



2 Management Report

Quarter Ended
June 30, 2025

5N+

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations is intended to assist readers in understanding 5N Plus Inc. (the "Company" or "5N+"), its business environment, strategies, performance and risk factors. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of Q2 2025 and the audited consolidated financial statements and the accompanying notes for the year ended December 31, 2024, based on International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards" or "IFRS"), unless otherwise stated. This MD&A has been prepared in accordance with the requirements of the Canadian Securities Administrators.

All amounts in this MD&A are expressed in U.S. dollars, and all amounts in the tables are in thousands of U.S. dollars, unless otherwise indicated.

Information contained herein includes any significant developments until August 4, 2025, the date on which the MD&A was approved by the Company's Board of Directors. Unless otherwise indicated, the terms "we", "us", "our" and "the group" as used herein refer to the Company together with its subsidiaries. "Q2 2025" and "Q2 2024" refer to the three-month periods ended June 30, 2025, and June 30, 2024, respectively; "YTD 2025" and "YTD 2024" refer to the six-month periods ended June 30, 2025, and June 30, 2024, respectively.

Non-IFRS Measures

This MD&A contains certain non-IFRS financial measures, non-IFRS ratios, capital management measures and supplementary financial measures, which do not have a standard meaning under IFRS Accounting Standards and, therefore, may not be comparable to similar measures presented by other issuers. Such non-IFRS measures and ratios include Backlog, Bookings, EBITDA, EBITDA margin, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted operating expenses, Adjusted net earnings (loss), Basic adjusted earnings (loss) per share, Adjusted gross margin, Adjusted gross margin percentage, Total debt, Net debt, Net debt to EBITDA ratio, Working capital and Working capital ratio.

For definitions, further information and reconciliation of these measures to the most directly comparable measures under IFRS Accounting Standards, see the "Non-IFRS Measures" section.

Notice Regarding Forward-Looking Statements

Certain statements in this MD&A may be forward-looking within the meaning of applicable securities laws. Such forward-looking statements are based on a number of estimates and assumptions that the Company believes are reasonable when made, including that 5N+ will be able to retain and hire key personnel and maintain relationships with customers, suppliers and other business partners, that 5N+ will continue to operate its business in the normal course, that 5N+ will be able to implement its growth strategy, that 5N+ will be able to successfully and timely complete the realization of its backlog, that 5N+ will not suffer any supply chain challenges or any material disruption in the supply of raw materials on competitive terms, that 5N+ will be able to generate new sales, produce, deliver, and sell its expected product volumes at the expected prices and control its costs, as well as other factors believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict and may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. A description of the risks affecting the Company's business and activities appears under the heading "Risk and Uncertainties" of 5N+'s 2024 MD&A dated February 25, 2025, and note 10 of the unaudited condensed interim consolidated financial statements for the three and six-month periods ended June 30, 2025, and June 30, 2024, available on SEDAR+ at www.sedarplus.ca.

Forward-looking statements can generally be identified by the use of terms such as "may", "should", "would", "believe", "expect", the negative of these terms, variations of them or any similar terms. No assurance can be given that any events anticipated by the forward-looking statements in this MD&A will transpire or occur, or if any of them do so, what benefits that 5N+ will derive therefrom. In particular, no assurance can be given as to the future financial performance of 5N+.

The forward-looking statements contained in this MD&A is made as of the date hereof and the Company has no obligation to publicly update such forward-looking information to reflect new information, subsequent or otherwise, unless required by applicable securities laws. The reader is warned against placing undue reliance on these forward-looking statements. Forward-looking statements are presented in this MD&A for the purpose of assisting investors and others in understanding certain key elements of the Company's expected financial results, as well as the Company's

objectives, strategic priorities and outlook, and in obtaining a better understanding of the Company's anticipated operating environment. Readers are cautioned that such information may not be appropriate for other purposes.

Overview

5N+ is a leading global producer of specialty semiconductors and performance materials. The Company's ultra-pure materials often form the core element of its customers' products. These customers rely on 5N+'s products to enable performance and sustainability in their own products. 5N+ deploys a range of proprietary and proven technologies to develop and manufacture its products. The Company's products enable various applications in several key industries, including renewable energy, security, space, pharmaceutical, medical imaging and industrial. Headquartered in Montreal, Québec, 5N+ operates R&D, manufacturing and commercial centers in strategically located facilities around the world including Europe, North America and Asia.

Vision, Mission and Values

The Company's vision is to enable critical industries through essential products based on advanced material technology and 5N+'s aim is to propel the growth of these markets by developing and manufacturing advanced materials to enable product performance.

The Company's mission is to be critical to its customers, valued by its employees and trusted by its shareholders. The Company's core values are integrity, commitment and customer development, with an emphasis on sustainable development, continuous improvement, and health and safety.

Reporting Segments

The Company has the following two reportable segments: Specialty Semiconductors and Performance Materials. Corresponding operations and activities are managed accordingly by the Company's key decision makers. Segmented operating and financial information and labelled key performance indicators are available and used to manage these business segments, review performance and allocate resources. Financial performance of any given segment is evaluated primarily in terms of revenue and Adjusted EBITDA¹, which are reconciled to consolidated numbers considering corporate income and expenses.

Operating in North America and Europe, the Specialty Semiconductors segment manufactures and sells products used in several applications, such as renewable energy, space satellites and imaging. Typical end markets include photovoltaics (terrestrial and space-related solar energy), medical imaging, infrared imaging, optoelectronics and advanced electronics. These products are sold either as semiconductor compounds, semiconductor wafers, ultra high purity metals, epitaxial semiconductor substrates, space solar cells and assemblies. Revenue and earnings associated with recycling services and activities provided to Specialty Semiconductors customers are captured in this segment.

The Performance Materials segment operates in North America, Europe and Asia and manufactures and sells products that are used in several applications in pharmaceutical and healthcare, and industrial. Main products are sold as active pharmaceutical ingredients, specialized chemicals, commercial grade metals, alloys and engineered powders. All commercial grade metal and engineered powder sales have been regrouped under Performance Materials. Revenue and earnings associated with recycling services and activities provided to Performance Materials customers are captured in this segment.

Corporate expenses associated with the head office and unallocated selling, general and administrative expenses (SG&A), together with financial expenses (income), are grouped under "Corporate".

¹ These measures are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. See Non-IFRS Measures for more information.

Q2 2025 Highlights – Gearing Up for a Landmark Year with Another Record Quarter

Financial performance through the first half of 2025 marks an all-time high for 5N+ across several indicators, including record quarterly Adjusted gross margin¹, and record quarterly and first-half Adjusted EBITDA. This is in addition to generating its strongest first-half revenue in a decade, further supported by a strong financial position. In a volatile business environment where customers are seeking dependable partners, 5N+ stands out for its reliability, technical expertise and the quality of its ultra-high-purity products. The Company is also recognized for its diversified global sourcing and manufacturing capabilities which are of strategic importance to customers.

Thanks to its competitive advantages and expanded capacity, 5N+ can continue to solidify its status as the strategic partner of choice outside of China, able to capture growing demand in the key end markets it serves under Specialty Semiconductors, while benefiting from strong margin expansion under Performance Materials.

All amounts are expressed in U.S. dollars.

In Q2 2025, the Company generated revenue of \$95.3 million, bringing YTD 2025 revenue to a ten-year high of \$184.2 million, and representing 32% year-over-year growth. The Company also delivered a record quarterly Adjusted gross margin both as a percentage of sales¹ and in dollars, coming in at 34.6% and \$33.0 million, respectively. Adjusted EBITDA reached a record \$24.1 million for Q2 2025 and a record \$45.0 million for YTD 2025. Strong results across the board reflect significant volume increases under Specialty Semiconductors on the back of accelerating demand momentum in strategic sectors, and exceptional margin expansion under Performance Materials.

In Q2 2025, Specialty Semiconductors benefited from higher volumes from the terrestrial renewable energy sector, both sequentially and year-over-year, as well as economies of scale positively impacting costs per unit. Sustained high demand from the space solar power sector is also driving performance, including pricing margins, as AZUR progressively benefits from recently completed solar cell production capacity increase initiatives. Segment revenue came in at \$71.2 million in Q2 2025, compared to \$52.3 million in Q2 2024, and Adjusted EBITDA increased by \$5.9 million, or 45%, to reach \$19.0 million. Adjusted gross margin as a percentage of sales was 32.7% in Q2 2025, compared to 33.0% in Q2 2024. Backlog¹ for Specialty Semiconductors represented 354 days of annualized revenue, while the effective backlog for the renewable energy and space solar power sectors specifically surpassed 365 days at period end.

For Performance Materials, results were positively impacted by a favourable sales mix, despite slightly lower volumes over last year; the Company benefiting from its unique positioning as a partner of choice, supported by a strategic and diversified global supply chain. Segment revenue for Q2 2025 was \$24.1 million, compared to \$22.2 million in Q2 2024, and quarterly Adjusted EBITDA increased by \$4.2 million, or 108%, to reach \$8.0 million. Adjusted gross margin as a percentage of sales came in at 41.1% in Q2 2025, compared to 28.4% in Q2 2024. Backlog for Performance Materials represented 127 days of annualized revenue at period end.

The Company ended the quarter in a strong financial position, with Net debt¹ at the low level of \$74.3 million as at June 30, 2025. This is compared to \$100.1 million as at December 31, 2024, representing a decrease of \$25.7 million, bringing the Company's net-debt-to-EBITDA ratio¹ to 1.09x as at June 30, 2025.

Financial Highlights

- Revenue in Q2 2025 increased by 28% to \$95.3 million, compared to \$74.6 million in Q2 2024. The increase is primarily attributable to higher sales in the terrestrial renewable energy and space solar power sectors under Specialty Semiconductors, and higher bismuth-based product pricing under Performance Materials.
- Adjusted EBITDA in Q2 2025 increased by 79% to \$24.1 million, compared to \$13.5 million in Q2 2024, driven by higher volumes in the terrestrial renewable energy and space solar power sectors, and better prices over inflation for both solar power and bismuth-based products.

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- Adjusted gross margin increased by 41% to \$33.0 million in Q2 2025, favourably impacted by the same factors as above. Adjusted gross margin as a percentage of sales was 34.6% in Q2 2025, compared to 31.3% in Q2 2024.
- Net earnings in Q2 2025 were \$15.2 million, compared to \$4.8 million in Q2 2024.
- Backlog stood at \$310.0 million, representing 297 days of annualized revenue as at June 30, 2025, 29 days higher than in the previous quarter.
- Net debt was \$74.3 million as at June 30, 2025, compared to \$100.1 million as at December 31, 2024, reflecting an increase in cash. The Company's net-debt-to-EBITDA ratio stood at 1.09x as at June 30, 2025.

Outlook

Through the second half of 2025, 5N+ anticipates demand under Specialty Semiconductors from the terrestrial renewable energy and space solar power markets to accelerate, as customers look to secure advanced materials from trusted and reliable partners. Under Performance Materials, consistent with historical trends, volumes through the second half of 2025 are expected to be slightly lower than compared to the first half of 2025, with margins continuing to benefit from the Company's strategic global footprint and sourcing capabilities in the current volatile business environment.

Based on its financial performance year to date, coupled with anticipated demand under Specialty Semiconductors and better than anticipated performance under Performance Materials, Adjusted EBITDA guidance for 2025 has been revised upwards from a range of \$55 to \$60 million, last updated on February 25, 2025, to a range of \$65 to \$70 million.

Looking ahead, the Company will continue to remain prudent in an evolving geopolitical environment, including with regards to its impact on operating costs. As a preferred supplier of ultra-high-purity, high-quality products with a strong supply chain providing customers with a key strategic advantage, 5N+ is well-positioned to continue solidifying its leadership in key end markets through the end of 2025 and going into 2026.

Summary of Results

(in thousands of U.S. dollars, except per share amounts)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Revenue	95,311	74,580	184,199	139,599
Adjusted operating expenses ¹	(71,165)	(61,090)	(139,261)	(114,372)
Adjusted EBITDA	24,146	13,490	44,938	25,227
Share-based compensation recovery (expense)	807	15	(586)	(345)
Impairment of non-current assets	-	(307)	-	(307)
ERP implementation costs	(156)	-	(316)	-
Loss on remeasurement of financial instrument	(1,000)	-	(1,000)	-
Foreign exchange gain (loss)	97	(2)	811	385
EBITDA¹	23,894	13,196	43,847	24,960
Interest on long-term debt, imputed interest and other interest expense	2,353	1,874	5,070	4,080
Depreciation and amortization	4,324	4,049	8,452	7,994
Earnings before income taxes	17,217	7,273	30,325	12,886
Income tax expense (recovery)				
Current	4,706	2,177	8,077	4,691
Deferred	(2,716)	307	(2,552)	899
	1,990	2,484	5,525	5,590
Net earnings	15,227	4,789	24,800	7,296
Basic earnings per share	\$0.17	\$0.05	\$0.28	\$0.08
Diluted earnings per share	\$0.17	\$0.05	\$0.28	\$0.08

Revenue by Segment and Adjusted Gross Margin

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	Change	YTD 2025	YTD 2024	Change
	\$	\$		\$	\$	
Specialty Semiconductors	71,213	52,340	36%	134,017	97,490	37%
Performance Materials	24,098	22,240	8%	50,182	42,109	19%
Total revenue	95,311	74,580	28%	184,199	139,599	32%
Cost of sales	(65,888)	(54,385)	21%	(127,780)	(102,405)	25%
Depreciation included in cost of sales	3,551	3,173	12%	6,954	6,249	11%
Adjusted gross margin	32,974	23,368	41%	63,373	43,443	46%
Adjusted gross margin percentage	34.6%	31.3%		34.4%	31.1%	

Revenue in Q2 2025 increased by 28%, reaching \$95.3 million, compared to \$74.6 million for the same period last year. Revenue in YTD 2025 reached \$184.2 million, compared to \$139.6 million in YTD 2024. The increases are primarily attributable to strong growth from the terrestrial renewable energy and space solar power sectors under Specialty Semiconductors, and favourable pricing from bismuth-based products under Performance Materials.

Adjusted gross margin increased by 41% to reach \$33.0 million in Q2 2025, compared to \$23.4 million in Q2 2024, and \$63.4 million in YTD 2025, compared to \$43.4 million in the same period last year, favourably impacted by higher volumes in strategic sectors under Specialty Semiconductors and better prices over inflation. Adjusted gross margin as a percentage of sales was 34.6% in Q2 2025, compared to 31.3% in Q2 2024, with a favourable year-over-year product mix and pricing in Performance Materials. Adjusted gross margin as a percentage of sales was 34.4% in YTD 2025, compared to 31.1% in YTD 2024.

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Specialty Semiconductors

Revenue in Q2 2025 was \$71.2 million, compared to \$52.3 million in Q2 2024. In YTD 2025, revenue was \$134.0 million, compared to \$97.5 million in YTD 2024, supported by higher demand from the terrestrial renewable energy and space solar power sectors. Adjusted gross margin as a percentage of sales was 32.7% in Q2 2025, compared to 33.0% in Q2 2024. Adjusted gross margin as a percentage of sales was 33.8% in YTD 2025, compared to 31.2% in YTD 2024, favourably impacted by economies of scale due to higher production and higher prices net of inflation.

Performance Materials

Revenue in Q2 2025 reached \$24.1 million, compared to \$22.2 million in Q2 2024. In YTD 2025, revenue was \$50.2 million, compared to \$42.1 million in YTD 2024. Adjusted gross margin as a percentage of sales was 41.1% in Q2 2025, compared to 28.4% in Q2 2024. Adjusted gross margin as a percentage of sales was 36.8% in YTD 2025, compared to 31.7% in YTD 2024, impacted by the favourable inventory position at the beginning of the period, product mix and higher prices net of inflation.

Operating Earnings, EBITDA and Adjusted EBITDA

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	Change	YTD 2025	YTD 2024	Change
	\$	\$		\$	\$	
Specialty Semiconductors	18,985	13,072	45%	36,675	22,629	62%
Performance Materials	8,027	3,859	108%	14,105	8,771	61%
Corporate	(2,866)	(3,441)	(17%)	(5,842)	(6,173)	(5%)
Adjusted EBITDA	24,146	13,490	79%	44,938	25,227	78%
EBITDA	23,894	13,196	81%	43,847	24,960	76%
Operating earnings	19,473	9,149	113%	34,584	16,581	109%

Adjusted EBITDA in Q2 2025 increased by 79% to \$24.1 million, representing an Adjusted EBITDA margin¹ of 25.3%, compared to \$13.5 million, or an Adjusted EBITDA margin of 18.1%, in Q2 2024. Adjusted EBITDA was \$44.9 million in YTD 2025, a 78% increase compared to \$25.2 million in YTD 2024.

In Q2 2025, EBITDA reached \$23.9 million, compared to \$13.2 million in Q2 2024. The increase of \$10.7 million is mainly explained by an increase in Adjusted EBITDA. The items reconciling Adjusted EBITDA to EBITDA are share-based compensation recovery, ERP implementation costs, loss on remeasurement of financial instrument and a foreign exchange gain. For more information, see the "Expenses" section.

In Q2 2025, operating earnings amounted to \$19.5 million, compared to operating earnings of \$9.1 million in Q2 2024, impacted by the same factors as mentioned above. In YTD 2025, operating earnings amount to \$34.6 million, compared to \$16.6 million in YTD 2024.

Specialty Semiconductors

Adjusted EBITDA in Q2 2025 increased by \$5.9 million, or 45%, to reach \$19.0 million, representing an Adjusted EBITDA margin of 26.7%, compared to 25.0% in Q2 2024. Adjusted EBITDA in YTD 2025 increased by \$14.0 million to \$36.7 million, representing an Adjusted EBITDA margin of 27.4%, compared to 23.2% for the same period in 2024. The increase is primarily attributable to higher demand in the terrestrial renewable energy and space solar power sectors, higher prices net of inflation and favourable unit costs from economies of scale.

Performance Materials

Adjusted EBITDA in Q2 2025 increased by \$4.2 million, or 108%, and reached \$8.0 million, representing an Adjusted EBITDA margin of 33.3%, compared to 17.4% in Q2 2024. Adjusted EBITDA in YTD 2025 increased by \$5.3 million to \$14.1 million, representing an Adjusted EBITDA margin of 28.1% compared to 20.8% in the same period in 2024. The increase is primarily attributable to the favourable inventory position at the beginning of the period, product mix and higher prices net of inflation.

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Net Earnings and Adjusted Net Earnings

(in thousands of U.S. dollars, except per share amounts)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Net earnings	15,227	4,789	24,800	7,296
Basic earnings per share	\$0.17	\$0.05	\$0.28	\$0.08
Reconciling items:				
Share-based compensation (recovery) expense	(807)	(15)	586	345
Impairment of non-current assets	-	307	-	307
ERP implementation costs	156	-	316	-
Loss on remeasurement of financial instrument	1,000	-	1,000	-
Income tax recovery (expense) on taxable items above	173	(90)	(238)	(185)
Adjusted net earnings¹	15,749	4,991	26,464	7,763
Basic adjusted earnings per share¹	\$0.18	\$0.06	\$0.30	\$0.09

In Q2 2025, net earnings were \$15.2 million, or \$0.17 per share, compared to net earnings of \$4.8 million, or \$0.05 per share, in Q2 2024, positively impacted by higher year-over-year Adjusted EBITDA when compared to Q2 2024. Adjusted net earnings were \$15.7 million, or \$0.18 per share, in Q2 2025, compared to \$5.0 million, or \$0.06 per share, in Q2 2024.

In YTD 2025, net earnings were \$24.8 million, or \$0.28 per share, compared to \$7.3 million, or \$0.08 per share, in YTD 2024. Adjusted net earnings were \$26.5 million, or \$0.30 per share, in YTD 2025, compared to \$7.8 million or \$0.09 per share in YTD 2024.

Excluding income tax recovery (expense), the items reconciling Adjusted net earnings in Q2 2025 and YTD 2025 are a share-based compensation (recovery) expense, ERP implementation costs and Loss on remeasurement of financial instrument. For more information, see the "Expenses" section.

Backlog and Bookings

(in thousands of U.S. dollars)	BACKLOG			BOOKINGS ¹		
	Q2 2025	Q1 2025	Q2 2024	Q2 2025	Q1 2025	Q2 2024
	\$	\$	\$	\$	\$	\$
Specialty Semiconductors	276,400	231,632	215,425	115,981	77,525	94,281
Performance Materials	33,629	29,299	29,622	28,428	19,463	20,268
Total	310,029	260,931	245,047	144,409	96,988	114,549

(number of days based on annualized revenue)*	BACKLOG			BOOKINGS		
	Q2 2025	Q1 2025	Q2 2024	Q2 2025	Q1 2025	Q2 2024
Specialty Semiconductors	354	337	365	149	113	164
Performance Materials	127	102	122	108	68	83
Weighted average	297	268	300	138	100	140

* Backlog and bookings are also presented in number of days to normalize the impact of commodity prices.

Q2 2025 vs. Q1 2025

Backlog on June 30, 2025, represented 297 days of annualized revenue, 29 days higher than the backlog on March 31, 2025.

The backlog for Specialty Semiconductors represented 354 days of annualized revenue, 17 days higher than the backlog on March 31, 2025. While the estimated number of days based on annualized revenue cannot exceed 365 days per the Company's definition of backlog, the effective backlog under Specialty Semiconductors for the terrestrial renewable energy and space solar power sectors specifically surpassed the next twelve months on June 30, 2025.

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The backlog for Performance Materials represented 127 days of annualized revenue, 25 days higher than the backlog on March 31, 2025, mainly due to the timing of contract signing and/or renewals, net of the quarterly realization of long-term contracts.

Bookings for Specialty Semiconductors increased by 36 days, from 113 days in Q1 2025 to 149 days in Q2 2025. Bookings for Performance Materials in Q2 2025 increased by 40 days, from 68 days in Q1 2025 to 108 days in Q2 2025. Bookings are calculated by adding revenue to the increase or decrease in backlog for the period divided by annualized revenue. As such, the increase or decrease in bookings is attributable to the same factors as the increase or decrease in backlog.

Q2 2025 vs. Q2 2024

Backlog for Specialty Semiconductors on June 30, 2025, represented 354 days, a decrease of 11 days when compared to the backlog on June 30, 2024. Backlog for Performance Materials on June 30, 2025, represented 127 days, an increase of 5 days when compared to 122 days on June 30, 2024.

Bookings decreased by 15 days for Specialty Semiconductors and increased by 25 days for Performance Materials when compared to Q2 2024.

Expenses

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Depreciation and amortization	4,324	4,049	8,452	7,994
SG&A	7,699	8,717	16,259	16,034
Share-based compensation (recovery) expense	(807)	(15)	586	345
Impairment of non-current assets	-	307	-	307
ERP implementation costs	156	-	316	-
Loss on remeasurement of financial instrument	1,000	-	1,000	-
Financial expense	2,256	1,876	4,259	3,695
Income tax expense	1,990	2,484	5,525	5,590
Total expenses	16,618	17,418	36,397	33,965

Depreciation and Amortization

Depreciation and amortization expenses in Q2 2025 and YTD 2025 amounted to \$4.3 million and \$8.4 million, respectively, compared to \$4.0 million and \$8.0 million, respectively, for the same periods in 2024.

SG&A

Sales, General & Administrative ("SG&A") expenses in Q2 2025 and YTD 2025 were \$7.7 million and \$16.3 million, respectively, compared to \$8.7 million and \$16.0 million, respectively, for the same periods in 2024.

Share-based Compensation (Recovery) Expense

Share-based compensation recovery in Q2 2025 amounted to \$0.8 million, compared to \$nil Q2 2024. In YTD 2025, share-based compensation expense amounted to \$0.6 million, compared to \$0.3 million in YTD 2024.

ERP Implementation Costs

Enterprise Resource Planning ("ERP") implementation costs of \$0.2 million and \$0.3 million were incurred in Q2 2025 and YTD 2025, respectively, in relation to project implementation at the Company's Montréal, Quebec site. The project is expected to be completed by the end of 2025.

Loss on Remeasurement of Financial Instrument

In June 2025, a remeasurement loss on financial assets was recorded for \$1.0 million based on the revised estimates of the fair value of the Company's equity instrument in Microbion Corporation (Microbion) to reflect the increased difficulties for pharmaceutical research companies to raise capital.

Financial Expense

Financial expense amounted to \$2.3 million in Q2 2025, compared to \$1.9 million in Q2 2024. In YTD 2025, financial expense amounted to \$4.3 million, compared to \$3.7 million in YTD 2024.

Income Taxes

The Company reported earnings before income taxes of \$18.2 million in Q2 2025 and of \$31.3 million in YTD 2025. Income tax expense in Q2 2025 and YTD 2025 was \$2.0 million and \$5.5 million, respectively, compared to \$2.5 million and \$5.6 million, respectively, in the same periods in 2024. Both years were impacted by deferred tax assets applicable only in certain jurisdictions.

Liquidity and Capital Resources

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Cash from operations before the following:	18,520	9,503	34,644	16,647
Net changes in non-cash working capital items	3,818	(11,270)	(5,990)	(19,265)
Cash from (used in) from operating activities	22,338	(1,767)	28,654	(2,618)
Cash used in investing activities	(4,008)	(4,496)	(1,544)	(14,476)
Cash (used in) from financing activities	(914)	(502)	(1,370)	9,706
Effect of foreign exchange rate changes on cash	684	(19)	742	(173)
Net increase (decrease) in cash	18,100	(6,784)	26,482	(7,561)

In Q2 2025, cash from operating activities amounted to \$22.3 million, compared to cash used in operating activities of \$1.8 million for the same period in 2024. In YTD 2025, cash from operating activities amounted to \$28.7 million, compared to cash used in operating activities of \$2.6 million in YTD 2024. The positive variance of \$31.3 million is due to a higher contribution in cash from operations of \$18.0 million and a favourable variance in working capital requirements of \$13.3 million.

In Q2 2025, cash used in investing activities amounted to \$4.0 million, compared to \$4.5 million in Q2 2024. In YTD 2025, cash used in investing activities amounted to \$1.5 million, compared to \$14.5 million in YTD 2024. The positive variance of \$12.9 million is mainly explained by the proceeds on settlement of the Company's total return swap renewed in Q1 2025, resulting in a receipt of cash of \$6.9 million and decreased additions to Property, plant and equipment of \$6.0 million compared to YTD 2024.

In Q2 2025, cash used in financing activities amounted to \$0.9 million, compared to \$0.5 million in Q2 2024. In YTD 2025, cash used in financing activities amounted to \$1.4 million, compared to cash generated in financing activities of \$9.7 million in YTD 2024. The variation of \$11.1 million is attributable to the drawdown of the credit facility after repaying a portion of the subordinated term loan, as well as the two interest-free term loans received in Q1 2024 for a total amount of \$2.9 million.

Working Capital

(in thousands of U.S. dollars)	As at June 30, 2025	As at December 31, 2024
	\$	\$
Inventories	142,960	137,823
Other current assets	116,985	79,572
Current liabilities	(77,598)	(60,481)
Working capital¹	182,347	156,914
Working capital ratio¹	3.35	3.59

Working capital increased by \$25.4 million as at June 30, 2025, compared to as at December 31, 2024, due to an increase in other current assets of \$37.4 million from higher revenue, partially offset by higher current liabilities of \$17.1 million.

¹ These measures are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. See Non-IFRS Measures for more information.

Net Debt

(in thousands of U.S. dollars)	As at June 30, 2025	As at December 31, 2024
	\$	\$
Bank indebtedness	-	-
Long-term debt including current portion	122,961	122,203
Total debt¹	122,961	122,203
Cash	(48,624)	(22,142)
Net debt	74,337	100,061

Total debt stood at \$123.0 million as at June 30, 2025, compared to \$122.2 million as at December 31, 2024.

Net debt, after considering cash, decreased by \$25.7 million, to \$74.3 million, as at June 30, 2025, from \$100.1 million as at December 31, 2024.

In March 2025, the Company signed a senior secured multi-currency revolving credit facility of \$154.0 million maturing in March 2029 to replace its existing \$124.0 million senior secured revolving facility maturing in April 2026. At any time, the Company has the option to request that the credit facility be expanded through the exercise of an additional \$50.0 million accordion feature, subject to review and approval by the lenders. This revolving credit facility can be drawn in U.S. dollars, Canadian dollars or Hong Kong dollars (up to \$4.0 million). Drawings bear interest at either the Canadian prime rate, U.S. base rate, Hong Kong base rate, SOFR or CORRA, plus a margin based on the Company's senior net debt to consolidated EBITDA ratio. Under the terms of its credit facility, the Company is required to satisfy certain restrictive covenants as to financial ratios. As at June 30, 2025, and December 31, 2024, the Company had met all covenants.

In addition, in March 2025, the Company received CA\$1.3 million from Canada Economic Development for Quebec Regions with respect to an interest-free term loan with a maximum drawdown of CA\$3.0 million dependent upon eligible capital expenditures, bringing the Company's total drawdown to CA\$2.5 million. At a date no later than December 31, 2025, an additional two-year repayment moratorium period will begin. Subsequently, the loan is reimbursable in monthly instalments over a period of five years.

Share Information

	As at August 4, 2025	As at June 30, 2025
Issued and outstanding shares	89,074,051	89,067,801
Stock options potentially issuable	1,203,674	1,209,924

Off-balance Sheet Arrangements

The Company is exposed to currency risk on sales in euros and other currencies, as well as interest rate fluctuations on its credit facility, and, therefore, may periodically enter foreign currency forward contracts and interest rate or foreign currency swap contracts to protect itself against interest rate and currency fluctuations. The reader will find more details related to these contracts in Notes 18 and 26 of the audited consolidated financial statements for the year ended December 31, 2024.

Commitments

In the normal course of business, the Company contracted letters of credit for an amount of \$0.3 million as at June 30, 2025, and of \$0.2 million as at December 31, 2024.

Contingencies

In the normal course of operations, the Company is exposed to events that could give rise to contingent liabilities or assets. As at the date of issue of the consolidated financial statements, the Company was not aware of any significant events that would have a material effect on its consolidated financial statements.

¹ These measures are not recognized measures under IFRS and do not have standardized meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies. See Non-IFRS Measures for more information.

Governance

As required by Multilateral Instrument 52-109 of the Canadian Securities Administrators ("MI 52-109"), 5N+ has filed certificates signed by the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") that, among other things, attest to the design of the disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting.

Disclosure Controls and Procedures

The CEO and the CFO have designed disclosure controls and procedures ("DC&P"), or have caused them to be designed under their supervision, to provide reasonable assurance that:

- Material information relating to the Company has been made known to them; and
- Information required to be disclosed in the Company's filings is recorded, processed, summarized and reported within the time periods specified in securities legislation.

An evaluation of the effectiveness of the Company's disclosure controls and procedures was carried out under the supervision of the CEO and CFO. Based on this evaluation, the CEO and the CFO concluded that the disclosure controls and procedures are effective.

Internal Control over Financial Reporting

The CEO and the CFO have also designed internal controls over financial reporting (ICFR) or have caused them to be designed under their supervision, using the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS Accounting Standards.

Due to their intrinsic limitations, DC&P and ICFR only provide reasonable assurance and may not prevent or detect all misstatement or errors.

Changes in Internal Control over Financial Reporting

No changes were made to the ICFR during the six-month period ended June 30, 2025, that have materially affected, or are reasonably likely to materially affect, the ICFR.

Financial Instruments and Risk Management

Fair Value of Financial Instruments

A detailed description of the methods and assumptions used to measure the fair value of the Company's financial instruments and their fair value is discussed in Note 18 – Fair Value of Financial Instruments of the audited consolidated financial statements for the year ended December 31, 2024.

Financial Risk Management

For a detailed description of the nature and extent of risks arising from financial instruments, and their related risk management, refer to Note 26 of the audited consolidated financial statements for the year ended December 31, 2024.

Risk and Uncertainties

For a detailed description of risk factors associated with 5N+ and its business, refer to "Risk and Uncertainties" of 5N+' 2024 MD&A dated February 25, 2025. Factors of uncertainty and risk that might result in such differences include the risks associated with interest rate, foreign currency, credit, liquidity, global economic conditions, international operations including China and trade protectionist measures and any retaliatory action from affected countries, environmental regulations, crisis and climate change management, environmental social and governance (ESG) considerations, safety and hazards, prolonged armed conflict in Ukraine, disease outbreaks, availability and retention of qualified professional employees, collective agreements, litigation, our growth strategy, competition, commodity price, sources of supply, protection of intellectual property, inventory price, business interruptions, loss of an important customer, changes to backlog, acquisitions, systems, network infrastructure and data failure, interruption and breach, privacy, market price of the common shares, as well as grants and other incentive programs.

Non-IFRS Measures

In this MD&A, certain non-IFRS measures are used. The Company's management believes that these non-IFRS measures provide useful information to investors regarding the Company's financial condition and results of operations as they provide additional key metrics of its performance. These non-IFRS measures are not recognized under IFRS Accounting Standards, do not have any standardized meaning prescribed under IFRS Accounting Standards and may differ from similarly named measures as reported by other issuers, and accordingly may not be comparable. These measures should not be viewed as a substitute for the related financial information prepared in accordance with IFRS Accounting Standards.

Backlog represents the expected orders the Company has received, but has not yet executed, and that are expected to translate into sales within the next twelve months, expressed in dollars and estimated in number of days not to exceed 365 days. Bookings represent orders received during the period considered, expressed in number of days, and calculated by adding revenue to the increase or decrease in backlog for the period considered, divided by annualized year revenue. 5N+ uses backlog to provide an indication of expected future revenue in days, and bookings to determine its ability to sustain and increase its revenue.

EBITDA means net earnings (loss) before interest expenses, income tax expense (recovery), depreciation and amortization. 5N+ uses EBITDA because it believes it is a meaningful measure of the operating performance of its ongoing business, without the effects of certain expenses. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

EBITDA is reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Net earnings	15,227	4,789	24,800	7,296
Interest on long-term debt, imputed interest and other interest expense	2,353	1,874	5,070	4,080
Income tax expense	1,990	2,484	5,525	5,590
Depreciation and amortization	4,324	4,049	8,452	7,994
EBITDA	23,894	13,196	43,847	24,960

EBITDA margin is defined as EBITDA divided by revenue.

Adjusted EBITDA means operating earnings (loss) as defined before the effect of impairment of inventories, share-based compensation expense (recovery), ERP implementation costs, loss (gain) on disposal of property, plant and equipment, loss (gain) on remeasurement of financial instrument, impairment (reversal of impairment) of non-current assets, litigation and restructuring costs (income), and depreciation and amortization. 5N+ uses Adjusted EBITDA because it believes it is a meaningful measure of the operating performance of its ongoing business without the effects of certain expenses. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

Adjusted EBITDA margin is defined as Adjusted EBITDA divided by revenue.

Adjusted EBITDA and Adjusted EBITDA margin are reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Revenue	95,311	74,580	184,199	139,599
Operating expenses	(75,838)	(65,431)	(149,615)	(123,018)
Operating earnings	19,473	9,149	34,584	16,581
Share-based compensation (recovery) expense	(807)	(15)	586	345
Impairment of non-current assets	-	307	-	307
ERP implementation costs	156	-	316	-
Loss on remeasurement of financial instrument	1,000	-	1,000	-
Depreciation and amortization	4,324	4,049	8,452	7,994
Adjusted EBITDA	24,146	13,490	44,938	25,227
Adjusted EBITDA margin	25.3%	18.1%	24.4%	18.1%

Adjusted operating expenses means operating expenses before impairment of inventories, share-based compensation expense (recovery), ERP implementation costs, loss (gain) on disposal of property, plant and equipment, loss (gain) on remeasurement of financial instrument, impairment (reversal of impairment) of non-current assets, litigation and restructuring costs (income), and depreciation and amortization. 5N+ uses Adjusted operating expenses to calculate Adjusted EBITDA. 5N+ believes it is a meaningful measure of the operating performance of its ongoing business. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

Adjusted operating expenses are reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Operating expenses	75,838	65,431	149,615	123,018
Share-based compensation recovery (expense)	807	15	(586)	(345)
Impairment of non-current assets	-	(307)	-	(307)
ERP implementation costs	(156)	-	(316)	-
Loss on remeasurement of financial instrument	(1,000)	-	(1,000)	-
Depreciation and amortization	(4,324)	(4,049)	(8,452)	(7,994)
Adjusted operating expenses	71,165	61,090	139,261	114,372

Adjusted net earnings (loss) means the net earnings (loss) before the effect of impairment of inventory, share-based compensation expense (recovery), ERP implementation costs, loss (gain) on disposal of property, plant and equipment, loss (gain) on remeasurement of financial instrument, impairment (reversal of impairment) of non-current assets and litigation and restructuring costs (income), net of the related income tax expense (recovery). 5N+ uses adjusted net earnings (loss) because it believes it is a meaningful measure of the operating performance of its ongoing business without the effects of unusual expenses or income. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

Basic adjusted earnings (loss) per share means adjusted net earnings (loss) divided by the basic weighted average number of outstanding shares. 5N+ uses basic adjusted earnings (loss) per share because it believes it is a meaningful measure of the operating performance of its ongoing business without the effects of unusual expenses or income. The definition of this non-IFRS measure used by the Company may differ from that used by other companies.

Adjusted net earnings (loss) and Basic adjusted earnings (loss) per share are reconciled to the most comparable IFRS measures:

(in thousands of U.S. dollars, except per share amounts and number of shares)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Net earnings	15,227	4,789	24,800	7,296
Basic earnings per share	\$0.18	\$0.05	\$0.29	\$0.08
Reconciling items:				
Share-based compensation (recovery) expense	(807)	(15)	586	345
Impairment of non-current assets	-	307	-	307
ERP implementation costs	156	-	316	-
Loss on remeasurement of financial instrument	1,000	-	1,000	-
Income tax recovery on taxable items above	173	(90)	(238)	(185)
Adjusted net earnings	15,749	4,991	26,464	7,763
Basic weighted average number of shares	89,056,263	88,818,002	89,049,569	88,775,869
Basic adjusted earnings per share	\$0.18	\$0.06	\$0.30	\$0.09

Adjusted gross margin is a measure used to monitor the sales contribution after paying cost of sales, excluding depreciation and inventory impairment charges. 5N+ also expressed this measure in percentage of revenue by dividing the adjusted gross margin value by the total revenue.

Adjusted gross margin is reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	Q2 2025	Q2 2024	YTD 2025	YTD 2024
	\$	\$	\$	\$
Total revenue	95,311	74,580	184,199	139,599
Cost of sales	(65,888)	(54,385)	(127,780)	(102,405)
Gross margin	29,423	20,195	56,419	37,194
Depreciation included in cost of sales	3,551	3,173	6,954	6,249
Adjusted gross margin	32,974	23,368	63,373	43,443
Adjusted gross margin percentage	34.6%	31.3%	34.4%	31.1%

Net debt is calculated as total debt less cash. Any introduced IFRS 16 reporting measures in reference to lease liabilities are excluded from the calculation. 5N+ uses this measure as an indicator of its overall financial position.

The net debt to EBITDA ratio is defined as net debt divided by the trailing 12 months EBITDA.

Total debt and Net debt are reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	As at June 30, 2025	As at December 31, 2024
	\$	\$
Bank indebtedness	-	-
Long-term debt including current portion	122,961	122,203
Lease liabilities including current portion	30,971	29,402
Subtotal Debt	153,932	151,605
Lease liabilities including current portion	(30,971)	(29,402)
Total Debt	122,961	122,203
Cash	(48,624)	(22,142)
Net Debt	74,337	100,061

Working capital is a measure of liquid assets that is calculated by taking current assets and subtracting current liabilities. Given that the Company is currently indebted, it uses it as an indicator of its financial efficiency and aims to maintain it at the lowest possible level.

Working capital ratio is calculated by dividing current assets by current liabilities.

Working capital is reconciled to the most comparable IFRS measure:

(in thousands of U.S. dollars)	As at June 30, 2025	As at December 31, 2024
	\$	\$
Inventories	142,960	137,823
Other current assets excluding inventories	116,985	79,572
Current assets	259,945	217,395
Current liabilities	(77,598)	(60,481)
Working capital	182,347	156,914
Working capital ratio	3.35	3.59

Additional Information

5N+'s common shares trade on the Toronto Stock Exchange (TSX) under the ticker symbol VNP. Additional information relating to the Company, including the Company's annual information form, is available under the Company's profile on SEDAR+ at www.sedarplus.com.

Selected Quarterly Financial Information

(in thousands of U.S. dollars, except per share amounts)	June 30, 2025	March 31, 2025	Dec 31, 2024	Sept 30, 2024	June 30, 2024	March 31, 2024	Dec 31, 2023	Sept 30, 2023
Revenue	95,311	88,888	70,854	78,828	74,580	65,019	65,063	62,946
EBITDA	23,894	19,953	10,240	14,368	13,196	11,764	7,736	9,582
Adjusted EBITDA	24,146	20,792	12,484	15,621	13,490	11,737	9,033	9,649
Net earnings	15,227	9,573	1,006	6,370	4,789	2,507	2,284	1,518
Basic earnings per share	\$0.17	\$0.11	\$0.01	\$0.07	\$0.05	\$0.03	\$0.03	\$0.02
Diluted earnings per share	\$0.17	\$0.11	\$0.01	\$0.07	\$0.05	\$0.03	\$0.03	\$0.02
Adjusted net earnings	15,749	10,715	2,783	7,841	4,991	2,772	2,994	1,742
Basic adjusted earnings per share	\$0.18	\$0.12	\$0.03	\$0.09	\$0.06	\$0.03	\$0.03	\$0.02
Cash from operations before net change in non-cash working capital items	18,520	16,124	6,958	11,875	9,503	7,144	5,883	5,064
Backlog	297 days	268 days	326 days	289 days	300 days	288 days	292 days	284 days

Net earnings are completely attributable to equity holders of 5N+.