

Manufacturing

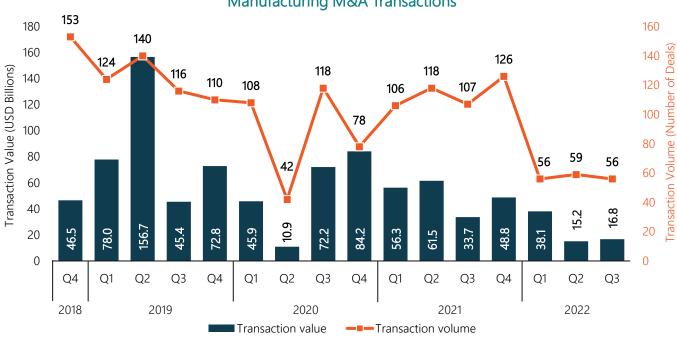
Quarterly Update | Q3 2022



MNPCF.ca

Industry Overview M&A Transactions & Performance





North American Manufacturing M&A Transactions

M&A Market Update – Q3 2022

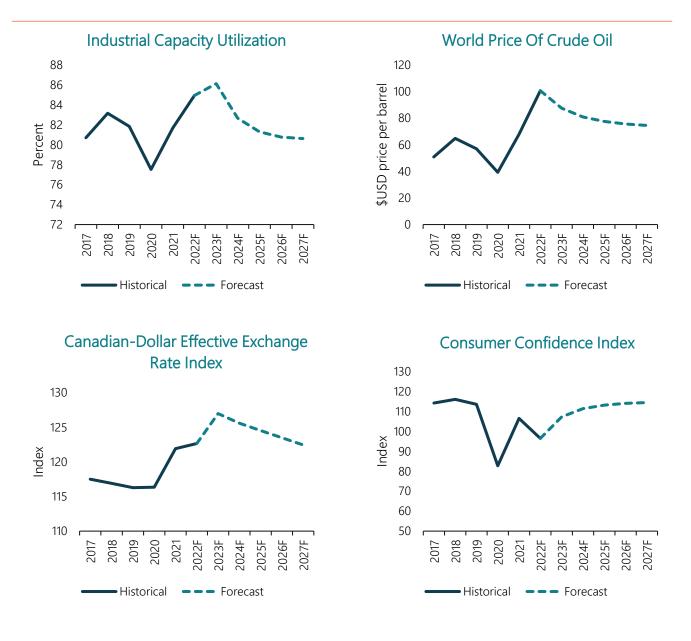
- Transaction volume in the North American manufacturing sector decreased slightly in Q3 2022 from the previous quarter, with 56 total transactions closing in the quarter. The overall transaction value, however, increased with \$16.8 billion in disclosed transaction value in Q3 2022 which represents a quarterly increase of 11%. Average deal size increased this quarter to \$299 million compared to \$260 million in Q2 2022. The most significant deals in Q3 2022 included:
 - Whirlpool Corporation's purchase of InSinkErator Inc. for \$3 billion. InSinkErator designs and manufactures food waste disposers, instant hot water dispensers, and point-of-use water heaters for home and commercial use. The transaction represents a TEV/EBITDA of 18x and a TEV/Revenue of 5x.
 - Aramco Overseas Company B.V.'s acquisition of the Global Products Business of Valvoline Inc. ("Valvoline") for \$2.65 billion. Valvoline is an automobile lubricant manufacturing business. Valuation metrics were not disclosed for the transaction.
- Strategic buyers comprised the majority of Q3 2022 transaction volume at 91%, while financial buyers represented the remaining 9% of transaction volume. Strategics also accounted for a similar proportion of transaction value, with 87% of transaction value being attributable to strategic buyers, and the remaining 13% to financial buyers.
- The most active sectors in Q2 2022 were industrials manufacturing (21 deals), followed by materials manufacturing (13 deals), and the consumer discretionary manufacturing sector (11 deals). Notably, the consumer discretionary manufacturing and materials manufacturing sectors saw the largest increase from the previous quarter, increasing by 83% and 18% respectively.

Macroeconomic Indicators



The Canadian manufacturing sector is expected to see challenges in the short term as inflation concerns are forecasted to remain elevated, with inflation being largely driven by volatile commodity prices and supply chain issues. The Bank of Canada ("BoC") continued its quantitative tightening policies with another 50bp rate hike occurring on October 26th, 2022 bringing the overnight rate to 3.75%. The BoC provided additional guidance, notably that CPI inflation has declined from 8.1% to 6.9% in the past 3 months, driven by declining gas prices.

The Canadian Purchasing Manager's Index ("PMI"), an index of the prevailing direction of economic trends in the manufacturing and service sectors, has extended its downward slide from its 2022 high of 58.9 in March, reaching 49.8 in September. While this continued drop from March's high is concerning, the PMI has risen by 1.1 from its 2022 low (August – 48.7) in September, marking the first monthly increase in three months.



Select Recent M&A Transactions



| ALJ | Closed | Sept. 29, 2022 |
|--------------|-------------|----------------|
| | TEV | \$20.8MM |
| has acquired | TEV/EBITDA | Not disclosed |
| | TEV/Revenue | 0.5x |

- ALJ Regional Holdings, Inc. provides call center, back-office, staffing, and toll collection services to government and commercial clients in the healthcare, utility, transportation, and toll revenue collection industries in the United States.
- The Ranews Companies Group supplies industrial coating services to multinational manufacturers of equipment, and is a provider of precision fabrication and assembly and logistics services. The companies are based in the United States.

| GIBRALTAR | Closed | Aug. 23, 2022 |
|---------------------------|-------------|---------------|
| INDUSTRIES | TEV | \$54.0MM |
| has acquired | TEV/EBITDA | 4.7x |
| GAP | TEV/Revenue | 0.6x |
| Quality Aluminum Products | | |

- Gibraltar Industries, Inc. manufactures and distributes building products for the renewable energy, residential, agriculture, and infrastructure markets in North America and Asia. It operates through four segments: renewables, residential, agricultural technologies, and infrastructure.
- Quality Aluminum Products, Inc. manufactures and distributes aluminum and steel building products for residential, commercial, and government applications. It offers aluminum products including siding, soffit and fascia, roof edges and moldings, colored coil stock and gutters, and accessories.

| Closed | July 31, 2022 |
|-------------|-------------------|
| TEV | \$175.8MM |
| TEV/EBITDA | Not disclosed |
| TEV/Revenue | 2.3x |
| | TEV TEV/EBITDA |

- Nikola Corporation works to develop energy and transportation solutions for its two business units: Truck and Energy. The Truck business unit develops and commercializes hydrogen-electric and batteryelectric semi-trucks to the trucking sector. The Energy business unit develops and constructs a network of hydrogen fueling stations.
- Romeo Power, Inc., an energy storage technology company, designs and manufactures lithium-ion battery modules and packs for vehicle electrification in North America.

Select Recent M&A Transactions



| | Closed | July 29, 2022 | | |
|--|-------------|---------------|--|--|
| Nederman | TEV | \$42.0MM | | |
| has acquired | TEV/EBITDA | Not disclosed | | |
| Robovent [®] Making a Difference One Breath at a Time. | TEV/Revenue | 1.3x | | |

- Nederman Holding AB operates as an environmental technology company in Sweden and internationally. The company operates through four segments: Extraction & Filtration Technology; Duct & Filter Technology; Process Technology; and Monitoring & Control Technology.
- · RoboVent, Inc. designs, engineers, manufactures, installs, and maintains air filtration and ventilation products.



- CKF Inc. manufactures and sells molded pulp, foam, and recycled polyethylene terephthalate packaging products.
- Molded Fibre Technology, Inc. manufactures and distributes molded pulp and fiber packaging products. It offers wine and candle packaging to the electronic, medical, consumer retail, and health and beauty industries.

| | Announced | July 12, 2022 | • |
|------------------|-------------|---------------|---|
| SOLID STATE PLC | TEV | \$45.0MM | |
| has acquired | TEV/EBITDA | 12.9x | |
| HOB Custom Power | TEV/Revenue | 1.5x | • |

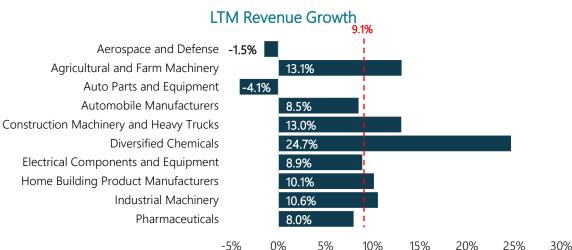
- Solid State plc designs and manufactures electronic equipment and supplies value-added electronic components and materials to the United Kingdom, Europe, Asia, North America, and internationally. It operates a components and a systems division.
- HOB Custom Power ("House Of Batteries"), manufactures battery packs and energy solutions for medical, defense, aerospace, industrial, and green energy markets.

has acqu



Public Comparable Analysis Growth, Margins & Multiples





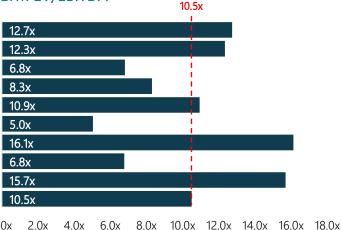
LTM EBITDA Margin

Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals Electrical Components and Equipment** Home Building Product Manufacturers Industrial Machinery Pharmaceuticals

| | | | 0 | 19.5% | | | | | | |
|----|------|-----|-----|-------|-----|-----|-----|-----|-----|-----|
| 14 | .8% | | | | | | | | | |
| 13 | .9% | | | | | | | | | |
| 10 | .2% | | | | | | | | | |
| 12 | .9% | | | | | | | | | |
| 19 | .5% | | | | | | | | | |
| 21 | .5% | | | | | | | | | |
| 21 | .7% | | | | | | | | | |
| 15 | .0% | | | | | | | | | |
| 22 | 2.8% | | | | | | | | | |
| 43 | 8.1% | | | | | | | | | |
| 0% | 5% | 10% | 15% | 20% | 25% | 30% | 35% | 40% | 45% | 50% |

LTM EV/EBITDA

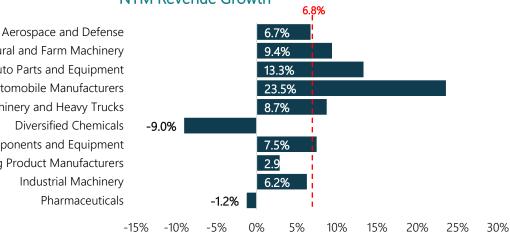
Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals Electrical Components and Equipment** Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



0.0x Source: Capital IQ. Data as of September 30, 2022. "LTM" refers to last twelve months. "NTM" refers to next twelve months. Valuation details provided on pages 10 and 11.

Public Comparable Analysis Growth, Margins & Multiples



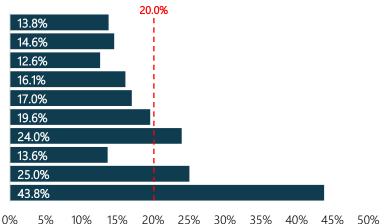


NTM Revenue Growth

Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals** Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals

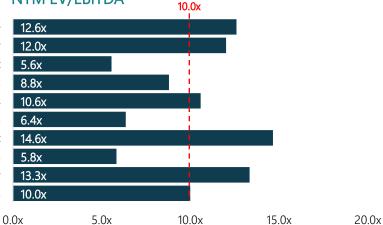
NTM EBITDA Margin

Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals** Electrical Components and Equipment Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



NTM EV/EBITDA

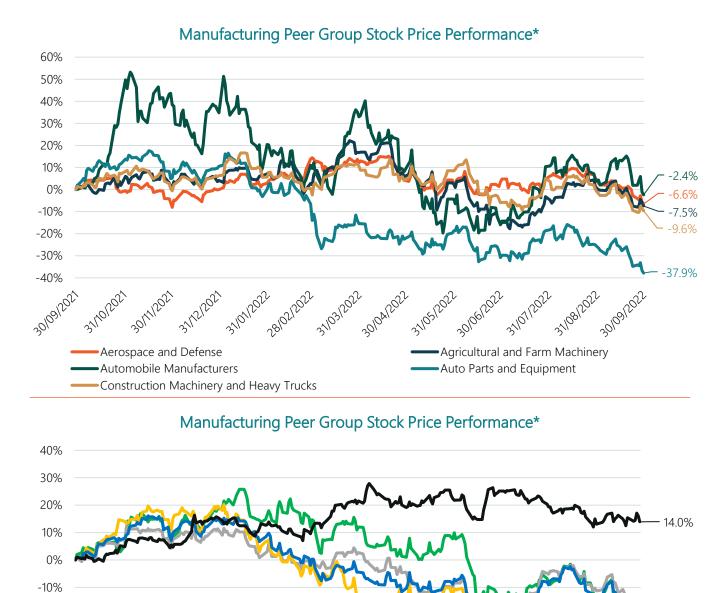
Aerospace and Defense Agricultural and Farm Machinery Auto Parts and Equipment Automobile Manufacturers Construction Machinery and Heavy Trucks **Diversified Chemicals Electrical Components and Equipment** Home Building Product Manufacturers Industrial Machinery Pharmaceuticals



Public Comparable Analysis



Performance Analysis



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31/03/2022

31/05/2022

Source: Capital IQ. Data as of September 30, 2022. Further details provided on pages 10 and 11.

Diversified Chemicals

31/01/25

Home Building Product Manufacturers

20

*Peer group metrics are weighted by market capitalization

Pharmaceuticals

-20%

-30%

-40%

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20.8%

24.9%

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Electrical Components and Equipment

Industrial Machinery

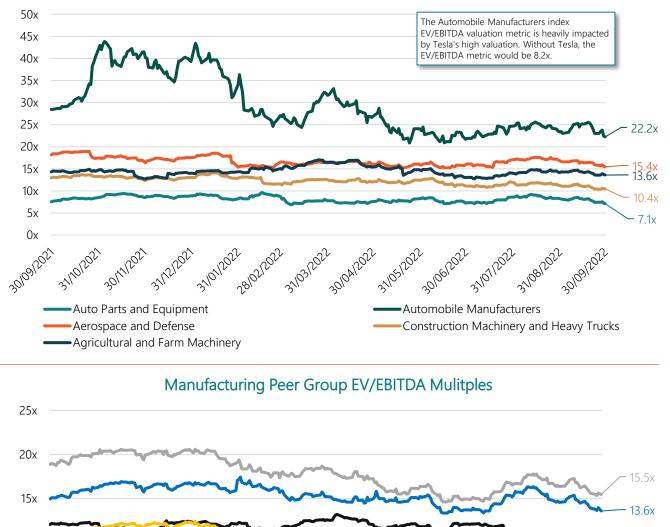
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Public Comparable Analysis





Manufacturing Peer Group EV/EBITDA Mulitples





Industrial Machinery Diversified Chemicals

Pharmaceuticals

Electrical Components and Equipment

Home Building Product Manufacturers

Public Comparable Analysis Trading Multiples & Operating Statistics



(Figures In \$USD Millions, except percentages and ratios) LTM Operating Figures NTM Consensus Estimates Valuation Market Enterprise Revenue EBITDA Revenue EBITDA NTM LTM LTM Revenue EBITDA Margin EV/EBITDA EV/EBITDA EV/REV Capitalization Value Growth Margin Growth Company Aerospace and Defense \$80 888 \$126 477 \$60 743 (1.5%) \$499 0.8% 32.6% 9.1% 15.2x 253.5x 2.1x The Boeing Company Raytheon Technologies Corporation \$142 537 \$171 156 \$65,287 4.8% \$11 808 18.1% 8.0% 19 3% 13.2x 14 5x 2.6x Lockheed Martin Corporation \$114 599 \$124 361 \$64 167 (4.0%) \$7 519 11 7% 2.9% 16.4% 12 5x 16 5x 1.9x \$34 957 \$9 176 67% 13.8% 17 6x Northrop Grumman Corporation \$74 391 \$86 306 (7.0%) 26.2% 94x 2.5x General Dynamics Corporation \$71 591 \$38 441 \$5 679 \$61 325 (0.2%) 14.8% 6.5% 13.4% 13.5x 12.6x 1.9x \$80 888 \$124 361 \$60 743 (1.5%) 14.8% 13.8% 13.5x 14.5x 2.1x Median \$7 519 6.7% Mean \$94 748 \$115 978 \$52 719 (1.6%)\$6 936 14.3% 11.3% 14.4% 14.4x 61.3x 2 2x Agricultural and Farm Machinery \$91 529 \$137 994 \$48 327 14.0% \$9 041 18.7% 6.5% 23.7% 11.4x 15.3x 2.9x Deere & Company \$15 686 \$34 566 \$3 655 11.5x 1.0x CNH Industrial N.V. \$34 885 43.8% 10.5% (35.3%)12.6% 9 5x The Toro Company \$7 925 \$8 832 \$4 303 12.1% \$642 14.9% 14.6% 16.5% 11.2x 13.8x 2.1x AGCO Corporation \$1 480 \$7 357 \$8 873 \$11 511 9.9% 12.9% 12.2% 12.4% 5.7x 6.0x 0.8x Median \$11 806 \$21 720 \$23 198 13.1% \$2 567 13.9% 9.4% 14.6% 11.3x 11.6x 1.5x Mean \$30 624 \$47 566 \$24 757 20.0% \$3 705 14.2% (0.5%) 16.3% 10.0x 1.7x 11.1x Auto Parts and Equipment \$24 132 17.2x Aptiv PLC \$26 396 \$16 023 2.0% \$1 533 9.6% 12.4% 15.0% 9.9x 1.6x Magna International Inc. \$16 041 \$19 607 \$36 033 (7.4%)\$3 667 10.2% 9.3% 9.5% 5.3x 5.3x 0.5x \$1 414 Lear Corporation \$7 526 \$9 777 \$19 427 (4.1%)7.3% 13.3% 7.9% 6.1x 6.9x 0.5x BorgWarner Inc. \$7 995 \$11 262 \$14 704 3.4% \$2 149 14.6% 13.4% 14.0% 4.8x 5.2x 0.8x \$6 251 \$7 447 \$8 171 (7.3%)\$888 10.9% 15.9% 12.6% 6.8x 0.9x Autoliv, Inc 8.4x Median \$11 262 6.9x \$7 995 \$16 023 (4.1%) \$1 533 10.2% 13.3% 12.6% 6.1x 0.8x Mean \$12 389 \$14 898 \$18 872 (2.7%)\$1 930 10.5% 12.9% 11.8% 6.6x 8.6x 0.9x Automobile Manufacturers \$697 926 \$688,259 60.4% \$14 745 22.0% \$67 166 57.8% 23.9% 31.0x 46.7x 10.2x Tesla, Inc. General Motors Company \$46 314 \$140 477 \$132 101 (5.4%)\$17 084 12.9% 23.5% 16.1% 5.5x 8.2x 1.1x Ford Motor Company \$44 740 \$151 827 \$148 027 8.5% \$18 110 12.2% 7.9% 10.5% 9.1x 8.4x 10 \$46 314 8.5% 12.9% 23.5% 8.4x 1.1x Median \$151 827 \$132 101 \$17 084 16.1% 9.1x Mean \$262 993 \$326 854 \$115 765 21.2% \$16 646 15.7% 29.7% 16.8% 15.2x 21.1x 4.1x Construction Machinery and Heavy Trucks \$95 346 \$126 487 \$54 031 17 7% \$10 771 19 9% 10 7% 17 0% 12 5x 2 3x Caterpillar Inc 11 7x Cummins Inc. \$27 307 \$30 084 \$24 789 7.1% \$3 705 14.9% 20.1% 15.0% 7.2x 8.1x 1.2xPACCAR Inc \$28 628 \$34 896 \$25 464 14.7% \$3 118 12.2% 4.9% 12.4% 11.4x 11.2x 1.4x Westinghouse Air Brake Technologie \$14 992 \$19.086 \$7 955 2.9% \$1 555 19.5% 8.7% 18.8% 11.9x 12.3x 2.4x \$3 732 \$6 088 \$2 552 13.0% \$878 34 4% 7.0% 35.7% 6.3x 6.9x 2.4x Allison Transmission Holdings, Inc. \$30 084 19.5% Median \$24 789 11.4x 2.3x \$27 307 13.0% \$3 118 8.7% 17.0% 11.2x Mean \$34 001 9.9x 1.9x \$43 328 \$22 958 11.1% \$4 005 20.2% 10.3% 19.8% 10.1x **Diversified Chemicals** DuPont de Nemours, Inc \$28 264 \$38 671 \$17 128 26.9% \$4 362 25.5% (21.8%) 25.3% 11.2x 8.9x 2.3x Eastman Chemical Company \$11 565 \$16 691 \$10 912 16.5% \$2 410 22.1% (4.1%)18.8% 7.7x 6.9x 1.5x Huntsman Corporation **\$**5 948 \$7 296 \$9 343 32.7% **\$1**544 16.5% (13.9%) 13.8% 4.9x 4.7x 0.8x \$1456 5 4 x The Chemours Company \$4 978 \$6.933 22.4% 21.0% (0.8%) 20.4% 5 1x \$7 788 11x Median 24.7% 21.5% \$8 756 \$12 240 \$10 128 \$1 977 (9.0%)19.6% 6.4x 6.1x 1.3x Mean \$12 689 \$2 443 \$17 612 \$11 079 24.6% 21.3% (10.2%) 19.6% 7.2x 6.5x 1.4x

Public Comparable Analysis Trading Multiples & Operating Statistics



| | | | LTM Operating Figures | | | | NTM Consensus Estimates | | | Valuation | |
|---|----------------------|----------------------|-----------------------|----------------|--------------------|----------------|-------------------------|----------------|----------------|----------------|--------------|
| F | Market | Enterprise | D | Revenue | | EBITDA | Revenue | EBITDA | NTM | LTM | LTM |
| Company Electrical Components and Equi | Capitalization | Value | Revenue | Growth | EBITDA | Margin | Growth | Margin | EV/EBITDA | EV/EBITDA | EV/REV |
| Effectrical Components and Equi Emerson Electric Co. | \$47 239 | \$ 51 847 | \$19 216 | 7.7% | \$4 464 | 23.2% | 6.7% | 25.7% | 10.5x | 11.6x | 2.7x |
| Eaton Corporation plc | \$50 270 | \$59 783 | \$19 775 | 3.4% | \$3 796 | 19.2% | 8.2% | 20.9% | 13.6x | 15.7x | 3.0x |
| Rockwell Automation, Inc. | \$23 172 | \$27 502 | \$7 442 | 10.1% | \$1 500 | 20.2% | 11.9% | 22.2% | 15.4x | 18.3x | 3.7x |
| AMETEK, Inc. | \$25 375 | \$27 746 | \$5 918 | 20.1% | \$1 801 | 30.4% | 5.0% | 29.9% | 15.4x | 15.4x | 4.7x |
| Median | \$36 307 | \$39 796 | \$13 329 | 8.9% | \$2 799 | 21.7% | 7.5% | 23.9% | 14.5x | 15.6x | 3.4x |
| Mean | \$36 514 | \$41 719 | \$13 088 | 10.3% | \$2 890 | 23.3% | 7.9% | 24.7% | 13.7x | 15.3x | 3.5x |
| Home Building Product Manufa | cturers | | | | | | | | | | |
| Masco Corporation | \$ 11 939 | \$ 15 129 | \$8 779 | 9.8% | \$ 1 615 | 18.4% | 1.2% | 18.7% | 8.9x | 9.4x | 1.7x |
| Fortune Brands Home & Security, Inc | \$7 833 | \$10 974 | \$7 977 | 13.7% | \$ 1 384 | 17.3% | 3.4% | 17.8% | 7.5x | 7.9x | 1.4x |
| JELD-WEN Holding, Inc. | \$ 1 271 | \$3 026 | \$4 936 | 7.2% | \$409 | 8.3% | 2.1% | 8.8% | 5.8x | 7.4x | 0.6x |
| Masonite International Corporation | \$ 1 734 | \$2 612 | \$2 776 | 10.4% | \$463 | 16.7% | 2.3% | 16.4% | 5.6x | 5.6x | 0.9x |
| American Woodmark Corporation | \$746 | \$ 1 350 | \$ 1 957 | 9.0% | \$ 174 | 8.9% | 7.5% | 10.5% | 6.5x | 7.8x | 0.7x |
| Caesarstone Ltd. | \$315 | \$414 | \$685 | 20.1% | \$91 | 13.3% | 11.0% | 10.9% | 5.1x | 4.5x | 0.6x |
| Median | \$1 502 | \$2 819 | \$3 856 | 10.1% | \$ 436 | 15.0% | 2.9% | 13.6% | 6.2x | 7.6х | 0.8x |
| Mean | \$3 973 | \$ 5 584 | \$ 4 518 | 11.7% | \$689 | 13.8% | 4.6% | 13.8% | б.бх | 7.1x | 1.0x |
| Industrial Machinery | | | | | | | | | | | |
| Illinois Tool Works Inc. | \$56 760 | \$63 323 | \$15 185 | 8.4% | \$3 997 | 26.3% | 5.4% | 27.1% | 14.3x | 15.8x | 4.2x |
| Parker-Hannifin Corporation | \$31 586 | \$39 246 | \$15 862 | 10.6% | \$3 613 | 22.8% | 12.4% | 22.2% | 10.6x | 10.9x | 2.5x |
| Stanley Black & Decker, Inc. | \$ 15 830 | \$27 160 | \$16 939 | 18.4% | \$2 378 | 14.0% | (3.9%) | 10.6% | 9.7x | 11.4x | 1.6x |
| Fortive Corporation | \$19 492 | \$22 552 | \$5 516 | 8.9% | \$ 1 366 | 24.8% | 7.8% | 25.6% | 14.8x | 16.5x | 4.1x |
| Ingersoll Rand Inc. | \$ 17 082 | \$18 613 | \$5 521 | 16.5% | \$ 1 194 | 21.6% | 6.3% | 25.0% | 13.1x | 15.6x | 3.4x |
| Median Mean | \$19 492 \$28 150 | \$27 160 \$34 179 | \$15 185 \$11 804 | 10.6% 12.6% | \$2 378 \$2 510 | 22.8% 21.9% | 6.3% 5.6% | 25.0% 22.1% | 13.1x 12.5x | 15.6x 14.0x | 3.4x 3.1x |
| Mean | 320 130 | \$J4 115 | 311 004 | 12.078 | <i>¥2 3</i> 10 | 21.370 | 5.0% | 22.170 | 12.38 | 14.0X | 3. IX |
| Pharmaceuticals | | | | | | | | | | | |
| Johnson & Johnson | \$467 100 | \$469 860 | \$95 588 | 7.2% | \$32 682 | 34.2% | 0.6% | 36.4% | 13.5x | 14.4x | 4.9x |
| Merck & Co., Inc. | \$230 551 | \$253 483 | \$57 169 | 30.2% | \$23 824 | 41.7% | (1.3%) | 43.4% | 10.5x | 10.6x | 4.4x |
| Pfizer Inc. | \$294 179 | \$306 979 | \$101 275 | 83.7% | \$45 012 | 44.4% | (12.6%) | 46.2% | 6.9x | 6.8x | 3.0x |
| AbbVie Inc. | \$270 651 | \$336 758 | \$57 349 | 6.7% | \$27 523 | 48.0% | 1.4% | 50.7% | 10.9x | 12.2x | 5.9x |
| Eli Lilly and Company | \$291 859 | \$305 162 | \$29 071 | 8.8% | \$10 583 | 36.4% | (2.7%) | 37.1% | 29.0x | 28.8x | 10.5x |
| Bristol-Myers Squibb Company | \$163 938 | \$194 802 | \$47 144 | 6.2% | \$21 370 | 45.3% | (1.2%) | 44.2% | 9.4x | 9.1x | 4.1x |
| Median | \$281 255 | \$306 071 | \$57 259 | 8.0% | \$25 674 | 43.1% | (1.2%) | 43.8% | 10.7x | 11.4x | 4.7x |
| Mean | \$286 380 | \$ 311 174 | \$64 599 | 23.8% | \$26 832 | 41.7% | (2.6%) | 43.0% | 13.4x | 13.7x | 5.5x |



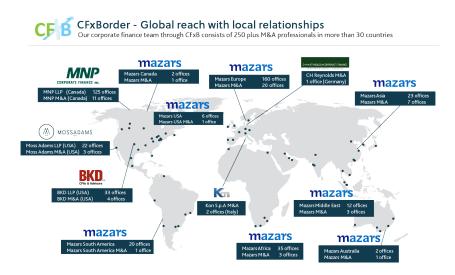
MNP Corporate Finance (MNPCF) has a dedicated team of over 100 M&A and due diligence professionals across Canada. MNPCF works with clients in virtually all industries as they prepare, plan and execute transactions.

Our typical transactions range in value between \$3 million and \$300 million.

Local and International Reach

MNP is a participating firm within Praxity, a unique global alliance of independent accounting/advisory firms created to answer global business needs. As a member of Praxity, we are able to offer access to corporate finance, accounting and tax advisory services worldwide. We are also affiliated with Corporate Finance Cross Border, which consists of 250+ M&A professionals in more than 30 countries.





Services

- Divestitures
- Acquisitions
- Debt Financing
- Due Diligence
- Transaction Advisory Services



Recently Closed Deals (National)



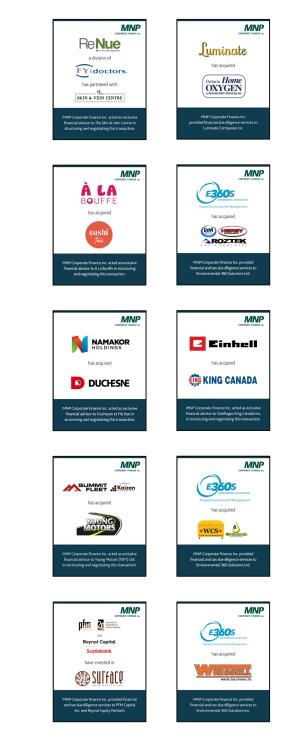
About Us



Deal Experience

Since our inception, our team has advised on hundreds of transactions, in a wide range of industries with diverse enterprise values. In the past eight years alone we have completed over 235 transactions worth over \$4 billion (not including due diligence engagements).

Recently Closed Deals (National)



Industry Experience

- Food & Beverage
- Retail & Distribution
- Manufacturing
- Agriculture
- Automotive
- Materials
- Health Care
- Pharmaceutical

- Transportation
- Construction
- Software
- Financial Services
- Technology
- Energy
- Oilfield Services
- Real Estate

Hands-on Approach

Current M&A transactions require a hands-on approach from start to finish including the active engagement of senior resources. Our senior resources are dedicated to our clients and are available as necessary and appropriate. We keep our clients regularly informed of the engagement status, issues we are encountering, successes and overall progress.

Integrated Service Offering

We draw on the vast experience and deep specialist knowledge network of our partners locally, nationally and internationally as specialty issues arise, such as pre-transaction tax planning, transaction structuring, estate planning, valuation, due diligence, performance improvement and risk management.

Leadership Team





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