing organizations with a powerful talent predictive analytics platform for leadership assessment and development. He is also the Founder & CEO of CG&CO, a strategic consulting & executive coaching firm.

Previously, Charles has built a successful 25-year track record in the financial services industry, rapidly moving up the ladder of leadership in executive roles. He served as President & CEO of Standard Life Canada, President & CEO Manulife Quebec, EVP Institutional Markets for Manulife, and President & CEO of National Bank Investments. He started his career as an investment advisor at RBC Dominion Securities.

Charles has served and serves on several boards of directors and advisory committees, including Pomerleau, Cossette, Baril and SuccessFinder. He is actively involved in many charitable organizations such as Notre-Dame College Foundation and Procure.

Charles is a frequent guest speaker at the University of Montreal HEC, where he discusses Ethical Leadership. He has received numerous awards, including the "Top 40 under 40", Arista Quebec Young Executive of the Year, and the Hermès Career Achievement Award from his alma mater, Laval University.

Charles holds a business and finance degree from Laval University and is fully bilingual in English and French.

Kevin McCreadie MBA, CFA (2018)

Chief Executive Officer and Chief Investment Officer, AGF Management Limited

Kevin McCreadie joined the Board of Directors in 2018 and is the Chief Executive Officer (CEO) and Chief Investment Officer (CIO) of AGF Management Limited.

In the role of CEO, he is responsible for the overall success of AGF, overseeing the firm's mission, vision and strategic direction. He also leads AGF's Executive Management Team and serves as its liaison with AGF's Board of Directors. As CIO, Kevin provides direction and leadership to AGF's investment management teams and leads the firm's global institutional business.

He brings more than 35 years of investment management experience to AGF, with extensive expertise in retail and institutional asset management, direct portfolio management and over a decade of combined experience as CIO for two major U.S. financial services firms.

Before joining AGF, Kevin served as President and CIO of PNC Capital Advisors, LLC, a division of PNC Financial Services Group, one of the largest diversified financial services organizations in the United States. In this role, he was responsible for leading the firm's institutional business and overseeing more than $58 billion in AUM.

He earned an MBA in Finance from the Wharton Graduate School of Business and holds the Chartered Financial Analyst (CFA®) designation.

Cybele Negris ICD.D, GCB.D (2022)

CEO and Co-Founder of Webnames.ca

Cybele Negris joined the AGF Board of Directors in 2022 and is a member of the Nominating and Corporate Governance Committee and the Human Resources and Compensation Committee.

She is a tech CEO, serial entrepreneur, experienced corporate director, sought-after speaker, mentor, columnist and a Hall of Fame inductee of Canada's Top 100 Most Powerful Women.

Cybele is CEO and Co-Founder of Webnames.ca, Canada's original .CA Registrar and Webnames Corporate, a leader in domain name portfolio management and security for corporations and government.

She currently serves on the boards of several leading Canadian businesses, not-for-profits and institutions – including the Royal Canadian Mint – and brings insights gained from her extensive business and governance experience. She was named to the Women's Executive Network (WXN) Canada's Top 100 Most Powerful Women list four times and the PROFIT W100 list of Canada's Top Female Entrepreneurs for nine consecutive years. She has also been recognized as one of Business In Vancouver's Influential Women in Business, BC500 Most Influential Business Leaders for three years, and Top 40 Under 40.

She has been Vice-Chair to the Minister of Jobs Economic Development and Innovation on the Permanent BC Small Business Roundtable since 2009. As former Vice-Chair and current director of Science World, she's a champion of the annual Girls & STEAM event and instrumental in attaining the annual Proclamation by the BC government of November 1-7 as Women and Girls in STEAM week over the past six years. She also serves on the board of Telus Vancouver & Coastal Community board. As a Founding Visionary of the Prosperity Project, Cybele is actively involved in work to help mitigate the disproportionate impacts of COVID-19 on Canadian women and co-chaired their Mentorship Program from 2021 to 2024.

G. Wayne Squibb (2009)

President and CEO, Realstar Group and Lead Director, AGF

G. Wayne Squibb has been a member of the AGF Board of Directors since 2009 and Lead Director since 2018. He is also a member of the Nominating and Corporate Governance Committee, Audit Committee and Human Resources and Compensation Committee.

He is the co-founder of Realstar Group and has been CEO since 1983. Realstar Group is one of the leading real estate investment and management companies in Canada focusing on strategic investing in the multi-unit residential rental, hospitality, and sports/entertainment sectors in Canada and the United Kingdom. The company holds the Canadian master franchise rights to the Days Inn, Motel 6 and Studio 6 hotel brands and previously owned and operated Delta Hotels and Resorts.

G. Wayne Squibb has for many years been an active community minded citizen, serving on not-for profit and corporate boards such as St. Michaels Hospital, Sunnybrook Health Sciences Centre, Governor of University of New Brunswick, St. Georges College, Bishop Strachan School, and Director of Canada's National Ballet, Sony Centre for Performing Arts and Toronto Community Foundation, among others.

G. Wayne Squibb holds a Bachelor of Arts and an Honorary Doctorate of Letters Degree from the University of New Brunswick.

Committees of the Board

The Board has established three committees: the Nominating and Corporate Governance Committee, the Audit Committee and the Human Resources and Compensation Committee. The key responsibilities under the mandate of each committee are described below. Each Chair, who is an independent director, is responsible for directing the meetings of the committee and for ensuring that the roles and responsibilities of the committee have been met. The Chair of the committee is also responsible for reporting to the Board on those matters that the committee has dealt with since the last regular meeting of the Board. Each committee regularly examines its effectiveness in fulfilling its roles and responsibilities and reports its findings to the Board. The committees may convene meetings without management present whenever the committees feel it is necessary. Each Chair also acts as a liaison between management and the Board. As of November 30, 2024, the Committees of the Board comprised of:

Committee	Members	Key Responsibilities
Nominating and Corporate Governance Committee	Charles Guay (chair) Jane Buchan Cybele Negris G. Wayne Squibb	» Review, at least annually, committee charter as well as the charters of the Board and Board committees and recommend to the Board the adoption of or amendment to such charters. » Consider the size and composition of the Board to facilitate effective decision-making and make recommendations to the Board on changes to board composition. » Identify, review and make recommendations to the Board regarding new director nominees. » Evaluate the contribution of each individual director.
Audit Committee	Ian Clarke (chair) G. Wayne Squibb Jane Buchan Laura Dottori-Attanasio	» Oversee the integrity of financial reporting. » Oversee internal controls and disclosure controls. » Oversee the performance of the internal audit function, including the resolution of disagreements between management and the internal auditor regarding internal controls. » Oversee adequacy of compliance policies and review reports from regulators. » Be directly responsible for the selection, compensation, retention and oversight of the work of the external auditors, including the resolution of disagreements between management and the external auditors. The external auditors report directly to the committee.
Human Resources and Compensation Committee	Jane Buchan (chair) Ian Clarke Charles Guay Cybele Negris G. Wayne Squibb Laura Dottori-Attanasio	» Review, assess and oversee human resources programs, including the executive compensation policies of the AGF group of companies and to monitor the overall effectiveness of such programs in achieving the Corporation's strategic objectives. » Annually review compensation and performance objectives of the CEO and other senior executive officers, CEO position description, and compensation and incentive plans » Review executive share ownership guidelines, public disclosure on executive compensation, succession planning, and oversee the Corporation's diversity, equity and inclusion practices. » Review Director compensation and board share ownership requirements

Board of Directors and Executive Officers

Board of Directors

Blake C. Goldring, C.M., OONT, M.S.M., CD, CFA[1]
Jane Buchan, PHD, CAIA[7]
Ian Clarke, CA, FCA, ICD.D[3]
Laura Dottori-Attanasio
Judy G. Goldring, LL.B, LL.D, ICD.D
Charles Guay[6]
Kevin McCreadie, MBA, CFA
Cybele Negris ICD.D, GCB.D
G. Wayne Squibb[8]

Mutual Fund Corporations and Trusts

John B. Newman[3,4]
Louise Anne Morwick, CFA[2]
Paul Hogan[5]
Judy G. Goldring, LL.B, LL.D, ICD.D
Blake C. Goldring, C.M., OONT, M.S.M., CD, CFA
Jamie Bowland

AGF International Advisors Company Limited

Blake C. Goldring, C.M., OONT, M.S.M., CD, CFA
Michael C. Brady[3]
Brian Brennan
David M. Kennedy[2]
Richard McGrath

Executive Officers

Blake C. Goldring, C.M., OONT, M.S.M., CD, CFA
Executive Chairman

Kevin McCreadie, MBA, CFA
Chief Executive Officer and Chief Investment Officer

Judy G. Goldring, LL.B, LL.D, ICD.D
President and Head of Global Distribution

Chris Jackson
Chief Operating Officer

Ken Tsang, CFA, CPA, MBA
Chief Financial Officer

Ash Lawrence, MBA
Head of AGF Capital Partners

[1] Executive Chairman of the Board of AGF Management Limited
[2] Chair of the Board
[3] Chair of the Audit Committee
[4] Chair of the Audit Advisory Committee
[5] Chairman of the IRC
[6] Chair of the Nominating and Corporate Governance Committee of AGF Management Limited
[7] Chair of the Human Resources and Compensation Committee of AGF Management Limited
[8] Lead Director

Caution Regarding Forward-Looking Statements

This Management's Discussion and Analysis (MD&A) includes forward-looking statements about the Company, including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as 'expects,' 'estimates,' 'anticipates,' 'intends,' 'plans,' 'believes' or negative versions thereof and similar expressions, or future or conditional verbs such as 'may,' 'will,' 'should,' 'would' and 'could.' In addition, any statement that may be made concerning future financial performance (including income, revenues, earnings or growth rates), ongoing business strategies or prospects, fund performance, and possible future action on our part, is also a forward-looking statement. Forward-looking statements are based on certain factors and assumptions, including expected growth, results of operations, business prospects, business performance and opportunities. While we consider these factors and assumptions to be reasonable based on information currently available, they may prove to be incorrect. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about our operations, economic factors and the financial services industry generally. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by us due to, but not limited to, important risk factors such as level of assets under our management, volume of sales and redemptions of our investment products, performance of our investment funds and of our investment managers and advisors, client-driven asset allocation decisions, pipeline, competitive fee levels for investment management products and administration, and competitive dealer compensation levels and cost efficiency in our investment management operations, as well as general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, taxation, changes in government regulations, unexpected judicial or regulatory proceedings, technological changes, cybersecurity, the possible effects of war or terrorist activities, outbreaks of disease or illness that affect local, national or international economies, natural disasters and disruptions to public infrastructure, such as transportation, communications, power or water supply or other catastrophic events, and our ability to complete strategic transactions and integrate acquisitions, and attract and retain key personnel. We caution that the foregoing list is not exhaustive. The reader is cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. Other than specifically required by applicable laws, we are under no obligation (and expressly disclaim any such obligation) to update or alter the forward-looking statements, whether as a result of new information, future events or otherwise. For a more complete discussion of the risk factors that may impact actual results, please refer to the 'Risk Factors and Management of Risk' section of the 2024 Annual MD&A.

Financial Highlights

Three months ended (in millions of Canadian dollars, except share data)	Nov. 30, 2024	Aug. 31, 2024	May 31, 2024	Feb. 29, 2024	Nov. 30, 2023	Aug. 31, 2023	May 31 2023	Feb. 28, 2023
AUM & fee-earning assets[1]	**$ 53,606**	$ 49,702	$ 47,844	$ 45,012	$ 42,180	$ 42,259	$ 41,204	$ 41,928
Mutual fund net sales (redemptions)	**5**	14	(112)	(125)	(224)	(151)	77	221
Total net revenue[2]	**104.8**	102.0	97.0	103.0	78.3	84.0	95.8	80.1
Total adjusted net revenue[2]	**105.8**	99.8	97.0	103.0	78.3	84.0	95.8	80.1
SG&A[3]	**70.2**	66.3	68.2	57.9	52.9	50.2	53.0	53.0
Adjusted SG&A[2,3]	**66.2**	59.6	60.0	53.5	50.7	50.3	51.9	52.8
EBITDA[2]	**36.9**	33.0	26.6	45.1	25.4	33.8	42.8	27.1
Adjusted EBITDA[2]	**39.6**	40.2	37.0	49.5	27.6	33.7	43.9	27.3
Net income – equity owners of the Company	**28.7**	20.3	18.1	30.5	16.8	23.0	30.3	17.6
Adjusted net income – equity owners of the Company[2]	**29.8**	24.5	23.6	33.7	18.5	22.9	31.2	17.8
Earnings per share – equity owners of the Company								
Basic	**$ 0.45**	$ 0.31	$ 0.28	$ 0.47	$ 0.26	$ 0.35	$ 0.46	$ 0.27
Diluted	**0.43**	0.30	0.27	0.46	0.25	0.34	0.45	0.26
Adjusted diluted[2]	**0.45**	0.37	0.35	0.51	0.28	0.34	0.46	0.27
Free cash flow[2]	**21.4**	29.1	23.7	21.2	20.4	22.9	20.6	19.5
Dividends per share	**0.115**	0.115	0.115	0.110	0.110	0.110	0.110	0.100
Long-term debt	**14.7**	44.9	79.9	39.8	5.8	5.8	19.7	29.6
Average basic shares	**64,375,093**	64,414,440	64,611,582	64,648,897	64,572,595	65,018,132	65,365,263	64,869,861
Average fully diluted shares	**67,126,886**	66,518,278	66,607,960	66,455,243	66,598,358	67,013,139	67,270,375	66,861,361

1 AUM represents assets under management. Fee-earning assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.

2 Total net revenue, adjusted net revenue, adjusted SG&A, EBITDA, adjusted EBITDA, adjusted net income, adjusted diluted earnings per share and free cash flow are not standardized earnings measures prescribed by IFRS. Descriptions of these non-IFRS measures, as well as others, and reconciliations to IFRS, where necessary, are provided in the MD&A. Certain comparative free cash flow figures have been restated to meet the definition of free cash flow. See the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

3 Selling, general, and administrative expenses. Adjusted SG&A exclude compensation expense relating to Kensington Capital Partners Limited's legacy long-term incentive plan, severance and other expenses and corporate development and acquisition related expenses.

Selected Quarterly and Annual Information

	Three months ended			Years ended	
(in millions of Canadian dollars, except share data)	Nov. 30, 2024	Aug. 31, 2024	Nov. 30, 2023	Nov. 30, 2024	Nov. 30, 2023
AUM end of the period					
AGF Investments					
Mutual funds	**$ 30,662**	$ 28,104	$ 24,459	**$ 30,662**	$ 24,459
ETFs and SMA	**2,537**	2,128	1,465	**2,537**	1,465
Segregated accounts and sub-advisory	**6,977**	6,430	6,774	**6,977**	6,774
AGF Private Wealth	**8,567**	8,186	7,341	**8,567**	7,341
AGF Capital Partners	**2,752**	2,774	46	**2,752**	46
Total AUM	**$ 51,495**	**$ 47,622**	**$ 40,085**	**$ 51,495**	**$ 40,085**
AGF Capital Partners fee-earning assets[1]	**2,111**	2,080	2,095	**2,111**	2,095
Total AUM and fee-earning assets[1] end of period	**$ 53,606**	**$ 49,702**	**$ 42,180**	**$ 53,606**	**$ 42,180**
Mutual fund net sales (redemptions)	**$ 5**	$ 14	$ (224)	**$ (218)**	$ (77)
Retail mutual fund net sales (redemptions)[2]	**14**	19	(194)	**(204)**	(41)
Net management, advisory and administration fees[3]	**83.6**	78.7	72.0	**318.4**	294.4
Adjusted selling, general and administrative[3]	**66.2**	59.6	50.7	**239.3**	205.6
Adjusted EBITDA[3]	**39.6**	40.2	27.6	**166.4**	132.5
Adjusted net income - equity owners[3]	**29.8**	24.5	18.5	**111.6**	90.3
Adjusted diluted earnings per share - equity owners[3]	**0.45**	0.37	0.28	**1.67**	1.34
Free cash flow[3]	**21.4**	29.1	20.4	**95.4**	83.4
SUPPLEMENTARY FINANCIAL INFORMATION					
Adjusted EBITDA[3]					
Adjusted EBITDA before AGF Capital Partners	**$ 27.2**	$ 27.6	$ 23.7	**$ 109.5**	$ 99.2
From AGF Capital Partners[4,5]	**12.4**	12.6	3.9	**56.9**	33.3
Adjusted EBITDA	**$ 39.6**	**$ 40.2**	**$ 27.6**	**$ 166.4**	**$ 132.5**
Adjusted diluted earnings per share – equity owners of the Company[3]					
Adjusted diluted earnings per share before AGF Capital Partners	**$ 0.31**	$ 0.25	$ 0.23	**$ 1.08**	$ 0.96
From AGF Capital Partners[4]	**0.14**	0.12	0.05	**0.59**	0.38
Adjusted diluted earnings per share	**$ 0.45**	**$ 0.37**	**$ 0.28**	**$ 1.67**	**$ 1.34**

[1] Fee-earnings assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.

[2] Net sales (redemptions) in retail mutual funds are calculated as reported mutual fund net sales (redemptions) less non-recurring institutional net sales (redemptions) in excess of $5.0 million invested in our mutual funds.

[3] For the definition of net management, advisory and administration fees, adjusted selling, general and administrative, adjusted EBITDA, adjusted net income, adjusted diluted earnings per share and free cash flow, see the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

[4] AGF Capital Partners represents share of profit of joint ventures, which are recorded under equity accounting, income from other fee-earning arrangements on the consolidated statement of income, long-term investments, which represents fair value adjustments and distributions related to long-term investments included in fair value adjustments and other income on the consolidated statement of income and new acquisition of Kensington Capital Partners Limited.

[5] EBITDA from AGF Capital Partners exclude corporate overhead costs.

Strategic and Financial Highlights

AUM and Sales

AGF reported $53.6 billion in assets under management and fee-earning assets as at November 30, 2024, compared to $49.7 billion as at August 31, 2024 and $42.2 billion as at November 30, 2023.

Interest rate uncertainty and political change in the U.S. and other countries could potentially contribute to higher volatility and could ultimately impact the trajectory of investment returns going into 2025. Equity markets may remain volatile even in a decreasing interest rate environment until the economic path becomes clearer. Sustained and material volatility in the financial markets has the potential to create market risk to the Company's capital position and profitability.

During the three months ended November 30, 2024, AGF reported mutual fund net sales of $5.0 million, compared to net sales of $14.0 million for the three months ended August 31, 2024 and net redemptions of $224.0 million in the comparative prior year period. Retail mutual fund[1] net sales were $14.0 million for the quarter compared to net sales of $19.0 million for the three months ended August 31, 2024 and net redemptions of $194.0 million in the comparative prior year quarter. For the year ended November 30, 2024, AGF reported mutual fund net redemptions of $218.0 million compared to net redemptions of $77.0 million in 2023. Retail mutual fund net redemptions were $204.0 million for the year compared to net redemptions of $41.0 million in 2023.

Investment Performance

As at November 30, 2024, the average percentile of AGF's mutual fund gross returns (before fees) over the past one year was 48% (2023 – 72%) and 41% over the past three years (2023 – 47%), with 1st percentile representing the best possible performance. Our investment performance remained strong, and the strength encompassed funds from across all key categories.

[1] Net sales (redemptions) in retail mutual funds are calculated as reported mutual fund net sales (redemptions) less non-recurring institutional net sales (redemptions) in excess of $5.0 million invested in our mutual funds.

Key Business Highlights

- AGF announced the closing of its strategic investment to acquire a majority interest in Kensington Capital Partners Limited (KCPL), one of Canada's leading alternative investment firms with $2.6 billion of assets under management, as part of AGF's strategic imperative to grow its alternatives business, AGF Capital Partners.
- AGF made a strategic investment in New Holland Capital, LLC (NHC), a New York based multi-strategy investment manager with more than US$6 billion in assets under management and more than 17 years of experience providing institutional investors with absolute return investment strategies across the liquidity spectrum. This transaction further grew AGF Capital Partners, AGF's alternatives business with the addition of absolute return-focused strategies and specialized credit investment capabilities.
- AGF appointed Laura Dottori-Attanasio to the AGF Board of Directors. Ms. Dottori-Attanasio is a renowned business leader with deep expertise in the financial sector and a track record of success across industries. This appointment further enhanced and diversified AGF's independent directors' collective experience and expertise.
- AGF Investments Inc. broadened its Canadian ETF offerings with the launch of ETF Series on long-running funds in key areas of focus for investors, including alternative assets and active fixed income. The launch built on AGF Investments Inc's commitment to provide investors with options to access capabilities in their preferred vehicles.
- AGF International Advisors Company Limited, a subsidiary of AGF, was once again accepted as a signatory to the UK Stewardship Code, a best-practice benchmark in investment stewardship.

Financial Highlights – Year Ended November 30, 2024

For the year ended November 30, 2024, AGF reported total adjusted EBITDA of $166.4 million, compared to $132.5 million for the prior year period. For the year ended November 30, 2024, AGF reported adjusted EBITDA margin of 30.4%, compared to 28.1% for the prior year period. The change is outlined below.

Net management, advisory and administration fees were $318.4 million for the year ended November 30, 2024, compared to $294.4 million for the prior year period. Net management, advisory and administration fees are directly related to our AUM levels, the proportion of AUM invested in various strategies (i.e., equity fund vs. fixed income fund) and related fees. Annualized net management, advisory and administration fees as a percentage of average AUM was 0.73% for the year ended November 30, 2024, compared to 0.74% for the prior year period. The net management, advisory and administration fee increase year over year as a result of higher AUM due to strong markets and a shift in asset mix for the year ended November 30, 2024.

Adjusted SG&A was $239.3 million for the year ended November 30, 2024, compared to $205.6 million for the prior year period. The year-over-year increase in adjusted SG&A was impacted by higher performance-based compensation as a result of our track record of investment performance and higher operating income recorded for the year ended November 30, 2024. In addition, the increase incorporates strategic investments made into the business to support our growth plan, including AGF Capital Partners, as well as increases driven by the market environment.

For the year ended November 30, 2024, adjusted EBITDA from AGF Capital Partners was $56.9 million, compared to $33.3 million for the prior year period. The increase in AGF's Capital Partners adjusted EBITDA is primarily related to higher fair value adjustments and distribution income recorded and the consolidation of KCPL results. AGF's Capital Partners long-term investments can be variable year to year and can be impacted by fair value adjustments, timing of monetizations and cash distributions.

For the year ended November 30, 2024, adjusted diluted earnings per share attributable to equity owners of the Company was $1.67, compared to $1.34 for the prior year period. The AGF Capital Partners business contributed $0.59 for the year ended November 30, 2024, compared to $0.38 for the prior year period.

Financial Highlights – Quarter Ended November 30, 2024

For the three months ended November 30, 2024, AGF reported total adjusted EBITDA of $39.6 million, compared to $40.2 million for the three months ended August 31, 2024 and $27.6 million in the comparative prior year period. For the three months ended November 30, 2024, AGF reported adjusted EBITDA margin of 27.8%, compared to 29.7% for the three months ended August 31, 2024 and 25.0% in the comparative prior year period. The change is outlined below.

Net management, advisory and administration fees were $83.6 million for the three months ended November 30, 2024, compared to $78.7 million for the three months ended August 31, 2024 and $72.0 million in the comparative prior year period. Net management, advisory and administration fees are directly related to our AUM levels, the proportion of AUM invested in various strategies (i.e., equity fund vs. fixed income fund) and related fees. Annualized net management, advisory and administration fees as a percentage of average AUM was 0.72% for the three months ended November 30, 2024, compared to 0.71% for the three months ended August 31, 2024 and 0.74% for the comparative prior year period. The net management, advisory and administration fees increased quarter over quarter as a result of strong markets and a shift in asset mix for the three months ended November 30, 2024.

Adjusted SG&A was $66.2 million for the three months ended November 30, 2024, compared to $59.6 million for the three months ended August 31, 2024 and $50.7 million for the comparative prior year period. The increase in adjusted SG&A from prior year reflects the acquisition of KCPL, strategic investments made into the business to support our growth plan, including AGF Capital Partners, as well as increases driven by higher performance-based compensation and the market environment.

For the three months ended November 30, 2024, adjusted EBITDA from AGF Capital Partners was $12.4 million, compared to $12.6 million for the three months ended August 31, 2024 and $3.9 million for the comparative prior year period. The increase from prior year in AGF's Capital Partners adjusted EBITDA is primarily related to higher fair value adjustments and distribution income recorded and the consolidation of KCPL results. AGF's Capital Partners long-term investments can be variable quarter to quarter and can be impacted by fair value adjustments, timing of monetizations and cash distributions.

For the three months ended November 30, 2024, adjusted diluted earnings per share attributable to equity owners of the Company was $0.45, compared to $0.37 for the three months ended August 31, 2024 and $0.28 for the comparative prior year period. The AGF Capital Partners business contributed $0.14 for the three months ended November 30, 2024, compared to $0.12 for the three months ended August 31, 2024 and $0.05 for the comparative prior year period.

Management's Discussion and Analysis

This Management's Discussion and Analysis (MD&A) is as of January 21, 2025 and presents an analysis of the financial condition of AGF Management Limited (AGF or the Company) and its subsidiaries for the three months and year ended November 30, 2024, compared to the three months and year ended November 30, 2023. The MD&A should be read in conjunction with the Consolidated Financial Statements for the year ended November 30, 2024 Annual Report. The financial statements for the year ended November 30, 2024, including required comparative information, have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS), unless otherwise noted. References to IFRS are equivalent to IFRS Accounting Standards in the Consolidated Financial Statements.

We also utilize non-IFRS financial measures to assess our overall performance and facilitate a comparison of quarterly and full-year results from period to period. These non-IFRS measures may not be comparable with similar measures presented by other companies. Details of non-IFRS measures used are outlined in the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section, which provides calculations of the non-IFRS measures.

All dollar amounts are in Canadian dollars unless otherwise indicated. Throughout this discussion, percentage changes are calculated based on numbers rounded to the decimals that appear in this MD&A. Results, except per share information, are presented in millions of dollars. Certain totals, subtotals and percentages may not reconcile due to rounding. For purposes of this discussion, the operations of AGF and our subsidiary companies are referred to as 'we,' 'us,' 'our,' 'the firm' or 'the Company.'

Our Business and Strategy

Founded in 1957, AGF Management Limited (AGF) is an independent and globally diverse asset management firm. Our companies deliver excellence in investing in the public and private markets through three business lines: AGF Investments, AGF Capital Partners and AGF Private Wealth.

AGF brings a disciplined approach, focused on incorporating sound, responsible and sustainable corporate practices. The firm's collective investment expertise, driven by its fundamental, quantitative and alternative investing capabilities, extends globally to a wide range of clients, from financial advisors and their clients to high-net-worth and institutional investors including pension plans, corporate plans, sovereign wealth funds, endowments and foundations.

Headquartered in Toronto, Canada, AGF has investment operations and client servicing teams on the ground in North America and Europe. AGF serves more than 815,000 investors. AGF trades on the Toronto Stock Exchange under the symbol AGF.B.

AGF Investments

AGF Investments is comprised of various subsidiaries of AGF Management Limited who manage and advise on a variety of investment solutions for clients globally. The investment teams draw upon and integrate fundamental and quantitative investing capabilities and research across the companies. AGF Investments' disciplined approach, global mindset and eye to risk management have allowed us to continue to evolve and thrive as a diversified asset manager. AGF Investments' teams embrace a culture of collaboration with the belief that an interconnected team leads to a better understanding of an interconnected world as we strive to deliver on investment objectives and provide an exceptional client experience.

AGF Investments' offerings include a broad range of equity, fixed income, alternative and multi-asset strategies covering a spectrum of objectives from wealth accumulation and risk management to income-generating solutions.

AGF Investments services a diverse client base from financial advisors and individual investors to institutional investors across the globe through segregated accounts, mutual funds, exchange-traded funds (ETFs) and separately managed accounts.

AGF Private Wealth

AGF Private Wealth (Private Wealth) is AGF Management Limited's private wealth platform – which includes Cypress Capital Management Ltd., Doherty & Associates Ltd. and Highstreet Asset Management Inc. – that provides investment solutions for high-net-worth individuals, endowments and foundations in key markets across Canada.

Cypress Capital Management Ltd.

Acquired by AGF in June 2004, Cypress Capital Management provides quality investment services at a reasonable cost, where the best interest of the client is paramount. They are committed to being honest and transparent regarding return expectations, risks, fees and their capabilities as investment managers.

Doherty & Associates Ltd.

Acquired by AGF in January 2004, Doherty & Associates was founded on the principle that their clients come first in all they do. Their philosophy of 'Great Companies at Great Prices' coupled with a disciplined investment process guides them to grow wealth responsibly over time.

Highstreet Asset Management Inc.

Acquired by AGF in 2006, Highstreet Asset Management is committed to their core principles of doing two things exceptionally well – serving their clients and managing money.

AGF Capital Partners

AGF Capital Partners is AGF's multi-boutique alternatives business with diverse capabilities across both private assets and alternative strategies. Clients benefit from specialized investment expertise combined with the organizational support and breadth of resources of AGF.

Kensington Capital Partners Limited

Founded in 1996, Kensington Capital Partners Limited is a Canadian alternative asset manager with offices in Toronto, Calgary and Vancouver. Kensington's mission is to back good management teams to build great businesses, and in doing so, create top-performing investment solutions for investors. Kensington has assets under management of $2.6 billion, managed across several active funds covering venture capital, growth equity and mid-market buyouts. AGF completed a strategic investment to acquire a 51% ownership interest in Kensington in March 2024.

New Holland Capital, LLC

New Holland Capital, LLC (NHC) is a New-York based multi-strategy investment manager with more than US$5.0 billion in assets under management and more than 17 years of experience providing institutional investors with absolute return investment strategies across the liquidity spectrum. The firm seeks to generate alpha across a wide set of diversifying strategies, with a preference for niche, capacity constrained opportunities often with emerging portfolio managers. Under the terms of the arrangement, in February 2024, AGF made a strategic investment in NHC. The initial strategic investment was made in the form of a note convertible into a 24.99% economic interest in NHC. The arrangement also provides AGF with the option to subsequently increase its ownership stake.

SAF Group

Founded in 2014, SAF Group is one of Canada's leading alternative credit providers having committed approximately $4.0 billion investment capital across 50+ transactions to date. SAF's team manages structured credit and equity investments across various industries. Through a joint venture AGF Investments Inc. and SAF Group launched AGF Private Credit Limited Partnership and AGF SAF Private Credit Trust.

Corporate Sustainability

AGF has been bringing stability to the world of investing since 1957 and to ensure our own stability and the continued longevity of our firm, we recognize that responsible and sustainable practices must continue to influence the shape of our organization.

AGF's corporate responsibility framework aims to apply forward-thinking practices related to key sustainability factors to deliver long-term successful outcomes for each of our stakeholders.

We have identified the following key areas of focus that we believe will contribute to our firm's long-term success:

Sustainable Investing: The continued advancement of responsible and sustainable investing practices across our respective companies' investment management teams.

Talent, Culture & DEI: Improving the employee experience by fostering high engagement, advancing diversity initiatives, ensuring equitable and inclusive practices, and attracting and nurturing talent with ongoing support and thoughtful succession planning.

Sustainable Operations & Governance: Managing the risks and opportunities related to AGF companies' operations and governance as well as our community involvement.

As part of this commitment, a multi-year project is underway to enhance AGF's corporate sustainability practices:

- AGF tracks a comprehensive set of metrics over the short-, medium- and long-term timeframes.
- AGF is enhancing processes and governance for managing and monitoring the risks and opportunities related to these factors.
- Finally, AGF is working to improve the firm's ESG-related disclosures to provide more decision-useful information to financial stakeholders while meeting increasing regulatory requirements.

To learn more about Corporate Sustainability at AGF, please refer to our Annual Report or visit AGF.com.

Assets Under Management and Fee-earning Assets[1]

	Three months ended					Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	May 31, 2024	Feb. 29, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Mutual fund AUM beginning of the period[1]	**$ 28,104**	$ 26,961	$ 26,186	$ 24,459	$ 24,377	**$ 24,459**	$ 23,898
Gross sales	**993**	1,012	934	914	687	**3,853**	3,121
Redemptions	**(988)**	(998)	(1,046)	(1,039)	(911)	**(4,071)**	(3,198)
Net sales (redemptions)	**5**	14	(112)	(125)	(224)	**(218)**	(77)
Market appreciation of fund portfolios	**$ 2,553**	$ 1,129	$ 887	$ 1,852	$ 306	**$ 6,421**	$ 638
Mutual fund AUM end of the period[1]	**$ 30,662**	$ 28,104	$ 26,961	$ 26,186	$ 24,459	**$ 30,662**	$ 24,459
Average daily mutual fund AUM[1]	**$ 29,173**	$ 27,542	$ 26,604	$ 25,197	$ 23,840	**$ 27,129**	$ 23,952
ETFs and SMA AUM, end of the period	**2,537**	2,128	1,800	1,676	1,465	**2,537**	1,465
Segregated accounts and sub-advisory AUM, end of the period	**$ 6,977**	$ 6,430	$ 6,313	$ 7,162	$ 6,774	**$ 6,977**	$ 6,774
Total AGF Investments AUM	**$ 40,176**	**$ 36,662**	**$ 35,074**	**$ 35,024**	**$ 32,698**	**$ 40,176**	**$ 32,698**
AGF Private Wealth AUM	**$ 8,567**	$ 8,186	$ 8,026	$ 7,836	$ 7,341	**$ 8,567**	$ 7,341
Subtotal excluding AGF Capital Partners AUM end of the period	**$ 48,743**	**$ 44,848**	**$ 43,100**	**$ 42,860**	**$ 40,039**	**$ 48,743**	**$ 40,039**
AGF Capital Partners AUM[3]	**$ 2,752**	$ 2,774	$ 2,663	$ 48	$ 46	**$ 2,752**	$ 46
Total AUM	**$ 51,495**	**$ 47,622**	**$ 45,763**	**$ 42,908**	**$ 40,085**	**$ 51,495**	**$ 40,085**
AGF Capital Partners fee-earning assets[2]	**$ 2,111**	$ 2,080	$ 2,081	$ 2,104	$ 2,095	**$ 2,111**	$ 2,095
Total AUM and fee-earning assets[2] end of the period	**$ 53,606**	**$ 49,702**	**$ 47,844**	**$ 45,012**	**$ 42,180**	**$ 53,606**	**$ 42,180**

[1] Mutual fund AUM includes retail AUM, pooled funds AUM and institutional client AUM invested in customized series offered within mutual funds.
[2] Fee-earning assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.
[3] Q2 2024 onwards include AUM from KCPL.

AGF Capital Partners AUM and Fee-earning Assets

	Three months ended					Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	May 31, 2024	Feb. 29, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
AGF Capital Partners AUM[1]	**$ 2,752**	$ 2,774	$ 2,663	$ 48	$ 46	**$ 2,752**	$ 46
AGF Capital Partners fee-earning assets[2]	**2,111**	2,080	2,081	2,104	2,095	**2,111**	2,095
Total AGF Capital Partners AUM and fee-earning assets[1,2]	**$ 4,863**	**$ 4,854**	**$ 4,744**	**$ 2,152**	**$ 2,141**	**$ 4,863**	**$ 2,141**

[1] Q2 2024 onwards include AUM from KCPL.
[2] Fee-earning assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.

Change in Assets Under Management

Total AUM, before AGF Capital Partners AUM and fee-earning assets, was $48.7 billion at November 30, 2024, compared to $40.0 billion at November 30, 2023.

Interest rate uncertainty and political change in the U.S. and other countries could potentially contribute to higher volatility and could ultimately impact the trajectory of investment returns going into 2025. Equity markets may remain volatile, even in a decreasing interest rate environment, until the economic path becomes clearer. Sustained and material volatility in the financial markets may create market risk to the Company's capital position and profitability.

Reported mutual funds net redemptions were $218.0 million for the year ended November 30, 2024, compared to net redemptions of $77.0 million for the year ended November 30, 2023. Retail mutual fund net redemptions, which exclude net flows from institutional clients invested in mutual funds[1], were $204.0 million for the year compared to net redemptions of $41.0 million in the prior year.

Reported mutual funds net sales were $5.0 million for the three months ended November 30, 2024, compared to net redemptions of $224.0 million for the three months ended November 30, 2023. Excluding net flows from institutional clients invested in mutual funds[1], retail mutual fund net sales were $14.0 million for the quarter compared to net redemptions of $194.0 million in the prior year.

[1] Net sales (redemptions) in retail mutual funds are calculated as reported mutual fund net sales (redemptions) less non-recurring institutional net sales (redemptions) in excess of $5.0 million invested in our mutual funds.

Consolidated Operating Results

	Three months ended			Years ended	
(in millions of Canadian dollars, except per share data)	Nov. 30, 2024	Aug. 31, 2024	Nov. 30, 2023	Nov. 30, 2024	Nov. 30, 2023
Revenues					
Management, advisory and administration fees	**$ 120.2**	$ 114.4	$ 104.2	**$ 459.7**	$ 428.2
Trailing commissions and investment advisory fees	**(36.6)**	(35.7)	(32.2)	**(141.3)**	(133.8)
Net management, advisory and administration fees[1]	**83.6**	78.7	72.0	**318.4**	294.4
Deferred sales charges	**1.3**	1.4	1.9	**6.6**	7.5
Revenue from AGF Capital Partners[1]	**17.2**	20.7	3.9	**74.1**	33.3
Other revenue[1]	**2.7**	1.2	0.5	**7.8**	2.9
Total net revenue[1]	**$ 104.8**	$ 102.0	$ 78.3	**$ 406.9**	$ 338.1
Selling, general and administrative	**70.2**	66.3	52.9	**262.5**	209.0
Fair value adjustment on contingent consideration payable	**(2.5)**	1.4	–	**(0.1)**	–
Fair value adjustment on put option liability	**0.2**	1.3	–	**2.8**	–
EBITDA[1]	**$ 36.9**	**$ 33.0**	**$ 25.4**	**$ 141.7**	**$ 129.1**
Amortization, derecognition and depreciation	**2.4**	2.4	2.3	**9.4**	9.1
Interest expense	**1.2**	1.8	1.0	**7.0**	5.0
Net income before income taxes	**$ 33.3**	$ 28.8	$ 22.1	**$ 125.3**	$ 115.0
Income tax expense	**4.7**	8.0	5.3	**29.0**	27.3
Net income for the period	**$ 28.6**	**$ 20.8**	**$ 16.8**	**$ 96.3**	**$ 87.7**
Net income attributable to:					
Equity owners of the Company	**$ 28.7**	$ 20.3	$ 16.8	**$ 97.6**	$ 87.7
Non-controlling interest	**(0.1)**	0.5	–	**(1.3)**	–
Earnings per share attributable to equity owners of the Company					
Basic earnings per share	**$ 0.45**	$ 0.31	$ 0.26	**$ 1.51**	$ 1.35
Diluted earnings per share	**$ 0.43**	$ 0.30	$ 0.25	**$ 1.46**	$ 1.30

[1] For the definition of net management, advisory and administration fees, revenue from AGF Capital Partners, other revenue, total net revenue, and EBITDA, see the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

Consolidated Adjusted Operating Results

Adjusted operating results presented below reflect results excluding the following:

- Performance fees earned related to KCPL that are to be allocated to the KCPL LLTIP and payment of the contingent consideration liabilities as discussed in Note 9 of the Consolidated Financial Statements
- Corporate development and acquisition related expenses
- Severance related costs and other expenses that are not part of the Company's normal course of business
- Fair value adjustments on acquisition related liabilities including contingent consideration payable and the put obligation liability
- Non-cash compensation expense relating to the KCPL LLTIP, which represents a non-cash liability that will be funded through future performance fees and carried interest realized from investments made by the funds prior to the acquisition.

For the reconciliation of adjusted balances, see the 'Key Performance indicators, Additional IFRS and Non-IFRS Measures' section.

	Three months ended			Years ended	
(in millions of Canadian dollars, except per share data)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Revenues					
Management, advisory and administration fees	**$ 120.2**	$ 114.4	$ 104.2	**$ 459.7**	$ 428.2
Trailing commissions and investment advisory fees	**(36.6)**	(35.7)	(32.2)	**(141.3)**	(133.8)
Net management, advisory and administration fees[1]	**83.6**	78.7	72.0	**318.4**	294.4
Deferred sales charges	**1.3**	1.4	1.9	**6.6**	7.5
Adjusted revenue from AGF Capital Partners[1]	**18.2**	18.5	3.9	**72.9**	33.3
Other revenue[1]	**2.7**	1.2	0.5	**7.8**	2.9
Total adjusted net revenue[1]	**$ 105.8**	$ 99.8	$ 78.3	**$ 405.7**	$ 338.1
Adjusted selling, general and administrative[1]	**66.2**	59.6	50.7	**239.3**	205.6
Adjusted EBITDA[1]	**$ 39.6**	**$ 40.2**	**$ 27.6**	**$ 166.4**	**$ 132.5**
Amortization, derecognition and depreciation	**2.4**	2.4	2.3	**9.4**	9.1
Interest expense	**1.2**	1.8	1.0	**7.0**	5.0
Adjusted net income before income taxes	**$ 36.0**	$ 36.0	$ 24.3	**$ 150.0**	$ 118.4
Adjusted income tax expense	**5.3**	10.0	5.8	**35.3**	28.1
Adjusted net income for the period	**$ 30.7**	**$ 26.0**	**$ 18.5**	**$ 114.7**	**$ 90.3**
Adjusted net income attributable to:					
Equity owners of the Company	**$ 29.8**	$ 24.5	$ 18.5	**$ 111.6**	$ 90.3
Non-controlling interest	**0.9**	1.5	–	**3.1**	–
Earnings per share attributable to equity owners of the Company					
Adjusted diluted earnings per share	**$ 0.45**	$ 0.37	$ 0.28	**$ 1.67**	$ 1.34
Adjusted diluted earnings per share	**$ 0.45**	**$ 0.37**	**$ 0.28**	**$ 1.67**	**$ 1.34**

[1] For the definition of net management, advisory and administration fees, adjusted revenue from AGF Capital Partners, other revenue, total net revenue, adjusted selling, general and administrative, and adjusted EBITDA, see the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

Commentary on Consolidated Results of Operations

Income

Net Management, Advisory and Administration Fees

Net management, advisory and administration fees is comprised of management, advisory and administration fees net of trailing commissions and investment advisory fees and is directly related to our AUM levels, excluding AGF Capital Partners AUM. Net management, advisory and administration fees depend on the proportion of AUM invested in various strategies (i.e., equity fund vs. fixed income fund) and related fees and are recognized on an accrual basis.

For the three months and year ended November 30, 2024, net management, advisory and administration fees were $83.6 million and $318.4 million, an increase of $11.6 million and $24.0 million or 16.1% and 8.2%, compared to $72.0 million and $294.4 million in the same period in 2023. The increase is primarily due to movements in average AUM reported, partially offset by a change in net revenue rate as a result of asset mix. Annualized net management, advisory and administration fees as a percentage of average AUM was 0.72% and 0.73% for the three months and year ended November 30, 2024, compared to 0.74% and 0.74% for the same period in 2023.

	Three months ended			Years ended	
(in millions of Canadian dollars, except revenue rate)	**Nov. 30, 2024**	**Aug. 31, 2024**	**Nov. 30, 2023**	**Nov. 30, 2024**	**Nov. 30, 2023**
Net management, advisory and administration fees	**$ 83.6**	$ 78.7	$ 72.0	**$ 318.4**	$ 294.4
Average AUM[1]	**46,574**	43,952	39,226	**43,786**	39,536
Net revenue rate, excluding AGF Capital Partners	**0.72%**	**0.71%**	**0.74%**	**0.73%**	**0.74%**

[1] For the definition of average AUM, see the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

Deferred Sales Charges (DSC)

AGF receives deferred sales charges upon redemption of securities sold on the contingent DSC or low-load commission basis for which we finance the selling commissions paid to the dealer (prior to June 1, 2022). The DSC ranges from 1.5% to 5.5%, depending on the commission option of the original subscription price of the funds purchased if the funds are redeemed within the first two years and declines to zero after three or seven years. DSC revenue fluctuates based on the level of redemptions, the age of the assets being redeemed and the proportion of redemptions composed of back-end assets. DSC revenue was $1.3 million and $6.6 million for the year ended November 30, 2024, compared to $1.9 million and $7.5 million for the same period in 2023. As a result of the DSC elimination effective June 1, 2022, DSC revenue will decline over time as assets move off the DSC schedule to front-end.

AGF Capital Partners

AGF Capital Partners is a multi-boutique alternatives business with diverse capabilities across both private asset and alternative strategies. The results for AGF Capital Partners include management fee-related earnings, carried interest and performance fees, other fee arrangements, and income from its strategic investments into the alternatives business.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Revenue					
Management and administration fees[1]	**$ 7.5**	$ 8.6	$ –	**$ 22.7**	$ –
Manager earnings, including carried interest[2]	**0.5**	0.3	0.6	**0.9**	3.5
Performance fees[3]	**0.5**	3.6	–	**4.1**	–
Income from fee-earning arrangements	**0.7**	0.7	0.8	**2.9**	3.2
Revenue from long-term investments	**8.8**	7.5	2.5	**44.3**	26.6
Other loss from preferred limited partnership[4]	**(0.8)**	–	–	**(0.8)**	–
Revenue from AGF Capital Partners	**$ 17.2**	**$ 20.7**	**$ 3.9**	**$ 74.1**	**$ 33.3**
Less:					
Performance fee allocated to the KCPL LLTIP and contingent consideration payable	**0.2**	(2.2)	–	**(2.0)**	–
Other loss from preferred limited partnership[4]	**0.8**	–	–	**0.8**	–
Adjusted Revenue from AGF Capital Partners	**$ 18.2**	**$ 18.5**	**$ 3.9**	**$ 72.9**	**$ 33.3**

[1] Represents revenue from KCPL.
[2] Represents share of profit (loss) of joint ventures related to AGF Capital Partners Managers and carried interest earnings.
[3] Represents performance fees from KCPL.
[4] Represents loss related to preferred limited partnership interest in KCPL legacy asset LP, representing assets that are excluded from the transaction and have a nil impact on the Company's result for the year ended November 30, 2024

AGF completed the acquisition of KCPL on March 8, 2024, and the financial results of KCPL have been consolidated and included in AGF Capital Partners effective March 8, 2024 onwards. For additional information, see Note 8 of the Consolidated Financial Statements. During the three months and year ended November 30, 2024, AGF recorded management and administration fees related to KCPL of $7.5 million and $22.7 million, performance fees of $0.5 million and $4.1 million. Adjusted revenue from AGF Capital Partners was $18.2 million and $72.9 million for the three months and year ended November 30, 2024.

AGF's manager earnings represents earnings from its joint ventures, which are recorded under the equity method. Managers of funds in their early stages may generate losses until the fund reaches sufficient scale. AGF also earns its proportionate share of carried interest/performance fees through the achievement of attractive and sustainable investment returns. These earnings, or losses incurred, are recognized through 'Share of profit of joint ventures' on the Consolidated Statement of Income. For additional information, see Note 6 of the Consolidated Financial Statements.

In addition, AGF earns ongoing fees through fee arrangements with Instar Group Inc. (Instar) and First Ascent Ventures (First Ascent). For additional information, see Note 7 of the Consolidated Financial Statements.

AGF also participates as an investor in the units of the underlying funds managed by our partners. Under IFRS, investments held in the underlying funds are measured at fair value. The fair value of the fund considers carried interest payable to the manager, based on the returns achieved to date. AGF may also receive cash distributions from the underlying funds. These earnings are recognized through 'Fair value adjustments and distribution income' on the Consolidated Statement of Income and can fluctuate with the amount of capital invested, monetizations, and changes in fair value. For additional information, see Note 5(b) of the Consolidated Financial Statements.

For the three months and year ended November 30, 2024, AGF recorded revenue from AGF Capital Partners long-term investments of $8.8 million and $44.3 million, compared to $2.5 million and $26.6 million from the same period in 2023. The increase is primarily related to higher fair value adjustments recorded on long-term investments. As at November 30, 2024, the carrying value of AGF's long-term investment in AGF Capital Partners business was $321.2 million, compared to $255.0 million for the same period in 2023.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	**Aug. 31, 2024**	**Nov. 30, 2023**	**Nov. 30, 2024**	**Nov. 30, 2023**
Committed capital, end of period	**$ 261.9**	$ 261.9	$ 235.9	**$ 261.9**	$ 235.9
Funded capital, since inception	**242.1**	242.1	213.8	**242.1**	213.8
Remaining committed capital[1]	**$ 19.8**	**$ 19.8**	**$ 22.1**	**$ 19.8**	**$ 22.1**
Fair value of investments	**$ 321.2**	$ 313.9	$ 255.0	**$ 321.2**	$ 255.0

[1] Excludes anticipated commitment of US$50.0 million upon the successful launch of Instar's third fund.

Other Revenue

Other revenue includes mark to market adjustments related to AGF mutual funds that are held as seed capital investments and other income.

During the three months and year ended November 30, 2024, the Company recorded $2.7 million and $7.8 million in other revenue, compared to $0.5 million and $2.9 million in the comparative prior year period. The Company recorded a gain of $1.2 million and $3.0 million revenue in fair value adjustments related to investments in AGF mutual funds and $0.8 million and $2.4 million of interest income for the three months and year ended November 30, 2024, compared to the loss of $0.1 million and gain of $0.3 million in fair value adjustments and $0.4 million and $1.5 million interest income in the comparative prior year period.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	**Aug. 31, 2024**	**Nov. 30, 2023**	**Nov. 30, 2024**	**Nov. 30, 2023**
Fair value adjustment related to investment in AGF mutual funds	**$ 1.2**	$ 0.3	$ (0.1)	**$ 3.0**	$ 0.3
Interest income	**0.8**	0.6	0.4	**2.4**	1.5
Other	**0.7**	0.3	0.2	**2.4**	1.1
Other Revenue	**$ 2.7**	$ 1.2	$ 0.5	**$ 7.8**	$ 2.9

Expenses

Selling, General and Administrative Expenses (SG&A)

For the three months and year ended November 30, 2024, SG&A was $70.2 million and $262.5 million, an increase of $17.3 million and $53.5 million or 32.7% and 25.6%, compared to $52.9 million and $209.0 million for the same period in 2023. KCPL contributed SG&A of $7.7 million and $29.4 million, which includes compensation expense related to KCPL LLTIP of $2.0 million and $13.4 million, respectively. Excluding compensation related to KCPL LLTIP, severance and other expenses, and corporate development and acquisition related expenses, adjusted SG&A was $66.2 million and $239.3 million for the three months and year ended November 30, 2024, an increase of $15.5 million and $33.7 million or 30.6% and 16.4%, compared to $50.7 million and $205.6 million for the same period in 2023.

(in millions of Canadian dollars)	Three months ended Nov. 30, 2024	Year ended Nov. 30, 2024
Increase in performance-based compensation expenses	$ 7.6	$ 16.0
Increase in non performance-based compensation expenses	3.7	9.1
Increase in stock-based compensation expenses	1.1	1.4
Increase in non-compensation related expenses	3.1	7.2
Total change in adjusted SG&A	**$ 15.5**	**$ 33.7**
Decrease in corporate development and acquisition related expenses	(2.1)	2.5
Increase in severance and other expenses	1.9	3.9
Increase in LLTIP expense	2.0	13.4
Total change in SG&A	**$ 17.3**	**$ 53.5**

The following explains expense changes in the three months and year ended November 30, 2024, compared to the same period in the prior year:

- Performance-based compensation expenses increased by $7.6 million and $16.0 million, driven by the consolidation of KCPL performance-based compensation expense, improved performance, and compensation adjustments to align with market.
- Non performance-based compensation expenses increased by $3.7 million and $9.1 million, driven mainly by the consolidation of KCPL non performance-based compensation expenses.
- Stock-based compensation expenses increased by $1.1 million and $1.4 million. Increases or decreases in the AGF.B share price will create fluctuations in the fair value of unhedged cash-settled Restricted Share Units (RSUs) and Deferred Share Units (DSUs). The Company manages its exposure to changes in the fair value of its vested DSUs through a Total Return Swap agreement (TRS). For additional information, see Note 19(a) of the Consolidated Financial Statements. As at November 30, 2024, 19.6% of the Company's cash-settled RSUs and vested DSUs were unhedged.
- Non-compensation related expenses increased by $3.1 million and $7.2 million, primarily driven by the consolidation of KCPL non-compensation related expenses.
- Corporate development and acquisition related expenses decreased by $2.1 million and increased by $2.5 million. Corporate development and acquisition related expenses reflect costs incurred as the Company executes on its strategic objective to deploy capital and expand the AGF Capital Partners business.
- Severance and other expenses increased by $1.9 million and $3.9 million. Other expenses relate to costs incurred to implement the fixed rate annual administration fee.
- KCPL has established a LLTIP whereby specific employees are allocated a portion of the carried interest and performance fees that will be paid in a future period related to investments made prior to the acquisition. The Company recorded $2.0 million and $13.4 million of LLTIP expense for the three months and year ended November 30, 2024. For additional information, see Note 8 of the Consolidated Financial Statements.

Fair value adjustments on contingent consideration payable and put option liability

This category represents fair value adjustments recorded on contingent consideration payable and put option liability. The fair value adjustments are determined using a combination of the discounted cash flow and weighted probability approaches, which are based on significant unobservable inputs.

For the three months and year ended November 30, 2024, fair value adjustments on contingent consideration payable was reduced by $2.5 million and $0.1 million and the fair value adjustments on put option liability was increased by $0.2 million and $2.8 million, respectively. For additional information, see Note 8 of the Consolidated Financial Statements.

Amortization and Interest Expense

The category represents depreciation and amortization of management contracts; other intangible assets; right-of-use assets; property, equipment, and computer software; as well as interest expense.

Depreciation increased by $0.1 million and $0.3 million for the three months and year ended November 30, 2024, compared to the same period in 2023, driven by the acquisition of KCPL.

Interest expense increased by $0.2 million and $2.0 million for the three months and year ended November 30, 2024, compared to the same period in 2023, driven by higher long-term debt balance.

Income Tax Expense

Income tax expense for the three months and year ended November 30, 2024 was $4.7 million and $29.0 million, compared to $5.3 million and $27.3 million in the corresponding period in 2023.

The effective tax rate for the year ended November 30, 2024 was 23.1% (2023 – 23.8%). The main items impacting the effective tax rate in the period relate to gains from investments subject to different tax rates, temporary differences for which no deferred tax assets were recognized, non-deductible expenses, and tax recoveries related to prior periods.

The 2024 Budget announced an increase in the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds on the portion of capital gains realized in the year that exceed $250,000 for individuals, for capital gains realized on or after June 25, 2024.

As of November 30, 2024, this proposed change has not yet been substantively enacted. The Company estimates that, if substantively enacted, this change would result in an approximately $5 million increase in deferred tax liabilities due to the higher inclusion rate applied to unrealized capital gains in investments as of November 30, 2024.

The Company believes that it has adequately provided for income taxes based on all the information that is currently available. The calculation of income taxes in many cases, however, requires significant judgement in interpreting tax rules and regulations. The Company's tax filings are subject to audits, which could materially change the amount of the current and deferred income tax assets and liabilities, and could, in certain circumstances, result in the assessment of interest and penalties.

The result of the audit and appeals process may vary and may be materially different compared to the estimates and assumptions used by management in determining the Company's consolidated income tax provision and in determining the amounts of its income tax assets and liabilities.

Net Income attributable to equity owners of the Company

The impact of the above income and expense items resulted in net income attributable to equity owners of the Company of $28.7 million and $97.6 million for the three months and year ended November 30, 2024, compared to $16.8 million and $87.7 million in the corresponding period in 2023. Excluding the impact of performance fees allocated to the KCPL LLTIP and contingent consideration payable, compensation related to KCPL's LLTIP, severance and other expenses, corporate development, acquisition related expenses, and fair value adjustments on contingent consideration payable and put option liability, adjusted net income attributable to equity owners of the Company is $29.8 million and $111.6 million for the three months and year ended November 30, 2024, compared to $18.5 million and $90.3 million in the corresponding period in 2023.

Earnings per Share attributable to equity owners of the Company

Diluted earnings per share attributable to equity owners of the Company was $0.43 and $1.46 for the three months and year ended November 30, 2024, compared to $0.25 and $1.30 in the corresponding period in 2023. Excluding the impact of performance fees allocated to the KCPL LLTIP and contingent consideration payable, compensation expense related to KCPL's LLTIP, severance and other expenses, corporate development, acquisition related expenses, and fair value adjustments on contingent consideration payable and put option liability, adjusted diluted earnings per share attributable to equity owners of the Company was $0.45 and $1.67 for the three months and year ended November 30, 2024, compared to earnings of $0.28 and $1.34 per share in the corresponding period in 2023.

Liquidity and Capital Resources

As at November 30, 2024, the Company had total cash and cash equivalents of $53.0 million (2023 – $50.5 million). Free cash flow, as defined in the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section of this MD&A, generated was $21.4 million and $95.4 million for the three months and year ended November 30, 2024, compared to $20.4 million and $83.4 million in the comparative prior year period. During the year ended November 30, 2024, we generated $2.5 million (2023 – $8.2 million used) in cash as follows:

Years ended November 30 (in millions of Canadian dollars)	**2024**	**2023**
Net cash provided by operating activities	**$ 114.6**	$ 87.2
Acquisition of Kensington Capital Partners Limited, net of cash acquired	**(40.9)**	–
Repurchase of shares under normal course issuer bid and purchase of treasury stock for employee benefit trust (EBT)	**(10.7)**	(13.4)
Issue of Class B non-voting shares	**7.8**	6.5
Dividends paid	**(28.9)**	(27.3)
Issuance (repayment) of long-term debt	**9.0**	(16.0)
Interest paid	**(4.4)**	(2.1)
Lease payments	**(6.1)**	(5.6)
Net purchase of long-term investments	**(28.3)**	(32.5)
Purchase of property, equipment and computer software, net of disposals	**(2.2)**	(3.4)
Net return of capital (purchase) of short-term investments, including seed capital	**5.8**	(1.1)
Purchase of convertible note receivable	**(12.6)**	–
Other	**(0.6)**	(0.5)
Change in cash and cash equivalents	**$ 2.5**	**$ (8.2)**

Total long-term debt outstanding as at November 30, 2024 was $15.0 million (2023 – $6.0 million). As at November 30, 2024, $135.0 million was available to be drawn from the revolving credit facility and swingline facility commitment to meet future operational investment needs. AGF drew on the credit facility in order to fund the acquisition of KCPL and purchase of long-term investments and convertible note receivable.

As at November 30, 2024, the Company has right-of-use assets of $68.0 million and total lease liabilities of $81.2 million recorded on the Consolidated Statement of Financial Position. As at November 30, 2024, the Company has funded $242.1 million (2023 – $213.8 million) in funds and investments associated with the AGF Capital Partners business and has $19.8 million (2023 – $22.1 million) remaining to be funded. The Company also has an anticipated commitment of US$50.0 million upon the successful launch of Instar's third fund. In addition, the Company is committed to loan up to US$15.0 million to New Holland Capital, LLC through a convertible note agreement with a maturity date of February 9, 2032. As at November 30, 2024, the Company has funded US$9.0 million with US$6.0 million available for future drawdown.

The cash balances and cash flow from operations, together with the available loan facility, will be sufficient in the near term to implement our business plan, fund our AGF Capital Partners business commitments, satisfy regulatory and tax requirements, service debt repayment obligations and pay quarterly dividends. We continue to closely monitor our capital plan and the related impacts of the current market volatility and will reassess and adjust our use of capital as required. Refer to the section 'Market Risk' of this MD&A for more information.

Contractual Obligations

The table below is a summary of our contractual obligations at November 30, 2024. See also Notes 9, 13 and 31 of the Consolidated Financial Statements.

(in millions of Canadian dollars)	Total	2025	2026	2027	2028	2029	Thereafter
Leases[1]	$ 76.4	$ 6.4	$ 6.4	$ 6.6	$ 6.5	$ 6.5	$ 44.0
Long-term debt	14.7	14.7	–	–	–	–	–
Service commitment	101.2	28	22.6	15.3	6.1	4.4	24.8
Total contractual obligations	$ 192.3	$ 49.1	$ 29.0	$ 21.9	$ 12.6	$ 10.9	$ 68.8

[1] Leases include remaining contractual payments related to the office premises and equipment used in the normal course of business.

In addition to the contractual obligations detailed above, the following obligations exist that vary depending upon business volume and other factors:

- We pay trailing commissions to financial advisors based on AUM of their respective clients. This obligation varies based on fund performance, sales and redemptions. In 2024, we paid $140.8 million (2023 – $133.5 million) in trailing commissions.
- The Company has funded $242.1 million (2023 – $213.8 million) in funds and investments associated with the AGF Capital Partners business and has $19.8 million (2023 – $22.1 million) remaining committed capital to be invested. In addition, the Company has an anticipated commitment of US$50.0 million upon the successful launches of Instar's third fund.
- The Company is committed to loan up to US$15.0 million to New Holland Capital, LLC through a convertible note agreement with a maturity date of February 9, 2032. As at November 30, 2024, the Company has US$6.0 million commitment remaining.

Intercompany and Related Party Transactions

Under IFRS, entities are deemed to be related parties if one entity provides key management personnel services to another entity. As such, AGF Investments Inc. is deemed for IFRS purposes to be a related party to AGF Funds since it is the manager and administrator of AGF Funds.

The Company receives management, advisory and administration fees from AGF Funds in accordance with the respective agreements between AGF Funds and the Company. In return, the Company is responsible for management, investment advisory, and administration services and all costs connected with the distribution of securities of AGF Funds. A majority of the management, advisory and administration fees the Company earned in the years ended November 30, 2024 and 2023 were from AGF Funds. As at November 30, 2024, the Company had $19.9 million (2023 – $12.4 million) receivable from AGF Funds. The Company also acts as trustee for AGF Funds that are mutual fund trusts.

The aggregate fund expenses paid and management and advisory fees waived by the Company during the year ended November 30, 2024 on behalf of AGF Funds was approximately $12.3 million, compared to $10.3 million for the prior year.

Capital Management Activities

We actively manage our capital to maintain a strong and efficient capital base to maximize risk-adjusted returns to shareholders and to invest in future growth opportunities, while ensuring there is available capital to fund our capital commitments related to the AGF Capital Partners business.

As part of our ongoing strategic and capital planning, the Company regularly reviews our holdings in short- and long-term investments, including its investments in associates and joint ventures, to determine the best strategic use of these assets to achieve our long-term capital and strategic goals.

AGF capital consists of shareholders' equity and long-term debt. The Company reviews its three-year capital plan annually while detailing projected operating budgets and capital requirements. AGF is required to submit this plan to the Executive Management committee for approval prior to seeking Board approval. AGF's Executive Management committee consists of the Executive Chairman, Chief Executive Officer and Chief Investment Officer, President and Head of Global Distribution, Chief Financial Officer, Chief Operating Officer, and Head of AGF Capital Partners. Once approved by the Executive Management committee, the three-year plans are reviewed and approved by AGF's Board of Directors. These plans become the basis for the payment of dividends to shareholders, the repurchase of Class B Non-Voting shares and, combined with the reasonable use of leverage, the source of funds for expansion through organic growth and strategic investments.

Investment Management Operations – Regulatory Capital

An objective of the capital management program is to ensure regulatory requirements are met for capital. AGF's Investment Management businesses, in general, are not subject to significant regulatory capital requirements in each of the jurisdictions in which they are registered and operate. The cumulative amount of minimum regulatory capital across all of AGF's Investment Management Operations is approximately $6.0 million. As at November 30, 2024, the Company was in full compliance with the regulatory requirements.

Normal Course Issuer Bid

On February 6, 2024, AGF announced that the TSX had approved AGF's notice of intention to renew its NCIB in respect of its Class B Non-Voting shares. Between February 8, 2024 and February 7, 2025, AGF may purchase up to 4,735,269 Class B Non-Voting shares through the facilities of the TSX (or as otherwise permitted by the TSX).

Purchase for cancellation by AGF of outstanding Class B Non-Voting shares may also be used to offset the dilutive effect of treasury stock released for the employee benefit trust (EBT) and of shares issued through the Company's stock option plans and dividend reinvestment plan. AGF relies on an automatic purchase plan during the normal course issuer bid. The automatic purchase plan allows for purchases by AGF of its Class B Non-Voting shares subject to certain parameters. Shares purchased for the EBT are also purchased under the Company's NCIB and recorded as a reduction to capital stock.

During the three months and year ended November 30, 2024, AGF purchased 36,800 and 730,338 (2023 – 450,000 and 1,805,652) Class B Non-Voting shares for cancellation for a total consideration of $0.3 million and $5.8 million (2023 – $3.2 million and $13.4 million) at an average price of $8.42 and $7.98 (2023 – $7.09 and $7.40) per share under its NCIB.

During the three months and year ended November 30, 2024, the premium of $0.1 million and $1.4 million (2023 – discount of $0.5 million and $2.4 million) from the recorded capital stock value of the shares repurchased for cancellation was recorded in retained earnings.

During the three months and year ended November 30, 2024, AGF purchased 125,000 and 605,962 (2023 – nil and nil) Class B Non-Voting shares for the EBT for a total consideration of $1.0 million and $4.9 million at an average price of $8.00 and $8.09 per share.

Dividends

The holders of Class B Non-Voting and Class A Voting common shares are entitled to receive cash dividends. Dividends are paid in equal amounts per share on all the Class B Non-Voting shares and all the Class A Voting common shares at the time outstanding without preference or priority of one share over another. No dividends may be declared in the event that there is a default of a condition of our credit facility or where such payment of dividends would create a default.

Our Board of Directors may determine that Class B Non-Voting shareholders shall have the right to elect to receive part or all of such dividend in the form of a stock dividend. They also determine whether a dividend in Class B Non-Voting shares is substantially equal to a cash dividend. This determination is based on the weighted average price at which the Class B Non-Voting shares traded on the TSX during the 10 trading days immediately preceding the record date applicable to such dividend.

The following table sets forth the dividends paid by AGF on Class B Non-Voting shares and Class A Voting common shares for the years indicated:

Years ended November 30	2024[1]	2023	2022	2021	2020
Per share	**$ 0.455**	$ 0.440	$ 0.400	$ 0.340	$ 0.320

[1] Represents the total dividends paid in April 2024, July 2024, October 2024 and to be paid in January 2025.

We review our dividend distribution policy on a quarterly basis, taking into account our financial position, profitability, cash flow and other factors considered relevant by our Board of Directors. The quarterly dividend paid on October 17, 2024 was 11.5 cents per share.

On December 13, 2024, the Board of Directors of AGF declared a quarterly dividend on both the Class A Voting common shares and Class B Non-Voting shares of the Company of 11.5 cents per share in respect of the three months ended November 30, 2024.

Outstanding Share Data

Set out below is our outstanding share data as at November 30, 2024 and 2023. For additional detail, see Notes 15 and 22 of the Consolidated Financial Statements.

	Nov. 30, 2024	Nov. 30, 2023
Shares		
Class A Voting common shares	**57,600**	57,600
Class B Non-Voting shares	**64,642,043**	64,271,451
Stock Options		
Outstanding options	**2,477,452**	3,414,535
Exercisable options	**2,087,020**	2,972,539

Key Performance Indicators, Additional IFRS and Non-IFRS Measures

We measure the success of our business strategies using a number of key performance indicators (KPIs), which are outlined below. With the exception of income, the following KPIs are non-IFRS measures, which are not defined under IFRS. They should not be considered as an alternative to or comparable with net income attributable to equity owners of the Company or any other measure of performance under IFRS. Non-IFRS measures may not be comparable with similar measures presented by other companies.

Net Management, Advisory and Administration Fees

We define net management, advisory and administration fees as management, advisory and administration fees net of trailing commissions and investment advisory fees. Net management, advisory and administration fees is indicative of our potential to deliver cash flow.

We derive our net management, advisory and administration fees principally from a combination of:

- Management and advisory fees directly related to AUM from our retail, institutional and private wealth lines of businesses;
- Fund administration fees, which are based on a fixed transfer agency administration fee;
- Trailing commissions paid to distributors, which depend on total AUM, the proportion of mutual fund AUM sold on a front-end versus back-end commission basis and the proportion of equity fund AUM versus fixed income fund AUM; and
- Investment advisory fees paid, which depend on AUM.

Total Net Revenue

We define total net revenue as net management, advisory and administration fees, deferred sales charges, revenue from AGF Capital Partners, and other revenue.

Revenue from AGF Capital Partners

We define revenue from AGF Capital Partners as management fee-related earnings, carried interest, performance fees, and revenue from other fee arrangements and invested capital. The following table outlines how revenue from AGF Capital Partners is determined:

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Management, advisory and administration fees	**$ 127.7**	$ 123.0	$ 104.2	**$ 482.4**	$ 428.2
Share of profit of joint ventures	**0.5**	0.3	0.6	**0.9**	3.4
Performance fees	**0.5**	3.6	–	**4.1**	–
Other income from fee-earning arrangements	**0.7**	0.7	0.8	**2.9**	3.2
Other income	**0.7**	0.9	0.6	**4.0**	2.7
Fair value adjustments and distribution income	**10.0**	7.8	2.4	**47.3**	26.9
Less:					
Management, advisory and administration fees excluding AGF Capital Partners	**120.2**	114.4	104.2	**459.7**	428.2
Other income excluding AGF Capital Partners	**1.5**	0.9	0.6	**4.8**	2.7
Share of loss from AGFWave	**–**	–	–	**–**	(0.1)
Fair value adjustment related to investment in AGF mutual funds	**1.2**	0.3	(0.1)	**3.0**	0.3
Revenue from AGF Capital Partners	**$ 17.2**	**$ 20.7**	**$ 3.9**	**$ 74.1**	**$ 33.3**

Other Revenue

Other revenue is defined as fair value adjustments related to AGF mutual funds that are held as seed capital investments and other income. The following table outlines how other revenue is determined:

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Other income	**$ 0.7**	$ 0.9	$ 0.6	**$ 4.0**	$ 2.7
Add:					
Other loss from preferred limited partnership	**0.8**	–	–	**0.8**	–
Fair value adjustment related to investment in AGF mutual funds	**1.2**	0.3	(0.1)	**3.0**	0.3
Share of loss from AGFWave	**–**	–	–	**–**	(0.1)
Other Revenue	**$ 2.7**	**$ 1.2**	**$ 0.5**	**$ 7.8**	**$ 2.9**

Non-IFRS Adjusted Measures

We define non-IFRS adjusted measures to exclude the following revenues and expenses, which we believe allows for better analysis of AGF's operating results and permits comparison against companies within the industry:

- Performance fees earned related to KCPL that are to be allocated to the KCPL LLTIP and payment of the contingent consideration liabilities as discussed in Note 9 of the Consolidated Financial Statements
- Corporate development and acquisition related expenses
- Severance related costs and other expenses that are not part of the Company's normal course of business
- Fair value adjustments on acquisition related liabilities including contingent consideration payable and the put obligation liability
- Non-cash compensation expense relating to the KCPL LLTIP, which represents a non-cash liability that will be funded through future performance fees and carried interest realized from investments made by the funds prior to the acquisition.

Adjusted Revenue from AGF Capital Partners

Adjusted revenue from AGF Capital Partners is defined as revenue from AGF Capital Partners excluding the item as outlined below:

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Performance fees	**$ 0.5**	$ 3.6	$ –	**$ 4.1**	$ –
Other loss from preferred limited partnership[1]	**0.8**	–	–	**0.8**	–
Adjusted for:					
Performance fee allocated to KCPL LLTIP and contingent consideration payable[2]	**0.2**	(2.2)	–	**(2.0)**	–
	1.5	1.4	–	**2.9**	–
Add:					
Remaining revenue from AGF Capital Partners	**16.7**	17.1	3.9	**$ 70.0**	33.3
Adjusted Revenue from AGF Capital Partners	**$ 18.2**	**$ 18.5**	**$ 3.9**	**$ 72.9**	**$ 33.3**

[1] Represents loss related to preferred limited partnership interest in KCPL legacy asset LP, representing assets that are excluded from the transaction and have a nil impact on the Company's result for the year ended November 30, 2024

[2] Performance fee earned that are required to be used to settle the KCPL LLTIP and contingent consideration liabilities.

Adjusted Selling, General and Administrative Expenses (SG&A)

Adjusted SG&A is defined as selling, general and administrative expenses excluding items as outlined in the Non-IFRS Adjusted Measures section above. The following table outlines how adjusted SG&A is determined:

	Three months ended			Years ended	
(in millions of Canadian dollars)	Nov. 30, 2024	Aug. 31, 2024	Nov. 30, 2023	Nov. 30, 2024	Nov. 30, 2023
Selling, general and administrative	**$ 70.2**	$ 66.3	$ 52.9	**$ 262.5**	$ 209.0
Adjusted for:					
Accrued KCPL LLTIP compensation expense	**(2.0)**	(5.0)	–	**(13.4)**	–
Severance and other expenses	**(2.0)**	(1.6)	(0.1)	**(5.2)**	(1.3)
Corporate development and acquisition related expenses	**–**	(0.1)	(2.1)	**(4.6)**	(2.1)
Adjusted selling, general and administrative	**$ 66.2**	**$ 59.6**	**$ 50.7**	**$ 239.3**	**$ 205.6**

EBITDA and Adjusted EBITDA

EBITDA is defined as earnings before interest, taxes, depreciation and amortization. EBITDA is a measure of performance utilized by management, investors and investment analysts to evaluate and analyze the Company's results. Adjusted EBITDA is defined as EBITDA excluding items as outlined in the Non-IFRS Adjusted Measures section above. The following table outlines how the EBITDA and adjusted EBITDA measure is determined:

	Three months ended			Years ended	
(in millions of Canadian dollars)	Nov. 30, 2024	Aug. 31, 2024	Nov. 30, 2023	Nov. 30, 2024	Nov. 30, 2023
Net income	**$ 28.6**	$ 20.8	$ 16.8	**$ 96.3**	$ 87.7
Adjustments:					
Amortization, derecognition and depreciation	**2.4**	2.4	2.3	**9.4**	9.1
Interest expense	**1.2**	1.8	1.0	**7.0**	5.0
Income tax expense	**4.7**	8.0	5.3	**29.0**	27.3
EBITDA	**$ 36.9**	**$ 33.0**	**$ 25.4**	**$ 141.7**	**$ 129.1**
Adjusted for:					
Performance fee allocated to KCPL LLTIP and contingent consideration payable	**$ 0.2**	$ (2.2)	$ –	**$ (2.0)**	$ –
Other loss from preferred limited partnership	**0.8**	–	–	**0.8**	–
Accrued KCPL LLTIP compensation expense	**2.0**	5.0	–	**13.4**	–
Severance and other expenses	**2.0**	1.6	0.1	**5.2**	1.3
Corporate development and acquisition related expenses	**–**	0.1	2.1	**4.6**	2.1
Fair value adjustment on contingent consideration payable	**(2.5)**	1.4	–	**(0.1)**	–
Fair value adjustment on put option liability	**0.2**	1.3	–	**2.8**	–
Adjusted EBITDA	**$ 39.6**	**$ 40.2**	**$ 27.6**	**$ 166.4**	**$ 132.5**

EBITDA Margin

EBITDA margin provides useful information to management and investors as an indicator of our overall operating performance. EBITDA margin is a valuable measure because it assesses the extent we are able to earn profit from each dollar of income. EBITDA margin is defined as the ratio of EBITDA to income. Please see the EBITDA section of this MD&A for a reconciliation between EBITDA and net income.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
EBITDA	**$ 36.9**	$ 33.0	$ 25.4	**$ 141.7**	$ 129.1
Divided by income	**141.4**	137.7	110.5	**548.2**	471.9
EBITDA margin	**26.1%**	**23.9%**	**23.0%**	**25.8%**	**27.4%**

Adjusted EBITDA Margin

We define adjusted EBITDA margin as the ratio of adjusted EBITDA to adjusted income. Please see the EBITDA and Adjusted EBITDA section of this MD&A for a reconciliation between adjusted EBITDA and net income.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Adjusted EBITDA	**$ 39.6**	$ 40.2	$ 27.6	**$ 166.4**	$ 132.5
Divided by adjusted income	**142.4**	135.5	110.5	**547.0**	471.9
Adjusted EBITDA margin	**27.8%**	**29.7%**	**25.0%**	**30.4%**	**28.1%**

Net Debt to Adjusted EBITDA Ratio

Net debt to adjusted EBITDA ratio provides useful information to management and investors as an indicator of the Company's leverage capabilities. We define the net debt to adjusted EBITDA ratio as long-term debt offset against cash and cash equivalents at the end of the period divided by the 12-month trailing adjusted EBITDA for the period.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Net debt	**$ –**	$ –	$ –	**$ –**	$ –
Divided by adjusted EBITDA (12-month trailing)	**166.4**	154.3	132.5	**166.4**	132.5
Net debt to adjusted EBITDA ratio	**0.0%**	**0.0%**	**0.0%**	**0.0%**	**0.0%**

Adjusted Net Income – Attributable to equity owners of the Company

We define adjusted net income as net income less after-tax adjusted items as outlined in the Non-IFRS Adjusted Measures section above. The following table outlines how the adjusted net income is determined:

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Net income – attributable to equity owners of the Company	**$ 28.7**	$ 20.3	$ 16.8	**$ 97.6**	$ 87.7
Adjusted for pre-tax expenses:					
Performance fee allocated to KCPL LLTIP and contingent consideration payable – attributable to equity owners of the Company	**0.1**	(1.1)	–	**(1.0)**	–
Other loss from preferred limited partnership – attributable to equity owners of the Company[1]	**–**	–	–	**–**	–
Accrued KCPL LLTIP compensation expense – attributable to equity owners of the Company	**1.0**	2.5	–	**6.8**	–
Severance and other expenses	**2.0**	1.6	0.1	**5.2**	1.3
Corporate development and acquisition related expenses	**–**	0.1	2.1	**4.6**	2.1
Fair value adjustment on contingent consideration payable	**(2.5)**	1.4	–	**(0.1)**	–
Fair value adjustment on put option liability	**0.2**	1.3	–	**2.8**	–
Tax impact on adjustments	**0.3**	(1.6)	(0.5)	**(4.3)**	(0.8)
Adjusted net income – attributable to equity owners of the Company	**$ 29.8**	**$ 24.5**	**$ 18.5**	**$ 111.6**	**$ 90.3**

[1] Represents loss related to preferred limited partnership interest in KCPL legacy asset LP, representing assets that are excluded from the transaction and have a nil impact on the Company's result for the year ended November 30, 2024

Free Cash Flow

Free cash flow represents cash available for distribution to our shareholders, share buybacks, investment in the AGF Capital Partners business, and general corporate purposes. We define free cash flow as cash flow from operations before net changes in non-cash balances related to operations less adjusted items as outlined in the Non-IFRS Adjusted Measures section above less interest paid and adjusted for certain tax items outlined below. We believe free cash flow is a relevant measure in our operations. Certain comparative figures have been restated to meet the definition of free cash flow.

	Three months ended			Years ended	
(in millions of Canadian dollars)	**Nov. 30, 2024**	Aug. 31, 2024	Nov. 30, 2023	**Nov. 30, 2024**	Nov. 30, 2023
Net income for the period	**$ 28.6**	$ 20.8	$ 16.8	**$ 96.3**	$ 87.7
Adjusted for non-cash items and non-cash working capital balance	**23.2**	35.1	20.1	**18.3**	(0.5)
Net cash provided by operating activities	**$ 51.8**	$ 55.9	$ 36.9	**$ 114.6**	$ 87.2
Net changes in non-cash working capital balances related to operations	**(28.1)**	(20.9)	(15.8)	**(20.2)**	(1.8)
	23.7	35.0	21.1	**94.4**	85.4
Adjusted for:					
Performance fee allocated to KCPL LLTIP and contingent consideration payable	**0.2**	(2.2)	–	**(2.0)**	–
Accrued KCPL LLTIP compensation expense	**2.0**	5.0	–	**13.4**	–
Severance and other expenses	**2.0**	1.6	0.1	**5.2**	1.3
Corporate development and acquisition related expenses	**–**	0.1	2.1	**4.6**	2.1
	$ 27.9	$ 39.5	$ 23.3	**$ 115.6**	$ 88.8
Income taxes paid during the period	**5.2**	3.3	5.5	**26.1**	28.7
	$ 33.1	$ 42.8	$ 28.8	**$ 141.7**	$ 117.5
Income taxes related to current period free cash flow	**(9.4)**	(11.3)	(6.6)	**(35.8)**	(26.4)
Interest and lease payments	**(2.3)**	(2.4)	(1.8)	**(10.5)**	(7.7)
Free cash flow	**$ 21.4**	**$ 29.1**	**$ 20.4**	**$ 95.4**	**$ 83.4**

Assets Under Management

The amount of AUM and the related fee rates are important to our business as these are the drivers of our revenue from our mutual fund, institutional and sub-advisory accounts, private wealth relationships and AGF Capital Partners asset management business. AUM will fluctuate in value as a result of investment performance, sales and redemptions, and crystallization of long-term investments. Mutual fund sales and AUM determine a significant portion of our expenses because we pay trailing commissions to financial advisors as well as investment advisory fees based on the value of AUM.

Fee-earning Assets

The amount of fee-earning assets and related fee rates are important to our business as these are the drivers of the fee income from certain strategic partnerships from our AGF Capital Partners business. Fee-earning assets will fluctuate in value as a result of investment performance and crystallization of long-term investments.

Average AUM

The average AUM is defined as the average of ending monthly AUM, excluding AGF Capital Partners, reported year to date.

Investment Performance

Investment performance, which represents market appreciation (depreciation), is central to the value proposition that we offer advisors and unitholders. Growth in AUM resulting from investment performance increases the wealth of our unitholders and, in turn, we benefit from higher revenues. Alternatively, poor investment performance will reduce our AUM levels and result in lower management fee revenues. Strong relative investment performance may also contribute to growth in gross sales or reduced levels of redemptions. Conversely, poor relative investment performance may result in lower gross sales and higher levels of redemptions. Refer to the 'Risk Factors and Management of Risk' section of our 2024 Annual MD&A.

Net Sales (Redemptions)

Retail gross sales and redemptions are monitored separately and the sum of these two amounts comprises retail net sales (redemptions). Retail net sales (redemptions), together with investment performance and fund expenses, determine the level of average daily mutual fund AUM, which is the basis on which management fees are charged. The average daily mutual fund AUM is equal to the aggregate average daily net asset value of the AGF mutual funds. We monitor AUM in our institutional, sub-advisory, private wealth, and AGF Capital Partners businesses separately. We do not compute an average daily AUM figure for them.

Working Capital

Working capital, defined as current assets less current liabilities, is used as a measure to demonstrate AGF's liquidity and ability to generate cash to pay for its short-term financial obligations.

Material Accounting Policy Information

Critical Accounting Estimates and Judgements

The preparation of Consolidated Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period in which the estimate is revised if the revision affects both current and future periods.

Key areas of estimation where management has made difficult, complex or subjective judgements – often about matters that are inherently uncertain – include provision for useful lives of depreciable assets, commitments and contingencies, as well as the specific items discussed below.

(a) Business Combinations

The Company applies the acquisition method to account for business combinations. The consideration paid for the acquisition includes the fair values of the assets transferred, the liabilities assumed and the equity interests issued by the Company. The consideration paid also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Estimates have been used to determine these values, including the valuation of separately identifiable intangibles acquired. Contingent consideration and the non-controlling interest put option, as part of the acquisition, are based on the future performance of the acquired business. The estimates are based on management's best assessment of the related inputs used in the valuation models, such as future cash flows and earnings, discount rates and volatility. Future performance results that differ from management's estimates could result in changes to the liabilities, which are recorded as they arise in net income.

(b) Impairment of Non-financial Assets

The Company determines the recoverability of each of our CGUs based on the higher of its fair value less costs to sell (FVLCTS) and its value in use (VIU). In certain instances, the Company uses a discounted cash flow methodology to estimate these amounts. Such analysis involves management's judgement in selecting the appropriate discount rate, terminal growth rate, future cash flows and synergies' inclusion rate to be used in the assessment of the impairment of non-financial assets. Refer to Note 9 of the Consolidated Financial Statements for further details on the impairment of non-financial assets.

(c) Stock-based Compensation and Other Stock-based Payments

In determining the fair value of the stock-based rewards and the related charge to the Consolidated Statement of Income, the Company makes assumptions about future events and market conditions. In particular, judgement must be formed as to the likely number of shares or RSUs that will vest, and the fair value of each award granted. The fair value of stock options granted is determined using the Black-Scholes option-pricing model, which is dependent on further estimates, including the Company's future dividend policy and the future volatility in the price of the Class B Non-Voting shares. Refer to Note 22 of the Consolidated Financial Statements for the assumptions used. Such assumptions are based on publicly available information and reflect market expectation. Different assumptions about these factors to those made by AGF could materially affect reported net income.

(d) Income Taxes

The Company is subject to income taxes in numerous jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain. AGF recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. When the estimated outcome of these matters is different from the amounts that were recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Refer to Note 30 of the Consolidated Financial Statements for further details.

(e) Fair Value Estimates of Level 3 Financial Instruments

The fair value estimates of the Company's level 3 financial instruments may require management to make judgements and estimates that can affect the amounts recognized in the Consolidated Financial Statements. Such judgements and estimates include parameter inputs that are unobservable and have an impact on the fair value of the instrument. Refer to Note 29 of the Consolidated Financial Statements for further details.

In addition, the application of the Company's accounting policies may require management to make judgements, apart from those involving estimates, that can affect the amounts recognized in the Consolidated Financial Statements. Such judgements include the determination of whether intangible assets have finite or indefinite lives and the accounting implications related to certain legal matters.

Market Capitalization

AGF's market capitalization is $724.0 million, compared to its recorded net assets of $1,632 million as at November 30, 2024. In 2024, we completed an assessment to determine the fair value of AGF's cash-generating units (CGUs). Based on the result of the assessment, the recoverable amount of each CGU exceeded its carrying value as at November 30, 2024. There have been no significant changes to the recoverable amount of each CGU as at November 30, 2024; however, a sustained period of market volatility could become a triggering event requiring a write down of AGF's CGUs. Estimating the fair value of CGUs is a subjective process that involves the use of estimates and judgements, particularly related to cash flows, the appropriate discount rates, terminal growth rates, synergy inclusion rates and an applicable control premium.

Risk Factors and Management of Risk

Risk is the responsibility of the Executive Management committee. The Executive Management committee is made up of the Executive Chairman; the Chief Executive Officer (CEO) and Chief Investment Officer (CIO); the President and Head of Global Distribution; the Chief Financial Officer, the Chief Operating Officer; and the Head of AGF Capital Partners. The Executive Chairman is directly accountable to the Board of Directors for all risk-related activities. The Executive Management committee reviews and discusses significant risks that arise in developing and executing the enterprise-wide strategy and ensures risk oversight and governance at the most senior levels of management. Each of the business units and shared services owns and assumes responsibility for managing its risk. They do this by ensuring that policies, processes and internal controls are in place and by escalating significant risks identified in the business units to the Executive Management committee.

AGF operates an Enterprise Risk Management (ERM) program. Key risks are identified and evaluated by the Executive Management committee and the Board of Directors. Plans for addressing the key risks are developed by management and agreed to and monitored by the Executive Management committee and the Internal Audit Department. Quarterly, the Internal Audit Department provides a status report on ERM to the Board of Directors.

AGF's risk governance structure is designed to balance risk and reward and to promote business activities consistent with our standards and risk tolerance levels, with the objective of maximizing long-term shareholder value.

Risk Factors That May Affect Future Results

There are many factors that may affect our ability to execute against our strategy. Some of these factors are within our control and others, because of their nature, are beyond our control. These factors apply to our corporate strategy as well as business-specific strategies, which are included in the discussions that follow.

Market Risk

Market risk is the risk of a financial loss resulting from adverse changes in underlying market factors. The Company is subjected to market risk as the net management fee revenue is calculated as a percentage of the average net asset value of each retail fund or portfolio managed.

Elevated interest rates continue to contribute to higher volatility and could ultimately impact the trajectory of investment returns over the next 12 months. Investors are playing the waiting game right now in anticipation of market volatility continuing until it is better understood what impact tighter monetary policy has had on economic growth and when potential interest rate reductions might occur.

AGF continually monitors the potential impact of market risk to its capital position and profitability. A significant portion of AGF's net management, advisory and administration fees is driven by its total average AUM excluding AGF Capital Partners. These AUM levels are impacted by both net sales and changes in the market. In general, for every $1.0 billion reduction in average AUM excluding AGF Capital Partners, annualized net management, advisory and administration fees would decline by approximately $7.3 million. In addition, the uncertainty within the global markets may impact the level of merger and acquisition activity and is likely to create challenges in completing transactions.

Foreign Exchange Risk

The Company's main foreign exchange risk derives from the U.S. and international portfolio securities held in AGF Funds. Changes in the value of the Canadian dollar relative to foreign currencies will cause fluctuations in the Canadian-dollar value of non-Canadian AUM upon which our management fees are calculated. This risk is monitored since currency fluctuation may impact the financial results of AGF; however, it is at the discretion of the fund manager to decide whether to enter into foreign exchange contracts to hedge foreign exposure on U.S. and international securities held in AGF Funds. Using average balances for the quarter, the effect of a 5% change in the Canadian dollar in relation to total AUM would have resulted in a corresponding change of approximately $1.6 billion in AUM for the year ended November 30, 2024. In general, for every $1.0 billion reduction of average AUM, annualized net management, advisory and administration fees would decline by approximately $7.3 million.

The Company is subject to foreign exchange risk on our integrated foreign subsidiaries in the United States and Ireland, which provide investment advisory services. These subsidiaries retain minimal monetary exposure to the local currency and their revenues are calculated in Canadian dollars. The local currency expenses are translated at the average monthly rate, and local currency assets and liabilities are translated at the rate of exchange in effect at the statement of financial position date.

Interest Rate Risk

The Company has exposure to the risk related to changes in interest rates on floating-rate debt and cash balances. Using outstanding debt balances for the year, the effect of a 1% change in variable interest rates on floating-rate debt and cash balances in fiscal 2024 would have resulted in a corresponding change of approximately $0.2 million in interest expense for the year ended November 30, 2024. Using maximum available debt balance for the year, the effect of a 1% change in variable interest rates on our floating-rate debt and cash balances in fiscal 2024 would have resulted in a corresponding annualized change of approximately $1.5 million in interest expense.

At November 30, 2024, approximately 16.7% of AGF's mutual fund assets under management were held in fixed-income securities, which are exposed to interest rate risk. An increase in interest rates causes market prices of fixed-income securities to fall, while a decrease in interest rates causes market prices to rise. A 1% change in interest rates would have resulted in a corresponding annualized change of approximately $2.7 million in revenue.

Price Risk

The Company is not exposed to commodity price risk. The Company is exposed to equity securities price risk on certain equity securities held by the Company and long-term investments in AGF Capital Partners funds. The Company's investments that have price risk include investments in investment funds managed by the Company, equity securities and long-term investments. As at November 30, 2024, the effect of a 10% decline or increase in the value of investments would have resulted in a $34.0 million pre-tax unrealized gain or loss in net income and a $0.1 million impact on pre-tax unrealized gain or loss to other comprehensive income.

Political and Market Risk in Assets Under Management

AGF performance and assets under management are impacted by financial markets and political conditions, including any political change in the United States, Europe and abroad. Changes in these areas may result in significant volatility and decline in the global economy or specific international, regional and domestic financial markets, which are beyond the control of AGF. A general economic downturn, market volatility and an overall lack of investor confidence could result in lower sales, higher redemption levels and lower AUM levels. In addition, market uncertainty could result in retail investors avoiding traditional equity funds in favour of money market funds. Global markets remain volatile due to elevated interest rates and inflation. Market risk in our AUM transfers to the Company as our net management fee revenue is calculated as a percentage of the average net asset value of each retail fund or portfolio managed. The Company does not quantify this risk in isolation; however, in general, for every $1.0 billion reduction of retail fund AUM, annualized net management fee revenues would decline by approximately $8.5 million. The Company monitors this risk as it may impact earnings; however, it is at the discretion of the fund manager to decide on the appropriate risk-mitigating strategies for each fund.

To provide additional details on the Company's exposure to market risk, the following provides further information on our mutual fund AUM by asset type as at November 30:

Percentage of total retail fund AUM	**2024**	**2023**
Domestic equity funds	**14.8%**	16.3%
U.S. and international equity funds	**61.9%**	56.2%
Domestic balanced funds	**0.2%**	0.3%
U.S. and international balanced funds	**5.4%**	6.5%
Domestic fixed-income funds	**6.0%**	6.6%
U.S. and international fixed-income funds	**10.7%**	12.7%
Domestic money market	**1.0%**	1.1%
Domestic Alternative Funds	**0.0%**	0.3%
	100.0%	**100.0%**

Institutional and high-net-worth AUM are exposed to the same market risk as retail fund AUM. In general, for every $1.0 billion reduction of institutional and high-net-worth AUM, annualized management fee revenues would decline by approximately $4.9 million.

Credit Risk

The Company is exposed to the risk that third parties, including clients, who owe AGF money, securities or other assets will not perform their obligations. Credit risk arises from cash and cash equivalents, investments, accounts receivable and other assets. Cash and cash equivalents consist primarily of highly liquid temporary deposits with Canadian banks, an Irish bank and non-Irish banks in Ireland, as well as bank term deposits. AGF's overall credit risk strategy and credit risk policy are developed by senior management and further refined at the business unit level, through the use of policies, processes and internal controls designed to promote business activities, while ensuring these activities are within the standards of risk tolerance levels. AGF does not have significant exposure to any individual counterparty.

Liquidity Risk

Liquidity risk is the risk that AGF may not be able to generate sufficient funds and within the time required to meet the Company's obligations as they come due. The key liquidity requirements are the funding of investment-related commitments in the AGF Capital Partners business, dividends paid to shareholders, obligations to taxation authorities, and the repayment of long-term debt. While AGF currently has access to financing, unfavourable market conditions may affect the Company's ability to obtain loans or make other arrangements on terms acceptable to AGF. The Company manages its liquidity risk through the management of its capital structure and financial leverage as outlined under Capital Management Activities. AGF manages our liquidity by monitoring actual and projected cash flows to ensure that AGF has sufficient liquidity through cash received from operations as well as borrowings under AGF's revolving credit facility. Cash surpluses are invested in interest-bearing short-term deposits and investments with a maturity up to 90 days. AGF is subject to certain financial loan covenants under the Company's revolving credit facility and has met all of these conditions.

There are many factors that affect the liquidity of AGF Funds, including but not limited to general economic and political conditions, fluctuations in interest rates and factors unique to each issuer of the underlying securities held by an AGF Fund, such as changes in management, strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution and dividend policies and other events. In addition, the impact of unanticipated market disruptions may cause exchanges to suspend trading and/or investment funds to suspend dealing (which could be for an extended period of time), may exacerbate pre-existing political, social or economic risk, and may disproportionately affect certain issuers, industries or types of securities. These impacts may have an effect on the performance of the underlying securities in which an AGF Fund invests and may lead to an increase in the amount of redemptions experienced by an AGF Fund. An AGF Fund may be unable to meet redemption requests due to the inability to sell the underlying securities in a timely manner. As a result, there could be an insufficient amount of liquid assets in the AGF Funds. AGF measures and monitors liquidity risk in the AGF Funds at all times. AGF has a dedicated team that assesses risk, utilizing industry best in class and up-to-date third-party tools and systems to ensure quality analysis. While AGF has no control over external market events impacting the performance of the AGF Funds and/or the loss of liquidity, AGF strives to act on adverse events as they occur.

Performance, Sales and Redemption Risk

Demand for our products depends on, among other things, the ability of our investment management team to deliver value in the form of strong investment returns, as well as the demand for specific investment products. Since this is a relative as well as an absolute measure, there is a risk that AGF may not perform as well as the market or our peers, or in line with our clients' expectations. A specific investment strategy may fall out of favour with the market, resulting in lower sales and/or higher redemptions.

Our future financial performance will be influenced by our ability to successfully execute our strategy and generate net sales. If sales do not materialize as planned or key personnel cannot be retained, margins may erode. As well, significant redemptions could adversely affect investment fund returns by impacting market values and increasing transaction costs or taxable distributions. Continued significant redemptions could negatively impact the prospects and operating results of AGF. Elevated interest rates and inflation may result in increased client redemptions because of general market declines and sentiment or investors' need for cash.

Distribution Risk

Our retail AUM is obtained through third-party distribution channels including financial advisors and strategic partners that offer our products to investors along with similar products from our competitors. Our future success is dependent on continued access to these distribution channels that are independent of our company. Reduced access or the loss of key strategic partners could materially affect sales and revenue, particularly where a distribution partner represents a meaningful portion of the Company's sales flow.

Key Personnel Risk

AGF's success depends on our key personnel, and in particular senior management and portfolio managers. The investment management industry is highly competitive. Reliance on investment performance to sell financial products has increased the demand for experienced and high-performing portfolio managers. Compensation packages for these portfolio managers may increase at a rate well above the rates of increase observed in other industries. Losing key individuals or being unable to attract and retain such individuals could adversely affect AGF's business. AGF believes we have the resources necessary to hire and retain AGF's key personnel.

Reputation Risk

Reputation risk is the risk of negative publicity regarding our business conduct or practices which, whether true or not, could significantly damage AGF's reputation, resulting in lost revenue, increased costs or destruction of shareholder value. Reputational risk could result from, among other things, operational errors, poor performance, unfavourable regulatory sanctions, litigation, cyber-attacks, or employee misconduct. While AGF mitigates this risk through a corporate-wide Code of Conduct policy, governance practices, risk-management programs, business continuity planning, a cybersecurity program and corporate policies, there can be no assurance that unauthorized or unsuccessful activities resulting in damage to AGF's reputation will not occur.

Industry Competition Risk

The level of competition in the industry is high, driven by factors including product variety, innovation, brand recognition, investment performance, management, sales and distribution relationships, fee and commission rates and other compensation matters. Sales and redemptions of mutual funds may be influenced by relative service levels, management fees, attributes of specific products in the marketplace and actions taken by competitors. AGF's competition includes other mutual fund companies, investment management firms, banks and insurance companies, some of whom have greater resources than AGF. The investment management industry's trend toward consolidation has increased the strength of some of AGF's competitors. While AGF continues to develop new products and explore new opportunities, there can be no assurance that AGF will maintain our current standing or market share. This may adversely affect AGF's business, financial condition and operating results.

In addition, there are uncertainties involved in the introduction of new products and services, including technical requirements, operational controls and procedures, compliance with regulatory requirements, and shifting market preferences. The development and introduction of new products and services may require ongoing support and investment. A failure to manage the risks involved in the implementation of new products and services may lead to operational lapses, increased capital requirements, and competitive alternatives, which could adversely affect AGF's standing, market share or investment performance relative to AGF's competitors and negatively impact the business, financial condition or operating results of AGF.

Regulatory Risk

AGF is subject to complex and changing legal and regulatory requirements. The Company manages legal and regulatory risk through its efforts to promote a strong culture of compliance. All regulatory developments may impact product structures, pricing, and dealer and advisor compensation. While AGF actively monitors such initiatives, and where feasible comments upon or discusses them with regulators, the ability of AGF to mitigate the imposition of differential regulatory treatment of financial products or services is limited. AGF and AGF's subsidiaries are also subject to regulatory reviews as part of the normal ongoing process of oversight by the various regulators.

AGF, as an investment fund manufacturer, offers a wide range of mutual fund series that align with industry norms. AGF continually reviews our lineup to ensure we have the best representation of the Company's strengths, while providing the Company's partners and clients with the choice and diversity needed to adapt to the evolving regulatory landscape, including that of offering a wide range of product solutions that provide dealers, and their advisors, with the opportunity to structure compensation they determine to be most suitable based on the best interest of the investor.

The current environment of heightened regulatory scrutiny in the financial services sector may reasonably be expected to lead to increasingly stringent interpretation and enforcement of existing laws and rules or additional regulations, changes in existing laws and rules, or changes in interpretation or enforcement of existing laws and rules.

As a longstanding participant in the Canadian financial services industry, the Company and the Company's subsidiaries will continue to be advocates for sound regulatory changes that are grounded in the needs of all investors. The Company strongly believes in upholding the value of advice, preserving investor choice, and limiting the negative effects of unintended consequences.

Strategic Risk

Strategic risk is the potential for negative impacts as a result of AGF's inability to execute our strategic plan or correctly identify strategic priorities. A key strategic risk is the risk that management fails to anticipate in, and respond to, changes in the business environment, including product demand, regulatory changes and competition. AGF's performance is directly affected by the financial market and business conditions, including applicable laws. These are beyond the control of AGF; however, AGF's risk management process includes the ongoing review and assessment of industry and economic trends and changes. Strategies are then designed to effectively respond to any anticipated changes, including identifying acquisition opportunities, developing new business lines, introducing new products, and implementing cost control strategies.

In addition, our strategy includes strategic acquisitions and investments in associates, joint ventures and limited partnerships. There is no assurance that we will be able to complete acquisitions on the terms and conditions that satisfy our investment criteria and/or effectively integrate such acquisitions into existing operations and attain the expected benefits. After transactions are completed, meeting target return objectives is contingent upon many factors, including retaining key employees, achieving synergies and growth in AUM of the acquired companies.

Our strategic investments may involve risks and uncertainties including, but not limited to, our dependency on partners and co-venturers that are not under our control and that might become bankrupt or otherwise fail to fund their share of required capital contributions, or suffer reputational damage that could have an adverse impact on us. We do not have sole control over certain major decisions relating to these assets and businesses, which could affect our future returns on these investments.

The success of our strategic investments, including infrastructure investments, may be influenced by government and economic regulations, capital expenditure requirements, performance under customer or client contracts, general economic conditions, and other material disruptions that may be outside our control such as weather conditions, natural disasters, major accidents, acts of malicious destruction, sabotage and terrorism.

Insurance Risk

AGF maintains various types of insurance coverage, which include a financial institutions bond, professional liability (errors and omissions) insurance, directors' and officers' liability insurance, cyber and network liability insurance and general commercial liability insurance. There can be no assurance that (i) a claim or claims will not exceed the limits of available insurance coverage, (ii) any insurer will remain solvent or willing to continue providing insurance coverage with sufficient limits or at a reasonable cost, or (iii) any insurer will not dispute coverage of certain claims due to ambiguities in the relevant policies. A judgement against AGF in excess of available coverage could have a material adverse effect on AGF both in terms of damages awarded and the impact on the reputation of AGF.

Information Technology and Cybersecurity Risk

The Company uses information technology and the internet to streamline business operations and to improve client and advisor experience. However, with the use of information technology and the internet, the Company (and each of the Company's affiliates, subsidiaries and AGF Funds) is exposed to possible information technology events, through cybersecurity breaches, which could potentially have an adverse impact on their business. In general, a cybersecurity breach can result from either a deliberate attack or an unintentional event and may arise from external or internal sources. The increased use of electronic and remote communication tools and services due to the implementation of hybrid work may lead to heightened cybersecurity risk.

Cybersecurity breaches include, but are not limited to, unauthorized access to the Company's digital information systems (e.g., through 'hacking' or other malicious software code) for the purpose of misappropriating assets or sensitive information (e.g., personal securityholder information); corrupting data, equipment or systems; or causing operational disruption. Cybersecurity breaches could cause the Company or AGF Funds to be in violation of applicable privacy and other laws, and incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures or reimbursement, and/or financial loss. In addition, substantial costs may be incurred to prevent any cyber incidents in the future.

Cyber incidents affecting AGF Funds and/or their service providers (including, but not limited to, an AGF fund's portfolio manager, sub-advisor(s), transfer agent, and custodian) have the ability to interfere with AGF Funds' ability to calculate their net asset value, and impede trading, the ability of securityholders to transact business with AGF Funds, and the ability of AGF Funds to process transactions including redemptions. Similar adverse consequences could result from cyber incidents affecting the issuers of securities in which AGF Funds invest and counterparties with which AGF Funds engage in transactions.

While AGF Funds and the Company have established business continuity plans and risk management systems designed to prevent or reduce the impact of cybersecurity attacks, there are inherent limitations in such plans and systems due to the ever-changing nature of technology and cybersecurity attack tactics, and the possibility that certain risks have not been identified. Furthermore, although the Company has vendor oversight policies and procedures, the Company cannot control the cybersecurity plans and systems put in place by the Company's service providers or any other third party whose operations may affect the Company, AGF Funds or their securityholders. As a result, the Company, AGF Funds and their securityholders could be negatively affected.

Environmental, Social and Governance Risk

Environmental, social and governance (ESG) risk is the risk that an ESG issue associated with a client, transaction, product, supplier, investment, joint venture, or activity may create a risk of loss of financial, operational, legal and/or reputational value to AGF. AGF Investments Inc. is a signatory to the United Nations Principles for Responsible Investment (PRI). Under the PRI, investors formally commit to incorporate ESG issues into their investment processes. AGF Investments Inc. regularly reviews their investment processes and underlying investments as they pertain to ESG issues.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes or systems, human interaction or external risks. AGF is exposed to a broad range of operational risks, including information technology and system failures, processing and execution errors, third-party service failures, business disruption, theft and fraud. Operational risks can result in significant financial loss, reputational damage or regulatory action.

AGF's business leaders are responsible for the management of the day-to-day operational risks. Operational risks related to people and processes are mitigated through internal policies and controls. Oversight of risks and the ongoing evaluation of effectiveness of controls are provided by AGF's Compliance and Internal Audit Departments. The Company has business continuity plans and vendor oversight policies in place to support the sustainment, management and recovery of critical operations and processes in the event of a business disruption.

Taxation Risk

AGF is subject to various uncertainties concerning the interpretation and application of Canadian tax laws. If tax authorities disagree with AGF's application of such tax laws, AGF's profitability and cash flows could be adversely affected. AGF is considered a large case file by the Canada Revenue Agency, and as such is subject to audit each year. There is a significant lag between the end of a fiscal year and when such audits are completed. Therefore, at any given time, several years may be open for audit, which may result in an adjustment.

The foregoing discussion is not an exhaustive list of all risks and uncertainties regarding our ability to execute against our strategy. Readers are cautioned to consider other potential risk factors when assessing our ability to execute against our strategy.

Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by AGF Management Limited in reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified under those laws and include controls and procedures that are designed to ensure that information is accumulated and communicated to management, including the CEO and CFO, to allow timely decisions regarding required disclosure.

AGF Management Limited's management, under the direction of the CEO and CFO, has evaluated the effectiveness of AGF Management Limited's disclosure controls and procedures (as defined in National Instrument 52-109 of the Canadian Securities Commission) as at November 30, 2024, and has concluded that such disclosure controls and procedures were effective.

Internal Control Over Financial Reporting

The CEO and CFO have designed, or caused to be designed under their supervision, internal controls over financial reporting (ICFR) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and receipts and expenditures of the Company are made only in accordance with authorizations of management and directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be designed effectively can provide only reasonable assurance with respect to financial reporting and financial statement preparation.

Management, under the direction of the CEO and CFO, has evaluated the effectiveness of the Company's internal control over financial reporting as at November 30, 2024, and has concluded that internal control over financial reporting is designed and operating effectively to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Due to the recency of the acquisition of KCPL, AGF did not include KCPL in the ICFR framework for the three and twelve months ended November 30, 2024. Management's assessment was based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Changes to ICFR

A material change in ICFR is a change that has materially affected or is reasonably likely to materially affect the issuer's ICFR.

There have been no changes to the Company's ICFR during the year ended November 30, 2024 that have materially affected or are reasonably likely to materially affect the Company's ICFR.

Summary of Annual Results

(from continuing operations)

Years ended November 30 (in millions of Canadian dollars, except per share data)	2024	2023	2022	2021	2020[1,2]
Income	**$ 548.2**	$ 471.9	$ 469.0	$ 461.6	$ 543.9
Expenses[9]	**422.9**	342.8	330.4	333.9	292.8
EBITDA before commissions[10]	**141.7**	129.1	138.6	127.7	251.1
Pre-tax income	**125.3**	115.0	87.2	51.8	194.4
Net income attributable to equity owners of the Company	**97.6**	87.7	66.6	39.3	173.9
Earnings per share attributable to equity owners of the Company					
Basic	**$ 1.51**	$ 1.35	$ 0.97	$ 0.56	$ 2.25
Diluted	**1.46**	1.30	0.96	0.55	2.22
Free cash flow[10]	**$ 95.4**	$ 83.4	$ 73.9	$ 55.1	$ 46.1
Dividends per share	**$ 0.455**	$ 0.440	$ 0.400	$ 0.340	$ 0.320
Long-term debt	**$ 14.7**	$ 5.8	$ 21.6	$ –	$ –
Weighted average basic shares	**64,512,506**	64,957,984	68,430,165	70,009,123	77,326,775
Weighted average fully diluted shares	**66,920,809**	67,233,845	69,437,213	71,660,642	78,359,570

Years ended November 30 (in millions of Canadian dollars, except per share data)	2019[3,4]	2018[5]	2017[6]	2016[7]	2015[8]
Income	$ 436.7	$ 450.2	$ 455.5	$ 428.7	$ 449.6
Expenses[9]	326.7	343.7	339.1	319.2	322.4
EBITDA before commissions[10]	110.0	106.5	116.4	109.5	127.2
Pre-tax income	57.3	62.5	61.8	52.7	63.9
Net income attributable to equity owners of the Company	47.9	73.9	52.1	42.5	48.3
Earnings per share attributable to equity owners of the Company					
Basic	$ 0.61	$ 0.94	$ 0.66	$ 0.53	$ 0.59
Diluted	0.60	0.92	0.64	0.53	0.58
Free cash flow[10]	$ 53.4	$ 41.5	$ 50.0	$ 60.7	$ 68.2
Dividends per share	$ 0.320	$ 0.320	$ 0.320	$ 0.320	$ 0.510
Long-term debt	$ 207.3	$ 188.6	$ 138.6	$ 188.2	$ 268.8
Weighted average basic shares	78,739,081	79,292,775	79,330,190	79,278,876	82,295,595
Weighted average fully diluted shares	79,672,961	80,637,948	81,245,279	80,253,600	83,584,539

[1] Refer to Note 3 in the 2020 Consolidated Financial Statements for more information on the adoption of IFRS 16.
[2] 2020 includes $104.4 million related to gain on sale of Smith & Williamson Holdings Limited (S&WHL), net of currency hedge, and $41.3 million of dividends, net of currency hedge, from S&WHL, recognized as income.
[3] Refer to Note 3 in the 2019 Consolidated Financial Statements for more information on the adoption of IFRS 15.
[4] 2019 includes income of $4.1 million related to one-time fund expense tax recovery, and $14.4 million related to restructuring costs.
[5] 2018 includes income of $1.5 million related to the Company's share of a one-time tax levy provision reversal for S&WHL, $5.2 million of one-time restructuring and administrative costs, $21.9 million provision release, and $2.2 million of interest recovery related to the transfer pricing case.
[6] 2017 includes $10.0 million of income related to a litigation settlement.
[7] 2016 includes a $2.1 million charge in income related to the Company's share of a one-time tax levy for S&WHL and $3.7 million of one-time net expense recovery related to a reversal of a provision from prior years related to Harmonized Sales Tax (HST) offset by fund transition costs.
[8] 2015 includes a $5.7 million distribution related to a crystallization of an asset and a one-time restructuring cost of $7.2 million.
[9] Includes selling, general and administrative (SG&A), restructuring provisions, trailing commissions and investment advisory fees.
[10] See the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.

Additional Information

Additional information relating to the Company can be found in the Company's Consolidated Financial Statements and accompanying notes for the year ended November 30, 2024, the Company's 2024 Annual Information Form (AIF) and Annual Report, and other documents filed with applicable securities regulators in Canada, and may be accessed at www.sedarplus.com.

Management's Responsibility for Financial Reporting

Toronto, January 21, 2025

The accompanying consolidated financial statements of AGF Management Limited (the Company) were prepared by management, who are responsible for the integrity and fairness of the information presented, including the amounts based on estimates and judgements. These consolidated financial statements were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

In discharging its responsibility for the integrity and fairness of the consolidated financial statements and for the accounting systems from which they are derived, management maintains internal controls designed to ensure that transactions are authorized, assets are safeguarded and proper records are maintained. The system of internal controls is supported by a compliance function, which ensures that the Company and its employees comply with securities legislation and conflict of interest rules, and by an internal audit staff, which conducts periodic audits of all aspects of the Company's operations.

The Board of Directors (the Board) oversees management's responsibilities for financial reporting through an Audit Committee, which is comprised entirely of independent directors. This Committee reviews the consolidated financial statements of the Company and recommends them to the Board for approval.

PricewaterhouseCoopers LLP, an independent auditor appointed by the shareholders of the Company upon the recommendation of the Audit Committee, has performed an independent audit of the consolidated financial statements, and its report follows. The independent auditor has full and unrestricted access to the Audit Committee to discuss their audit and related findings.

Kevin McCreadie, CFA, MBA
Chief Executive Officer & Chief Investment Officer

Ken Tsang, CFA, CPA, MBA
Chief Financial Officer

Independent Auditor's Report

To the Shareholders of AGF Management Limited

Our Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of AGF Management Limited and its subsidiaries (together, the Company) as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What We Have Audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at November 30, 2024 and 2023;
- the consolidated statements of income for the years then ended;
- the consolidated statements of comprehensive income for the years then ended;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flow for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended November 30, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
Determination of recoverable amounts of goodwill and management contracts – Retail and Institutional cash generating units (CGUs) *Refer to note 3 – Material Accounting Policy Information, Judgements and Estimation Uncertainty and note 9 – Goodwill and Intangible Assets.* The Company had goodwill and management contracts of $1.04 billion as at November 30, 2024, of which a significant portion relates to the Retail and Institutional CGUs. Management tests goodwill and management contracts annually for impairment or more frequently if events or circumstances indicate that the carrying value may be impaired. Management determines whether an impairment loss should be recognized by comparing the carrying value of the CGU to its recoverable amount, which is the higher of fair value less costs to sell (FVLCTS) and its value in use (VIU). As at November 30, 2024, the Company has performed a discounted cash flow analysis for each CGU to estimate the recoverable amount. In the discounted flow analysis, management applies judgement in selecting the appropriate discount rate, and terminal growth rate. Management also estimates future cash flows based on (i) assets under management, of which key assumptions include: gross sales, redemptions, and market growth and (ii) synergies' inclusion rates. Based on the results of the annual impairment test, management concluded that no goodwill or management contracts were impaired for the Retail and Institutional CGUs as at November 30, 2024. We considered this a key audit matter due to (i) the significance of the goodwill and management contract balances for the Retail and Institutional CGUs and (ii) the significant judgement made by management in determining the recoverable amount of the CGUs, including the use of significant assumptions. This has resulted in a high degree of subjectivity and audit effort in performing audit procedures. Professionals with specialized skill and knowledge in the field of valuation assisted us in performing our procedures.	Our approach to addressing the matter included the following procedures, among others: • Evaluated how management determined the recoverable amounts of the Retail and Institutional CGUs, which included the following: – Tested (i) the appropriateness of the use of a discounted cash flow analysis, and (ii) the mathematical accuracy of the discounted cash flow analyses prepared by management. – Tested the reasonableness of assumptions related to assets under management (gross sales, redemptions, market growth and revenue rates) by comparing them to the budget approved by the Board of Directors, current and past performance of the CGUs and available third party published economic data. – Professionals with specialized skill and knowledge in the field of valuation assisted in evaluating the methodology used in discounted cash flow analyses and the reasonableness of the discount rates, terminal growth rates and synergies' inclusion rates used by management. – Tested the assets under management data used in the discounted cash flow analyses. • Evaluated the disclosures made in the consolidated financial statements, including the sensitivity of the key assumptions used.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis, which we obtained prior to the date of this auditor's report and the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report, which is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard. When we read the information, other than the consolidated financial statements and our auditor's report thereon, included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Carly Stallwood.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
January 21, 2025

Consolidated Statement of Financial Position

November 30 (in thousands of Canadian dollars)	Note	2024	2023
Assets			
Current assets			
Cash and cash equivalents		**$ 52,960**	$ 50,453
Investments	5	**20,171**	22,191
Accounts receivable, prepaid expenses and other assets		**47,964**	36,646
Derivative financial instrument	19	**1,081**	965
Income tax receivable	8, 24, 30	**3,534**	6,602
Total current assets		**125,710**	116,857
Investment in joint ventures	6	**1,801**	2,245
Long-term investments	5	**321,243**	254,969
Preferred limited partnership interest	8	**18,816**	–
Convertible note receivable	19	**12,583**	–
Management contracts	8 , 9	**768,785**	689,759
Goodwill	9	**273,961**	250,830
Other intangibles	9	**4,533**	398
Right-of-use assets	10	**68,004**	71,790
Property, equipment and computer software	11	**26,073**	27,951
Deferred income tax assets	14	**8,188**	3,602
Other assets	7	**3,007**	1,877
Total non-current assets		**1,506,994**	1,303,421
Total assets		**$ 1,632,704**	**$ 1,420,278**

Consolidated Statement of Financial Position

November 30 (in thousands of Canadian dollars)	Note	2024	2023
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	12, 22	**$ 113,422**	$ 78,292
Lease liability	10	**6,116**	5,960
Put option liability	8	**893**	–
Total current liabilities		**120,431**	84,252
Long-term lease liability	10	**75,055**	78,104
Long-term debt	13	**14,664**	5,823
Deferred income tax liabilities	14	**177,943**	152,834
Long-term contingent consideration payable	8	**29,536**	–
Long-term put option liability	8	**32,109**	–
Other long-term liabilities	7, 8, 22	**23,886**	10,369
Total liabilities		**473,624**	331,382
Equity			
Equity attributable to owners of the Company			
Capital stock	15	**393,218**	390,502
Contributed surplus	22	**45,142**	44,462
Retained earnings		**686,863**	651,065
Accumulated other comprehensive income	16	**3,205**	2,867
Equity attributable to non-controlling interest holders			
Non-controlling interest	8	**30,652**	–
Total equity		**1,159,080**	1,088,896
Total liabilities and equity		**$ 1,632,704**	**$ 1,420,278**

(The accompanying notes are an integral part of these Consolidated Financial Statements.)

Approved by the Board:

Kevin McCreadie, CFA, MBA
Director

Ian Clarke, CA, FCA, ICD.D
Director

Consolidated Statement of Income

Years ended November 30 (in thousands of Canadian dollars, except per share data)	Note	2024	2023
Income			
Management, advisory and administration fees	17	**$ 482,394**	$ 428,172
Deferred sales charges		**6,625**	7,585
Performance fee	8	**4,124**	–
Share of profit of joint ventures	6	**895**	3,427
Income from fee-earning arrangements	7	**2,936**	3,155
Fair value adjustments and distribution income	5, 28	**47,263**	26,855
Other income	18	**3,955**	2,630
Total income		**548,192**	471,824
Expenses			
Selling, general and administrative	20	**262,539**	209,048
Trailing commissions and investment advisory fees		**141,251**	133,762
Fair value adjustment on contingent consideration payable	8	**(53)**	–
Fair value adjustment on put option liability	8	**2,778**	–
Amortization, depreciation and derecognition	9, 10, 11	**9,402**	9,120
Interest expense	10, 13	**6,967**	4,874
Total expenses		**422,884**	356,804
Income before income taxes		**125,308**	**115,020**
Income tax expense (benefit)			
Current	24	**31,882**	24,183
Deferred	24	**(2,886)**	3,137
Total income tax expense		**28,996**	27,320
Net income for the year		**$ 96,312**	**$ 87,700**
Net income attributable to:			
Equity owners of the Company		**$ 97,572**	$ 87,700
Non-controlling interest		**(1,260)**	–
Earnings per share attributable to equity owners of the Company			
Basic	25	**$ 1.51**	$ 1.35
Diluted	25	**$ 1.46**	$ 1.30

(The accompanying notes are an integral part of these Consolidated Financial Statements.)

Consolidated Statement of Comprehensive Income

Years ended November 30 (in thousands of Canadian dollars)	**2024**	**2023**
Net income for the year	**$ 96,312**	$ 87,700
Other comprehensive income, net of tax		
Net unrealized gain (loss) on investments		
Item that may be reclassified to net income		
Unrealized gain (loss)	**338**	(128)
Total other comprehensive income (loss), net of tax	**338**	(128)
Comprehensive income	**$ 96,650**	$ 87,572
Comprehensive income attributable to:		
Equity owners of the Company	**$ 97,910**	$ 87,572
Non-controlling interest	**(1,260)**	–
Net comprehensive income for the year	**$ 96,650**	**$ 87,572**

(The accompanying notes are an integral part of these Consolidated Financial Statements.)

Consolidated Statement of Changes In Equity

(in thousands of Canadian dollars)	Capital stock	Contributed surplus	Retained earnings	Accumulated comprehensive income	Non-controlling interest	Total equity
Balance, December 1, 2022	$ 391,719	$ 41,883	$ 593,949	$ 2,995	$ –	**$ 1,030,546**
Net income for the year	–	–	87,700	–	–	**87,700**
Other comprehensive loss (net of tax)	–	–	–	(128)	–	**(128)**
Comprehensive income (loss) for the year	–	–	87,700	(128)	–	**87,572**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	564	–	–	–	–	**564**
Stock options	7,403	(558)	–	–	–	**6,845**
AGF Class B Non-Voting shares repurchased for cancellation	(10,966)	–	(2,416)	–	–	**(13,382)**
Dividends on AGF Class A Voting common shares and AGF Class B Non-Voting shares, including tax of $0.3 million	–	–	(28,206)	–	–	**(28,206)**
Equity-settled Restricted Share Units, net of tax	–	3,137	–	–	–	**3,137**
Treasury stock released	1,782	–	38	–	–	**1,820**
Balance, November 30, 2023	**$ 390,502**	**$ 44,462**	**$ 651,065**	**$ 2,867**	**$ –**	**$ 1,088,896**
Balance, December 1, 2023	$ 390,502	$ 44,462	$ 651,065	$ 2,867	$ –	**$ 1,088,896**
Net income (loss) for the year	–	–	97,572	–	(1,260)	**96,312**
Other comprehensive income (net of tax)	–	–	–	338	–	**338**
Comprehensive income (loss) for the year	–	–	97,572	338	(1,260)	**96,650**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	397	–	–	–	–	**397**
Stock options	8,970	(849)	–	–	–	**8,121**
AGF Class B Non-Voting shares repurchased for cancellation	(4,474)	–	(1,352)	–	–	**(5,826)**
Dividends on AGF Class A Voting common shares and AGF Class B Non-Voting shares, including tax of $0.3 million	–	–	(29,677)	–	–	**(29,677)**
Equity-settled Restricted Share Units, net of tax	–	1,529	–	–	–	**1,529**
Treasury stock purchased	(4,894)	–	–	–	–	**(4,894)**
Treasury stock released	2,717	–	(519)	–	–	**2,198**
Purchase of Kensington Capital Partners Limited	–	–	(30,226)	–	31,912	**1,686**
Balance, November 30, 2024	**$ 393,218**	**$ 45,142**	**$ 686,863**	**$ 3,205**	**$ 30,652**	**$ 1,159,080**

(The accompanying notes are an integral part of these Consolidated Financial Statements.)

Consolidated Statement of Cash Flow

Years ended November 30 (in thousands of Canadian dollars)	Note	2024	2023
Operating Activities			
Net income for the year		**$ 96,312**	$ 87,700
Adjustments for			
Amortization, depreciation and derecognition		**9,402**	9,120
Interest expense	10, 13	**6,967**	4,874
Income tax expense	24	**28,996**	27,320
Income taxes paid		**(26,096)**	(28,656)
Stock-based compensation	22	**10,413**	8,970
Share of profit of joint ventures	6	**(895)**	(3,427)
Distributions from joint ventures	6	**1,765**	3,258
Fair value adjustment on long-term investments	5	**(32,169)**	(23,433)
Fair value adjustment on contingent consideration payable	8	**(53)**	–
Fair value adjustment on put option liability	8	**2,778**	–
Net realized and unrealized gain on short-term investments		**(3,042)**	(292)
Other income (loss)		**(52)**	20
		94,326	85,454
Net change in non-cash working capital balances related to operations			
Accounts receivable and other current assets		**(4,228)**	(2,097)
Other assets		**4,148**	(199)
Accounts payable and accrued liabilities		**11,385**	(2,901)
Other liabilities		**8,954**	6,982
		20,259	1,785
Net cash provided by operating activities		**114,585**	87,239
Financing Activities			
Repurchase of Class B Non-Voting shares for cancellation		**(5,826)**	(13,382)
Issue of Class B Non-Voting shares	15	**7,766**	6,544
Purchase of treasury stock	15	**(4,894)**	–
Dividends paid	26	**(28,945)**	(27,328)
Issuance (repayment) of long-term debt		**9,000**	(16,000)
Interest paid		**(4,405)**	(2,121)
Lease payments	10	**(6,117)**	(5,647)
Net cash used in financing activities		**(33,421)**	(57,934)
Investing Activities			
Investment in joint venture	6	**(426)**	(422)
Purchase of long-term investments	5	**(28,602)**	(34,173)
Return of capital from long-term investments	5	**302**	1,704
Purchase of property, equipment and computer software, net of disposals		**(2,203)**	(3,443)
Purchase of short-term investments		**(29,450)**	(19,680)
Proceeds from sale of short-term investments		**35,226**	18,542
Purchase of convertible note receivable	19, 28	**(12,609)**	–
Acquisition of Kensington Capital Partners Limited, net of cash acquired	8	**(40,895)**	–
Net cash used in investing activities		**(78,657)**	(37,472)
Increase (decrease) in cash and cash equivalents		**2,507**	(8,167)
Balance of cash and cash equivalents, beginning of the year		**50,453**	58,620
Balance of cash and cash equivalents, end of the year		**$ 52,960**	$ 50,453
Cash and cash equivalents comprise:			
Cash at bank		**$ 46,844**	$ 47,023
Term deposit		**6,116**	3,430
Total cash and cash equivalents		**$ 52,960**	$ 50,453

(The accompanying notes are an integral part of these Consolidated Financial Statements.)

Notes to the Consolidated Financial Statements

For the years ended November 30, 2024 and 2023

Note 1: General Information

AGF Management Limited (AGF or the Company) is a limited liability company incorporated and domiciled in Canada under the Business Corporations Act (Ontario). The address of its registered office and principal place of business is CIBC Square, Tower One, 81 Bay Street, Toronto, Ontario.

The Company is an independent and globally diverse asset management firm, whose principal subsidiaries provide investment management of equity, fixed income, alternative and multi-asset investment solutions through its three business lines: AGF Investments, AGF Private Wealth, and AGF Capital Partners. The Company also provides fund administration services to the AGF mutual funds.

AGF Capital Partners business includes strategic investments in Kensington Capital Partners Limited (KCPL) and New Holland Capital (NHC), joint ventures with Stream Asset Financial Management LP (SAFM LP) and AGF SAF Private Credit Management LP (PCMLP), as well as fee-earning arrangements with Instar Group Inc. (Instar) and First Ascent Ventures (First Ascent).

These consolidated financial statements were authorized for issue by the Board of Directors on January 21, 2025.

Note 2: Basis of Preparation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). Amounts are expressed in Canadian dollars, unless otherwise stated.

Note 3: Material Accounting Policy Information, Judgements and Estimation Uncertainty

3.1 Basis of Measurement

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial assets and financial liabilities to fair value.

3.2 Investment in Subsidiaries, Associates, Joint Ventures and Structured Entities

(a) Subsidiaries and Consolidated Structured Entities

The consolidated financial statements include the accounts of the Company and its directly and indirectly owned subsidiaries. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date on which control ceases. If the Company loses control of a subsidiary, it accounts for all amounts recognized in other comprehensive income (OCI) in relation to that subsidiary on the same basis as it would if the Company had directly disposed of the related assets or liabilities.

Intercompany transactions and balances are eliminated on consolidation.

Consolidated structured entities are entities over which the Company has control over the relevant activities of the entity by means of a contractual agreement. The Company established an employee benefit trust as a consolidated structured entity with the purpose of acquiring Class B Non-Voting shares to be delivered to employees upon vesting of their Restricted Share Units (RSUs). Under the contractual agreement, the Company will provide financial support to the trust to fund the purchase of these shares. Refer to Note 3.14 and Note 22 for additional information.

The principal subsidiaries and consolidated structured entities of AGF as at November 30, 2024 are as follows:

	Principal activity	Country of incorporation	Interest held
1801882 Alberta Ltd.	Private market investments	Canada	100%
1936874 Ontario Ltd.	Private market investments	Canada	100%
2593269 Ontario Inc.	Private market investments	Canada	100%
20/20 Financial Corporation	Holding company	Canada	100%
AGF International Advisors Company Limited	Investment management	Ireland	100%
AGF Investments America Inc.	Investment management	Canada	100%
AGF Investments Inc.	Investment management	Canada	100%
Cypress Capital Management Limited (Cypress)	Private wealth	Canada	100%
Doherty & Associates Limited (Doherty)	Private wealth	Canada	100%
Employee Benefit Plan Trust	Trust	Canada	100%
AGF Investments LLC	Investment management	United States	100%
Highstreet Asset Management Inc.	Private wealth	Canada	100%
AGF Capital Partners Inc.	Holding company	Canada	100%
AGF Capital Partners (US) Inc.	Holding company	United States	100%
KCPL Holdings Inc.[1]	Holding company	Canada	51%

[1] KCPL Holdings Inc. holds 51% interest of Kensington Capital Partners Limited (KCPL).

(b) Associates and Joint Ventures

Associates are entities over which the Company has significant influence, but not control, generally accompanying between 20% and 50% of the voting rights. Joint ventures are arrangements whereby the parties have joint control over, and rights to the net assets of, the arrangement.

The Company's interests in the associates and joint ventures, other than its interest in funds that it manages, are generally accounted for using the equity method of accounting after initially being recognized at cost. AGF's share of its associates' post-acquisition profits or losses is recognized in the consolidated statement of income and its share of post-acquisition other comprehensive income (loss) is recognized in OCI. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Company's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate or joint venture.

Associates' and joint ventures' accounting policies have conformed where necessary to ensure consistency with the policies adopted by AGF.

Additionally, the Company has determined that interests it holds in the mutual funds it manages may be associates as a result of the Company's power conveyed through investment management and other agreements it has with the funds that permit the Company to make decisions about their investing and operating activities. None of these interests are individually significant and the Company has applied the equity method of accounting to these interests and elected to designate its investments in these funds at fair value through profit or loss. These funds conduct their trading activities, which may include trading of foreign-denominated securities, in Canada and the United States. At November 30, 2024, the carrying amount of the Company's interests in investment funds that it manages was $19.0 million (2023 – $21.5 million), which represents the Company's maximum exposure to loss with respect to these interests. The fair value adjustment related to the Company's interests in investment funds recognized on the consolidated statement of income was $3.0 million in income for the year ended November 30, 2024 (2023 – $0.3 million of income). Refer to Note 5 for additional information about the Company's investments in funds that it manages.

All AGF's joint ventures are incorporated in Canada and the breakdown as at November 30, 2024 are as follows:

	Nature of activities	Interest held
Stream Asset Financial GP LP (SAF GP)	Carried interest entity	31.9%
Stream Asset Financial Management LP (SAFM LP)	Private credit	45.5%
FAV II Principal Carry LP	Carried interest entity	15.0%
AGF SAF Private Credit GP	Private credit	50.0%
AGF SAF Private Credit Management LP (PCMLP)	Private credit	50.0%
AGF SAF Private Credit Performance LP	Carried interest entity	30.0%

The Company will receive performance-based fees or carried interest distributions from the carried interest entities it has ownership interest in if a Capital Partners' fund exceeds its performance threshold.

The Company assesses at each period-end whether there is any objective evidence that its interests in associates and joint ventures are impaired. If impaired, the carrying value of the Company's share of the underlying assets of associates or joint ventures is written down to its estimated recoverable amounts (being the higher of fair value less costs to sell and value in use) and charged to the consolidated statement of income. As at November 30, 2024, no impairment charges were recognized.

(c) Long-term Investments

Long-term investments are accounted for at fair value through profit or loss, which is consistent with the Company's accounting for investments in the mutual funds it manages. Refer to Note 5(b) for additional information about the Company's interests in long-term investments.

All AGF's long-term investments are incorporated in Canada. The material long-term investments of AGF as at November 30, 2024 are as follows:

	Nature of activities	Interest held
InstarAGF Essential Infrastructure Fund LP I (EIF)	Limited partnership – investment entity	13.5%
InstarAGF Essential Infrastructure Fund LP II (EIF II)	Limited partnership – investment entity	5.3%
Stream Asset Financial LP (Stream)	Limited partnership – investment entity	25.2%
AGF SAF Private Credit Limited Partnership (AGF SAF PC LP)	Limited partnership – investment entity	3.1%
AGF SAF Private Credit Trust	Limited partnership – investment entity	41.9%
First Ascent Ventures II LP	Limited partnership – investment entity	27.9%

3.3 Business Combinations

The Company applies the acquisition method to account for business combinations. The consideration paid for the acquisition includes the fair values of the assets transferred, the liabilities assumed and the equity interests issued by the Company. The consideration paid also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Estimates have been used to determine these values, including the valuation of separately identifiable intangibles acquired. Contingent consideration and the non-controlling interest put option, as part of the acquisition, are based on the future performance of the acquired business. The estimates are based on management's best assessment of the related inputs used in the valuation models, such as future cash flows and earnings, discount rates and volatility. Future performance results that differ from management's estimates could result in changes to the liabilities, which are recorded as they arise in net income.

(a) Determination of control

The determination of whether an investment is a subsidiary requires consideration of all facts and circumstances and typically begins with an analysis of the company's proportion of the investee's voting rights. Subsidiaries are all entities for which the Company has exposure to variable returns and power over the investee, which it can use to affect the amounts of such returns and is often accompanied by a shareholding of more than half of the investee's voting rights. Judgement may be required to determine the existence of control when it involves elements such as contractual arrangements between shareholders, regulatory restrictions on board representation, voting rights or relevant activities of the investee. The Company has exercised judgement in determining that it has control over Kensington Capital Partners Limited (KCPL).

For investment funds where KCPL is the manager, the Company has concluded that it does not have control as it acts in an agent capacity and therefore, cannot use its power to affect its variable returns.

(b) Non-controlling interest

Subsequent to initial recognition, the carrying value of non-controlling interests is adjusted for the non-controlling interest's share of the subsidiary's comprehensive income (loss) and equity transactions. A non-controlling interest's share of such adjustments is based on its present ownership interest in the subsidiary after consideration of any applicable shareholders' agreements and other contractual arrangements.

3.4 Assets Under Management (AUM) and Fee-earning Assets

The Company, through its investments in subsidiaries, manages a range of mutual funds, other investments and fee-earning assets owned by clients and third parties that are not reflected on the consolidated statement of financial position, certain of which are held through investment funds that meet the definition of structured entities under IFRS Accounting Standards. The Company earns fees for providing management and administrative services to these investment funds. Fees from these funds and other investment assets are calculated based on AUM and fee-earning assets, which was $53.6 billion as at November 30, 2024 (2023 – $42.2 billion).

3.5 Foreign Currency Translation

(a) Functional and Presentation Currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Canadian dollars, which is AGF Management Limited's functional currency.

(b) Transactions and Balances

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing at the consolidated statement of financial position date and non-monetary assets and liabilities are translated at historical exchange rates. Foreign currency income and expenses are translated at average exchange rates prevailing throughout the year. Unrealized translation gains and losses and all realized gains and losses are included in net income on the consolidated statement of income.

3.6 Cash and Cash Equivalents

Cash represents highly liquid temporary deposits, while cash equivalents consist of bank term deposits, both of which are readily convertible to known amounts of cash, are subject to insignificant risk of changes in fair value and have short-term maturities of less than three months at inception.

3.7 Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled or expired. Regular way purchases and sales of financial assets and liabilities are accounted for at the trade date.

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments into the following categories depending on the entity's business model for management of the financial assets and the contractual terms of the cash flows.

(a) Fair Value through Profit or Loss (FVTPL)

Financial instruments classified at FVTPL are recognized initially at fair value and are subsequently carried at fair value in the consolidated statements of financial position. Gains or losses in fair value and distributions received from certain investments are presented in the consolidated statement of income under fair value adjustments and distribution income. Transaction costs on FVTPL financial instruments are accounted for in net income as incurred. Equity instruments are classified as FVTPL unless the Company irrevocably elects at initial recognition to designate it as FVTOCI. Debt instruments are classified as FVTPL if the assets do not meet criteria for FVTOCI or amortized cost. Financial instruments classified as FVTPL include investments in AGF mutual funds, term deposits and other certain investments.

(b) Fair Value through Other Comprehensive Income (FVTOCI)

Financial instruments classified at FVTOCI are initially recognized at fair value and are subsequently carried at fair value in the consolidated statements of financial position. Gains or losses in fair value are presented in the consolidated statement of comprehensive income under other comprehensive income. Transaction costs on FVTOCI financial instruments are added to the initial carrying value of the asset or liability.

For equity investments designated as FVTOCI, there is no subsequent reclassification of fair value gains and losses to the consolidated statement of income following derecognition of the investment. Dividends are recognized in the consolidated statement of income as part of fair value adjustments and other income on the date they become legally receivable. Equity investments designated as FVTOCI include certain equity securities held for long-term investments.

Debt instruments are classified as FVTOCI if the assets are held for the collection of contractual cash flows and for selling the financial assets, where those cash flows represent solely payments of principal and interest. For debt investments classified as FVTOCI, the cumulative gain or loss previously recognized in OCI is reclassified to the consolidated statement of income upon derecognition and is included in fair value adjustments and other income. Interest income from these financial assets, calculated using the effective interest method, is recognized in the consolidated statement of income. The Company does not currently have any debt investments classified as FVTOCI.

(c) Amortized Cost

Financial instruments classified at amortized costs are initially recognized at the amount expected to be received, less, when material, a discount to reduce the asset balance to fair value. Subsequently, these assets are measured using the effective interest method less a provision for impairment. Financial assets are classified at amortized cost if the assets are held for the collection of contractual cash flows. Financial assets classified at amortized costs are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and include accounts receivable and other financial assets.

Financial liabilities at amortized cost include accounts payable and accrued liabilities, long-term debt, and other long-term liabilities. Accounts payable and accrued liabilities, long-term debt, and other long-term liabilities are initially recognized at the amount required to be paid, less, when material, a discount to reduce the payables to fair value. Subsequently, these balances are measured at amortized cost using the effective interest method.

A financial liability is derecognized when it is extinguished. When a liability is extinguished, the difference between its carrying amount and the consideration paid including any non-cash assets transferred and any new liabilities assumed is recognized in profit or loss. A modification of the terms of a liability is accounted for as an extinguishment of the original liability and recognition as a new liability when the modification is substantial. The Company deems an amendment of the terms of a liability to be substantially different if the net present value of the cash flows under the new liability, including any fees paid, is at least 10% different from the net present value of the remaining cash flows of the existing liability, both discounted at the original effective interest rate of the original liability.

Financial liabilities are classified as current liabilities if payment is due within 12 months of the consolidated statement of financial position date. Otherwise, they are presented as non-current liabilities.

3.8 Derivative Instruments

Derivative instruments are used to manage the Company's exposure to foreign currency rate risks. The Company does not enter into derivative financial instruments for trading or speculative purposes. When derivative instruments are used, the Company determines whether hedge accounting can be applied. The derivative instrument must be highly effective in accomplishing the objective of offsetting either changes in the fair value or forecasted cash flows attributable to the risk being hedged both at inception and over the life of the hedge. In accordance with IFRS 9, to qualify for hedge accounting three requirements must be met. These requirements are economic relationship, effect of credit risk, and hedge ratio. At the inception of the hedging relationship, there must be a formal designation and documentation of the hedging relationship and the entity's risk management objective and strategy for undertaking the hedge.

If hedge accounting is applied, the effective portion of the change in fair value of the hedging instrument will be recognized in OCI. Any ineffective portion of fair value is recognized immediately in the consolidated statement of income. When a hedging instrument matures or no longer meets the criteria for hedge accounting, the amount that has been recorded in the OCI will be reclassified to the consolidated statement of income. When a forecast transaction is no longer expected to occur, the amount that has been recorded in OCI is immediately transferred to the consolidated statement of income.

3.9 Leases

The Company assesses whether a contract contains a lease under IFRS 16 at inception if all of the following criteria are met:

- The contract contains an identifiable asset
- The lessee obtains the right of direct use of the asset
- The lessee obtains substantially all the economic benefits of the asset

(a) Recognition of eligible leases

Right-of-use asset and lease liability are recognized at the lease commencement date, which is defined as the date on which the lessor makes the underlying asset available for use by the lessee. The right-of-use asset is initially measured at cost less indirect costs, removal and restoration costs, prepaid lease payments and lease incentive received and subsequently amortized, on a straight-line basis, over the earlier of the useful life of the right-of-use asset or the term of the lease. The lease term includes the non-cancellable period of the lease and periods covered by an option to extend or terminate the lease if the Company is reasonably certain to exercise the option.

The lease liability is measured based on the present value of the fixed lease payments using either the implicit interest rate of the lease or the incremental borrowing rate. Subsequently, the lease liability is reduced by the lease payments made, partially offset by an increase in accretion interest expense using the effective interest rate method.

Any lease with variable lease payments that do not depend on an index or rate, a lease term less than 12 months or deemed as low value is exempt from IFRS 16 and will continue to be expensed on an accrual basis. The exempted leases do not have a material impact on the consolidated financial statements.

(b) Subsequent lease modification

The right-of-use asset and lease liability are remeasured if a modification occurs. A modification includes increasing the scope of the lease by adding the right to use one or more underlying assets, increasing the scope of the lease by extending the contractual lease term and changing the consideration in the lease by increasing or decreasing the lease payment. When the lease liability is remeasured due to a modification, a corresponding adjustment is made to the carrying amount of the right-of-use asset.

3.10 Intangibles

(a) Goodwill and Management Contracts

Goodwill represents the excess of the fair value of consideration paid over the fair value of the Company's share of the identifiable net assets, including management contracts, of the acquired subsidiary at the date of acquisition. Goodwill is carried at cost less accumulated impairment losses. Majority of the management contracts have been determined to have an indefinite life as the contractual right to manage the assets has no fixed term with the exception of management contracts for close-ended funds, which will be amortized on a straight-line basis over the life of the funds. Management contracts acquired separately or in a business combination are recorded at fair value on initial recognition and subsequently reduced by the amount of impairment losses, if any.

(b) Other Intangibles

Other intangibles are stated at cost (which generally coincides with the fair value at the dates acquired), net of accumulated amortization and impairment, if any. Amortization for certain other intangibles is computed on a straight-line basis over five to 15 years based on the estimated useful lives of these assets. For the remaining other intangibles, amortization is based on the expected discounted cash flow and amortized over the contractual life of the assets. Other intangibles for which client attrition occurs is immediately charged to net income and included in amortization and derecognition of other intangibles.

3.11 Property, Equipment and Computer Software

Property, equipment and computer software, which consists of furniture and equipment, computer hardware, computer software and leasehold improvements, is stated at cost, net of accumulated depreciation and impairment, if any. Depreciation, if applicable, is calculated using the following methods based on the estimated useful lives of these assets:

Furniture and equipment	20% declining balance
Leasehold improvements	straight-line over term of lease
Computer hardware	straight-line over useful life of two to seven years
Computer software	straight-line over three years

3.12 Impairment of Non-financial Assets

Assets that have an indefinite useful life, for example, goodwill and management contracts, are not subject to amortization and are tested annually for impairment or more frequently if events or circumstances indicate that the carrying value may be impaired. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units, or CGUs). Non-financial assets, other than goodwill, that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date. Where such evidence exists, the portion of the previous impairment that no longer is impaired is reversed through net income with a corresponding increase in the carrying value of the asset.

3.13 Current and Deferred Income Tax

Income tax consists of current and deferred tax. Income tax is recognized in the consolidated statement of income except to the extent that it relates to items recognized directly in OCI or directly in equity, in which case the income tax is also recognized directly in OCI or equity, respectively.

Management regularly evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of tax losses and credits carryforwards and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax is not recognized if it arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is provided on temporary differences arising on investments in subsidiaries, joint ventures, and associates, except, in the case of subsidiaries, joint ventures, or associates, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the date of the consolidated statement of financial position and are expected to apply when the deferred tax asset is realized or liability settled. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available, against which the deductible temporary differences can be utilized.

Deferred income tax assets and liabilities are presented as non-current.

3.14 Employee Benefits

(a) Stock-based Compensation and Other Stock-based Payments

The Company has established stock option plans for senior employees and utilizes the fair-value-based method of accounting for stock options. The fair value of stock options, determined on the grant date using an option pricing model, is recorded over the vesting period as a charge to net earnings with a corresponding credit to contributed surplus, taking into account forfeitures. Awards are settled by issuance of AGF Class B Non-Voting shares upon exercise of the options. The stock options are issued with an exercise price equal to fair market value which means the volume weighted average trading price of the Class B Non-Voting Shares as reported on the TSX for the five trading days immediately preceding the date of grant. Stock option awards are granted on a four-year graded-vesting basis whereby 25% of the total awards vest each year on the anniversary of the grant date.

The Company also has a share purchase plan under which employees can have a percentage of their annual earnings withheld subject to a maximum of 6% to purchase AGF's Class B Non-Voting shares. The Company matches up to 60% of the amounts contributed by the employee. The Company's contribution vests immediately and is recorded as a charge to net income in the period that the benefit is earned. All contributions are used by the plan trustee to purchase Class B Non-Voting shares on the open market.

The Company has an Employee Share Unit Plan for senior employees under which certain employees are granted RSUs of Class B Non-Voting shares. All RSUs shall vest by the end of three years from the grant date.

The Company has an Employee Benefit Trust (EBT), which acquires Class B Non-Voting shares of the Company in the open market to be delivered to employees upon vesting of their RSUs, net of tax. Pursuant to the plan, the employees of AGF's Canadian subsidiaries will not have an option to receive cash settlement for their RSUs. Grants are expensed over the vesting period based on the fair value of the Class B Non-Voting shares at the date of grant and taking into account forfeitures.

Employees of non-Canadian subsidiaries participating in the plans receive cash settlements for their RSUs. The compensation expense and the related liability for these awards are recorded equally or graded over the three-year vesting period, taking into account fluctuations in the market price of Class B Non-Voting shares, dividends paid and forfeitures. AGF will redeem all of the participants' RSUs in cash equal to the value of one Class B Non-Voting share at the vesting date for each RSU.

The Company has a Deferred Share Unit (DSU) plan for non-employee Directors and certain employees. The plan enables Directors of the Company to elect to receive their remuneration in DSUs. These units vest immediately and compensation expense and the related liability are charged to net income in the period the DSUs are granted. Compensation expense and the related liability are recorded equally over the respective vesting periods, taking into account fluctuations in the market price of Class B Non-Voting shares, dividends paid and forfeitures. On termination, the Company will redeem all of the participants' DSUs in cash or shares equal to the value of one Class B Non-Voting share at the termination date for each DSU.

The Company has an incentive program for the investment team that provides compensation based on the performance of the designated AUM managed by the employee. The total compensation pool for this plan is determined by the total team's AUM multiplied by the applicable basis points. Upon grant, the employees will select RSUs or investment in any of AGF's mutual fund products. The compensation expense and the related liability are expensed over the vesting period based on the marked to market value of the AUM. The plans fully vest on the first or third anniversary of the grant date. Upon vesting, the award is settled in cash.

(b) Termination Benefits

The Company recognizes termination benefits at the earlier of when it can no longer withdraw the offer of those benefits, or when it recognizes costs for a restructuring that involves termination benefits.

(c) Legacy Long-term Incentive Plan

KCPL has established a legacy long-term incentive plan (LLTIP) whereby specific employees are allocated a portion of the carried interest and performance fees earned related to investments made prior to the acquisition. The plan is effective on the acquisition date and provides a cash payment paid based on carried interest and performance fees earned. According to the terms of the LLTIP, 50% of the expense is recognized over 18 months on a straight-line basis, with 1/3 vesting on the acquisition date, 1/3 vesting over the period up to the 12th month anniversary and 1/3 vesting over the period up to the 18th month anniversary. The remaining expense is recognized over the requisite service period based on the crystallization of the carried interest and performance fees. Refer to Note 8 for additional information.

(d) Other Plans

The Company has a Unit Appreciation Rights (UAR) plan for certain employees of Doherty. The plan provides a cash-based award paid over three years to certain employees, the value of which is linked to the change in value of Doherty by reference to changes in Doherty's earnings before interest, taxes, depreciation and amortization (EBITDA). The purpose of this plan is retention of key employees, including senior management and key succession employees, and to promote the profitability and growth of these two subsidiaries by creating a performance incentive for such key employees so that they may benefit from any appreciation in the value of Doherty. Obligations related to the plans are recorded under accounts payable and accrued liabilities on the consolidated statement of financial position.

3.15 Capital Stock

AGF Class A Voting common shares and Class B Non-Voting shares are classified as equity. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from the proceeds, net of income tax.

3.16 Dividends

Dividends to AGF shareholders are recognized in the Company's consolidated financial statements in the period in which the dividends are declared by the Board of Directors.

3.17 Earnings per Share

Basic earnings per share are calculated by dividing net income applicable to AGF Class A Voting common shares and Class B Non-Voting shares by the daily weighted average number of shares outstanding. Diluted earnings per share are calculated using the daily weighted average number of shares that would have been outstanding during the year had all potential common shares been issued at the beginning of the year, or when other potentially dilutive instruments were granted or issued, if later.

The treasury stock method is employed to determine the incremental number of shares that would have been outstanding had the Company used proceeds from the exercise of options to acquire shares.

3.18 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. In addition to these general principles, AGF applies the following specific revenue recognition policies:

Management and advisory fees are based on the net asset value of funds under management multiplied by an agreed rate with the customer. Fees are recognized on an accrual basis as the service is performed. These fees are shown net of management fee rebates, fee waivers and expenses reimbursed to the funds or paid on the funds' behalf. Administration fees are recognized on an accrual basis as the service is performed.

Performance fees and carried interests are earned by AGF Capital Partners business as certain investment returns and thresholds are met. The revenue is recognized to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur.

Fees paid to institutional consultants related to the referral and placement of clients where the fee is paid at the commencement of client onboarding is not dependent on future revenue streams, and is paid directly from the client to the Company, are capitalized and amortized over their estimated useful lives, not exceeding a period of three years. All other commissions are recognized as an expense on an accrual basis.

3.19 Critical Accounting Estimates and Judgements

The preparation of consolidated financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period in which the estimate is revised if the revision affects both current and future periods.

Key areas of estimation where management has made difficult, complex or subjective judgements – often about matters that are inherently uncertain – include provision for useful lives of depreciable assets, commitments and contingencies, as well as the specific items discussed below.

(a) Business Combinations

The Company applies the acquisition method to account for business combinations. Estimates have been used to determine the fair values of the assets transferred, the liabilities assumed and the equity interests issued by the Company, including the valuation of separately identifiable intangibles acquired. Contingent consideration and the non-controlling interest put option, as part of the acquisition, are based on the future performance of the acquired business. The estimates are based on management's best assessment of the related inputs used in the valuation models, such as future cash flows and earnings, discount rates and volatility. Future performance results that differ from management's estimates could result in changes to the liabilities, which are recorded as they arise in net income.

(b) Impairment of Non-financial Assets

The Company determines the recoverability of each of its CGUs based on the higher of its fair value less costs to sell (FVLCTS) and its value in use (VIU). The Company uses a discounted cash flow methodology to estimate these amounts. Such analysis involves management judgement in selecting the appropriate discount rate, terminal growth rate, future cash flows and synergies' inclusion rate to be used in the assessment of the impairment of non-financial assets. Refer to Note 8 for further details on the impairment of non-financial assets.

(c) Stock-based Compensation and Other Stock-based Payments

In determining the fair value of the stock-based rewards and the related charge to the consolidated statement of income, the Company makes assumptions about future events and market conditions. In particular, judgement must be formed as to the likely number of shares, or RSUs, that will vest and the fair value of each award granted. The fair value of stock options granted is determined using the Black-Scholes option-pricing model, which is dependent on further estimates, including the Company's future dividend policy and the future volatility in the price of the Class B Non-Voting shares. Refer to Note 22 for the assumptions used. Such assumptions are based on publicly available information and reflect market expectation. Different assumptions about these factors to those made by AGF could materially affect reported net income.

(d) Income Taxes

The Company is subject to income taxes in numerous jurisdictions. There are many transactions and calculations for which the ultimate tax determination is uncertain. AGF recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. When the estimated outcome of these matters is different from the amounts that were recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

(e) Fair Value Estimates of Level 3 Financial Instruments

The fair value estimates of the Company's level 3 financial instruments may require management to make judgements and estimates that can affect the amounts recognized in the consolidated financial statements. Such judgements and estimates include parameter inputs that are unobservable and have an impact on the fair value of the instrument. Refer to Note 28 for further details.

In addition, the application of the Company's accounting policies may require management to make judgements, apart from those involving estimates, that can affect the amounts recognized in the consolidated financial statements. Such judgements include the identification of CGUs, the determination of whether intangible assets have finite or indefinite lives and the accounting implications related to certain legal matters.

3.20 Future Accounting Standards

The following standards have been issued, but are not yet effective for the November 30, 2024 reporting periods and have not been early adopted by the Company.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

The IASB issued amendments to IAS 1 – Classification of Liabilities as Current or Non-current in January 2020. The amendment clarifies the classification of liabilities between current or non-current, depending on the rights that exist at the end of the reporting period. Further amendment was issued in 2022 to include additional disclosure requirements related to covenant at each reporting period. The amendments are applicable for financial years commencing on or after January 1, 2024. The Company has determined there is no material impact on its consolidated financial statements.

The Company continues to monitor future accounting standards and analyze the effect the standards may have on the Company's operations.

Note 4: Adoption of New and Revised Accounting Standards

The Company adopted the following revised accounting standard for the year ended November 30, 2024:

Amendments to IAS 1 – Disclosure of Accounting Policies

The IASB issued amendment to IAS 1 – Disclosure of Accounting Policies in February 2021. The amendment requires the disclosure of material accounting policies, which are defined as accounting policy information, when considered together with other information included in an entity's financial statements, that can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are applicable for financial years commencing on or after January 1, 2023. The Company has determined there is no material impact on its consolidated financial statement after the adoption.

Note 5: Investments and Long-term Investments

(a) Investments

The following table presents a breakdown of investments:

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Fair value through profit or loss		
AGF mutual funds and other	**$ 19,065**	$ 21,474
Fair value through other comprehensive income		
Equity securities	**1,106**	717
	$ 20,171	$ 22,191

For the year ended November 30, 2024, the Company recorded a net positive fair value adjustment related to investments classified as fair value through profit or loss (FVTPL) of $3.0 million (2023 – $0.3 million). The continuity of investments for the years ended November 30, 2024 and 2023 is as follows:

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Balance, beginning of the year	**$ 22,191**	$ 20,681
Additions[1]	**29,450**	19,680
Disposals[1]	**(35,226)**	(18,542)
Net realized and unrealized gains on investments classified as FVTPL	**3,042**	292
Reinvested dividends and interest	**253**	228
Net unrealized and realized gains (losses) on investments at FVTOCI	**461**	(148)
Balance, end of the year	**$ 20,171**	$ 22,191

[1] Includes $29.3 million of additions (2023 – $15.0 million) and $29.3 million of disposals (2023 – $15.0 million) related to warehouse investments in the private markets business funds.

During the years ended November 30, 2024 and 2023, no impairment charges were recognized.

(b) Long-term Investments

As at November 30, 2024, the carrying value of the Company's long-term investments in the AGF Capital Partners business was $321.2 million (2023 – $255.0 million).

The continuity for the Company's long-term investments, accounted for at FVTPL, for the years ended November 30, 2024 and 2023 is as follows:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	2023
Balance, beginning of the year	**$ 254,969**	$ 199,067
Purchase of long-term investments	**28,602**	34,173
Acquisition related addition[1]	**5,805**	–
Return of capital	**(302)**	(1,704)
Fair value adjustment[2]	**32,169**	23,433
Balance, end of the year	**$ 321,243**	$ 254,969

[1] Refer to Note 8 for additional information.
[2] Fair value adjustment is based on the net assets of the fund less the Company's portion of the carried interest that would be payable by the fund upon crystallization.

Fair value adjustments and income distributions related to the Company's long-term investments in AGF Capital Partners are included in fair value adjustments and distribution income in the consolidated statement of income. For the year ended November 30, 2024, the Company recorded fair value adjustment related to long-term investments of positive $32.2 million (2023 – $23.4 million) and distributions related to long-term investments of $12.1 million (2023 – $3.1 million).

The following shows the Company's commitment in funds and investments associated with the AGF Capital Partners business as at November 30, 2024 and 2023.

Years ended November 30 (in thousands of Canadian dollars)	**2024**	2023
Remaining Commitment to be funded, beginning of the year	**$ 26,571**	$ 42,937
Additional capital committed	**21,849**	17,807
Funded capital during the period	**(28,602)**	(34,173)
Remaining commitment to be funded, end of the year[1]	**$ 19,818**	$ 26,571

[1] Excludes anticipated commitment of US$50.0 million upon the successful launch of Instar's third fund.

Note 6: Investment in Joint Ventures

The Company has ownership in joint ventures that manage certain of our AGF Capital Partners funds. Refer to Note 3.2(b) for details and ownership percentages. These joint ventures are accounted for using the equity method of accounting. The Company, through its interest in joint ventures, may be entitled to performance-based fees or carried interest distributions. These amounts are recognized by the Company and its joint ventures when the fund exceeds the related performance thresholds and when the risk of reversal is low.

The continuity for the years ended November 30, 2024 and 2023 is as follows:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	2023
Balance, beginning of the year	**$ 2,245**	$ 1,654
Investment in joint venture	**426**	422
Share of profit	**895**	3,427
Distributions received	**(1,765)**	(3,258)
Balance, end of the year	**$ 1,801**	$ 2,245

For the year ended November 30, 2024, the Company recognized income of $0.9 million (2023 – income of $3.4 million). In addition, the company received distributions of $1.8 million (2023 – $3.3 million) from its AGF Capital Partners joint ventures.

Note 7: Other Fee-earning Arrangements

InstarAGF Fee-earning Arrangement

The Company has a fee arrangement with Instar whereby AGF earns annual fees of 14 bps on the assets under management of the InstarAGF Essential Infrastructure Fund I and II (together, the InstarAGF Funds). The fee arrangement is classified as a contract with Instar under IFRS 15. Under IFRS 15, the annual fee will be recorded as income on an accrual basis over the remaining terms of each of the InstarAGF Funds. As at November 30, 2024, the InstarAGF Funds fee-earning assets were $2.0 billion (2023 – $2.0 billion). During the year ended November 30, 2024, the Company recognized $2.7 million (2023 – $3.0 million) of income related to the fee arrangement.

The Company's carried interest participation in the InstarAGF Funds is classified as a financial instrument under IFRS 9, specifically equity instrument, and measured at fair value through other profit and loss (FVTPL). The fair value of the carried interest investment as at November 30, 2024 is $3.0 million (2023 – $1.9 million) and is included in other assets in the consolidated statement of financial position. The Company has $3.0 million in long-term deferred income related to initial recognition of the carried interest entity, which will be recognized in the consolidated income statement as distributions are received. Fair value adjustment on the carried interest entities will result in changes to the asset with a corresponding change to deferred income. During the year ended November 30, 2024, the Company recognized an increase of $1.1 million (2023 – $0.5 million) in the asset and corresponding deferred income.

First Ascent Fee-earning Arrangement

AGF has a strategic private equity partnership with First Ascent focused on investing in emerging technology companies. Based on the terms of the agreements, AGF has committed a $30.0 million cornerstone investment to First Ascent's second fund (First Ascent Fund) and will earn an annual fee of $0.2 million during the commitment period and 11.5 bps on the net invested capital after the commitment period. As at November 30, 2024, the First Ascent Fund fee-earning asset was $0.1 billion (2023 – $0.1 billion) and during the year ended November 30, 2024, the Company recognized $0.2 million (2023 – $0.2 million) of income related to the fee arrangement.

Note 8: Acquisition of Businesses

(a) Acquisition of KCPL

On March 8, 2024, the Company, through its wholly owned subsidiary, AGF Capital Partners Inc., acquired 51% of KCPL for a purchase price consideration of $83.5 million, adjusted for working capital adjustments and specific contingent considerations as discussed below. KCPL is an independent alternative asset manager based in Toronto with offices in Calgary and Vancouver. It employs a hybrid investment strategy across Fund of Funds, co-investments and direct investing, providing investors with well-diversified exposure to private markets.

The total consideration transferred by the Company to complete the acquisition of KCPL is allocated to identifiable assets acquired and liabilities assumed based on their estimated fair values at the date of completion of the acquisition and any remaining amount is recorded as goodwill. Goodwill of $23.1 million was recognized and represents the historical track record benefits that KCPL brings to AGF Capital Partners.

The determination of the fair value of assets acquired and liabilities assumed are summarized in the table that follows and may be revised when estimates, assumptions and valuations are finalized within 12 months of the acquisition date.

The fair value of the net assets acquired and consideration paid are summarized as follows:

(in thousands of Canadian dollars)	Total
Net assets acquired	
Cash	$ 3,948
Accounts receivable, prepaid expenses and other assets	4,460
Income tax receivable (Note 8 (iii))	3,045
Preferred limited partnership interest (Note 8 (iv))	25,741
Long-term investments	5,805
Property, equipment and computer software	290
Right-of-use assets	937
Management contracts – definite life	4,400
Management contracts – indefinite life	75,100
Other intangibles	4,200
Goodwill	23,131
Deferred tax liabilities (Note 8 (iv))	(23,790)
Accounts payable and accrued liabilities	(10,865)
Lease liabilities	(937)
Non-controlling interest	(31,927)
Total net asset acquired	**$ 83,538**
Consideration Paid	
Cash	44,843
Earnout liability (Note 8 (i))	752
Specified distribution fees liabilities (Note 8 (ii))	10,766
Income tax payable to the vendor (Note 8 (iii))	3,045
Preferred limited partnership interest, net of tax (Note 8 (iv))	24,132
Total consideration paid	**$ 83,538**

The contingent consideration payable recorded as part of the transaction is comprised of the following:

i) an earnout amount for a period from the closing date to the later of one year after the closing date and October 31, 2024 based on net new subscriptions, up to a maximum of $20.0 million. Based on the purchase price allocation, the fair value of the earnout liability recognized at acquisition was $0.8 million. As at November 30, 2024, the balance of the earnout liability was $nil.

ii) a liability for a portion of certain carried interest and performance fees related to investments made prior to the acquisition, which will be payable contingent upon carried interest and performance fees being realized by KCPL over a specified period. Based on the purchase price allocation, the fair value of the contingent carried interest consideration recognized at acquisition was $10.8 million with $1.2 million recorded as current contingent consideration payable and $9.6 million recorded as long-term contingent consideration payable on the consolidated statement of financial position. There is no maximum payout stipulated in the purchase agreement. As at November 30, 2024, the fair value of the contingent carried interest consideration was $11.5 million with $1.7 million recorded as current contingent consideration payable and $9.8 million recorded as long-term contingent consideration payable.

iii) As at the acquisition date, KCPL recognized an income tax receivable of $3.0 million, which AGF is obligated to pay to the sellers. The Company recorded a corresponding current consideration payable of $3.0 million in order to flow through the receivable with a $nil impact to AGF on a consolidated basis. As at November 30, 2024, the balance of the income tax receivable and the corresponding contingent consideration payable were $nil.

iv) KCPL holds a class of preferred limited partnership interest in KCPL Legacy Asset LP representing certain assets that are excluded from the transaction, which had a value of $25.7 million on acquisition. As part of the consideration transferred, AGF issued preferred shares to the sellers, that are redeemable at an amount equal to the fair value of the KCPL Legacy Asset LP, less the deferred tax liability of $1.6 million associated with the preferred limited partnership interest. The preferred share liability is recorded as long-term contingent consideration payable on the consolidated statement of financial position. This arrangement is intended to be a flow through with a $nil impact to AGF on a consolidated basis. As at November 30, 2024, the preferred limited partnership interest was $18.8 million and the deferred tax liability was $0.7 million.

The non-controlling interest (NCI) was measured based on its proportionate share of KCPL. As at the acquisition date of March 8, 2024, the non-controlling interest recognized related to KCPL was $31.9 million.

The Company has also entered into a put agreement with the 49% non-controlling interest holders. Under the agreement, the Company is obligated to purchase shares from the non-controlling interest holders at a price determined in part by reference to earnings. The NCI put options will be exercisable commencing 2025, with the majority exercisable in 2027. The Company has assessed the terms of the transaction to determine that the put option does not give it a present ownership interest in the shares subject to the put. The Company has recognized a financial liability measured as the present value of the redemption amount of the put option and has separately recorded a NCI.

For the period from March 8, 2024 to November 30, 2024, the acquisition contributed revenues of $25.7 million, which includes performance fees of $4.1 million.

(b) Fair Value Adjustments on KCPL-related Contingent Consideration Payable and Put Option Liability

As at November 30, 2024, AGF recorded contingent consideration liabilities of $29.5 million and put option liability of $33.0 million. During the year ended November 30, 2024, AGF recorded fair value adjustments of $2.7 million on the contingent consideration payable and put liability obligation as follows, refer to Note 28 (d) for additional information:

- Decrease of $0.1 million related to the earnout liability and provision on certain carried interest and performance fee related to investments made prior to the acquisition for the year ended November 30, 2024; and
- Increase of $2.8 million related to the NCI put obligation liability for the year ended November 30, 2024.

(c) Legacy Long-term Incentive Plan

The Company assessed amounts paid in the business combination to the sellers who remained employed with KCPL following the acquisition to determine whether such amounts should be considered part of the business combination or a separate transaction. In this assessment, the Company considered factors such as whether the employee is required to remain employed to receive the payment and the duration of that employment, and whether there was any linkage of the payment to the valuation of the acquired company. The Company determined that amounts to be paid relating to the legacy long-term incentive plan (LLTIP) are separate from the business combination.

During the year ended November 30, 2024, AGF recorded $13.4 million of compensation expenses related to the LLTIP plan and are included in selling, general and administrative expenses. The corresponding obligation related to the plan is recorded under other long-term liabilities on the consolidated statement of financial position.

Note 9: Goodwill and Intangible Assets

(in thousands of Canadian dollars)	Management contracts	Goodwill	Other intangibles	Total
Year ended November 30, 2024				
Opening net book amount	$ 689,759	$ 250,830	$ 398	$ 940,987
Acquisition related additions[1]	79,500	23,131	4,200	106,831
Amortization and derecognition	(474)	–	(65)	(539)
Closing net book amount	**$ 768,785**	**$ 273,961**	**$ 4,533**	**$ 1,047,279**
At November 30, 2024				
Cost, net of derecognition and impairment	$ 769,259	$ 273,961	$ 5,130	$ 1,048,350
Accumulated amortization	(474)	–	(597)	(1,071)
Net book amount	**$ 768,785**	**$ 273,961**	**$ 4,533**	**$ 1,047,279**
Year ended November 30, 2023				
Opening net book amount	$ 689,759	$ 250,830	$ 474	$ 941,063
Amortization	–	–	(76)	(76)
Closing net book amount	**$ 689,759**	**$ 250,830**	**$ 398**	**$ 940,987**
At November 30, 2023				
Cost, net of derecognition and impairment	$ 689,759	$ 250,830	$ 946	$ 941,535
Accumulated amortization	–	–	(548)	(548)
Net book amount	**$ 689,759**	**$ 250,830**	**$ 398**	**$ 940,987**

[1] Refer to Note 8 for additional information.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). The following is a summary of the goodwill allocation by CGU:

(in thousands of Canadian dollars)	Investment Management – Retail	Investment Management – Institutional	Cypress Capital Management Ltd.	Doherty & Associates Ltd.	Kensington Capital Partners Ltd.	Total
Year ended November 30, 2024						
Opening net book amount	$ 157,313	$ 76,762	$ 12,548	$ 4,207	$ –	$ 250,830
Acquisition related additions[1]	–	–	–	–	23,131	23,131
Closing net book amount	**$ 157,313**	**$ 76,762**	**$ 12,548**	**$ 4,207**	**$ 23,131**	**$ 273,961**
Year ended November 30, 2023						
Opening net book amount	$ 157,313	$ 76,762	$ 12,548	$ 4,207	$ –	$ 250,830
Closing net book amount	**$ 157,313**	**$ 76,762**	**$ 12,548**	**$ 4,207**	**$ –**	**$ 250,830**

[1] Refer to Note 8 for additional information.

During the year ended November 30, 2024, in accordance with its accounting policies, the Company completed its impairment test on its goodwill and indefinite life intangibles. The total carrying value, net of deferred tax liability, for all CGUs as at November 30, 2024 was $868,560 (2023 – $779,068), of which $682,242 was in the Retail CGU (2023 – $689,356).

To determine whether an impairment loss should be recognized, the carrying value of the assets and liabilities of each CGU is compared to its recoverable amount, which is the higher of fair value less costs to sell (FVLCTS) and its value in use (VIU). As at November 30, 2024 and 2023, the Company has performed a discounted cash flow analysis for each CGU to estimate the recoverable amount.

The discounted cash flow analysis was based on projected cash flows expected over the next three fiscal years and thereafter based on an assumed terminal growth rate all discounted to present value at a market participant discount rate. Future cash flow projections are based on assets under management of which key drivers are assumptions about gross sales, redemptions, market growth, and revenue rate.

To arrive at a discount rate specific to each CGU, a base rate for the total Company was determined and a specific risk premium was applied for each CGU to reflect the CGU's non-systematic risk characteristics. The inputs for the base rate were derived based on observable market information and/or empirical studies. The specific risk premium took into consideration factors specific to each CGU, including but not limited to historical sales and redemption trends, fund performance, asset mix, and potential changes to the regulatory environment.

The terminal growth rate was selected taking into consideration the AUM composition within each CGU and long-term expected market returns, net of management expenses. Market participant synergies were estimated based on the Company's experience with prior acquisitions and giving consideration to the attributes of a likely purchaser of each CGU. A strategic purchaser would be able to realize synergies related to sales distribution and marketing activities, certain back office and support functions and other general and administrative costs. The estimated synergies were 76% of total costs in the Retail CGU and 74% of total costs in the Institutional CGU. These synergies were further discounted by the synergies' inclusion rate of 50%, resulting in synergies of approximately 37% included in the FVLCTS valuation. No synergies were assumed for the Cypress CGU, Doherty CGU and KCPL CGU, given the nature of private client businesses.

Based on the results of the annual impairment test, the Company concluded that no goodwill or management contracts were impaired as at November 30, 2024.

The following is a summary of the valuation results for the Company's most significant CGU as at November 30, 2024 and 2023:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	**2023**
	Investment Management – Retail	**Investment Management – Retail**
Recoverable amount applied – overall	$ 1,995,000	$ 1,306,206
Carrying amount	682,000	689,356
Excess	**$ 1,313,000**	**$ 616,850**
AUM	$ 26,559,000	$ 22,081,902
AUM multiple	7.50%	5.90%
FVLCTS approach		
Discount rate	10.70%	11.95%
Terminal growth rate	3.50%	3.50%
Synergies inclusion rate	50.00%	50.00%

The following is a summary of a sensitivity analysis performed based on alternative assumptions as at November 30, 2024 and 2023:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	**2023**
	Investment Management – Retail	**Investment Management – Retail**
FVLCTS approach		
Discount rate	10.20%	11.50%
Terminal growth rate	4.00%	4.00%
Synergies inclusion rate	50.00%	50.00%
Recoverable amount – high	$ 2,290,000	$ 1,450,647
Discount rate	11.20%	12.40%
Terminal growth rate	3.00%	3.00%
Synergies inclusion rate	50.00%	50.00%
Recoverable amount – low	$ 1,758,000	$ 1,190,673

Management will continue to regularly monitor its intangibles for indications of potential impairment.

Note 10: Right-of-use Assets and Lease Liabilities

The Company leases property and office equipment. As at November 30, 2024, the Company has right-of-use assets of $68.0 million (2023 – $71.8 million) and total lease liabilities of $81.2 million (2023 – $84.1 million) recorded on the consolidated statement of financial position.

The following shows the carrying amounts of the Company's right-of-use assets and lease liabilities by class and the movements during the years ended November 30, 2024 and 2023:

	Right-of-use assets			Lease liabilities
(in thousands of Canadian dollars)	Property	Equipment	Total	
As at December 1, 2023	$ 71,428	$ 362	$ 71,790	$ 84,064
Depreciation expense	(4,398)	(94)	(4,492)	–
Acquisition related addition[1]	908	29	937	937
Lease modification and reassessment	(252)	21	(231)	(31)
Interest expense	–	–	–	2,318
Payments	–	–	–	(6,117)
As at November 30, 2024	**$ 67,686**	**$ 318**	**$ 68,004**	**$ 81,171**
As at December 1, 2022	$ 69,735	$ 443	$ 70,178	$ 81,269
Depreciation expense	(4,244)	(81)	(4,325)	–
Addition	6,108	–	6,108	6,108
Lease modification and reassessment	(171)	–	(171)	136
Interest expense	–	–	–	2,198
Payments	–	–	–	(5,647)
As at November 30, 2023	**$ 71,428**	**$ 362**	**$ 71,790**	**$ 84,064**

[1] Refer to Note 8 for additional information.

The Company is committed under leases for office premises and equipment. The table below shows the Company's approximate remaining contractual minimum annual rental payments under the leases.

Years ended November 30 (in thousands of Canadian dollars)	
2025	$ 6,437
2026	6,417
2027	6,625
2028	6,548
2029	6,506
Thereafter	43,921
Total	**$ 76,454**

Note 11: Property, Equipment and Computer Software

(in thousands of Canadian dollars)	Furniture and equipment	Leasehold improvements	Computer hardware	Computer software	Total
Year ended November 30, 2024					
Opening net book amount	**$ 3,764**	**$ 19,856**	**$ 2,206**	**$ 2,125**	**$ 27,951**
Additions	**6**	**805**	**292**	**1,100**	**2,203**
Acquisition related additions[1]	**174**	**36**	**80**	**–**	**290**
Depreciation	**(698)**	**(1,606)**	**(734)**	**(1,333)**	**(4,371)**
Closing net book amount	**$ 3,246**	**$ 19,091**	**$ 1,844**	**$ 1,892**	**$ 26,073**
At November 30, 2024					
Cost	**$ 7,970**	**$ 23,933**	**$ 4,949**	**$ 5,456**	**$ 42,308**
Less: fully depreciated assets	**–**	**(6)**	**(886)**	**(1,521)**	**(2,413)**
	7,970	**23,927**	**4,063**	**3,935**	**39,895**
Accumulated depreciation	**(4,724)**	**(4,842)**	**(3,105)**	**(3,564)**	**(16,235)**
Less: fully depreciated assets	**–**	**6**	**886**	**1,521**	**2,413**
	(4,724)	**(4,836)**	**(2,219)**	**(2,043)**	**(13,822)**
Net book amount	**$ 3,246**	**$ 19,091**	**$ 1,844**	**$ 1,892**	**$ 26,073**
Year ended November 30, 2023					
Opening net book amount	$ 4,058	$ 20,502	$ 2,741	$ 1,926	$ 29,227
Additions	526	973	445	1,499	3,443
Depreciation	(820)	(1,619)	(980)	(1,300)	(4,719)
Closing net book amount	$ 3,764	$ 19,856	$ 2,206	$ 2,125	$ 27,951
At November 30, 2023					
Cost	$ 7,904	$ 23,378	$ 5,292	$ 5,400	$ 41,974
Less: fully depreciated assets	(114)	(286)	(715)	(1,044)	(2,159)
	7,790	23,092	4,577	4,356	39,815
Accumulated depreciation	(4,140)	(3,522)	(3,086)	(3,275)	(14,023)
Less: fully depreciated assets	114	286	715	1,044	2,159
	(4,026)	(3,236)	(2,371)	(2,231)	(11,864)
Net book amount	$ 3,764	$ 19,856	$ 2,206	$ 2,125	$ 27,951

[1] Refer to Note 8 for additional information.

Note 12: Accounts Payable

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Compensation related payable	$ 81,173	$ 51,513
HST payable	8,694	7,920
Non-compensation related payable	23,555	18,859
Accounts payable and accrued liabilities	$ 113,422	$ 78,292

Note 13: Long-term Debt

The Company's unsecured revolving credit facility (the Facility) has a maximum aggregate principal amount of $140.0 million and a $10.0 million swingline facility commitment. Advances under the Facility are made available by prime-rate loans in U.S. or Canadian dollars, under Canadian Overnight Repo Rate Average (CORRA) advances or by issuance of letters of credit. The Facility is due in full on October 31, 2027. During the year ended November 30, 2024, AGF repaid $152.0 million (2023 – $110.0 million) and drew $161.0 million (2023 – $94.0 million). As at November 30, 2024, AGF had drawn $15.0 million (2023 – $6.0 million) against the Facility primarily to fund the acquisition of KCPL and purchase of long-term investments and convertible note receivable. There is $135.0 million remaining that is available to be drawn from the Facility and swingline facility commitment. In addition, AGF has an accordion available, subject to credit approval, of $100.0 million with the Facility. AGF incurs transaction fees on the Facility which are amortized over the term of the Facility. As at November 30, 2024, the remaining balance of the transaction fee was $0.3 million.

The financial covenant on the Facility requires AGF to maintain a total debt to annualized earnings before income tax, depreciation and amortization (EBITDA) ratio below 3:1 until October 31, 2027. As at November 30, 2024, AGF is in compliance with the covenant.

Note 14: Deferred Income Tax and Liabilities

(a) The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

November 30 (in thousands of Canadian dollars)	2024	2023
Deferred income tax assets		
Deferred income tax asset to be recovered after more than 12 months	$ 5,376	$ 2,052
Deferred income tax asset to be recovered within 12 months	2,812	1,550
	$ 8,188	$ 3,602
Deferred income tax liabilities		
Deferred income tax liability to be settled after more than 12 months	$ 177,704	$ 154,203
Deferred income tax liability to be settled within 12 months	239	(1,369)
	177,943	152,834
Net deferred income tax liabilities	$ 169,755	$ 149,232

The movement in deferred income tax assets and liabilities during the years ended November 30, 2024 and 2023, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Year ended November 30, 2024 (in thousands of Canadian dollars)	**Balance, beginning of year**	**Acquisitions**	**Recognized in income**	**Recognized in equity**	**Recognized in OCI**	**Balance, end of year**
Deferred income tax assets						
Expenses deductible in future periods	**$ 9,526**	**$ –**	**$ 6,316**	**$ 433**	**$ –**	**$ 16,275**
Loss carryforwards	**141**	**–**	**(17)**	**–**	**–**	**124**
Property and equipment	**1,968**	**–**	**580**	**–**	**–**	**2,548**
Other credits and carryforwards	**18**	**–**	**(1)**	**–**	**–**	**17**
	$ 11,653	**$ –**	**$ 6,878**	**$ 433**	**$ –**	**$ 18,964**
Deferred income tax liabilities						
Management contracts and other intangibles	**$ 150,996**	**$ 22,181**	**$ (285)**	**$ –**	**$ –**	**$ 172,892**
Investments	**9,878**	**1,609**	**4,277**	**–**	**52**	**15,816**
Other	**11**	**–**	**–**	**–**	**–**	**11**
	$ 160,885	**$ 23,790**	**$ 3,992**	**$ –**	**$ 52**	**$ 188,719**
Net deferred income tax liabilities	**$ 149,232**	**$ 23,790**	**$ (2,886)**	**$ (433)**	**$ 52**	**$ 169,755**

Year ended November 30, 2023 (in thousands of Canadian dollars)	**Balance, beginning of year**	**Acquisitions**	**Recognized in income**	**Recognized in equity**	**Recognized in OCI**	**Balance, end of year**
Deferred income tax assets						
Expenses deductible in future periods	$ 9,557	$ –	$ (635)	$ 604	$ –	$ 9,526
Loss carryforwards	100	–	41	–	–	141
Property and equipment	1,826	–	142	–	–	1,968
Other credits and carryforwards	22	–	(4)	–	–	18
	$ 11,505	$ –	$ (456)	$ 604	$ –	$ 11,653
Deferred income tax liabilities						
Management contracts and other intangibles	$ 151,051	$ –	$ (55)	$ –	$ –	$ 150,996
Investments	7,162	–	2,736	–	(20)	9,878
Other	11	–	–	–	–	11
	$ 158,224	$ –	$ 2,681	$ –	$ (20)	$ 160,885
Net deferred income tax liabilities	$ 146,719	$ –	$ 3,137	$ (604)	$ (20)	$ 149,232

The 2024 Budget announced an increase in the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds on the portion of capital gains realized in the year that exceed $250,000 for individuals, for capital gains realized on or after June 25, 2024.

As of November 30, 2024, this proposed change has not yet been substantively enacted. The Company estimates that, if substantively enacted, this change would result in an approximately $5 million increase in deferred tax liabilities due to the higher inclusion rate applied to unrealized capital gains in investments as of November 30, 2024.

(b) Deferred income tax assets are recognized for tax loss carryforwards and other deductible expenses to the extent that the realization of the related tax benefit through future taxable profits is probable. The ability to realize the tax benefits of these losses is dependent upon a number of factors, including the future profitability of operations in the jurisdictions in which the tax losses arose. As at November 30, 2024, deferred income tax assets have not been recognized for $47.2 million of non-capital losses and $4.6 million of deductible expenses.

Non-capital loss carryforwards by year of expiry as at November 30, 2024 are summarized below:

(in thousands of Canadian dollars)	
2036	$ 348
2037	3,609
2038	4,957
2039	–
2040	–
Thereafter	–
No expiry	38,285

(c) As at November 30, 2024, the aggregate amount of temporary differences associated with investments in subsidiaries for which deferred income tax liabilities have not been recognized is $1.6 million (2023 – $2.9 million).

Note 15: Capital Stock

(a) Authorized Capital

The authorized capital of AGF consists of an unlimited number of AGF Class B Non-Voting shares and an unlimited number of AGF Class A Voting common shares. The Class B Non-Voting shares are listed for trading on the Toronto Stock Exchange (TSX).

(b) Changes During the Year

The change in capital stock is summarized as follows:

Years ended November 30	**2024**		**2023**	
(in thousands of Canadian dollars, except per share data)	**Shares**	**Stated value**	**Shares**	**Stated value**
Class A Voting common shares	**57,600**	**$ –**	57,600	$ –
Class B Non-Voting shares				
Balance, beginning of the year	**64,271,451**	**$ 390,502**	64,407,816	$ 391,719
Issued through dividend reinvestment plan	**46,621**	**397**	76,942	564
Stock options exercised	**1,197,497**	**8,970**	1,271,298	7,403
Repurchased for cancellation	**(730,338)**	**(4,474)**	(1,805,652)	(10,966)
Treasury stock purchased for employee benefit trust	**(605,962)**	**(4,894)**		–
Treasury stock released for employee benefit trust[1]	**462,774**	**2,717**	321,047	1,782
Balance, end of the year	**64,642,043**	**$ 393,218**	64,271,451	$ 390,502

[1] In December 2024, an additional 442,751 share units were released (2023 – 401,983).

(c) Class B Non-Voting Shares Purchased for Cancellation

AGF has obtained applicable regulatory approval to purchase for cancellation, from time to time, certain of its Class B Non-Voting shares through the facilities of the TSX (or as otherwise permitted by the TSX). AGF relies on an automatic purchase plan during the normal course issuer bid. The automatic purchase plan allows for purchases by AGF of its Class B Non-Voting shares subject to certain parameters. Under its normal course issuer bid, AGF may purchase up to 10% of the public float outstanding on the date of the receipt of regulatory approval or up to 4,735,269 shares for the period from February 8, 2024 to February 7, 2025. During the year ended November 30, 2024, AGF purchased 730,338 (2023 – 1,805,652) Class B Non-Voting shares under the normal course issuer bid at an average price of $7.98 (2023 – $7.40) for a total cost of $5.8 million (2023 – $13.4 million). During the year ended November 30, 2024, the premium of $1.4 million (2023 – discount of $2.4 million) from the recorded capital stock value of the shares repurchased for cancellation was recorded in retained earnings.

(d) Class B Non-Voting Shares Purchased as Treasury Stock for Employee Benefit Trust

During the year ended November 30, 2024, AGF purchased 605,962 (2023 – nil) Class B Non-Voting shares for the employee benefit trust at a cost of $4.9 million (2023 – nil). Shares purchased for the trust are purchased under the Company's normal course issuer bid and recorded as a reduction to capital stock. During the year ended November 30, 2024, 462,774 (2023 – 321,047) Class B Non-Voting shares purchased as treasury stock were released. As at November 30, 2024, 539,209 (November 30, 2023 – 396,021) Class B Non-Voting shares were held as treasury stock.

Note 16: Accumulated Other Comprehensive Income

(in thousands of Canadian dollars)	Foreign currency translation	Fair value through OCI	Total
Accumulated other comprehensive income at December 1, 2023	**$ (1,501)**	**4,368**	**$ 2,867**
Transactions during the year ended November 30, 2024			
Other comprehensive income	**–**	**390**	**390**
Income tax expense	**–**	**(52)**	**(52)**
Balance, November 30, 2024	**$ (1,501)**	**$ 4,706**	**$ 3,205**
Accumulated other comprehensive income at December 1, 2022	$ (1,501)	$ 4,496	2,995
Transactions during the year ended November 30, 2023			
Other comprehensive loss	–	(148)	(148)
Income tax benefit	–	20	20
Balance, November 30, 2023	**$ (1,501)**	**$ 4,368**	**$ 2,867**

Note 17: Management, Advisory and Administration Fees

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Management, advisory and administration fees	**$ 494,700**	$ 438,479
Fund expenses[1]	**(12,306)**	(10,307)
	$ 482,394	$ 428,172

[1] Effective October 1, 2024, AGF adopted the fixed rate annual administration fee to replace certain operating expenses of each applicable series of the Funds.

Note 18: Other Income

Other income includes interest income earned on term deposit, gain and loss recorded on foreign exchange and other miscellaneous income.

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Interest income	**$ 2,334**	$ 1,548
Other	**1,621**	1,082
	$ 3,955	$ 2,630

Note 19: Financial Instruments

(a) Total Return Swap

On April 11, 2022, the Company entered into a Total Return Swap agreement (TRS) to manage its exposure to changes in the fair value of its Deferred Share Units (DSUs) for a total notional of $9.2 million at $6.29 per AGF.b share. On November 1, 2024, the Company terminated the TRS and settled the swap for its fair value of $6.1 million at $10.42 per share and entered into a new TRS agreement with a total notional of $15.2 million at $10.42 per share. As at November 30, 2024, the Company had economically hedged 87.8% of its total vested DSUs. The TRS contract expires on November 3, 2025, with the option to extend the contract at the same average price.

The Company has not designated the TRS agreement as a hedging instrument for accounting purposes. The Company presents the fair value changes in the TRS, which includes the benefit of reinvested dividends, along with the associated financing and execution costs of the TRS, together with the corresponding fair value changes of the DSUs within the stock-based compensation expense component of Selling, General and Administrative expenses in the consolidated statement of income.

The Company recognized a gain on the TRS in the consolidated statement of income under Selling, General and Administrative expenses of $6.2 million for the year ended November 30, 2024 (2023 – gain of $1.2 million).

As at November 30, 2024, the balance of the derivative financial instrument recorded in current assets was $1.1 million (2023 – $1.0 million).

The fair value of the total return swap is classified as level 2 under the fair value hierarchy. Refer to Note 28 for additional information.

(b) Convertible Note Receivable

On February 9, 2024, the Company entered into a convertible note agreement with New Holland Capital, LLC (NHC), which allows NHC to borrow up to US$15.0 million. The convertible note provides the Company with the ability to convert into a 24.99% economic interest after February 9, 2026, or if there is a change-of-control event. The convertible note accrues interest at 10% per annum for the first three years, payable on a quarterly basis, and thereafter, the greater of the “mid-term applicable federal rate” provided by the American Internal Revenue Service and 2.5%. In addition, the Company will earn special interest of 24.99% of net aggregate profits in the first three years. The interest is payable in cash or, other than with respect to the special interest, in kind, in which event the amount of the principal outstanding under the convertible note shall be increased by the amount of such interest. The convertible note has a maturity date of February 9, 2032, or otherwise upon exercise of the options discussed below, which mandates the note’s conversion. That is, if the Company exercises the investment options below, the convertible notes will be automatically converted.

The arrangement also provides the Company with options to subsequently increase its ownership stake. The first option provides the Company the ability to increase its ownership interest to 51% and is exercisable between February 9, 2026 and February 9, 2027. The second option provides the Company the ability to increase its ownership interest to 66% and is exercisable between February 9, 2026 and February 9, 2027 if the Company exercises the first option, or between February 9, 2029 and February 9, 2030 if the Company does not exercise the first option.

The convertible note, including the embedded derivative relating to the initial conversion option, and the two options are classified as a financial instrument under IFRS 9 and measured at fair value through profit and loss (FVTPL). The Company recorded immaterial fair value adjustment for the year ended November 30, 2024.

As at November 30, 2024, the balance of the convertible note receivable recorded in non-current assets was $12.6 million.

The fair value of the convertible note receivable is classified as level 3 under the fair value hierarchy. Refer to Note 28 for additional information.

Note 20: Expenses by Nature

Years ended November 30 (in thousands of Canadian dollars)	**2024**	**2023**
Selling, general and administrative		
Salaries and benefits	**$ 93,577**	$ 84,457
Performance-based compensation[1]	**82,856**	53,389
Stock-based compensation[2]	**10,914**	9,523
Severance	**4,223**	1,334
Non-compensation related expenses	**70,969**	60,345
	$ 262,539	$ 209,048

[1] Performance-based compensation includes $13.4 million related to the KCPL LLTIP for the year ended November 30, 2024.

[2] Includes derivative financial instrument. Refer to Note 19(a) for more information.

Note 21: Employee Benefit Expense

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Compensation expense excluding stock-based compensation	$ 176,433	$ 137,846
Stock option plans	357	301
RSU plans	8,150	7,650
DSU plans[1]	2,407	1,572
Stock-based compensation	$ 10,914	$ 9,523
	$ 187,347	$ 147,369

[1] Includes derivative financial instrument. Refer to Note 19(a) for more information.

Note 22: Stock-based Compensation and Other Stock-based Payments

(a) Stock Option Plans

Under the Company's stock option plans, an additional maximum of 1,759,871 Class B Non-Voting shares could have been granted as at November 30, 2024 (2023 – 2,020,285).

The change in stock options during the years ended November 30, 2024 and 2023 is summarized as follows:

Years ended November 30	2024		2023	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Class B Non-Voting share options				
Balance, beginning of the year	3,414,535	$ 6.18	4,701,833	$ 5.90
Options granted	260,414	7.73	–	–
Options forfeited	–	–	(16,000)	6.20
Options exercised	(1,197,497)	6.48	(1,271,298)	5.15
Balance, end of the year	2,477,452	6.20	3,414,535	$ 6.18

The outstanding stock options as at November 30, 2024 have expiry dates ranging from 2025 to 2031. The following table summarizes additional information about stock options outstanding as at November 30, 2024 and 2023:

November 30, 2024 Range of exercise prices	Number of options outstanding	Weighted average remaining life	Weighted average exercise price	Number of options exercisable	Weighted average exercise price
$0.00 to $5.00	617,550	1.0 years	$ 4.99	617,550	$ 4.99
$5.01 to $10.00	1,859,902	3.4 years	6.61	1,469,470	6.41
	2,477,452	2.8 years	$ 6.20	2,087,020	$ 5.99

November 30, 2023 Range of exercise prices	Number of options outstanding	Weighted average remaining life	Weighted average exercise price	Number of options exercisable	Weighted average exercise price
$0.00 to $5.00	667,650	2.0 years	$ 4.99	667,650	$ 4.99
$5.01 to $10.00	2,746,885	2.7 years	6.48	2,304,889	6.45
	3,414,535	2.6 years	$ 6.18	2,972,539	$ 6.12

During the year ended November 30, 2024, 260,414 (2023 – nil) stock options were granted and compensation expense and contributed surplus of $0.4 million (2023 – $0.3 million) was recorded. The fair value of options granted during year ended November 30, 2024 has been estimated at $1.67 per option using the Black-Scholes option-pricing model. The following assumptions were used to determine the fair value of the options granted during the year ended November 30, 2024.

Year ended November 30	2024
Risk-free interest rate	3.3%
Expected dividend yield	5.6%
Five-year historical-based expected share price volatility	37.2%
Forfeiture rate	4.3%
Option term	5.3 years

(b) Other Stock-based Compensation

Other stock-based compensation includes RSUs and DSUs. Compensation expense related to cash-settled RSUs and DSUs for the year ended November 30, 2024 was $3.3 million (2023 – $3.0 million) and the liability recorded as at November 30, 2024 related to cash-settled RSUs and DSUs was $19.8 million (2023 – $11.4 million). Compensation expense related to equity-settled RSUs for the year ended November 30, 2024 was $7.2 million (2023 – $6.8 million) and contributed surplus related to equity-settled RSUs, net of tax, as at November 30, 2024 was $11.1 million (2023 – $10.0 million).

The change in share units of RSUs and DSUs during the years ended November 30, 2024 and 2023 is as follows:

Years ended November 30	2024	2023
	Number of share units	Number of share units
Outstanding, beginning of the year, non-vested	3,864,135	4,526,587
Issued		
Initial grant	1,181,104	155,433
In lieu of dividends	190,898	216,046
Settled in cash	(532,439)	(693,627)
Settled in equity, net of tax	(559,116)	(321,047)
Forfeited and cancelled	(55,984)	(19,257)
Outstanding, end of the year, non-vested	4,088,598	3,864,135
Cash-settled, end of the year	1,862,628	1,723,033
Equity-settled, end of the year	2,225,970	2,141,102

Note 23: Interest Expense

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Interest on long-term debt and standby fees[1]	$ 4,639	$ 2,414
Lease interest expense (Note 10)	2,318	2,198
Tax-related interest expense	10	262
	$ 6,967	$ 4,874

[1] As at November 30, 2024, the Company has drawn $15.0 million on its credit facility (2023 – $6.0 million).

Note 24: Income Tax Expense

(a) The following are major components of income tax expense:

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Current income tax		
Current income tax on profits for the year	$ 33,956	$ 26,135
Adjustments in respect of prior years	(108)	180
Other	(1,966)	(2,132)
Total current income tax expense	$ 31,882	$ 24,183
Deferred income tax		
Origination and reversal of temporary differences	$ (2,249)	$ 3,051
Adjustments in respect of prior years	(282)	86
Tax benefit arising from a previously unrecognized tax loss, tax credit or temporary difference	(355)	–
Total deferred income tax expense (benefit)	(2,886)	3,137
Income tax expense	$ 28,996	$ 27,320

(b) The Company's effective income tax rate is comprised as follows:

Years ended November 30	2024	2023
Canadian corporate tax rate	26.5%	26.5%
Rate differential on earnings of subsidiaries	0.1	0.1
Tax-exempt income	(0.2)	–
Gains subject to different tax rates	(3.6)	(3.4)
Non-deductible expenses	0.7	0.8
Utilization of previously unrecognized tax losses and temporary differences	(0.3)	–
Change in deferred tax assets not recognized	1.3	1.0
Other	(1.4)	(1.2)
Effective income tax rate	23.1%	23.8%

(c) The tax charged (credited) relating to components of other comprehensive income is as follows:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	2023
Fair value gains (losses) on available for sale investments	**$ 52**	$ (20)
	$ 52	$ (20)

(d) The tax credited relating to components of equity is as follows:

Years ended November 30 (in thousands of Canadian dollars)	**2024**	2023
Equity-settled share-based compensation	**$ (433)**	$ (604)
	$ (433)	$ (604)

Note 25: Earnings per Share

Years ended November 30 (in thousands of Canadian dollars, except per share data)	**2024**	2023
Numerator		
Net income attributable to equity owners for the year	**$ 97,572**	$ 87,700
Denominator		
Weighted average number of shares – basic	**64,512,506**	64,957,984
Dilutive effect of employee stock-based compensation awards	**2,408,303**	2,275,861
Weighted average number of shares – diluted	**66,920,809**	67,233,845
Earnings per share for the year		
Basic	**$ 1.51**	$ 1.35
Diluted	**$ 1.46**	$ 1.30

Note 26: Dividends

During the year ended November 30, 2024, the Company paid dividends of 45.5 cents (2023 – 43.0 cents) per share. Total dividends paid, including dividends reinvested, in the year ended November 30, 2024 were $29.3 million (2023 – $27.9 million). On December 13, 2024, the Board of Directors of AGF declared a quarterly dividend on both the Class A Voting common shares and Class B Non-Voting shares of the Company of 11.5 cents per share in respect of the three months ended November 30, 2024, amounting to a total dividend of approximately $7.4 million. These consolidated financial statements do not reflect this dividend.

Note 27: Related Party Transactions

(a) Key Management Compensation

The Company is controlled by Blake C. Goldring, Executive Chairman, through his indirect ownership of all the voting shares of Goldring Capital Corporation, which owns 100% of the Company's Class A Voting common shares. On April 12, 2023, 20% of the Class A Voting common shares that were previously held by the former Vice-Chairman of AGF were sold to Goldring Capital Corporation.

The remuneration of Directors and other key management personnel of AGF is as follows:

Years ended November 30 (in thousands of Canadian dollars)	2024	2023
Salaries and other short-term employee benefits	**$ 11,878**	$ 10,269
Share-based compensation	**12,641**	5,847
	$ 24,519	$ 16,116

(b) Mutual Funds and Other Investments

Under IFRS Accounting Standards, entities are deemed to be related parties if one entity provides key management personnel services to another entity. As such, AGF Investments Inc. is deemed for IFRS purposes to be a related party to AGF Funds since it is the manager of AGF Funds.

The Company receives management, advisory and administration fees from AGF Funds in accordance with the respective agreements between AGF Funds and the Company. In return, the Company is responsible for management, administration and investment advisory services and all costs connected with the distribution of securities of AGF Funds.

A majority of the management and advisory fees the Company earned in the years ended November 30, 2024 and 2023 were from AGF Funds. As at November 30, 2024, the Company had $19.9 million (2023 – $12.4 million) receivable from AGF Funds. The Company also acts as trustee for AGF Funds that are mutual fund trusts.

The aggregate fund expenses paid and management and advisory fees waived by the Company during the year ended November 30, 2024 on behalf of AGF Funds were approximately $12.3 million (2023 – $10.3 million).

The Company also invests seed capital in AGF Funds and the Capital Partners business. For additional information on these investments refer to Note 5.

Note 28: Financial Risk Management

(a) Economic Environment

Interest rate uncertainty and political change in the U.S. and other countries could potentially contribute to higher volatility and could ultimately impact the trajectory of investment returns going into 2025. Equity markets may remain volatile, even in a decreasing interest rate environment, until the economic path becomes clearer. Sustained and material volatility in the financial markets may create market risk to the Company's capital position and profitability.

A significant portion of AGF's revenue is driven by its total average assets under management (AUM) excluding AGF Capital Partners. These AUM levels are impacted by both net sales and changes in the market. In general, for every $1.0 billion reduction in average AUM excluding AGF Capital Partners, annualized management, advisory and administration fee revenues, net of trailer commissions and investment advisory fees, would decline by approximately $7.3 million.

(b) Financial Risk Factors

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. In the normal course of business, the Company manages these risks as they arise as a result of its use of financial instruments.

Market Risk

Market risk is the risk of a financial loss resulting from adverse changes in underlying market factors, such as foreign exchange rate, interest rates, and equity and commodity prices.

(i) Foreign Exchange Risk

The Company's main foreign exchange risk derives from the U.S. and international portfolio securities held in the AGF funds. Changes in the value of the Canadian dollar relative to foreign currencies will cause fluctuations in the Canadian-dollar value of non-Canadian AUM upon which our management fees are calculated. This risk is monitored since currency fluctuation may impact the financial results of AGF; however, it is at the discretion of the fund manager to decide whether to enter into foreign exchange contracts to hedge foreign exposure on U.S. and international securities held in funds. Using average balances for the year, the effect of a 5% change in the Canadian dollar in relation to total AUM would have resulted in a corresponding change of approximately $1.6 billion in AUM for the year ended November 30, 2024. In general, for every $1.0 billion reduction in average AUM, management, advisory and administration fee revenue, net of trailer commissions and investment advisory fees, would decline by approximately $7.3 million.

The Company is subject to foreign exchange risk on our integrated foreign subsidiaries in the United States and Ireland, which provide investment advisory services. These subsidiaries retain minimal monetary exposure to the local currency and their revenues are calculated in Canadian dollars. The local currency expenses are translated at the average monthly rate, and local currency assets and liabilities are translated at the rate of exchange in effect at the statement of financial position date.

(ii) Interest Rate Risk

The Company has exposure to the risk related to changes in interest rates on floating-rate debt and cash balances. Using outstanding debt balances for the year, the effect of a 1% change in variable interest rates on floating-rate debt and cash balances in fiscal 2024 would have resulted in a corresponding change of approximately $0.2 million in interest expense for the year ended November 30, 2024.

At November 30, 2024, approximately 16.7% of AGF's mutual fund assets under management were held in fixed-income securities, which are exposed to interest rate risk. An increase in interest rates causes market prices of fixed-income securities to fall, while a decrease in interest rates causes market prices to rise. A 1% change in interest rates would have resulted in a corresponding change of approximately $2.7 million in revenue for the year ended November 30, 2024.

(iii) Price Risk

The Company is not exposed to commodity price risk. The Company is exposed to equity securities price risk on certain equity securities held by the Company and long-term investments in Capital Partners funds. The Company's investments that have price risk include investments in mutual funds managed by the Company of $19.1 million, equity securities of $1.1 million and long-term investments of $321.2 million as at November 30, 2024. As at November 30, 2024, the effect of a 10% decline or increase in the value of investments would result in a $34.0 million pre-tax unrealized gain or loss in net income and $0.1 million pre-tax unrealized gain or loss to other comprehensive income.

Credit Risk

The Company is exposed to the risk that third parties, including clients, who owe the Company money, securities or other assets will not perform their obligations. Credit risk arises from cash and cash equivalents, investments, accounts receivable and other assets. Cash and cash equivalents consist primarily of highly liquid temporary deposits with Canadian banks, an Irish bank and non-Irish banks in Ireland, as well as bank term deposits. The Company's overall credit risk strategy and credit risk policy are developed by senior management and further refined at the business unit level, through the use of policies, processes and internal controls designed to promote business activities, while ensuring these activities are within the standards of risk tolerance levels. The Company does not have significant exposure to any individual counterparty.

Liquidity Risk

Liquidity risk is the risk that the Company may not be able to generate sufficient funds and within the time required to meet its obligations as they come due. The key liquidity requirements are the funding of investment-related commitments in the Capital Partners business, dividends paid to shareholders, obligations to taxation authorities, and the repayment of long-term debt. While the Company currently has access to financing, unfavourable market conditions may affect its ability to obtain loans or make other arrangements on terms acceptable to AGF. The Company manages its liquidity risk through the management of its capital structure and financial leverage as outlined in Capital Management (below) and Note 13. The Company manages its liquidity by monitoring actual and projected cash flows to ensure that it has sufficient liquidity through cash received from operations as well as borrowings under its revolving credit facility. Cash surpluses are invested in interest-bearing short-term deposits and investments with a maturity up to 90 days. The Company is subject to certain financial loan covenants under its revolving credit facility and has met all of these conditions.

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on the remaining period from November 30, 2024 and 2023 to the contractual maturity date.

(in thousands of Canadian dollars)	1 year or less	1 to 5 years
Year ended November 30, 2024		
Accounts payable and accrued liabilities	**$ 113,422**	**$ –**
Long-term debt	**–**	**15,000**
Contingent consideration payable	**–**	**29,536**
Put option liability	**893**	**32,109**
Other liabilities	**–**	**23,886**
Total	**$ 114,315**	**$ 100,531**
Year ended November 30, 2023		
Accounts payable and accrued liabilities	$ 78,292	$ –
Long-term debt	–	6,000
Other liabilities	–	10,369
Total	$ 78,292	$ 16,369

(c) Capital Management

The Company actively manages capital to maintain a strong and efficient capital base to maximize risk-adjusted returns to shareholders and to invest in future growth opportunities, while ensuring there is available capital to fund capital commitments related to the Capital Partners business.

As part of the ongoing strategic and capital planning, the Company regularly reviews its holdings in short- and long-term investments, including its investments in associates and joint ventures, to determine the best strategic use of these assets in order to achieve our long-term capital and strategic goals.

The Company's capital consists of shareholders' equity and long-term debt. Refer to Notes 13 and 15 for additional information. The Company reviews its three-year capital plan annually while detailing projected operating budgets and capital requirements. These plans become the basis for the payment of dividends to shareholders, the repurchase of Class B Non-Voting shares and, combined with the reasonable use of leverage, the source of funds for expansion through organic growth and strategic investments. The AGF Executive Management committee is responsible for the management of capital. The AGF Board of Directors is responsible for overseeing the Company's capital policy and management.

The Company's Investment Management businesses, in general, are not subject to significant regulatory capital requirements in each of the jurisdictions in which they are registered and operate.

(d) Fair Value Estimation

The carrying value of accounts receivable and other assets, accounts payable and accrued liabilities approximates fair value due to their short-term nature. Long-term debt, if any, approximates fair value as a result of the floating rate portion of the effective interest rate.

The table below analyzes financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities,

Level 2 Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and

Level 3 Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the group's assets and liabilities that are measured at fair value at November 30, 2024:

November 30, 2024 (in thousands of Canadian dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value through profit or loss				
Cash and cash equivalents	$ 52,960	$ –	$ –	$ 52,960
AGF mutual funds and other	19,065	–	–	19,065
Long-term investments	–	–	321,243	321,243
Carried interest	–	–	2,997	2,997
Preferred limited partnership interest	–	–	18,816	18,816
Convertible note receivable	–	–	12,583	12,583
Derivative financial instrument	–	1,081	–	1,081
Financial assets at fair value through other comprehensive income				
Equity securities	1,106	–	–	1,106
Total financial assets	$ 73,131	$ 1,081	$ 355,639	$ 429,851
Liabilities				
Financial liabilities at fair value through profit or loss				
Put option liability	$ –	$ –	$ 893	$ 893
Long-term contingent consideration payable	–	–	29,536	29,536
Long-term put option liability	–	–	32,109	32,109
Long-term deferred income on carried interest	–	–	2,997	2,997
Total financial liabilities	$ –	$ –	$ 65,535	$ 65,535

The following table presents the group's assets and liabilities that were measured at fair value at November 30, 2023:

November 30, 2023 (in thousands of Canadian dollars)	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value through profit or loss				
Cash and cash equivalents	$ 50,453	$ –	$ –	$ 50,453
AGF mutual funds and other	21,474	–	–	21,474
Long-term investments	–	–	254,969	254,969
Carried interest	–	–	1,864	1,864
Derivative instrument	–	965	–	965
Financial assets at fair value through other comprehensive income				
Equity securities	717	–	–	717
Total financial assets	$ 72,644	$ 965	$ 256,833	$ 330,442
Liabilities				
Financial liabilities at fair value through profit or loss				
Long-term deferred income on carried interest	$ –	$ –	$ 1,864	$ 1,864
Total financial liabilities	$ –	$ –	$ 1,864	$ 1,864

The fair value of financial instruments traded in active markets is determined using the quoted prices where they represent those at which regularly and recently occurring transactions take place.

Level 1 instruments include investments in AGF mutual funds as well as highly liquid temporary deposits with Irish banks.

Level 2 instruments include derivative instruments with major Canadian chartered banks and Canadian federal government debt. Canadian federal government debt is measured at amortized cost and its fair value approximates its carrying value due to its short-term nature.

Level 3 instruments include long-term investments related to the AGF Capital Partners business, fair value of the convertible note from NHC, fair value of the preferred limited partnership interest from KCPL, fair value of the carried interest investments related to the InstarAGF Funds and fair value of the contingent consideration payable and put option liability related to KCPL. Instruments classified in this category have a parameter input or inputs that are unobservable and that have a more than insignificant impact on either the fair value of the instrument or the profit or loss of the instrument.

The fair value of the Company's long-term investments as at November 30, 2024 has been estimated using the net asset value (NAV) as calculated by the asset manager of the fund, adjusted for certain market considerations. If the NAV were to increase or decrease by 10%, the fair value of the Company's long-term investment and pre-tax income would increase or decrease by $32.1 million. Refer to Note 5(b) for additional information.

The fair value of the Company's carried interest related to the InstarAGF Funds has been estimated using the financial information and NAV provided by the investees with consideration over the timing, amount of expected future cash flows and appropriate discount rates used. Refer to Note 7 for additional information.

Below is the valuation technique and significant unobservable inputs for the Company's acquisition related level 3 financial instruments:

Asset/ liability	**Valuation technique**	**Significant unobservable inputs**	**Range of inputs**
		Discount rate	11.5%
		Investment growth rate	10%
Specified distribution fees liability[1]	Discounted cash flows	Investment crystalization period	7 years
		Discount rate	10%
NCI put option liability	Discounted cash flows	Cash Flows	$39,640 to $48,449
		Discount rate	15.5%
		Investment growth rate	10%
LLTIP liability[2]	Discounted cash flows	Investment crystalization period	7 years
	Discounted cash flows		
Convertible note receivable	Option pricing model	Discount rate	7.5%

[1] Specified distribution fees liability is disclosed under contingent consideration payable liability and long-term contingent consideration payable liability on the consolidated statement of financial position.
[2] LLTIP liability is disclosed under other long-term liabilities on the consolidated statement of financial position.

The following table presents changes in level 3 instruments for the year ended November 30, 2024.

(in thousands of Canadian dollars)	Total
Long-term investments	
Balance at December 1, 2023	$ 254,969
Purchase of investment	28,602
Acquisition related addition	5,805
Return of capital	(302)
Fair value adjustment recognized in profit or loss[1]	32,169
Balance at November 30, 2024	**$ 321,243**
Carried interest	
Balance at December 1, 2023	$ 1,864
Fair value adjustment	1,133
Balance at November 30, 2024	**$ 2,997**
Preferred limited partnership interest	
Balance at December 1, 2023	$ –
Acquisition related addition	25,741
Payment/ write-off	(6,925)
Balance at November 30, 2024	**$ 18,816**
Convertible Note Receivable	
Balance at December 1, 2023	$ –
Purchase of investment	12,609
Fair value adjustment	(26)
Balance at November 30, 2024	**$ 12,583**
Contingent consideration payable	
Balance at December 1, 2023	$ –
Acquisition related addition	38,695
Payment/ Write-off	(9,106)
Fair value adjustment	(53)
Balance at November 30, 2024	**$ 29,536**
Put option liability	
Balance at December 1, 2023	$ –
Acquisition related addition	30,224
Fair value adjustment	2,778
Balance at November 30, 2024	**$ 33,002**

[1] The change in unrealized income in investments currently held included in level 3 of the fair value hierarchy is $32,169 for the year ended November 30, 2024.

The following table presents changes in level 3 instruments for the year ended November 31, 2023.

(in thousands of Canadian dollars)	Total
Long-term investments	
Balance at December 1, 2022	$ 199,067
Purchase of investment	34,173
Return of capital	(1,704)
Fair value adjustment recognized in profit or loss[1]	23,433
Balance at November 30, 2023	**$ 254,969**
Carried interest	
Balance at December 1, 2022	$ 1,444
Fair value adjustment	420
Balance at November 30, 2023	**$ 1,864**

[1] The change in unrealized income in investments currently held included in level 3 of the fair value hierarchy is $23,433 for the year ended November 30, 2023.

There were no transfers into or out of level 1 and level 2 during the year ended November 30, 2024.

Note 29: Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where AGF currently has a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. In the normal course of business, AGF has entered into various master netting agreements or other similar arrangements that do not meet the criteria for offsetting in the consolidated statement of financial position but still allow for the related amounts to be set off in certain circumstances, such as default or bankruptcy.

The following table presents the recognized financial instruments that are offset or subject to enforceable master netting arrangements or other similar agreements but not offset, as at November 30, 2024 and 2023, and shows what the net impact would be on the Company's consolidated statement of financial position if all set-off rights were exercised:

November 30, 2024 (in thousands of Canadian dollars)	**Amounts offset**			**Amounts not offset**	**Net**
	Gross asset	**Gross liability offset**	**Net amount presented**		
Financial assets					
Cash and cash equivalents (Notes 29(a),(b))	**$ 779,293**	**$ (726,333)**	**$ 52,960**	**$ –**	**$ 52,960**
Derivative financial instrument	**1,081**	**–**	**1,081**	**–**	**1,081**
Total financial assets	**$ 780,374**	**$ (726,333)**	**$ 54,041**	**$ –**	**$ 54,041**
	Amounts offset			**Amounts not offset**	**Net**
	Gross liability	**Gross asset offset**	**Net amount presented**		
Financial liabilities					
Long-term debt (Note 29(b))	**$ 14,664**	**$ –**	**$ 14,664**	**$ –**	**$ 14,664**
Total financial liabilities	**$ 14,664**	**$ –**	**$ 14,664**	**$ –**	**$ 14,664**

November 30, 2023 (in thousands of Canadian dollars)	**Amounts offset**			**Amounts not offset**	**Net**
	Gross asset	**Gross liability offset**	**Net amount presented**		
Financial assets					
Cash and cash equivalents (Notes 29(a),(b))	$ 691,017	$ (640,564)	$ 50,453	$ –	$ 50,453
Derivative financial instrument	965	–	965	–	965
Total financial assets	$ 691,982	$ (640,564)	$ 51,418	$ –	$ 51,418

	Amounts offset			**Amounts not offset**	**Net**
	Gross asset	**Gross liability offset**	**Net amount presented**		
Financial liabilities					
Long-term debt (Note 29(b))	5,823	$ –	$ 5,823	$ –	$ 5,823
Total financial liabilities	$ 5,823	$ –	$ 5,823	$ –	$ 5,823

(a) Based on an agreement with a Canadian chartered bank, certain bank deposits are pooled into one concentration account and offset with bank overdrafts of the Company and its subsidiaries that are part of the pooling agreement. The net amount is included in cash and cash equivalents in the consolidated statement of financial position.

(b) The Company, through its subsidiary AGF Investments Inc. (AGFII), has a loan agreement with two Canadian chartered banks. Based on this agreement, in the event of a default or bankruptcy, the creditors have the right to offset the liability against any deposits of the Company and certain subsidiaries held by the creditors. These cash deposits are recorded under cash and cash equivalents in the consolidated statement of financial position.

Note 30: Contingencies

There are certain claims and potential claims against the Company. None of these claims are expected to have a material adverse effect on the consolidated financial position of the Company.

The Company believes that it has adequately provided for income taxes based on all of the information that is currently available. The calculation of income taxes in many cases, however, requires significant judgement in interpreting tax rules and regulations. The Company's tax filings are subject to audits, which could materially change the amount of the current and deferred income tax assets and liabilities, and could, in certain circumstances, result in the assessment of interest and penalties.

The final result of the audit and appeals process may vary and may be materially different compared to the estimates and assumptions used by management in determining the Company's consolidated income tax provision and in determining the amounts of its income tax assets and liabilities.

Note 31: Commitments and Guarantees

(a) Commitments

The Company is committed under contracts for service arrangements. The approximate minimum annual cash payments related to these arrangements are as follows:

Years ended November 30 (in thousands of Canadian dollars)	**Service commitment**
2025	$ 28,042
2026	22,638
2027	15,228
2028	6,048
2029	4,441
Thereafter	24,810
Total	$ 101,207

Refer to Note 9 for additional information on the Company's contractual commitments related to leases for office premises and equipment.

As at November 30, 2024, the Company has funded $242.1 million (2023 – $213.8 million) in funds and investments associated with the Capital Partners business and has $19.8 million (2023 – $22.1 million) remaining committed capital to be invested. In addition, the Company has an anticipated commitment of US$50.0 million upon the successful launch of Instar's third fund.

The Company is committed to loan up to US$15.0 million to New Holland Capital, LLC through a convertible note agreement with a maturity date of February 9, 2032. As at November 30, 2024, there was US$6.0 million for future drawdown. Refer to Note 19 (b) for additional information.

(b) Guarantees

The Company, under an indemnification agreement with each of the directors of the Company, as well as directors of the mutual fund corporations, has agreed to indemnify the directors against any costs in respect of any action or suit brought against them in respect of the proper execution of their duties. To date, there have been no claims under these indemnities.

Note 32: Subsequent Events

In January 2025, the Company committed to subscribe to $50.0 million of capital into alternative funds managed by the Company's subsidiaries. The investment aims to support the growth of AGF Capital Partners.

As this event occurred after the reporting period, it has not been reflected in the financial statements for the year ended November 30, 2024.

This report contains forward-looking statements with respect to AGF, including its business operations, strategy, financial performance and condition. Although management believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause results to differ materially include, among other things, general economic and market factors including interest rates, business competition, changes in government regulations or in tax laws, and other factors discussed in materials filed with applicable securities regulatory authorities from time to time.

LSEG Lipper Fund Awards Canada

LSEG Lipper Fund Awards Canada 2024 Winner, AGF European Equity Class (F Series), Best European Equity Fund Over 3 years out of a classification total of 20 funds, for the period ending July 31, 2024.

The corresponding Lipper Leader ratings of the Fund for the period ending July 31, 2024 are as follows: N/A (one year), 5 (three years), 4 (five years), 1 (ten years). The fund's most recent month-end performance is shown in the Net Annual Returns section on AGF European Equity Class Series MF | Product Details | AGF.com

The LSEG Lipper Fund Awards, granted annually, highlight funds and fund companies that have excelled in delivering consistently strong risk-adjusted performance relative to their peers. The LSEG Lipper Fund Awards are based on the Lipper Leader for Consistent Return rating, which is an objective, quantitative, risk-adjusted performance measure calculated over 36, 60 and 120 months. The fund with the highest Lipper Leader for Consistent Return (Effective Return) value in each eligible classification wins the LSEG Lipper Fund Award. The highest 20% of funds in each classification are named Lipper Leaders for Consistent Return and receive a rating of 5; the next 20% receive a rating of 4; the middle 20% are rated 3; the next 20% are rated 2; and the lowest 20% are rated 1. Lipper Leader ratings are subject to change every month. For more information, see lipperfundawards.com. Although LSEG Lipper makes reasonable efforts to ensure the accuracy and reliability of the data used to calculate the awards, their accuracy is not guaranteed.

About the Fundata FundGrade A+ Rating

FundGrade A+® is used with permission from Fundata Canada Inc., all rights reserved. The annual FundGrade A+® Awards are presented by Fundata Canada Inc. to recognize the "best of the best" among Canadian investment funds. The FundGrade A+® calculation is supplemental to the monthly FundGrade ratings and is calculated at the end of each calendar year. The FundGrade rating system evaluates funds based on their risk-adjusted performance, measured by Sharpe Ratio, Sortino Ratio, and Information Ratio. The score for each ratio is calculated individually, covering all time periods from 2 to 10 years. The scores are then weighted equally in calculating a monthly FundGrade. The top 10% of funds earn an A Grade; the next 20% of funds earn a B Grade; the next 40% of funds earn a C Grade; the next 20% of funds receive a D Grade; and the lowest 10% of funds receive an E Grade. To be eligible, a fund must have received a FundGrade rating every month in the previous year. The FundGrade A+® uses a GPA-style calculation, where each monthly FundGrade from "A" to "E" receives a score from 4 to 0, respectively. A fund's average score for the year determines its GPA. Any fund with a GPA of 3.5 or greater is awarded a FundGrade A+® Award. For more information, see www.FundGradeAwards.com. Although Fundata makes every effort to ensure the accuracy and reliability of the data contained herein, the accuracy is not guaranteed by Fundata.

AGF American Growth Class won in the U.S. Equity CIFSC Category, out of 794 funds.

AGF American Growth Fund won in the U.S. Equity CIFSC Category, out of 794 funds.

AGF Fixed Income Plus Fund won in the Canadian Fixed Income CIFSC Category, out of 311 funds.

AGF Global Convertible Bond Fund won in the High Yield Fixed Income CIFSC Category, out of 161 funds.

AGF Global Select Fund won in the Global Equity CIFSC Category, out of 1095 funds.

The FundGrade A+ start date was 1/31/2014 and the FundGrade A+ end date was 12/31/2023.

2024 Canadian Hedge Fund Awards

The 2024 Canadian Hedge Fund Awards (CHFA) were awarded in November 2024 and determined on an entirely quantitative process, based on solely on performance data to June 30, 2024, collected and tabulated by Fundata. Eligibility requirements for hedge funds to be considered for a CHFA are that the fund must be domiciled in Canada, must have a track record of at least 1 year to June 30th, must have a minimum of $10 million in AUM and must be in Canadian dollars. The Private Debt category included credit focused hedge funds in which the majority of the underlying securities are not marked-to-market and must be structured as a mutual fund trust or LP and trade on FundServ. The Private Equity category include equity focused hedge funds in which the majority of the underlying securities are not marked-to-market. Funds must be structured as a mutual fund trust or LP and trade on FundServ. Awards, rankings, and other forms of recognition are not indicative of the Fund's future performance.

SMArtX Awards Criteria and Methodology

Candidates for the Awards are derived from the SMArtX Select List, which ranks asset managers using a proprietary quantitative screening based on a robust four-step methodology:

Ability to generate alpha compared to the strategy peer group benchmark
Favorable risk-adjusted returns that emphasize positive skew
Effective downside and tail-risk management
Consistent return generation

The Awards calculations add an additional metric to this existing quantitative screening, namely performance exclusive to the full previous year. This year, 30 eligible strategies competed with winners ultimately chosen across 10 categories. These categories are grouped by market capitalization, geographic focus, and investment type.

AGF Investments America Inc.'s (AGFA) AGF Global Select ADR Constrained Strategy was awarded SMARTX's X award in the Global category on May 29, 2024. The award was a based on the SMARTX methodology above for the 2023 calendar year. AGFA's AGF U.S. Large Cap Growth Equity Strategy was also a finalist in the Large Cap category.

AGFA did not pay or provide compensation for the SMArtX 2024 X Award ranking or to be included in the eligible strategies list.

Corporate Directory

AGF Management Limited
CIBC SQUARE, Tower One
81 Bay Street, Suite 3900
Toronto, Ontario M5J 0G1
Website: AGF.com
Email: tiger@AGF.com
Tel: 416 367-1900

AGF International Advisors Company Limited
12 Duke Lane
Dublin, 2, Ireland

AGF Investments Inc.
CIBC SQUARE, Tower One
81 Bay Street, Suite 3900
Toronto, Ontario M5J 0G1

AGF Investments America Inc.
99 High Street, Suite 2802
Boston, MA 02110

Cypress Capital Management Ltd.
P.O. Box 11136
Suite 1700
1055 West Georgia Street
Vancouver, British Columbia V6E 3P3

Doherty & Associates Ltd.
56 Sparks Street, Suite 700
Ottawa, Ontario K1P 5A9

AGF Investments LLC
99 High Street, Suite 2802
Boston, MA 02110

Highstreet Asset Management Inc.
244 Pall Mall Street, Suite 350
London, Ontario N6A 5P6

Shareholder Information

Auditors
PricewaterhouseCoopers LLP

Registrar and Transfer Agents
Computershare Trust
Company of Canada
1 800 564-6253

Stock Exchange Listing
AGF.B

Invested in Discipline

At AGF, our approach is defined by three principles; shared intelligence, measured approach and active accountability. Together, they create a disciplined process that is transparent, repeatable, and deeply woven into our DNA – delivering consistent outcomes for our clients, whatever tomorrow may bring.

It Takes a Tiger™

Invested in Discipline

AGF Management Limited
CIBC SQUARE, Tower One
81 Bay Street, Suite 3900
Toronto, Ontario M5J 0G1

Website: www.AGF.com
Email: tiger@AGF.com
Tel: 416 367-1900

Mixed Sources
Product group from well-managed forests, controlled sources and recycled wood or fiber
www.fsc.org Cert no. XX-XXX-XXXX
© 1996 Forest Stewardship Council
FSC

This document is printed on Forest Stewardship Council® (FSC®) certified paper. FSC® certification ensures that the paper in this document is made of material from well-managed, FSC®-certified forests and other controlled sources.

CORP144 11-24-E