

Sienna

Senior Living

SIENNA SENIOR LIVING INC.

**ANNUAL INFORMATION FORM
FOR THE YEAR ENDED DECEMBER 31, 2025**

February 19, 2026

TABLE OF CONTENTS

<u>GENERAL MATTERS</u>	
<u>FORWARD-LOOKING STATEMENTS</u>	<u>2</u>
<u>NON-IFRS MEASURES</u>	<u>4</u>
<u>SIENNA SENIOR LIVING</u>	<u>4</u>
<u>CORPORATE STRUCTURE</u>	<u>5</u>
<u>GENERAL DEVELOPMENT OF THE BUSINESS</u>	<u>6</u>
<u>SECTOR OVERVIEW</u>	<u>9</u>
<u>BUSINESS OF THE COMPANY</u>	<u>13</u>
<u>CORPORATE IMPACT</u>	<u>28</u>
<u>RISK FACTORS</u>	<u>30</u>
<u>DIVIDEND POLICY</u>	<u>44</u>
<u>DESCRIPTION OF CAPITAL STRUCTURE</u>	<u>44</u>
<u>INDEBTEDNESS</u>	<u>49</u>
<u>MARKET FOR SECURITIES</u>	<u>55</u>
<u>ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER</u>	<u>56</u>
<u>DIRECTORS AND EXECUTIVE OFFICERS</u>	<u>56</u>
<u>CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS</u>	<u>61</u>
<u>CONFLICTS OF INTEREST</u>	<u>62</u>
<u>AUDIT COMMITTEE INFORMATION</u>	<u>62</u>
<u>PROMOTERS</u>	<u>64</u>
<u>LEGAL PROCEEDINGS AND REGULATORY ACTIONS</u>	<u>64</u>
<u>INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS</u>	<u>64</u>
<u>TRANSFER AGENT AND REGISTRAR</u>	<u>64</u>
<u>MATERIAL CONTRACTS</u>	<u>65</u>
<u>INTERESTS OF EXPERTS</u>	<u>65</u>
<u>ADDITIONAL INFORMATION</u>	<u>65</u>

SCHEDULE "A" - CHARTER OF THE AUDIT COMMITTEE

GENERAL MATTERS

The information contained in this Annual Information Form (“AIF”) is stated as at February 19, 2026, unless otherwise indicated.

All references in this AIF to “Sienna” and the “Company”, unless the context otherwise requires, means Sienna Senior Living Inc. (“SSLI”) and its direct and indirect subsidiary entities.

Market data and other statistical information used in this AIF are based on independent sector publications, government publications, reports by market research firms, or other published independent sources, including the Ontario Ministry of Long-term Care (“MLTC”), Canada Mortgage and Housing Corporation (“CMHC”), CBRE Limited, Ontario Health (Home and Community Care Support Services), Statistics Canada and Cushman & Wakefield ULC. Some data is also based on the Company’s good faith estimates that are derived from its review of internal data and information, as well as independent sources, including those listed above. Although the Company believes these sources are reliable, the Company has not independently verified the information and cannot guarantee its accuracy or completeness.

All dollar amounts in this AIF are expressed in Canadian dollars and references to “\$” are to Canadian dollars, unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain statements in this AIF may be considered “forward-looking information” as defined under applicable securities laws (“**forward-looking statements**”), that reflect management’s current expectations, estimates and projections about the future results, performance, achievements, prospects or opportunities for the Company, the senior living sector and government funding as of the date of this AIF. Forward-looking statements are based upon a number of assumptions and involve significant known and unknown risks and uncertainties, many of which are beyond the Company’s control and which could cause actual results to differ from those that are disclosed in or implied by such forward-looking statements. Forward-looking information may relate to the Company’s future financial outlook and anticipated events or results and may include information regarding, without limitation, possible events, statements with respect to possible events, expected capital expenditures, capital requirements, government regulation and funding of the senior living sector, the Company’s objectives and profile within the sector, its relationship with its team members and its ability to refinance debt maturities. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budgets”, “scheduled”, “projects”, “estimates”, “forecasts”, “intends”, “continues”, “anticipates”, “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” “be taken”, “occur”, “continue” or “be achieved”.

Forward-looking statements in this AIF include, but are not limited to statements made in the sections of this AIF entitled: “General Development of the Business”, “Sector Overview”, “Business of the Company”, “Risk Factors”, “Dividend Policy”, “Description of Capital Structure” and “Indebtedness”. These forward-looking statements reflect the current expectations of the Company’s management regarding future events and operating performance, and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These factors include, but are not limited to:

- actual future market conditions being different than anticipated by the Company’s management,
- material changes to governmental policy, regulations or funding affecting the Company’s operations,

- material shifts in demographic or economic trends,
- the impact of inflation, rising interest rates, tariffs, staffing challenges, supply chain issues and construction cost increases,
- volatility in financial markets,
- the impact of global pandemics, similar to COVID-19 outbreaks, on the Company's operations, business and financial condition as well as the senior living sector,
- the impact of climate change,
- the uncertainties in the global economy created by the war in Ukraine and in the middle east; and
- the risks described under "Risk Factors" and those risks discussed from time to time in the Company's other public filings on the System for Electronic Data Analysis and Retrieval + ("SEDAR+"), accessible at www.sedarplus.ca.

Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Material estimates or assumptions that were applied in drawing a conclusion, which may prove to be incorrect, include, but are not limited to, the following:

- management's views regarding current and anticipated market and economic conditions and the competitive landscape,
- management's views as to demographic trends,
- expected government priorities and spending,
- an absence of material or substantive changes to financial markets and to governmental and/or environmental policy or regulations affecting the Company's operations,
- the Company's ability to recruit and retain qualified personnel and maintain good relationships with its team members, including its unionized team members,
- the Company's ability to successfully execute on its growth strategies and strategic priorities, including the renewal of maturing debt in due course,
- the successful completion of any acquisitions, dispositions, development or joint venture arrangements on the terms and conditions and at the times expected,
- the impact of global pandemics, similar to the COVID-19 pandemic, on the Company's operations, business and financial condition as well as the senior living sector, and
- the financial and operating attributes of the Company as at the date hereof.

Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive. **Although forward-looking statements contained in this AIF are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements.** The forward-looking statements in this AIF speak only as of the date of this AIF. Except as required by applicable securities laws, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by applicable law.

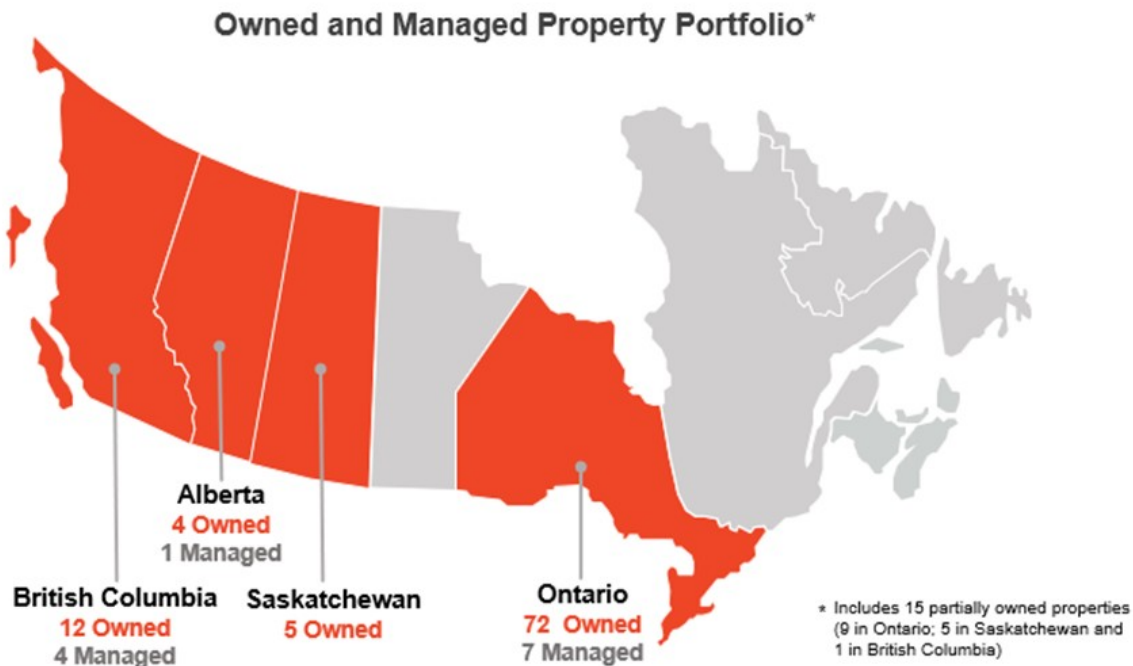
NON-IFRS MEASURES

This AIF uses certain supplemental measures of key performance that are not measures recognized under the IFRS® Accounting Standards as issued by the International Accounting Standards Board (“**IFRS Accounting Standards**”) and do not have standardized meanings prescribed by IFRS Accounting Standards, including net operating income (“**NOI**”). NOI is defined as property revenue net of property operating expenses, including the Company's share of the operating income from equity-accounted joint ventures. The Company believes that NOI is a useful additional measure of operating performance as it provides a measure of core operations that is calculated prior to taking into account depreciation, amortization, administrative expenses, impairment loss, net finance charges, transaction costs, gain (loss) on disposal of properties and income taxes. The IFRS Accounting Standards measure most directly comparable to NOI is "net income." For a full reconciliation of net income to NOI, as well as the definitions of the other non-IFRS Accounting Standards measures used by the Company and reconciliations of certain of those measures to the most directly comparable financial measures calculated and presented in accordance with IFRS Accounting Standards, please refer to page 65 of the Management’s Discussion and Analysis for the Company dated as of February 19, 2026 (“**MD&A**”) for the year ended December 31, 2025 which is incorporated by reference and available electronically under the Company’s SEDAR+ profile at www.sedarplus.ca.

SIENNA SENIOR LIVING

The Company and its predecessors have been operating since 1972. The Company is a senior living provider serving the continuum of independent living (“**IL**”), independent supportive living (“**ISL**”), assisted living (“**AL**”), memory care (“**MC**”) and long-term and continuing care (“**LTC**” or “**long-term care**”) through the ownership and operation of senior living residences in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

The following map presents Sienna's geographic profile of owned and managed properties as of December 31, 2025:



CORPORATE STRUCTURE

Incorporation and Name Change

Sienna Senior Living Inc. was incorporated under the *Business Corporations Act* (Ontario) as Leisureworld Senior Care Corporation on February 10, 2010 and was subsequently continued under the *Business Corporations Act* (British Columbia) (the “BCBCA”) on March 18, 2010. The Company closed the initial public offering (the “IPO”) of its common shares (“Common Shares”) on March 23, 2010. In connection with a Company-wide rebranding initiative that took effect on May 1, 2015, the Company changed its name from Leisureworld Senior Care Corporation to Sienna Senior Living Inc., pursuant to the filing of a Notice of Alteration with the British Columbia Registry Services on April 23, 2015. In connection with the name change to Sienna Senior Living Inc., the Common Shares commenced trading on the Toronto Stock Exchange (“TSX”) under the symbol “SIA”.

The head office of the Company is located at 302 Town Centre Blvd., Suite 300, Markham, Ontario, L3R 0E8. The registered office of the Company is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3.

The Company's business is carried on through a number of wholly owned limited partnerships and joint ventures formed under the laws of the Province of Ontario.

Intercorporate Relationships

The following chart illustrates, in simplified form, the structure of the Company and its material subsidiaries as at February 19, 2026 (including the jurisdiction of establishment/incorporation of each entity and the percentage of voting securities owned, controlled or directed, directly or indirectly, by the applicable shareholder):

Name	Jurisdiction of Organization	Shareholder	Ownership
Sienna Senior Living Inc.	British Columbia	Public	100%
Leisureworld Senior Care LP	Ontario	Sienna Senior Living Inc.	100%
The Royale LP	Ontario	Sienna Senior Living Inc.	100%
The Royale West Coast LP	Ontario	Sienna Senior Living Inc.	100%
The Royale Development LP	Ontario	Sienna Senior Living Inc.	100%
2371281 Investment LP	Ontario	Sienna Senior Living Inc.	100%
Sienna Baltic LP	Ontario	Sienna Senior Living Inc.	100%
Sienna Baltic Development LP	Ontario	Sienna Senior Living Inc.	100%
Sienna Ontario RH 2017 LP	Ontario	Sienna Senior Living Inc.	100%
Sienna-Sabra LP	Ontario	Sienna Senior Living Inc.	50%
Sienna-RSH Niagara Falls LP	Ontario	Sienna Senior Living Inc.	70%
Vigour Limited Partnership	Ontario	Leisureworld Senior Care LP	100%
2063412 Investment LP	Ontario	Leisureworld Senior Care LP	100%
2063414 Investment LP	Ontario	Leisureworld Senior Care LP	100%
2063415 Investment LP	Ontario	Leisureworld Senior Care LP	100%
2067475 Investment LP	Ontario	Leisureworld Senior Care LP	100%
Sienna-LaSalle LP	Ontario	Sienna Senior Living Inc.	100%

GENERAL DEVELOPMENT OF THE BUSINESS

The general development of the Company's business over the past three fiscal years, including key acquisitions, dispositions and financing activities is summarized below.

2023

On January 3, 2023, Sienna finalized the acquisition of Woods Park Care Center for a purchase price of \$26.3 million.

In the first quarter of 2023, the Company completed a corporate restructuring at its head office resulting in an approximate 10% work force reduction in an effort to reduce its general and administrative expenses.

On September 14, 2023, the Company entered into an agreement to acquire the remaining 60% interest in Nicola Lodge Community ("**Nicola Lodge**"), a 256-bed long-term care community managed and partially owned by the Company. Nicola Lodge is located in Port Coquitlam, British Columbia, was built in 2016 and offers long-term care with specialized services for bariatric care, dementia and mental health care. The transaction is taking place in two stages, each comprising a 30% interest to be purchased for approximately \$26.5 million, before closing costs. The first stage of the purchase was completed at the end of 2023 and the acquisition of the remaining 30% interest was completed on February 28, 2025, which was financed through the assumption of the Company's remaining share of the in-place mortgage (estimated to be \$11.6 million in November 2024) and proceeds from the August 2024 Offering.

On November 1, 2023, the Company entered into a management contract for a 70-suite retirement residence in a prime location in Calgary with SBRAREIT Assisted Living I, ULC. This was the Company's inaugural entry into the Alberta market.

On November 9, 2023, Barbara Bellissimo was appointed as a member of the Company's board of directors (the "**Board**").

In the fourth quarter of 2023, the Company completed its joint venture development of a 150-suite retirement residence in Niagara Falls named Elgin Falls for a total capital investment of approximately \$55 million. Sienna's share of this greenfield joint venture with Reichmann Seniors Housing is 70%.

2024

Effective January 1, 2024, Paula Jourdain Coleman resigned as a member of the Board.

On August 28, 2024, the Company completed a bought deal public offering (the "**August 2024 Offering**") 9,591,000 Common Shares at a price of \$15.00 per Common Share for aggregate gross proceeds of \$143,654,000. This includes gross proceeds from the full exercise of the over-allotment option granted to the syndicate of underwriters to purchase an additional 1,251,000 Common Shares. The Company used the net proceeds of the offering to fund the approximately \$15 million equity purchase price for the Company's previously announced acquisition of an additional 30% ownership interest in Nicola Lodge and for general corporate purposes, which primarily included financing strategic growth initiatives including previously announced long-term care developments and future acquisition opportunities.

On October 16, 2024, the Company entered into an agreement to acquire a portfolio of four continuing care homes in Alberta, consisting of 540 suites in the Calgary Metropolitan Region, Edmonton, Fort Saskatchewan and Medicine Hat for an aggregate purchase price of \$187.9 million, including working capital adjustments. The transaction was completed on April 1, 2025. The Company financed the acquisition through the assumption of approximately \$150.6 million of CMHC debt with a weighted average interest rate of approximately 4.6% and a

remaining average term of approximately 4.3 years. The balance was financed with the proceeds from the August 2024 Offering.

On October 17, 2024, the Company issued \$150 million aggregate principal amount of series D senior unsecured debentures (“**Series D Unsecured Debentures**”) by way of a private placement. The Series D Unsecured Debentures were issued at par, bear interest at a rate of 4.436% per annum and will mature on October 17, 2029. The Company used the net proceeds from the Series D Unsecured Debentures to repay existing indebtedness and for general corporate purposes.

On November 15, 2024, the Company announced that it was reinstating its Dividend Reinvestment Plan (“**DRIP**”) effective with the Company’s November 2024 dividend payable on December 13, 2024 to shareholders of record as of November 29, 2024. The DRIP allows eligible shareholders of the Company to direct their cash dividends to be reinvested in additional Common Shares of the Company at a 3% discount from the market price.

2025

On February 10, 2025, the Company entered into a purchase agreement to acquire Wildpine Residence (“**Wildpine**”), a 165-suite retirement residence in Stittsville, Ontario, for an aggregate gross purchase price of \$47.3 million, including working capital adjustments. This transaction was completed on April 15, 2025. The Company financed the acquisition through the assumption of CHMC debt and the remainder through the use of general corporate funds.

On February 14, 2025, the Company entered into a purchase agreement to acquire Cawthra Gardens, a 192-bed Class A long-term care home in Mississauga, Ontario, for an aggregate gross purchase price of \$32.6 million, subject to certain customary adjustments and subject to the satisfaction of regulatory approvals and customary closing conditions, and includes a \$2 million capital allowance which the Company plans to use within the first twelve months after closing. This transaction was completed on October 2, 2025. The Company financed the acquisition through use of general corporate funds.

On February 27, 2025, the Company completed a bought deal public offering (the “**February 2025 Offering**”) 9,108,000 Common Shares at a price of \$15.80 per Common Share for aggregate gross proceeds of \$143,906,400. This includes gross proceeds from the full exercise of the over-allotment option granted to the syndicate of underwriters to purchase an additional 1,188,000 Common Shares. The Company used the net proceeds of the offering to fund the Company’s acquisitions of Wildpine and Cawthra Gardens and for general corporate purposes, which include financing strategic growth initiatives such as future acquisition opportunities.

On February 28, 2025, the Company completed the acquisition of the remaining 30% interest in Nicola Lodge (see “General Development of the Business – 2023” section of this AIF).

On April 1, 2025, the Company completed the acquisition of the four continuing care homes in Alberta, consisting of 540 suites in Calgary Metropolitan Region, Edmonton, Fort Saskatchewan and Medicine Hat (see “General Development of the Business – 2024” section of this AIF).

On May 2, 2025, the Company entered into a purchase agreement to acquire Hazeldean Gardens Retirement Residence (“**Hazeldean Gardens**”), a 172-suite retirement residence in Stittsville, Ontario, for a purchase price of \$86.6 million, including a performance-based payment of \$3.75 million, an additional performance-based contingent payment of \$1.25 million and working capital adjustments, and subject to satisfaction of regulatory approvals and customary closing conditions. This transaction was completed on June 18, 2025. The Company financed the acquisition with a combination of cash on hand and its credit facilities.

On May 6, 2025, the Company announced the launch of an At-The-Market (“ATM”) equity distribution program to support its continued growth plans. The ATM allows the Company to issue up to \$125 million of common shares from treasury to the public from time to time during the term of the program and at the Company's discretion. The program terminates upon the earliest of (i) December 29, 2026 (ii) the issuance of all common share qualified for issuance under the program, and (ii) termination of the distribution agreement entered into with TD Securities Inc. in connection with the ATM program.

On June 23, 2025, the Company announced that it entered into a purchase agreement to acquire Credit River Retirement Residence (“**Credit River**”), a 133-suite retirement residence in Streetsville, Ontario, for a gross purchase price of \$59.8 million, including working capital adjustments, and subject to satisfaction of regulatory approvals. This transaction was completed on August 18, 2025. The Company financed the acquisition with its credit facilities.

In July 2025, the Company completed the construction of Northern Heights Community, a 160-bed long-term care community in North Bay, Ontario, which replaced 148 older Class C beds at the Company’s Waters Edge Community. The total development cost for the property was approximately \$80.0 million. In connection with the completion of this project, the Company received a \$4 million development grant from the Government of Ontario, and will further receive an annual construction subsidy of approximately \$3.3 million over the next 25 years.

On August 21, 2025, the Company issued \$175 million aggregate principal amount of series E senior unsecured debentures (“**Series E Unsecured Debentures**”) by way of a private placement. The Series E Unsecured Debentures were issued at par, bear interest at a rate of 4.112% per annum and will mature on August 21, 2030. The Company used the net proceeds from the Series E Unsecured Debentures to repay existing indebtedness, finance acquisitions, fund developments, and for general corporate purposes.

On September 5, 2025, Geoff McIlmoyle resigned from the Company as the Executive Vice President, Retirement Operations.

On September 5, 2025, Jennifer Anderson transitioned into the role of Executive Vice President, Retirement Operations following Geoff McIlmoyle's resignation.

On September 8, 2025, the Company announced the official opening of Northern Heights Community and its completion of a campus of care development project in Brantford, which includes 160 long-term care beds (“**Oakwood Commons Community**”) and 147 retirement suites (“**Aspira Brants Landing Retirement Living**”). Resident move-ins at Aspira Brants Landing Retirement Living commenced in September 2025 and Oakwood Commons Community officially opened in October 2025.

On October 15, 2025, Ali Mir joined the Company as the Executive Vice President, Long Term Care Operations.

On November 6, 2025, the Company announced that it entered into a purchase agreement to acquire The Hygate on Lexington (“**Hygate**”), a 216-suite retirement residence in Waterloo, Ontario, for a gross purchase price of \$93.3 million, subject to satisfaction of regulatory and governance approvals and customary closing conditions. This transaction was completed on December 15, 2025. The Company financed the acquisition with cash on hand and its credit facilities.

On November 12, 2025, the Company entered into a purchase agreement to acquire an initial 78.2% interest into LaSalle Park Retirement Residence (“**LaSalle Park**”), a 123- suite retirement residence in Burlington, Ontario, for a gross purchase price of approximately \$66.8 million, including working capital adjustments, subject to satisfaction of regulatory approvals and customary closing conditions. On December 18, 2025, the Company completed the acquisition of its initial interest in LaSalle Park. The Company financed the acquisition of this

initial interest through the assumption of approximately \$26.7 million in debt, with the remaining balance funded with the Company's cash on hand. On February 1, 2026, the Company acquired an additional 10.9% interest in LaSalle Park and the Company expects to acquire the final 10.9% interest in five years. Management of this property will remain with the vendor for a period of five years.

On December 18, 2025, the Company issued \$250 million aggregate principal amount of series F senior unsecured debentures ("**Series F Unsecured Debentures**") by way of a private placement. The Series F Unsecured Debentures were issued at par, bear interest at a rate of 3.524% per annum and will mature on December 18, 2028. The Company used the net proceeds from the Series E Unsecured Debentures to fund the early redemption of its \$175 million aggregate principal amount 3.450% of series B senior unsecured debentures ("**Series B Unsecured Debentures**") due February 27, 2026, and for general corporate purposes.

On December 22, 2025, the Company fully repaid the Series B Unsecured Debentures.

Subsequent Events

On January 31, 2026, the Company completed its acquisition of the remaining 22.8% interest in Glenmore Lodge Community ("**Glenmore Lodge**"), a 118-bed long-term care community located in Kelowna, British Columbia, for a gross purchase price of approximately \$10.1 million. With this transaction, Sienna's ownership increased to 100%. The Company financed the acquisition of the 22.8% interest with approximately \$5.8 million of cash on hand as well as the assumption of the remaining 22.8% of the existing property-level mortgage of approximately \$4.3 million, bearing interest at a rate of 4.68% and maturing in 2032.

On February 13, 2026, the Company entered into a purchase agreement to acquire The Bartlett Retirement Residence ("**The Bartlett**"), a 129-suite independent living retirement residence in Oshawa, Ontario. The gross purchase price for the property is approximately \$59.4 million. The Company will finance the acquisition through available cash on hand. The transaction is subject to transaction approvals and customary closing conditions, and is expected to close within 60 days.

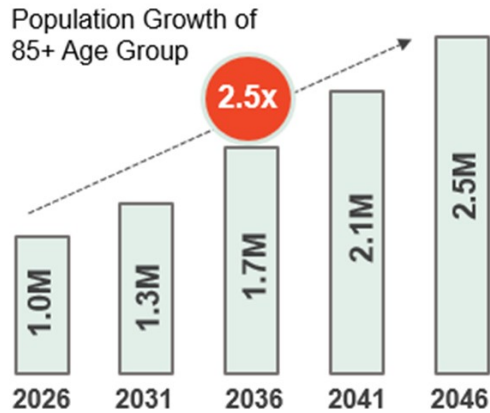
SECTOR OVERVIEW

Some of the sector data provided in this section was prepared by third parties. Although the Company has no reason to believe such information is inaccurate or incomplete, the Company cannot guarantee the accuracy or completeness of such information.

Demand Driven by Rapid Growth in Target Demographic

Demand for senior living is driven by an aging population. According to Statistics Canada's most recent census data, the cohort of seniors aged 85 and older is expected to grow to approximately one million by 2026. This number is projected to increase by an additional 65% over the following 10 years as a result of baby boomers reaching retirement age and life expectancy continuously increasing. In Canada, more than one quarter of the population aged 85 and older lives in some form of congregate care setting, such as a long-term care or retirement residence.

The following chart highlights the projected population growth of seniors aged 85 or older in Canada:

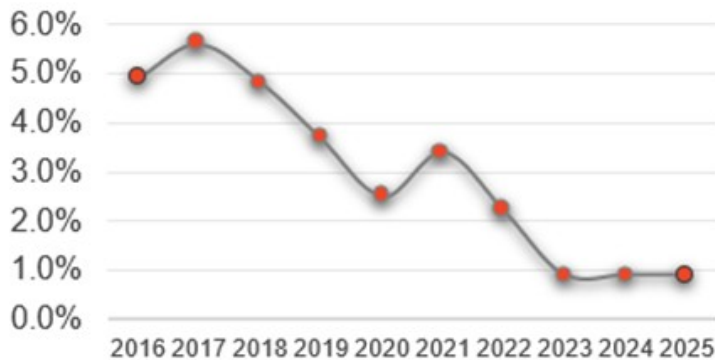


Source: Statistics Canada, April 2022

Slowing Supply of Retirement Residences

Due to a combination of factors, including rising construction costs, new construction activity of retirement residences in Canada has declined significantly in recent years. While development prior to the pandemic caused some headwinds in several regions across the country due to oversupply, slowing development activity since 2017 is resulting in less competition from newly completed developments and is expected to support continued occupancy growth in Canadian senior living. In 2025, construction starts were less than 1% of the existing inventory for the third consecutive year, according to Cushman & Wakefield ULC.

The following chart highlights construction starts as percent of the total seniors' housing inventory in Canada:



Source: Cushman & Wakefield ULC, February 2026

Robust Fundamentals in Sienna's Key Long-Term Care Markets

Demand for long-term care beds is higher than ever, with long waitlists and increasing pressure on hospital systems. In Ontario, the waitlist has doubled over the last 10 years and has surpassed 50,000 in 2025, according to the Ontario Long-Term Care Association ("OLTCA"). Similarly, there is strong demand for LTC beds in British Columbia and continuing care spaces in Alberta.

Barriers to Entry

The senior living sector in Canada continues to be fragmented and highly regulated, with various barriers to entry. The sector is regulated by provincial governments and regional health authorities, with growing and varied

obligations placed on operators. Additionally, the sector requires an increasingly complex level of specialized expertise and a solid operating platform in order to succeed in meeting regulatory requirements and providing positive resident and family experiences. All LTC and retirement residences require an approved licensed operator.

Senior Living Continuum

Private-pay vs. Funded Care

Retirement residences are privately funded by the residents who are responsible to cover their monthly rent and cost of services. In long-term care, most residences are funded by the provincial governments. Residents' monthly rent is typically subsidized and the care they receive is fully funded. Select long-term care residences across Canada also offer private-pay options.

Senior living residences provide a range of services and programs based on an individual's needs and level of independence. Seniors who enjoy a high level of independence and require little assistance with the activities of daily living may choose to live in seniors' apartments or condominiums with minimal or no assistance or with the option of care and services on an as-needed basis, while those who require extensive assistance with the activities of daily living, healthcare needs and access to 24-hour nursing care support are best suited to LTC. A general and broad description of the services is detailed below:

- **Independent Living:** IL provides the privacy and freedom of home combined with the convenience and security of on-call assistance and a maintenance-free environment. Residents typically have the option of purchasing à la carte services including meal packages, housekeeping, transportation and laundry. It is typically apartment-style accommodation with a full kitchenette and is private-pay. Tenure may be a rental or some form of ownership, such as a condominium or life lease.
- **Independent Supportive Living:** ISL is designed for seniors who pay for services such as 24-hour response, housekeeping, laundry, meals, transportation and accommodation as part of a total monthly private-pay fee or rental rate. These residents require little or no assistance with daily living activities but benefit from the social setting and meal preparation. Some residences include a minimum amount of daily care but primarily this level of accommodation is for the senior who can live more independently with the option of additional care and services available on an as needed basis. Accommodation may be a studio, or one or two bedroom units with kitchenettes.
- **Assisted Living:** AL is intended for seniors who need assistance with daily living activities but do not require skilled nursing care. While most of AL is provided as private-pay, some residences deliver AL services through private-pay or government funded home care services.
- **Memory Care:** MC serves seniors with memory impairment, Alzheimer's or other forms of dementia. Mild cases of dementia are typically suitably addressed within secure AL accommodation suites in a dedicated area within the residence, or more broadly throughout the residence. Moderate to severe cases require dedicated accommodation suites and specialized and more intensive care.
- **Long-term Care:** LTC is for those who are not able to live independently and require assistance with the activities of daily living and care, including skilled nursing care on a daily basis. Eligibility for access to a LTC home is based on a person's assessed care requirements and is determined and arranged through government agencies. The resident pays for the accommodation as set by the government and the government typically pays for care, programs and supplies. In most provinces, there is a waiting period for access to LTC accommodations. In certain provinces, there are also LTC homes providing entirely private-pay accommodations and are subject to the same regulatory oversight.

Retirement Regulation

The retirement sector requires that a residence and operator must be licensed to operate. Retirement residences are regulated by the *Retirement Homes Act, 2010* (Ontario) (the “**RHA**”) in the Province of Ontario, *The Personal Care Homes Act* (Saskatchewan) (the “**PCA**”) in the Province of Saskatchewan, the *Continuing Care Act, 2022* (the “**CCA**”) in the Province of Alberta and the *Community Care and Assisted Living Act* (British Columbia) (the “**CCALA**”) in the Province of British Columbia. In Ontario, the Retirement Home Regulatory Authority (the “**RHRA**”), a regulatory body created by the RHA, provides consumer protection and regulation, but not funding, for the provision of care and services in retirement residences in the province. Retirement residences are required to be licensed by the RHRA in order to operate in Ontario and are inspected regularly by RHRA inspectors. In Saskatchewan, the Ministry of Health is responsible for the licensing and monitoring of personal care homes. The PCA governs the care, management and administration of care homes, including approving the services to be provided, and which care homes are subject to regular inspections. In Alberta, the CCA regulates the full spectrum of continuing care services and settings, including continuing care homes, supportive living accommodations, and home and community care. The CCA establishes authority and oversight for licensing, accommodations, and the delivery of publicly funded health care in the continuing care system. The Continuing Care Health Service Standards and the Continuing Care Accommodation Standards under the CCA set standards applicable to all publicly funded providers of long term care and designated supportive living. These standards, which are overseen by Assisted Living Alberta, include requirements for accommodation and care services, qualification, training and orientation of staff, and resident safety and security. In British Columbia, the CCALA provides consumer protection and regulation of retirement residences in the province, such that all levels of senior living residences providing personal support in British Columbia must be registered with the Assisted Living Registry.

Long Term Care Regulation

The long-term care sector is regulated provincially in Canada. LTC residences in Ontario are governed by the *Fixing Long-Term Care Act* (“**FLTCA**”). The FLTCA contains provisions related to, among other things, the granting of licences for fixed terms of up to 30 years, depending on bed classifications. In British Columbia, the delivery of long-term care is governed by the CCALA, addressing both community care facilities and registered assisted living residences.

Company Strategy and Objectives

Sienna’s strategic objectives are centered around the following three pillars:

Strengthening Team Engagement

Sienna strives to recruit, retain and develop a high performing and engaged team and reduce voluntary turnover by:

Offering a compelling team experience

- Conduct team member engagement surveys to gain insights and identify opportunities to enhance team member experience;
- Introduce training programs for new and developing frontline managers;
- Offer learning and development growth to support orientation, onboarding and enhancements to operating platforms; and
- Increase talent pipeline in leadership roles.

Creating a purpose-driven, differentiated culture

- Align employer brand with Company’s purpose, vision, values and value proposition; and

- Implement and maintain initiatives, such as team member recognition programs and education with respect to the Company's values, aimed at building a purpose-driven culture.

Elevating Quality of Life of Residents

Sienna aims to elevate the quality of life of its residents by:

Offering outstanding resident experience

- Enhance dining, recreation and community-focused interactions;
- Improve quality of care by leveraging insights from quality indicators, clinical reviews and inspection reports;
- Enhance clinical care offerings at retirement residences to support an increasing number of residents in need of support with daily living and healthcare; and
- Collaborate with all levels of government, sector associations, regulatory authorities and others to help shape and improve the future of senior living in Canada.

Achieving operational excellence

- Invest in Sienna's team culture and operating platform to deliver quality resident experiences;
- Create operating efficiencies by streamlining processes to enhance resident experience and improve operating results; and
- Distinguish retirement product and services from competitors through the Company's Aspira platform, offering person-centred programs, dining, services and care.

Achieving Growth & Enhanced Performance

Outperforming the market

- Grow organically through investments in sales and marketing programs, supporting improved occupancy, expanded services, rental rate increases and focused cost management;
- Grow through asset optimization initiatives, including renovations, repositioning and intensification;
- Maintain a diversified portfolio of private-pay retirement residences and government-funded long-term care communities; and
- Maintain a strong balance sheet and liquidity, including a diversified debt portfolio with staggered debt maturities, an investment-grade credit rating and a sizable pool of unencumbered assets.

Growing the Company's footprint

- Redevelop older LTC communities in key Ontario markets with both new and upgraded facilities;
- Establish and deepen joint venture partnerships to provide additional avenues for growth; and
- Expand high-quality portfolio through strategic and disciplined acquisitions, developments, as well as growing capacity at existing retirement residences with excess land.

BUSINESS OF THE COMPANY

The Company and its predecessors have been operating since 1972. Since inception, the Company has expanded through strategic acquisitions and development as well as organically to become one of Canada's largest and most diverse providers of senior living operating in the Provinces of Ontario, Saskatchewan, Alberta and British Columbia. As a Canadian senior living provider serving the continuum of care, the Company owns and operates a total of 93 senior living communities and also provides internal and third party management services to senior living communities in the Provinces of Ontario, Saskatchewan, Alberta and British Columbia. Except where indicated, the information presented below is in respect of the year ended December 31, 2025.

Business Update

2025 has been a year of significant growth for Sienna. The Company completed approximately \$803 million of acquisitions and developments across both lines of business in the provinces of Ontario, Alberta and British Columbia. These additions strengthened Sienna's national presence and further enhanced the scale, quality, and geographic diversity of the Company's long-term care and retirement operations.

To support Sienna's accelerated growth momentum and to refinance the Company's expiring debt, including the early redemption of its \$175 million Series B Unsecured Debentures on December 22, 2025, Sienna issued \$425 million of unsecured debentures in two separate transactions, completed a bought deal offering of common shares for approximately \$144 million and issued approximately 6.3 million shares under the Company's ATM program for gross proceeds of approximately \$125 million.

Growth and Diversification Initiatives

Sienna maintains its strategy of growing its diversified portfolio of private-pay retirement residences and government-funded long-term care communities in Canada.

With deep experience and scale in both retirement and long-term care, the Company runs two distinct business lines, while taking advantage of the benefits inherent in shared services and scale.

Furthermore, the Company's expertise in clinical care within Sienna's long-term care operations can be applied across its retirement platform, where an increasing number of residents require support with daily living and healthcare.

At the same time, many hospitality elements that define the Company's retirement platform can also be applied at the Company's long-term care operations to further enhance the resident experience.

The Company believes that diversification adds to the financial strength of its business as it allows Sienna to capture higher potential growth and operating margins inherent in its retirement portfolio, while benefitting from the stability of the government-funded long-term care operations.

Acquisitions Update

In 2025, the Company completed \$595 million of acquisitions. The properties are either located in close proximity to other properties owned by the Company, which allows us to benefit from synergies, or, in the case of the Company's portfolio acquisition in Alberta, in a new market with significant growth potential.

The table below provides key information with respect to the acquisitions completed in 2025:

Property Name / Segment	Year Built	Location	Number of Beds/ Suites	Purchase Price (\$M) ⁽¹⁾	Investment Yield (%) ⁽²⁾⁽³⁾
Q1 2025					
Nicola Lodge / LTC (30%)	2016	Greater Vancouver Area, British Columbia	256	26.5	6.75
				26.5	
Q2 2025					
Alberta Portfolio / LTC	2022/ 2023	Calgary, Edmonton, Medicine Hat, Fort Saskatchewan, Alberta	540	181.6	6.50
Wildpine / Retirement	2019	Ottawa, Ontario	165	48	6.25
Hazeldean Gardens / Retirement	2018	Ottawa, Ontario	172	85.3	6.33
				314.9	
Q3 2025					
Credit River / Retirement	2016	Greater Toronto Area, Ontario	133	60.2	5.75
				60.2	
Q4 2025					
Cawthra Gardens / LTC	2003	Greater Toronto Area, Ontario	192	32.6	6.75
Hygate / Retirement	2021	Waterloo, Ontario	213	93.30	6.00
LaSalle Park / Retirement	2013	Greater Toronto Area, Ontario	123	67.20	5.70
				193.1	
Total Acquisitions				594.7	6.24

Notes:

1. Purchase price excludes working capital and other adjustments. This is a KPI.
2. Refer to the *Non-GAAP Measures* section in this MD&A for definition and additional information.
3. The Investment Yield for total acquisitions represents the weighted average Investment Yield based on the purchase price for acquisitions.

Acquisition of 30% Interest in Nicola Lodge

On February 28, 2025, Sienna completed the acquisition of the remaining 30% interest in Nicola Lodge, a 256-bed long-term care community managed and partially owned by the Company. With this transaction, Sienna's ownership increased to 100%.

The transaction was financed through the assumption of the remaining share of an in-place mortgage as well as cash on hand (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Alberta Portfolio

On April 1, 2025, Sienna completed the acquisition of a portfolio of four continuing care homes in Alberta for an aggregate purchase price of \$187.9 million, including working capital adjustments. The acquisition was financed through the assumption of approximately \$150.6 million of CMHC-insured debt with a weighted average interest rate of approximately 4.6%, with the balance financed with cash on hand.

This was Sienna's first acquisition in Alberta, a market the Company intends to further expand into as new opportunities emerge (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Wildpine

On April 15, 2025, Sienna completed the acquisition of Wildpine in Ottawa, Ontario, a 165-suite retirement residence consisting of 119 IL and 46 AL units, for an aggregate purchase price of \$47.3 million, including working capital adjustments. The property's occupancy is stabilized and is benefitting from the rapidly improving supply-demand fundamentals in the Ottawa market.

The acquisition was financed through the assumption of approximately \$25.2 million of CMHC-insured debt and available cash on hand (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Hazeldean Gardens

On June 18, 2025, the Company completed the acquisition of Hazeldean Gardens in Ottawa, Ontario, a 172-suite retirement residence consisting of 129 IL, 31 AL, and 12 MC units.

The property was acquired for \$86.6 million, including a performance-based payment of \$3.75 million, an additional performance-based contingent payment of \$1.25 million, and working capital adjustments.

Sienna has financed the full purchase price with a combination of cash on hand and credit facilities (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Credit River

On August 18, 2025, the Company completed the acquisition of Credit River, a 133-suite retirement residence consisting of 84 IL, 25 AL, and 24 MC units in Streetsville, Ontario, located within the Greater Toronto Area (“GTA”), for a gross purchase price of \$59.8 million, including working capital adjustments. The property was acquired at an initial investment yield of 5.75% and financed with general corporate funds (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Cawthra Gardens

On October 1, 2025, the Company completed its acquisition of Cawthra Gardens, a 192-bed Class A long-term care home in Mississauga, Ontario, for a gross purchase price of \$32.6 million, including a \$2.0 million capital allowance that the Company plans to use within the first 12 months subsequent to the closing of the transaction.

The property was acquired at an initial investment yield of 6.75% and financed through the use of general corporate funds (see “General Development of the Business – 2025” section of this AIF).

Acquisition of Hygate

On December 15, 2025, the Company completed the acquisition of Hygate, a 213-suite retirement residence located in Waterloo, Ontario. The property consists of 123 IL units, 40 AL units and 50 seniors apartments.

The property was acquired for \$93.3 million with a stabilized investment yield of approximately 6.0%. Hygate is currently in lease-up and is expected to reach stabilized occupancy within two years of closing.

The property includes a 4.7-acre development site with municipal zoning for a retirement residence or residential condominium.

The acquisition was financed with cash on hand and existing credit facilities (see “General Development of the Business – 2025” section of this AIF).

Acquisition of LaSalle Park

On December 18, 2025, the Company completed the acquisition of LaSalle Park, a 123-suite retirement residence located in Burlington, Ontario.

The property is approximately 96% occupied and consists of 92 IL and 31 AL units. Sienna acquired a 78.2% interest in the property for a gross purchase price of approximately \$67.2 million with an initial investment yield of approximately 5.70%.

The acquisition of the 78.2% interest was financed through the assumption of approximately \$26.7 million in debt at an interest rate of approximately 4.4%, with the remaining balance financed with cash on hand.

Development/Redevelopment Update in Ontario

Sienna's development projects are expected to have a positive impact on its operating results and support the Company's growth and renewal plans for its long-term care portfolio.

In Q3 2025, the Company successfully completed two development projects under construction in Ontario.

Northern Heights Community

In July 2025, the Company completed construction at its Northern Heights Community in North Bay, a 160-bed long-term care redevelopment, which replaced the 148 older Class C beds at Sienna's Waters Edge Community.

The total development cost for this project, which has an expected development yield of 8.0%, is approximately \$76 million. On July 16, 2025, the Company received a \$4.0 million development grant from the Government of Ontario in connection with the completion of this redevelopment.

In addition, with the opening of Northern Heights Community and the relocation of residents to their new home in early September, the Company became eligible to receive an annual construction funding subsidy in the amount of \$3.3 million for a 25-year period.

Aspira Brants Landing & Oakwood Commons Campus of Care

In Q3 2025, the Company completed its campus of care in Brantford, where the Company replaced 122 Class C long-term care beds with 160 Class A beds and added a 147-suite retirement residence. The first residents started to move into Aspira Brants Landing Retirement Living in September and the relocation of residents from their long-term care home to the newly developed Oakwood Commons Community took place in mid-October.

The estimated total development cost for the campus of care is approximately \$132 million, with an expected development yield of approximately 8.5%. On December 22, 2025, the Company received a \$4.0 million development grant from the Government of Ontario in connection with the completion of this redevelopment.

Birch Landing Community

With respect to the Company's long-term care redevelopment project in Keswick, Ontario, the Company started construction of the Birch Landing Community in October 2024. Located on a campus comprising a 130-suite retirement residence and an older 60-bed Class B long-term care home, Sienna is redeveloping the current 60-bed long-term care home into a 160-bed community, adding 100 new beds.

As a result of site conditions, the expected completion date of this project has been revised from Q1 2027 to the second half of 2027.

Capital Markets Update

February 2025 Offering

On February 27, 2025, Sienna completed a bought deal offering of common shares to support the Company's growth initiatives. A total of approximately 9.1 million shares were issued at a price of \$15.80 per share for aggregate gross proceeds of \$143.9 million (see "General Development of the Business – 2025" section of this AIF).

ATM Equity Distribution Program

On May 6, 2025, Sienna established an ATM program, which allowed the Company from time to time during favourable market conditions to issue up to \$125.0 million of common shares to raise equity to fund its growth.

Any common shares sold under the ATM program are distributed through the Toronto Stock Exchange or any other permitted marketplace at the market prices prevailing at the time of sale.

In Q4 2025, approximately 5.0 million shares were issued under the ATM program for gross proceeds of approximately \$101.1 million at an average share price of \$20.15. As at December 31, 2025, the \$125 million ATM program was fully utilized, with approximately 6.3 million shares issued at an average share price of \$19.73 (see “General Development of the Business – 2025” section of this AIF).

Confirmation of Credit Rating

On August 1, 2025, Morningstar DBRS announced the confirmation of the Company's BBB Issuer Rating and ratings on its senior unsecured debentures, with trends remaining "Stable".

Maintaining a strong credit rating is supporting Sienna's platform expansion as it enhances the Company's ability to access capital at attractive terms.

\$175 Million Unsecured Debenture Issuance

On August 21, 2025, the Company issued by way of a private placement a \$175 million aggregate principal amount of Series E Unsecured Debentures, bearing an interest rate of 4.112% per annum and maturing on August 21, 2030. The Series E Unsecured Debentures are rated BBB (Stable) by Morningstar DBRS (see “General Development of the Business – 2025” section of this AIF).

\$250 Million Unsecured Debenture Issuance and Early Redemption of Expiring Series B Unsecured Debentures

On December 18, 2025, the Company issued by way of a private placement a \$250 million aggregate principal amount of Series F Unsecured Debentures, bearing an interest rate of 3.524% per annum and maturing on December 18, 2028. The debentures are rated BBB (Stable) by Morningstar DBRS.

Net proceeds from this offering were used to fund the early redemption of the Company's \$175 million Series B Unsecured Debentures and for general corporate purposes (see “General Development of the Business – 2025” section of this AIF).

Subsequent Events

Acquisition of 22.8% interest in Glenmore Lodge

On January 31, 2026, the Company completed its acquisition of the remaining 22.8% interest in Glenmore Lodge, a 118-bed long-term care community located in Kelowna, British Columbia, for a gross purchase price of approximately \$10.1 million with an investment yield of approximately 6.65%. With this transaction, Sienna's ownership increased to 100%.

The acquisition of the 22.8% interest was financed with approximately \$5.8 million of cash on hand as well as the assumption of the remaining 22.8% of the existing property-level mortgage of approximately \$4.3 million, bearing interest at a rate of 4.68% and maturing in 2032.

Acquisition of 10.9% interest of LaSalle Park

On February 1, 2026, the Company acquired an additional 10.9% interest for gross proceeds of approximately \$9.4 million, which it financed with cash on hand as well as the assumption of 10.9% of the existing property-level mortgage, or approximately \$3.7 million, and expects to acquire the final 10.9% interest in the property in five years. Management of the property will remain with a third party for a period of five years.

Acquisition of The Bartlett

On February 13, 2026, the Company entered into a purchase agreement to acquire The Bartlett, a 129-suite independent living retirement residence in Oshawa, Ontario. The gross purchase price for the property is approximately \$59.4 million, or \$461,000 per suite, with an initial investment yield of approximately 5.75%.

The acquisition will be financed through available cash on hand, is subject to transaction approvals and customary closing conditions, and is expected to close within 60 days.

Renewal of ATM Program

On February 19, 2026, the Board approved the renewal of the ATM program. The program will allow the Company to issue up to \$150 million of shares at its discretion during the term of the ATM program to provide the Company with additional financing flexibility to finance its growth initiatives and for general corporate purposes.

Retirement Operations Update

As at December 31, 2025, the Company's owned retirement portfolio comprised 5,543 suites across Ontario, Saskatchewan and British Columbia and contributed approximately 49% to NOI, excluding one-time items in Q4 2025. Same property NOI, excluding one-time items, increased by 15.4% year-over-year compared to Q4 2024.

Average same property occupancy in the retirement portfolio was 94.7% in Q4 2025, up 180 basis points ("**bps**") year-over-year from 92.9% in Q4 2024.

The Company's robust sales platform and intensified focus on generating strong interest in its residences, as well as continued improvements to the Company's operations and favourable supply/demand fundamentals all supported this significant year-over-year occupancy improvement. Occupancy continued to strengthen subsequent to the end of Q4 2025, increasing to 95.2% during the month of January 2026, based on the Company's updated same property portfolio composition.

Year-over-year, same property NOI growth in Q4 2025 was supported by a 300 bps margin growth as a result of rate increases in line with market rates in addition to the year-over-year occupancy increase and higher care revenue.

Asset Optimization Initiatives

Sienna believes that there is a significant opportunity to create additional value in certain assets through initiatives that optimize occupancy, NOI and margins, and to ensure market competitiveness. These initiatives include interior renovations, changes in service offerings, and the addition of services to reflect the evolving needs of residents and market conditions.

In 2025, the optimization portfolio comprised of five retirement residences undergoing near term optimization. With an average occupancy of 84.3% in Q4 2025, these properties have already shown meaningful year-over-year improvements. Average occupancy increased by approximately 790 bps over Q4 2024. As optimization efforts continue, the portfolio is expected to make an ongoing contribution to Sienna's overall NOI growth.

The five assets in the optimization portfolio, together with two retirement residences currently in lease-up, as well five retirement residences acquired in 2025, were included in the "Growth and Optimization" portfolio of the Company.

The following table summarizes the assets in the Growth and Optimization portfolios in Q4 2025:

Portfolio Type	Number of Properties	Number of Suites	Q4 2025 Occupancy	Q4 2024 Occupancy
Optimization Portfolio	5	535	84.3%	76.4%
Growth Portfolio	7	1,102	74.2%	49.8%

Effective January 1, 2026, the composition of Sienna's same property portfolio was updated to reflect the Company's ongoing asset optimization initiatives. These changes include the transfer of one asset from the optimization portfolio to the same property portfolio following its successful optimization. In addition, two assets expected to undergo optimization in 2026 have been reclassified to the optimization portfolio.

The following table below summarizes the assets in the optimization portfolio based on the updated portfolio composition:

Portfolio Type	Number of Properties	Number of Suites	Q4 2025 Occupancy	Q4 2024 Occupancy
Optimization Portfolio	6	674	84.7%	80.5%

Marketing and Sales Initiatives

Strong community engagement remains a key priority for Sienna's sales teams, with a keen focus on building and maintaining excellent relationships with healthcare and business partners in the local communities of the Company's residences.

The marketing strategy continues to be strengthened with new digital and print campaigns. The Company also leverage and continually strengthen the Company's Aspira brand and signature programs to generate strong interest in the Company's residences. In addition, the Company is focused on resident feedback to enhance the living experience, including dining, culinary, resident engagement and care.

In support of residences with higher vacancy levels, the Company also provide targeted on-site sales, marketing, and community outreach support, complementing the Company's broader local and centralized marketing and sales initiatives.

In addition, Sienna continues to focus on localized social media campaigns.

Long-term Care Operations Update

In Q4 2025, same property NOI, excluding one-time items, increased by 5.6% year-over-year in the Company's owned long-term care portfolio.

A stable operating environment and the continued improvements in private occupancy contributed to the year-over-year increase across Sienna's LTC platform.

Sienna's LTC same property NOI, excluding one-time items, contributed approximately 51% to the Company's total NOI in Q4 2025.

Continued Improvements to LTC Platform

Sienna's LTC platform is deeply aligned with the Company's Purpose of Cultivating Happiness in Daily Life and is based on the Company's belief that happiness drives wellness.

Circle Platform – In 2023, Sienna launched an updated LTC platform called Circle. The platform design is based on best practices and the input from residents and families, with the aim to distinguish Sienna as a LTC provider of choice. Sienna's Circle approach puts the resident at the centre of everything the Company does.

Accreditation – The Company's efforts of focusing on residents' quality of life and care are reflected in the most recent accreditation results from the Commission on Accreditation of Rehabilitation Facilities ("**CARF**").

During Q4 2025, CARF conducted surveys at the Company's long-term care communities in Ontario. Sienna maintained the highest achievement status, outperforming every benchmark, and received a three-year award from CARF.

Government Funding and Policy Update

Ontario

Ontario funding increases – The Government of Ontario has announced an annual funding increase of 2.4%, effective as at April 1, 2025, including

- an approximate 2.5% increase in its flow-through funding, which covers the cost of care, nutritional support and programs provided to residents; and
- a 2.0% increase in Other Accommodations ("**OA**") funding. OA funding includes funding for dietary services, housekeeping, laundry services, building/ property operations, routine capital maintenance, interest and principal payments on debt, and income taxes.

Construction Funding Update - In August 2025, the Ministry of Long-Term Care ("**Ministry**") announced enhancements to its construction funding program, designed to accelerate the construction of new LTC homes and the redevelopment of older homes. The new program provides greater funding flexibility and addresses regional differences in construction costs, in particular with respect to higher building costs in the GTA.

The updated program has meaningful implications for Sienna's Class C long-term care portfolio, given that more than 80% of the Company's development pipeline is concentrated in the GTA.

Improvements include the funding of up to 85% of eligible development costs, including a higher upfront grant of up to 20%.

Funding for 3rd and 4th beds in multi-bed rooms - The Company continues to receive full OA per diem funding of \$67.90 per bed per day until March 31, 2026, for its third and fourth beds that have been phased out. Sienna currently has approximately 300 3rd and 4th beds in Ontario.

The dialogue is ongoing with the Ministry in terms of continued funding of these beds, many of which are expected to be re-opened in private and semi-private rooms as the Company redevelops its Class C portfolio.

Ontario Licence Renewals - In January 2025, the Ministry extended five-year licences for all of Sienna's Class C long-term care homes not currently under redevelopment, whose current term would have otherwise expired on June 30, 2025.

Alberta

Alberta Funding Increase – In August 2025, Assisted Living Alberta confirmed a 1.25% funding increase, effective retroactively as of April 1, 2025. The increase applies across all funded rates and at this time includes no incremental wage funding.

British Columbia

Retroactive Government Funding - The British Columbia Ministry of Health has provided retroactive funding for incremental costs associated with historical cost pressures.

Labour Relations Update - Pursuant to the agreement between the British Columbia Ministry of Health, the Health Employers Association of British Columbia ("**HEABC**") and the Facilities Bargaining Association, eligible care home operators will be required to become members of HEABC. Sienna is currently assessing the potential impact of this decision on its eight long-term care operations currently owned and operated in British Columbia. This includes evaluating any potential implications with respect to the government's wage-levelling program, which aligns wages for workers in private, government-funded, and contracted long-term care and assisted living homes with those in public sector collective agreements.

Staffing Update

Sienna remains focused on attracting and retaining an engaged workforce aligned with the Company's purpose, vision and values. Sienna's continued investments in its team members and culture have resulted in sustained improvements in team member engagement and retention, strengthened its employer brand, and supported Sienna's platform expansion.

These efforts also earned us the recognition by *Time Magazine* as one of Canada's Best Companies in 2025.

Agency Staffing Costs

With respect to staffing costs, a combination of an improved operating environment and the Company's ability to fill shifts with Sienna's own team members have led to a continued reduction of agency staffing costs. During the fourth quarter of 2025, agency costs were \$2.3 million, a \$1.1 million year-over-year reduction compared to \$3.4 million in Q4 2024.

Improved Onboarding Process

The Company has made improvements to its onboarding process, including enhancements to team member orientation, mentoring and a more streamlined pre-boarding process across its LTC communities. A key aspect of these changes is an enhanced multi-day orientation program for Executive Directors, personal support workers and clinical leaders. Improved onboarding and team member orientation contributed to the significant reduction in turnover in 2025.

Campus Recruitment Campaigns

As part of the Company's ongoing talent acquisition strategy, the Company continually expands its collaboration with educational and government institutions. The Company further enhanced its campus recruitment campaigns at key colleges and universities across Ontario, Alberta and British Columbia to ensure a talent pipeline for future staffing needs. The Company's collaboration with colleges and universities has resulted in more than 2,700 student placements in 2025, representing an 8% year-over-year increase in placements.

SPARK

Based on feedback from team member engagement surveys, team members seek opportunities to share their ideas. As a result, Sienna created SPARK, a program that allows team members to share ideas on how Sienna can grow, improve and fulfil its purpose of Cultivating Happiness in Daily Life. A number of the submitted ideas are piloted annually with the most outstanding being rewarded with cash prizes of up to \$15,000.

During the most recent round of submissions, 148 ideas were submitted in 2025 with the ideas of five finalists being piloted in early 2026 and winners being announced in Q2 2026.

Sienna Ownership and Reward Program

The Sienna Ownership and Reward Program ("SOAR") awards common shares of the Company to all permanent employees who have been with the Company for one year or longer. To date, shares have been awarded to thousands of team members.

Effective January 1, 2025, SOAR was expanded from what was originally a one-time award. Through the expanded "SOAR for Service" program, team members are awarded additional shares at significant service milestones throughout their tenure.

In 2025, shares were awarded to over 4,700 recipients, bringing the total number of awards since the start of SOAR to approximately 11,700.

On February 19, 2025, the Board approved amendments, among certain other housekeeping changes, (i) to provide the Company with the ability to use the SOAR program to issue shares to eligible employees to satisfy service awards and (ii) to increase the number of shares reserved for issuance under the SOAR program by 250,000 shares. Sienna's shareholders approved this increase on May 28, 2025, such that, following this increase, a total of 390,000 shares were available for issuance under the SOAR program after taking into account shares issued prior to the date of the shareholder meeting.

Team Member Engagement

In September 2025, Sienna conducted its most recent annual team member engagement survey. Feedback from these surveys allows Sienna to build and implement action plans that help strengthen its culture, improve engagement and enhance the team member experience.

2025 was the fifth consecutive time Sienna's employee engagement score increased, demonstrating the positive impact of the Company's ongoing efforts to foster a more engaged and connected workplace. In addition, the survey participation increased to 86%, the highest participation rate to date at Sienna.

Sienna's continued focus on enhancing team member engagement, retention and the reduction of agency staffing has contributed to the significant improvement of its business operations.

Sienna "Leadership Essentials" and "Manager Essentials" Programs

Sienna offers tailored development programs to its managers and senior leaders to ensure they are equipped with the necessary skills to navigate the complexities of the senior living industry. These programs are an important step in the Company's strategy to enhance management and leadership capabilities and to foster a collaborative, high-performance culture across the organization.

Resident Experience

Resident & Family Satisfaction Surveys

At both the Company's retirement residences and long-term care communities, the Company measures its residents' likelihood to promote the Company's residences and communities based on the internationally recognized net promoter score method ("NPS").

The Company had good engagement with respect to its platform-wide NPS surveys to date, with excellent participation from both residents and families. An in-depth analysis of the survey results has provided important

insights on what it takes to improve the Company's residents' happiness in daily life. It also helps the Company identify areas for improvement and prioritize operational changes.

Since its introduction in 2023, the Company has seen notable improvements in the results across both operating platforms. Across its retirement platform, the NPS increased by 36% and 38% year-over-year in 2024 and 2025 respectively.

SPARKLE

Aligned with Sienna's purpose and values, the Company introduced the Sienna Sparkle Award, which honours residents from both its retirement and long-term care homes who go above and beyond to help cultivate happiness and create community. Nominations can be made by team members, residents and family members. Since its launch in 2024, over 125 residents have been honoured as Sparkle Award recipients.

Summary of the Company's Beds/Suites

The table below represents the number of suites or beds owned and operated or managed by the Company's two business segments, retirement and long-term care.

Owned Residences	Retirement		Long-term Care		Total ⁽¹⁾	
	Residences	Suites	Residences	Beds ⁽²⁾	Residences	Beds / Suites
100% Owned - operating	32	4,036	46	7,236	78	11,272
Partially Owned - operating ⁽³⁾	14	1,507	1	118	15	1,625
Total Owned	46	5,543	47	7,354	93	12,897
Managed Residences	9	827	3	526	12	1,353
Total	55	6,370	50	7,880	105	14,250

Notes:

- 78.4%, 13.6%, 3.7% and 4.3% of total beds/suites are located in Ontario, British Columbia, Saskatchewan and Alberta, respectively.
- 180 of the LTC beds are privately funded and 1,733 of the total owned long-term care beds are class C beds.
- The Company has a 50% ownership in 12 retirement residences (1,234 suites) and a 70% ownership in one retirement residence (150 beds).

Summary of the Company's Residences

The table below presents the properties owned and operated by the Company as of December 31, 2025:

NAME OF COMMUNITY	LOCATION	FUNDED	PRIVATE	TOTAL BEDS/SUITES
Retirement Owned				
Aspira Astoria Retirement Living	Port Coquitlam, BC	—	135	135
Aspira Bearbrook Retirement Living	Ottawa, ON	—	101	101
Aspira Brants Landing Retirement Living	Brantford, ON	—	147	147
Aspira Carolina Retirement Living	Perth, ON	—	138	138
Aspira Cedarvale Lodge Retirement Living	Keswick, ON	—	130	130
Aspira Credit River Retirement Living	Mississauga, ON	—	133	133
Aspira Doon Village Retirement Living	Kitchener, ON	—	97	97
Aspira Hazeldean Gardens Retirement Living	Ottawa, ON	—	172	172
Aspira Heatherwood Retirement Living	St. Catharines, ON	—	160	160

NAME OF COMMUNITY	LOCATION	FUNDED	PRIVATE	TOTAL BEDS/SUITES
Aspira Hygate Waterloo Retirement Living	Waterloo, ON	—	213	213
Aspira Island Park Retirement Living	Campbellford, ON	—	140	140
Aspira Island View Retirement Living	Arnprior, ON	—	108	108
Aspira Kawartha Lakes Retirement Living	Bobcaygeon, ON	—	94	94
Aspira Kensington Place Retirement Living	Toronto, ON	—	98	98
Aspira Kingsmere Retirement Living	Alliston, ON	—	98	98
Aspira Lincoln Park Retirement Living	Grimsby, ON	—	70	70
Aspira Martindale Gardens Retirement Living	Milton, ON	—	75	75
Aspira Mayfair Terrace Retirement Living	Port Coquitlam, BC	—	98	98
Midland Gardens Seniors Apartments	Scarborough, ON	—	53	53
Aspira Pacifica Retirement Living	Surrey, BC	—	141	141
Aspira Peninsula Retirement Living	Surrey, BC	—	127	127
Aspira Quinte Gardens Retirement Living	Belleville, ON	—	237	237
Aspira Red Oak Retirement Living	Kanata, ON	—	158	158
Aspira Rosewood Retirement Living	Kingston, ON	—	69	69
Aspira Royale Place Retirement Living	Kingston, ON	—	135	135
Trillium Retirement Living	Kingston, ON	—	43	43
Aspira Valleylands Oshawa Retirement Living	Oshawa, ON	—	141	141
Aspira Villa Da Vinci Retirement Living	Woodbridge, ON	—	124	124
Aspira Waterford Barrie Retirement Living	Barrie, ON	—	202	202
Aspira Waterford Kingston Retirement Living	Kingston, ON	—	182	182
Aspira Wildpine Retirement Living	Stittsville, ON	—	164	164
Woods Park Retirement Living	Barrie, ON	—	53	53
Total Retirement Owned		—	4,036	4,036
Retirement Joint-Venture Properties				
Aspira Bolton Mills Retirement Living	Bolton, ON	—	112	112
Aspira Cedar Crossing Retirement Living	Simcoe, ON	—	67	67
Aspira Douglas Crossing Retirement Living	Uxbridge, ON	—	148	148
Elgin Falls Retirement Community	Niagara Falls, ON	—	150	150
Aspira Empire Crossing Retirement Living	Port Hope, ON	—	64	64
Aspira Harvest Crossing Retirement Living	Tillsonburg, ON	—	100	100
Aspira Hunter Village Retirement Living	Saskatoon, SK	—	186	186
LaSalle Park Retirement Community ⁽¹⁾	Burlington, ON	—	123	123
Aspira Lynde Creek Gardens Retirement Living	Whitby, ON	—	93	93
Aspira The Barrierview Retirement Living	Barrie, ON	—	124	124
Aspira Riverbend Crossing Memory Care	Regina, SK	—	67	67
Aspira Stonebridge Crossing Retirement Living	Saskatoon, SK	—	116	116
Aspira West Park Crossing Retirement Living	Moose Jaw, SK	—	79	79

NAME OF COMMUNITY	LOCATION	FUNDED	PRIVATE	TOTAL BEDS/SUITES
Aspira Yorkton Crossing Retirement Living	Yorkton, SK	—	78	78
Total Retirement Joint-Venture Properties		—	1,507	1,507
Total Retirement		—	5,543	5,543
Alberta Long-term Care Owned				
Airdrie Care Community	Calgary, AB	126	—	126
Fort Saskatchewan Care Community	Fort Saskatchewan, AB	126	—	126
Medicine Hat Care Community	Medicine Hat, AB	126	—	126
Shasta Care Community	Edmonton, AB	162	—	162
Total Alberta Long-term Care Properties Owned		540	—	540
BC Long-term Care Owned				
Brookside Lodge	Surrey, BC	102	14	116
Glenmore Lodge ⁽²⁾	Kelowna, BC	100	18	118
Lake Country Lodge	Lake Country, BC	45	45	90
Lakeview Lodge	West Kelowna, BC	100	14	114
Mariposa Gardens	Osoyoos, BC	114	31	145
Nicola Lodge	Port Coquitlam, BC	238	18	256
Ridgeview Lodge	Kamloops, BC	106	23	129
The Cascades	Chilliwack, BC	150	17	167
Total BC Long-Term Care Properties Owned		955	180	1,135
ON Long-term Care Owned				
Barnswallow Place Community	Elmira, ON	96	—	96
Bloomington Cove Community	Stouffville, ON	113	—	113
Bradford Valley Community	Bradford, ON	246	—	246
Case Manor Community	Bobcaygeon, ON	96	—	96
Cawthra Gardens Community	Mississauga, ON	192	—	192
Cedarvale Lodge Community	Keswick, ON	60	—	60
Cheltenham Community	Toronto, ON	170	—	170
Creedan Valley Community	Creemore, ON	95	—	95
Deerwood Creek Community	Etobicoke, ON	160	—	160
Fieldstone Commons Community	Scarborough, ON	224	—	224
Fountain View Community	Toronto, ON	158	—	158
Glen Rouge Community	West Hill, ON	159	—	159
Granite Ridge Community	Stittsville, ON	224	—	224
Harmony Hills Community	Toronto, ON	160	—	160
Hawthorn Woods Community	Brampton, ON	160	—	160
Langstaff Square Community	Richmond Hill, ON	160	—	160
Maple Grove Community	Brampton, ON	160	—	160
Midland Gardens Community	Scarborough, ON	299	—	299

NAME OF COMMUNITY	LOCATION	FUNDED	PRIVATE	TOTAL BEDS/SUITES
Muskoka Shores Community	Gravenhurst, ON	183	—	183
Norfinch Community	North York, ON	160	—	160
Northern Heights Community	North Bay, ON	160	—	160
Oakwood Commons Community	Brantford, ON	160	—	160
Owen Hill Community	Barrie, ON	57	—	57
Rockcliffe Community	Scarborough, ON	204	—	204
Secord Trails Community	Ingersoll, ON	80	—	80
Silverthorn Community	Mississauga, ON	160	—	160
Spencer House ⁽³⁾	Orillia, ON	160	—	160
St. George Community	Toronto, ON	238	—	238
Streetsville Community	Mississauga, ON	118	—	118
Trillium Community	Kingston, ON	190	—	190
Tullamore Community	Brampton, ON	159	—	159
Villa Santa Maria Community	Woodbridge, ON	224	—	224
Weston Terrace Community	Toronto, ON	224	—	224
Woodhall Park Community	Brampton, ON	147	—	147
Woods Park Community	Barrie, ON	123	—	123
Total ON Long-term Care Owned		5,679	—	5,679
Total AB, BC & ON Long-term Care Owned		7,174	180	7,354
Total Retirement and Long-term Care⁽⁴⁾		7,174	5,723	12,897

Notes:

- (1) The Company owned 78.18% of LaSalle Park on December 31, 2025. The Company acquired an additional 10.9% interest on February 1, 2026 and expects to acquire the final 10.9% interest in five years.
- (2) The Company owned 77% of Glenmore Lodge on December 31, 2025. The Company acquired the remaining interest in Glenmore Lodge on January 31, 2026.
- (3) Spencer House Inc., a non-profit organization, holds the licence from the MLTC to operate the long-term care beds at Orillia. The Company is the appointed manager of the Orillia community, and is the owner of the land and buildings used to operate and manage the Orillia community (which land and buildings are leased to Spencer House Inc.).
- (4) The Company provides management services to an additional twelve senior living residences in the Provinces of Ontario, Alberta and British Columbia.

Operational Permits

The Company holds the necessary licences and approvals required to operate its business. Management believes that each of the Company's residences and operations is in compliance, in all material respects, with applicable laws, including environmental and health and safety laws.

Team Members (Employees)

As at December 31, 2025, the Company employed, directly and indirectly, approximately 15,000 team members. Approximately 90% of the Company's team members are represented by unions, including the following: Service Employees International Union (SEIU), the BC Nurses' Association (BCNU), Ontario Nurses Association (ONA), the Hospital Employees' Union (HEU), Christian Labour Association of Canada (CLAC),

Canadian Union of Public Employees (CUPE), UNIFOR, British Columbia General Employees' Union (BCGEU), Healthcare, Office and Professional Employees Union (HOPE), National Organized Workers Union (NOW), Ontario Public Service Employees Union (OPSEU), Service Employees International Union West (SEIU West), Teamsters, Alberta Union of Provincial Employees (AUPE), The Laborers' International Union of North America (LiUNA) and United Food and Commercial Workers Union (UFCW). The Hospital Labour Disputes Arbitration Act (Ontario), which prohibits strikes and lockouts in the senior living sector, governs the Company's long-term care homes' labour relations in Ontario. Other provincial jurisdictions have other prescribed dispute resolution mechanisms in place including essential services legislation. The Company has comprehensive programs to continually develop the knowledge, skills and commitment of its team members, including: orientation and onboarding, online learning, management and leadership development, professional development, quality of work life initiatives, health and safety education, and awards and recognition programs. Employment engagement is evaluated annually.

Timing, Seasonality and Cyclical

The financial results of the Company are impacted by various factors including, but not limited to, timing of funding rate increases or additional funding, occupancy levels, timing of operating expenses and maintenance capital expenditures, seasonality of utility expenses, timing of resident co-payment increases, the timing of disposals and acquisitions, and capital market and financing activities.

CORPORATE IMPACT

Sienna's impact on its team members, its residents and the local communities is highlighted in the Company's 2025 Impact Report published in August 2025.

Sustainability practices across Sienna's operations have long been integrated into its overall strategy and daily business practices and are reflected in the Company's actions and initiatives, each of which affect the quality of life and well-being of residents, their families and team members. Sienna has established a Corporate Impact Steering Company ("**Corporate Impact Committee**") comprising senior leaders of the Company and, in 2021, published its first ESG Report. The Company's most recent Impact Report was published in 2025. In 2023, the Company implemented a Sustainability Policy, formalizing its commitment to sustainability and responsible environmental practices. This policy guides the Company's team members and stakeholders on how the Company intends to address environmental issues.

The Corporate Impact Steering Committee Charter provides that the purpose of the Corporate Impact Committee is to support the Company's ongoing commitment to environmental protection, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively, "**Impact Matters**") by assisting the senior executive team of the Company and the Board in: (a) setting general strategy relating to Impact Matters; (b) developing, implementing, and monitoring initiatives and policies based on that strategy; (c) overseeing communications with employees, residents and their families, investors and stakeholders with respect to Impact Matters; and (d) monitoring and assessing developments relating to, and improving the Company's understanding of, Impact Matters.

For more information on the Company's corporate impact initiatives, including its Impact Report and Corporate Impact Steering Committee Charter, please refer to the Corporate Impact section on the Company's website under <https://www.siennialiving.ca/investors/corporate-impact>.

Corporate Impact Stewardship

The Board has the ultimate responsibility for overseeing and monitoring the Company's environmental, climate, social and governance and corporate social responsibility initiatives. The Corporate Impact Committee regularly receives reports from management on corporate impact initiatives and the status, implementation and expansion thereof. The Chair of the Corporate Impact Committee reports to the Compensation, Governance and

Nominating Committee on corporate impact matters which, in turn, may make recommendations to the Board on relevant corporate impact initiatives.

Diversity, Equity and Inclusion

The Company's approximate 15,000 team members are its most important asset. Creating a positive experience and supporting personal and professional growth are key objectives at Sienna. Attracting and retaining a diverse team and nurturing a culture in which women and people of diverse backgrounds have equal opportunity to achieve their potential are important to Sienna.

A Diverse and Inclusive Workforce

Gender – Sienna's total workforce is predominantly female, with approximately 86% of team members being female. The high percentage of women in the Company's workforce is also reflected in its management team with over 77% of the Company's over 400 leadership positions being held by women.

Gender equality also extends to Sienna's Board which has been committed to increasing female representation on its board. 43% of Sienna's Board, including its Board Chair and Chair of the Investment Committee, are women.

Sienna has been recognized for the fifth consecutive year in the Globe and Mail's 2025 "Women Lead Here" for its commitment to gender diversity and support of female leaders.

Age - Sienna's workforce is equally distributed between the age ranges of under 35, 35 – 50, and over 50, with approximately one third of its team members in each of these age groups.

Sienna Ownership and Reward Program

SOAR was launched to recognize the compassion, effort and dedication that team members bring to Sienna's residents and communities every day. Through this ownership and reward program, team members are further invested in making Sienna a leader in seniors' quality of life and at the same time, have the opportunity to meaningfully invest in the Company and in their future.

SOAR awards common shares of the Company to all permanent employees who have been with the Company for one year or longer. Effective January 1, 2025, SOAR has been expanded from what was originally a one-time award. Through the expanded "SOAR for Service" program, team members are awarded additional shares at significant service milestones throughout their tenure at Sienna (see "Business of the Company – Business Update – Staffing Update – Sienna Ownership and Reward Program" section of this AIF).

Since the start of SOAR, shares have been awarded to approximately 11,700 recipients.

Labour Relations and Union Representation

Labour rights are an important consideration with respect to Sienna's human capital management strategies. Sienna's labour strategy is focused on educating management teams at its local communities, cultivating strong relationships with union stakeholders and aligning its collective agreements to the Company's long-term operational strategies.

Named by Time Magazine as one of Canada's Best Companies in 2025

Sienna's recognition by Time Magazine as one of Canada's Best Companies in 2025 is the result of high team member satisfaction, strong growth and robust sustainability practices. It reflects the passion of the Company's team members who bring Sienna's Purpose to life every day.

Giving Back to the Community

Sienna for Seniors Foundation (“Foundation”)

The Foundation was formed in 2021 as part of Sienna’s ongoing commitment to support the communities it serves across Canada. It allows the Company to raise funds and make donations to a variety of important seniors-related initiatives. Sienna relies on team members from across Canada to identify charities doing impactful work in their communities.

The Foundation receives support from external partners, strengthening its ability to support seniors’ charities in the communities it serves.

In 2025, Sienna was able to significantly expand the reach of the Foundation as a result of record support from both business partners and team members, and was able to pledge its support to a growing number of impactful programs across Canada.

One of the Foundation's significant milestones in 2025 was the groundbreaking partnership with Ontario Tech University and launch of The Sienna Senior Living Research Centre for Healthy Aging and Happiness through the Foundation's \$1.0 million donation - the largest gift since its creation in 2021.

The Foundation is also funding education through post- secondary scholarships at Ontario Tech University, York University and the University of British Columbia.

By supporting education, Sienna is helping to build a stronger, more sustainable workforce that can meet the needs of an aging population.

Improving Sienna’s Environmental Footprint

Addressing Climate Change through Development

The Company's retrofitting and redevelopment initiatives are an opportunity to address climate change in both the Company's existing properties and the development portfolio as the Company adopts environmentally-friendly designs and install energy-efficient features, all with the goal of significantly reducing the environmental footprint of these homes.

The development plans include energy-efficient heating and cooling systems, LED lighting, updated energy-efficient windows and fixtures, and waste management systems to reduce landfill waste.

In late 2025, the Company was awarded the 2025 Energy Efficiency Leadership Award from the BC Care Providers Association for its initiatives toward energy savings.

RISK FACTORS

There are certain risks inherent in an investment in the Company’s securities and in the activities of the Company. The Company is exposed to a number of risks and uncertainties in the normal course of business that have the potential to affect operating performance. The Company has operating and risk management strategies and insurance programs to help minimize these operating risks and uncertainties. In addition, the Company has entity level controls and governance procedures, including a corporate code of business conduct and ethics, whistleblowing procedures, clearly articulated corporate values, and procedures in place to systematically identify matters warranting consideration of disclosure by its Disclosure Committee, and detailed policies outlining the delegation of authority within the Company.

To preserve and enhance shareholder value over the long-term, the Company approaches the management of risk strategically through its disciplined enterprise risk management ("**ERM**") program. The Company conducts an annual ERM assessment which is overseen by the Company's senior management team and is reported to the Board of Directors. A key element of the ERM program is the periodic review, identification and assessment of risk. The ERM framework sets out principles and tools for identifying, evaluating, prioritizing and managing risk effectively across the Company. Senior management participates in a detailed review of enterprise risk in four major categories: strategic, operational, compliance, financial and reporting. In addition, the Company monitors risks and changing economic conditions on an ongoing basis and adapts its operating strategies as needed.

This section describes the principal risks and uncertainties that could have a material adverse effect on the Company's business and financial results. The risks and uncertainties described below may not be the only risks that may impact the Company's business. Additional risks not currently known to the Company or that management currently believes are immaterial may have a material adverse effect on future business and operations. Investors should carefully consider these risks before investing in the securities of the Company. Any discussion about risks should be read in conjunction with "Forward-Looking Statements".

Risks Relating to a Public Company and Common Shares

Volatile Market Price for Securities of the Company

The market price for securities of the Company, including the common shares, may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- changes in estimates of future results of operations of the Company or securities research analysts;
- changes in the economic performance or market valuations of other companies that investors deem comparable to the Company;
- additions to, or departures of, the Company's senior management and other key personnel;
- imposition or removal of re-sale restrictions on common shares issued pursuant to exemptions under applicable securities laws;
- sales or anticipated sales of additional securities, including common shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; and
- news reports relating to trends, concerns or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets may experience price and volume fluctuations that affect the market prices of equity securities of companies and that are unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the securities of the Company may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that fluctuations in price and volume will not occur due to these and other factors.

Sienna is a Holding Company

Sienna is a holding company and a substantial portion of its assets consist of the partnership units of its subsidiaries. As a result, investors in the Company are subject to the risks attributable to its subsidiaries. As a holding company, the Company conducts substantially all of its business through its subsidiaries, which generate

substantially all of its revenues. Consequently, the Company's cash flows and ability to complete existing or future opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to the Company. The ability of these entities to pay distributions to the Company depends on their operating results and may be subject to applicable laws and regulations and to contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of the Company's subsidiaries, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to the Company.

Dividend Policy

Commencing with the December 2012 dividend, the Board established a dividend policy authorizing the declaration and payment of an annual dividend of \$0.90 per common share, to be paid to holders of common shares on a monthly basis. The annual dividend increased by 2% to \$0.918 per common share starting with the September 2018 dividend for shareholders of record on August 31, 2018. The annual dividend was further increased by 2% to \$0.936 per common share starting with the September 2019 dividend for shareholders of record on August 30, 2019. Any determination to pay cash dividends is at the discretion of the Board after taking into account such factors as the Company's financial condition, results of operations, current and anticipated cash needs, regulatory capital requirements, the requirements of any future financing agreements and other factors that the Board may deem relevant. Cash dividends are not guaranteed and may fluctuate or cease based on the performance of the Company.

Compliance with Financial Reporting and Other Requirements as a Public Company

The Company is subject to reporting and other obligations under applicable Canadian securities laws and Toronto Stock Exchange rules, including National Instrument 52-109– *Certification of Disclosure in Issuers' Annual and Interim Filings*.

These reporting and other obligations place significant demands on the Company's management, administrative, operational and accounting resources. Moreover, any failure to maintain effective internal controls could cause the Company to fail to meet its reporting obligations or result in material misstatements in its consolidated financial statements. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially harmed, which could also cause investors to lose confidence in the Company's reported financial information, which could result in a lower trading price of its securities.

Management of the Company does not expect the Company's disclosure controls and procedures and internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that its objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management of the Company's override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Future Sales of the Company's Securities by Directors and Executive Officers

Subject to compliance with applicable securities laws, officers and directors and their associates may sell some or all of their securities in the Company in the future. No prediction can be made as to the effect, if any, such future sales will have on the market price of the Company's securities prevailing from time to time. However, the

future sale of a substantial number of securities by the Company's officers and directors and their associates, or the perception that such sales could occur, may have a material adverse impact on prevailing market prices for the Company's securities.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as directors and/or officers of other companies and consequently there exists the possibility for such directors and officers to be in a position of conflict. Pursuant to applicable law, any decision made by any of such directors and officers involving the Company must be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company.

Dilution and Future Sales of the Company's Securities

The Company's articles permit the issuance of an unlimited number of common shares and an unlimited number of preferred shares, and shareholders have no pre-emptive rights in connection with such further issuances. The directors of the Company have the discretion, subject to compliance with applicable laws, to determine the price and the terms of issue of further issuances of common shares and preferred shares (the “**Preferred Shares**”).

Risks Relating to the Business

General Business Risks

The Company is subject to general business risks, including those inherent in the senior living sector. These risks include changes in government regulation and oversight, changes in consumer preferences, fluctuations in occupancy levels and business volumes, changes in government funding and reimbursement programs, competition from other seniors care providers, changes in neighborhood or location conditions and general economic conditions, natural disasters, health related risks (including disease outbreaks such as COVID-19 and influenza) and control risks, negative media reports or publicity, critical third party supply failures, imposition of new or increased taxes, capital expenditure requirements, and increased operating costs. Additional risks include possible future changes in labour relations, reduction of personnel below acceptable levels (including due to events such as pandemic illness or quarantine), increases in labour and other personnel costs (including pursuant to the pay equity litigation discussed below under "Developments related to Pay Equity"). Any one or a combination of these factors may adversely affect the business, operating results or financial condition of the Company.

Liability and Insurance

The businesses which are carried on, directly or indirectly, by the Company entail an inherent risk of liability, including with respect to injury to or death of its residents. From time to time, the Company is subject to lawsuits as a result of the nature of its businesses, including the class actions described below. The market for insurance for the senior living sector has been challenging and has resulted in increased insurance costs for the Company. The Company maintains business and property insurance policies in amounts and with such coverage and deductibles as deemed appropriate, based on the nature and risks of the businesses, historical experience, industry standards and coverage availability to the sector. There can be no assurance, however, that claims in excess of the insurance coverage or claims not covered by the insurance coverage will not arise or that the liability coverage will continue to be available on acceptable terms. There are certain types of risks, generally of a catastrophic nature, such as floods, earthquakes, power outages, war, terrorism or environmental contamination, which are either uninsurable or are not insurable on an economic basis. A successful claim against the Company not covered by, or in excess of, its insurance may have a material adverse impact on the business, operating results and financial condition of the Company. Claims against the Company, regardless of

their merit or eventual outcome, also may have a material adverse impact on the ability to attract residents or expand the Company's business, and requires management of the Company to devote time to matters unrelated to the operation of the business. Sienna and its consolidated subsidiaries are defendants in various actions and proceedings.

On January 21, 2022, the Superior Court of Justice (the "**Court**") made an order consolidating six proposed class actions in the form ordered by the Court. The aggregate amount of damages claimed in the consolidated claim against the Company is \$260 million.

On March 7, 2024, the Court issued its decision certifying the consolidated claim against the Company on the terms set out in the decision, namely only in respect of the Ontario long-term care homes owned by the Company and with a gross negligence cause of action.

The Company intends to continue to vigorously defend itself against the consolidated claim.

Given the status of the proceedings, management is unable to assess the potential impact of the consolidated claim, on the Company's financial results.

On November 20, 2020, the Ontario government enacted the *Supporting Ontario's Recovery Act* (the "**Recovery Act**"). The Recovery Act provides civil liability protection to organizations that made a good faith effort to follow public health guidance and COVID-19 related laws, and did not act with gross negligence. The Recovery Act also deems existing civil proceedings related to COVID-19 exposure to be dismissed without costs and will bar future proceedings from being brought, as long as the defendant acted in good faith and not with gross negligence.

Developments Related to Pay Equity

The Company along with a number of other industry participants and the Ontario government are currently engaged in various proceedings with several unions regarding pay equity maintenance for employees at long-term care facilities, for which wages and benefits are typically funded by the MLTC. In one such proceeding, the Supreme Court of Canada denied leave to appeal and upheld the appellate court ruling that the proxy method should be used and comparisons should be made to an outside sector. The Company and the other participants in the long-term care sector are working with the unions and government to assess the impact of the ruling and establish a framework for pay equity suitable for the sector.

Given the current status of the proceedings and significant number of judgements required in establishing the pay equity framework that will impact the measurement of any potential provision, including ongoing discussions with the unions amongst the parties, management has assessed the conditions required for a provision and have concluded that it is not possible to reliably measure the potential outflow of resources, and accordingly no provision has been recorded in the consolidated financial statements as at December 31, 2025.

Labour Intensive Operations

The business of the Company is labour intensive, with labour related costs comprising a substantial portion of the Company's direct operating expenses. The Company's businesses compete with other providers with respect to attracting and retaining qualified personnel. Any shortage of qualified personnel and general inflationary pressures may require the Company to enhance its pay and benefits package to compete effectively for such personnel or hire temporary agency staff. Long-term care communities in British Columbia are subject to direct care hour requirements by the respective health authorities for funding eligibility. An increase in labour-related costs or a failure to attract, train and retain qualified and skilled personnel may have a material adverse impact on the business, operating results and financial condition of the Company.

Reliance on Key Personnel

The Company's success depends upon the retention of senior management. There can be no assurance that the Company would be able to find qualified replacements for the individuals who make up its senior management team if their services were no longer available. The loss of services of one or more members of such senior management team may have a material adverse impact on the business, operating results and financial condition of the Company. The Company does not currently carry any "key man" life insurance in respect of any of its executives.

Long-Term Care Funding

The mandate of certain provincial and regional health regulators includes the authorization to determine the co-payment fees that residents pay to long-term care communities. Provincial and regional health regulators also provide funding for care and support programs in long-term care communities and subsidize accommodation costs for qualifying residents. Risk exists that provincial and regional health regulators may reduce the level of, or eliminate, such fees, payments or subsidies to residences in the future. There can be no assurance that the current level of such fees, payments and subsidies will be continued or that such fees, payments and subsidies will increase commensurate with expenses of operating long-term care communities. A reduction of these fees, payments or subsidies or their failure to increase commensurate with expenses may have a material adverse impact on the business, operating results and financial condition of the Company.

Funding Adjustments in the Current Year

Reconciliations of funding versus actual expenses are performed annually, based on previous calendar years. From time to time, the reconciliations will result in current year adjustments made in respect of the prior years. These "prior period adjustments" can have either a favourable or unfavourable impact on NOI generally related to differences identified in the reconciliation attributable to occupancy days, special circumstances and differences between projected and actual property tax.

Interest Rate and Inflation Risk

The Company is exposed to interest rate risk primarily through its variable-rate debt and the refinancing of maturing fixed-rate debt. In a rising interest rate environment, the cost of acquisitions and financing rises, which may negatively impact the Company's business, financial condition and results of operations. To mitigate this risk, the Company utilizes interest rate hedging strategies where appropriate and maintains a diversified debt maturity profile.

The rate of inflation impacts the general economic and business environment in which the Company operates. Inflationary pressures experienced domestically and globally, external supply constraints, tight labour markets and strong demand for goods and resources, together with the imposition by governments of higher interest rates or wage and price controls as a means of curbing inflationary increases, puts pressure on the Company's acquisition, financing, operation and labour costs and could negatively impact the Company's business, financial condition and results of operations. If inflation persists and interest rate is climbing, an economic contraction is possible. Higher inflation and the prospect of moderated growth also negatively impacts the debt and equity markets in which the Company may seek capital, and in turn might impact its ability to obtain capital in the future on favourable terms, or at all. While the Company's market position provides it with flexibility to navigate volatile economic conditions, there can be no assurances regarding the impact of a significant economic contraction on its business, operations, and financial performance.

Information Technology Risk

The Company is a party to agreements with third parties for hardware, software, network, telecommunications and other information technology ("IT") services in connection with its operations. The Company's efficient operation of its business depends, in part, on computer hardware and software systems and on how well the Company and its suppliers protect networks, equipment, systems and software against damage from a number of threats (including cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, malware, vandalism, ransomware and theft). The Company's operations also depend on the timely maintenance, upgrade and replacement of systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in IT system failures, delays and/or increase in capital expenses. The failure of IT systems could, depending on the nature of any such failure, adversely impact the Company's reputation and may have a material adverse impact on the business, operating results and financial condition of the Company.

Privacy and Cybersecurity Risk

Information systems are vulnerable to security threats, including cybersecurity incidents. A cybersecurity incident is considered to be any intentional or unintentional material adverse event that threatens the confidentiality, integrity or availability of the Company's information resources, including malicious software, attempts to gain unauthorized access to data or information systems, and other electronic security breaches that could lead to disruptions in critical systems, unauthorized release of confidential or otherwise protected information and corruption of data. Moreover, cybersecurity attacks against large organizations are increasing in sophistication and are often focused on financial fraud, compromising sensitive data for inappropriate use or disrupting business operations. As a custodian of personal information, including health information, relating to residents and employees, the Company is exposed to the potential loss, misuse or theft of any such information, which could result in reputational damage, potential liability to third parties, additional regulatory scrutiny and fines and litigation and other costs and expenses.

The Company takes data privacy and protection seriously and has implemented processes, procedures and controls to help mitigate these risks. Access to personal data is controlled through physical security and IT security measures, and team members are frequently trained in the safeguarding of sensitive information. For information stored with or processed by third parties, the Company undertakes due diligence prior to working with them and uses contractual means to ensure compliance to standards set by the Company. Additionally, the Company monitors and assesses risks surrounding collection, use, storage and protection practices of personal data. However, these measures, as well as its increased awareness of a risk of a cybersecurity incident, do not guarantee that the Company's financial results would not be negatively impacted by such an incident.

Although to date the Company has not experienced any material losses relating to cybersecurity or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As cybersecurity threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities. Any of the foregoing events could have a material adverse impact on the business, operating results and financial conditions of the Company.

Government Regulation

Both long-term care communities and retirement residences are subject to extensive regulation with the potential for regulatory change. There can be no assurance that future regulatory changes affecting the seniors' housing industry would not have a material adverse impact on the business, operating results and financial condition of the Company.

All long-term care communities and retirement residences are required to be licensed and adhere to quality control, public health, infection control and other care-related operating standards. Accordingly, all long-term care communities and retirement residences are subject to regulatory inspections to ensure compliance with applicable regulations and to investigate complaints, including complaints related to resident injury or death. It is not unusual for the stringent inspection procedures to identify deficiencies in operations. Every effort is made by the Company to correct legitimate problem areas that have been identified. It is possible that the Company may not be able to remedy deficiencies or address complaints within the time frames allowed or in a manner satisfactory to the applicable regulatory authority, which could lead to periods of enhanced monitoring and the imposition of sanctions (such as limiting admissions in the case of a long-term care community), and penalties and fines, which, in turn, may have a material adverse impact on the business, operating results and financial condition of the Company. Further, once deficiencies have been corrected, it could nonetheless take a period of time before public records note the compliance.

While the Company has obtained all currently required licences and registrations, there can be no assurances that the Company will be able to obtain all necessary licences and registrations in the future or that future regulatory changes affecting retirement residences would not have a material adverse impact on the business, operating results and financial condition of the Company.

Competition

Numerous other senior living residences, predominantly retirement residences, compete with the Company's retirement residences in seeking residents. The existence of competing owners and competition for the Company's residents may have a material adverse impact on the Company's ability to attract residents to its senior living residences and on the rents charged and may have a material adverse impact on the business, operating results and financial condition of the Company.

Tariffs and Trade Restrictions

The Company's operations and financial performance may be impacted by changes in tariffs, trade restrictions, or other regulatory measures imposed by domestic or foreign governments. The announced imposition of tariffs by the United States (the "**U.S. Tariffs**") and retaliatory measures between governments may cause multifaceted effects on the Canadian economy and the senior living sector. While the Company operates exclusively in Canada, the U.S. Tariffs may adversely impact the Company's operations by causing supply chain disruptions, economic downturn, inflationary pressures, and uncertainty in capital markets. Failure of the Company to mitigate the negative effects of the U.S. Tariffs on its business could have a material adverse impact on the operating results and financial condition of the Company.

Credit Ratings

The credit ratings assigned to the Company are an assessment of the Company's ability to pay its obligations. The Company received a "BBB" investment grade credit rating with a "Stable" trend from Morningstar. DBRS has also assigned a rating "BBB", with "Stable" trend, to the Company's 2.82% Series C Unsecured Debentures due March 31, 2027 (the "**Series C Unsecured Debentures**"), the 4.436% Series D Unsecured Debentures due October 17, 2029, the 4.112% Series E Unsecured Debentures due August 21, 2030 and the 3.524% Series F Unsecured Debentures due December 18, 2028. There is no assurance the Company will continue to receive such credit ratings. Thus, real or anticipated changes in the Company's credit ratings may affect its capital structure and may have a material adverse impact on the business, operating results and financial condition of the Company.

Financing Risk

The Company expects its working capital needs and capital expenditure needs to increase in the future as it continues to expand and enhance its portfolio. The Company's ability to raise additional capital will depend on the financial success of its current business and the successful implementation of its key strategic initiatives as well as, financial, economic and market conditions and other factors, some of which are beyond its control. No assurance can be given that it will be successful in raising the required capital at reasonable cost and at the required times, or at all. Further equity financings may have a dilutive effect on the value of the Common Shares. If the Company is unsuccessful in raising additional capital, it may not be able to continue its business operations and advance its growth initiatives, which may have a material adverse impact on the business, operating results and financial condition of the Company.

The Company was in compliance with its financial covenants as at December 31, 2025. However, there can be no assurance that future covenant requirements will be met. The Company's credit facilities and other debt may be affected by its ability to remain in compliance with their respective terms. If the Company does not remain in compliance with its financial covenants, its ability to amend the covenants or refinance its debt may be affected.

A portion of the Company's cash flow is devoted to servicing its debt and there can be no assurance that the Company will continue to generate sufficient cash flow from operations to meet the required interest and principal payments on its debt. If the Company were unable to meet such interest or principal payments, it may be required to seek renegotiation of such payments or obtain additional equity, debt or other financing. If this were to occur, it may have a material adverse impact on the business, operating results and financial condition of the Company. The Company is subject to the risk that its existing indebtedness may not be able to be refinanced at maturity or that the terms of any refinancing may not be as favourable as the terms of its existing indebtedness. If the Company requires additional debt financing, its lenders may require it to agree to restrictive covenants that could limit its flexibility in conducting future business activities or that contain provisions that, upon an event of default, result in the acceleration of repayment of amounts owed and that restrict the amount of dividends, if any, that may be paid to its shareholders. Some of the Company's current debt instruments include such covenants.

Acquisitions, Dispositions and Development

The success of the Company's business acquisition, disposition and development activities will be determined by numerous factors, including the ability of the Company to identify suitable acquisition or development targets, competition for transactional opportunities, purchase and sale prices, the Company's ability to obtain adequate financing on reasonable terms, the financial performance of acquired businesses and the ability of the Company to effectively integrate and operate acquired businesses. Acquisitions, dispositions and development agreements entered into with third parties may be subject to unknown, unexpected or undisclosed liabilities which could have a material adverse impact on the Company's operations and financial results. Representations and warranties given by such third parties to the Company may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. Further, the acquired businesses may not meet financial or operational expectations of performance due to unexpected costs associated with the acquisition or development of an acquired property, as well as the general investment risks inherent in any real estate investment. In addition, the letters of intent and purchase or sale agreements entered into with third parties with respect to such acquisitions or dispositions, as applicable, are generally subject to certain closing conditions, and in some cases, the granting of regulatory approvals. Such acquisitions or dispositions may not be completed due to the failure to satisfy closing conditions or the failure to receive required regulatory approvals and certain funds paid by the Company may not be recoverable. Moreover, new acquisitions may require significant attention from management of the Company or capital expenditures that would otherwise be allocated to existing businesses. Any failure by the Company to identify suitable targets for

acquisition or disposition, or to operate acquired businesses effectively, may have a material adverse impact on the business, operating results and financial condition of the Company.

The Company is pursuing development activities with partners. These activities create development-specific risks, including liens, constructions delays, increasing costs, labour disputes, delays in obtaining municipal and regional approvals and disputes with development partners. Delays and cost over-runs may occur in completing the construction of development projects that may be undertaken. A number of factors that could cause delays or cost over-runs include, but are not limited to, site conditions, permitting delays, changing engineer and design requirements, the performance of contractors, labour and supply chain disruptions generally or due to public health crises, pandemics or epidemics, adverse weather conditions and availability of financing. Any of the foregoing may have a material adverse impact on the business, operating results and financial condition of the Company.

Redevelopment of Class B and C Residences

The redevelopment of the Company's Class B and Class C beds in Ontario require regulatory approvals and may include significant capital outlays. To the extent such redevelopment plans proceed on significantly different timing or terms, including with respect to budgets or the levels of expected funding, there may be a material adverse impact on the business, operating results and financial condition of the Company.

Capital Intensive Industry

The ability of the Company to maintain and enhance its properties in a suitable condition to meet regulatory standards, operate efficiently and remain competitive in its markets requires it to commit a portion of cash to its facilities and equipment. Significant future capital requirements may have a material adverse impact on the business, operating results and financial condition of the Company.

Labour Relations

A majority of the team members working at the Company's properties are unionized with approximately 90% of team members represented by unions, including the following: Service Employees International Union ("SEIU"), the BC Nurses' Association ("BCNU"), Ontario Nurses Association ("ONA"), the Hospital Employees' Union ("HEU"), Christian Labour Association of Canada ("CLAC"), Canadian Union of Public Employees ("CUPE"), UNIFOR, British Columbia General Employees' Union ("BCGEU"), Healthcare, Office and Professional Employees Union ("HOPE"), National Organized Workers Union ("NOW"), Ontario Public Service Employees Union ("OPSEU"), Service Employees International Union West ("SEIU West"), Teamsters, Alberta Union of Provincial Employees ("AUPE"), The Laborers' International Union of North America ("LIUNA") and United Food and Commercial Workers Union ("UFCW"). In addition, pursuant to an agreement with the British Columbia Ministry of Health, HEABC and the Facilities Bargaining Association, care operators in British Columbia may be required to become members of HEABC.

While the Company has traditionally maintained positive labour relations, there can be no assurance the Company will not at any time, whether in connection with a renegotiation process or otherwise, experience strikes, labour stoppages or any other type of conflict with unions or team members, which may have a material adverse impact on the business, operating results and financial condition of the Company. Notwithstanding the foregoing, all long-term care communities in Ontario are governed by the *Hospital Labour Disputes Arbitration Act*), which prohibits strikes and lockouts in the senior living industry. As a result, collective bargaining disputes in Ontario are more likely to be resolved through compulsory third-party arbitration. Other provincial jurisdictions have other prescribed dispute resolution mechanisms in place including essential services legislation.

Workplace Health and Safety

Failure to comply with appropriate and established workplace health and safety policies and procedures or applicable legislative requirements could result in increased work-related injury or illness, fines and/or penalties and reputational harm and thus have a material adverse effect on the business, results of operations and financial condition of the Company.

Joint Venture Interests

The Company has entered into several joint-venture arrangements in respect of certain of the Company's seniors' housing operations and continues to seek more such opportunities. Joint-venture arrangements have the benefit of sharing the risks associated with ownership and management of properties, including those risks described elsewhere in this section. However, if joint venture arrangements or partnerships do not perform as expected or default on financial obligations, the Company has an associated risk. The Company aims to reduce this risk by seeking to negotiate contractual rights upon default, by entering into agreements with financially stable partners and by working with partners who have a successful record of operating and completing development projects. Nevertheless, such investments may involve risks not present in investments where a third party is not involved, including, without limitation, (i) the possibility that a co-venturer may have financial difficulties resulting in a negative impact on such investment; (ii) the possibility that a co-venturer may have economic or business interests or goals which are inconsistent with those of the Company (including relating to the sale of properties held in the joint venture or the timing of the termination and liquidation of such joint venture); (iii) the risk that a co-venturer may be in a position to take action contrary to the Company's investment objectives; (iv) the risk that a co-venturer may, through its activities on behalf of or in the name of the joint venture or partnership, expose or subject the Company to liability; or (v) the need to obtain a co-venturer's consent with respect to major decisions or the inability to have any decision making authority. In addition, the sale or transfer of interests in certain of joint ventures may be subject to certain requirements, such as rights of first refusal, rights of first offer or drag-along rights, and certain of the joint venture agreements may provide for buy-sell or similar arrangements. Such rights may limit the Company's ability to sell an interest in a property or a joint venture within the time frame or otherwise on the basis the Company desires. Additionally, drag-along rights may be triggered at a time when the Company may not intend to sell a property and the Company may be forced to do so at a time when it would not otherwise be in the Company's best interest or on disadvantageous terms. Any of the foregoing may have a material adverse impact on the business, operating results and financial condition of the Company.

Real Property Ownership

All real property investments are subject to a degree of risk. They are affected by various factors, including changes in general economic conditions (such as the availability of long-term mortgage funding) and in local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to residents, competition from other available space and various other factors, including increasing property taxes. In addition, fluctuations in interest rates may have a material adverse impact on the business, operating results and financial condition of the Company.

Damage to Administrative Operations or Properties

The Company's ability to sustain or grow its business is heavily dependent on efficient, proper and uninterrupted operations at its properties. Power failures or disruptions, breakdown, failure or substandard performance of equipment, improper installation or operation of equipment and destruction of buildings, equipment and other facilities due to natural disasters or other causes could severely affect its ability to continue operations. While the Company does maintain certain insurance policies covering losses due to fire, lightning and explosions, there can be no assurance its coverage would be adequate to compensate the Company for the actual cost of replacing

such buildings, equipment and infrastructure nor can there be any assurance that such events would not have a material adverse impact on the business, operating results and financial condition of the Company.

Licence Terms

In Ontario, the FLTCA establishes a licence term regime for all long-term care communities. The licence terms for Company's residences range from 15 years for Class B and C residences to 30 years for Class A residences. Under the FLTCA, ultimate control of long-term care licences in Ontario remains with the MLTC, including approval of new licences, transfer, and renewal or revocation of existing licences. Although the licence does not support any guarantee of continued operation beyond the term of the licence, based on the current demographics in Canada and the demand for long-term care beds which is projected to increase, management of the Company is of the view that licences will continue to be renewed. In British Columbia, the CCALA establishes a licence term regime for all long-term care communities. In Alberta, the CCA establishes authority and oversight for licensing, accommodations, and the delivery of publicly funded health care in the continuing care system. A failure of the Company's long-term care licences to be renewed or conditionally renewed may have a material adverse impact on the business, operating results and financial condition of the Company.

Outbreaks

The occurrence of a pandemic, epidemic, or other outbreak of an infectious illness or other public health crisis in areas in which the Company operates could have a material adverse effect on the business, operating results and financial condition of the Company. Enhanced procedures, protocols and care put in place to assist in reducing the likelihood of exposure or addressing actual illness in the Company's long-term care communities and retirement residences (for example, bans, limits or suspensions of admissions, testing of residents and team members, enhanced screening and use of personal protective equipment (PPE) may result in increased costs. In addition, a pandemic, epidemic or other outbreak may adversely impact the Company's operations by causing staffing and supply shortages. Resident satisfaction and team member engagement may also be adversely impacted during this period.

Although continued or enhanced government funding or assistance may mitigate some of these impacts, there is no certainty of the extent to which that will be the case. In addition, outbreaks, such as COVID-19, cause the Company's residences and its management to spend considerable time planning for and addressing such events, which diverts their attention from other business matters.

Any outbreak may cause an economic slowdown and increased volatility in financial markets, which could have a material adverse effect on the business, results of operations and financial condition of the Company with the potential to impact, among others: (i) the valuation of the Company's properties and assets; (ii) the availability or the terms of financing that the Company has or may anticipate utilizing; (iii) the Company's ability to make principal and interest payments on, or refinance, any outstanding debt when due; (iv) the occupancy rates in the Company's properties; (v) the ability of residents to satisfy their payment obligations to the Company, including the payment of rent; and (vi) the market price for the equity securities of the Company. Further, the Company may be exposed to claims related to COVID-19 and other outbreaks, including class actions and other lawsuits, labour proceedings, union complaints, inquiries, and investigations.

The Company has been named as a defendant in litigation related to its handling of the COVID-19 pandemic in its residences. There is risk that further litigation could be commenced by, or on behalf of, persons impacted by an outbreak at a Sienna residence which, even if not meritorious and even if covered by the Company's insurance, could result in increased operating costs to the Company.

Ongoing outbreaks may result in some or all of these negative outcomes and adversely impact the business, operating results and financial condition of the Company. There can be no assurances that a pandemic, epidemic

or outbreak of a contagious illness, such as COVID-19, would not have a material adverse effect on the business, operating results and financial condition of the Company.

Climate Change

The Company is exposed to climate change risk from natural disasters and severe weather, such as floods, ice storms, windstorms, earthquakes, wildfires or other severe weather that may result in damage or loss to its long-term care communities or retirement residences. These adverse events could cause substantial damage and/or revenue losses as well as cost increases. There can be no assurance that damages or losses caused by these adverse weather and natural events will be fully covered by insurance. Climate change may also have indirect effects on the Company's business by increasing the cost of property insurance on terms the Company finds acceptable or making it unavailable.

Over time, climate change may also affect the Company's operational expenses, including utilities and preventative maintenance expenses, as temperatures fluctuate. In addition, changes in federal, provincial or local legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of existing properties and could also require the Company to spend more on new developments or redevelopments without a corresponding increase in revenue.

Environmental Liabilities

The Company is subject to various environmental laws and regulations under which it could become liable for the costs of removing or remediating certain hazardous, toxic or regulated substances released on or in the properties it owns or manages, or which have been disposed of at other locations, in some cases regardless of whether or not the Company knew of or was responsible for their presence. The failure to address such issues may adversely affect the Company's ability to sell properties or to borrow using properties as collateral and/or could potentially result in claims against the Company. Management of the Company is not currently aware of any material non-compliance, liability or other claim in connection with any of the Company's owned properties or those it manages. It is the Company's operating policy to obtain a Phase I environmental site assessment, conducted by an independent and experienced environmental consultant, prior to acquiring or financing any property, or to otherwise obtain applicable reliance letters in respect thereof. Where Phase I environmental site assessments identify sufficient environmental concerns or recommend further assessments, Phase II or Phase III environmental site assessments are conducted. Notwithstanding the foregoing, there can be no assurance that the Company will not be required, at some future date, to incur significant costs to comply with environmental laws, or that the Company's operations, business, assets, cash flow or the market price of the Company's common shares will not be materially adversely affected by current or future environmental liabilities.

Environmental laws and regulations may change and the Company may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations may have a material adverse impact on the business, operating results and financial condition of the Company.

Corporate Responsibility and ESG

There is an increasing focus by investors, institutional investors, market participants, and other stakeholders on sustainability practices and environmental, social and governance ("ESG") initiatives of companies. Although the Company makes disclosures surrounding ESG and prioritizes diversity and sustainability initiatives, there can be no assurances that it will score highly on ESG matters in the future. Investors may use ESG scores to compare peer companies when evaluating their investment strategies. The criteria by which ESG practices are assessed are constantly evolving, which could result in greater expectations and may require the Company to undertake costly initiatives to satisfy any new criteria. If the Company elects not to or is unable to satisfy new

criteria, including not meeting the criteria of a specific third-party evaluator of ESG scores, some investors may conclude that the Company's business practices are inadequate. The Company may face reputational damages in the event that its corporate responsibility standards do not meet the standards that various stakeholders seek. In the event that the Company communicates to undertake certain ESG goals or initiatives, and should it fail or perceive to have failed in achieving the goals or initiatives, it could be criticized for the scope of its goals or initiatives. If the Company fails to meet or satisfy the ESG expectations of stakeholders or investors, or its initiatives are not executed as planned, this could negatively impact its financial condition and performance and cause the value of the Common Shares to decline. In addition, the Company could incur additional costs and require additional resources to help monitor, reply, and comply with various ESG practices. Investors may decide to refrain from investing in the Company as a result of their assessment of its approach and consideration of various ESG factors.

Tax Rules and Regulations

The Company is subject to audits from federal and provincial tax jurisdictions and is therefore subject to risk in the interpretation of tax legislation and regulations. Tax rules and regulations are complex and require careful review by the Company's tax management and its external tax consultants. Differences in interpretation of tax rules and regulations could result in tax assessments and penalties for the untimely payment of the determined tax liability, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Geographic Concentration

A majority of the business and operations of the Company is conducted in Ontario, although the Company also has a significant presence in Saskatchewan and British Columbia, and manages a property in Alberta. In 2025, the Company completed its acquisition of four continuing care homes in Alberta. The fair value of the Company's assets and the income generated therefrom may be adversely impacted by changes in local and regional economic conditions in these jurisdictions.

Social Media and Company Publicity

There has been a marked increase in the use of social media platforms and similar channels, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability and impact of information on social media platforms is virtually immediate and the accuracy of such information is not independently verified. The opportunity for dissemination of information, including inaccurate information, is seemingly limitless and readily available. The Company's reputation is important for attracting new residents and team members as well as providing continued services to existing residents. While the Company believes that it has a good reputation and that it provides residents with a superior service, there can be no assurance that the Company will continue to maintain a good relationship with its residents or team members or avoid negative publicity. Negative posts or comments about the Company or its business on the internet or any social networking website or platform could damage the Company's reputation. In addition, despite the Company's efforts to educate and inform its team members regarding confidential information, they or others may disclose non-public material information relating to the Company's business through these or other channels. Any such breach of confidentiality or negative publicity could have a material adverse effect on the Company's reputation, business, financial condition, operating results and cash flows.

Artificial Intelligence

The Company may incorporate artificial intelligence ("AI") solutions into its IT infrastructure, and these applications may become important in its operations over time. The Company's competitors or other third parties

may incorporate AI into their products and services more quickly or more successfully than that Company, which could impair its ability to compete effectively and adversely affect its results of operations. Additionally, if the content, analyses, search results or recommendations that AI applications assist in producing are, or are alleged to be, deficient, inaccurate, or biased, the Company's business, reputation, financial condition, and results of operations could be adversely affected.

The use of AI applications may result in cybersecurity incidents which could adversely affect the Company's reputation and results of operations. AI also presents emerging ethical issues, such as the proper use of copyrighted material with AI applications, and if the Company's use of AI becomes controversial, it may experience brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI, including potential government regulation of AI, may require significant resources to develop, test and maintain the Company's IT infrastructure and systems to ensure the Company implements AI ethically and minimizes any unintended and harmful impacts.

DIVIDEND POLICY

The Company's dividend policy is at the discretion of the Board.

The chart below sets out the amount of cash dividends paid by the Company for each of the three most recently completed fiscal years.

Year-Ended December 31	Cash Dividend per Common Share
2023	\$0.936 ⁽¹⁾
2024	\$0.936 ⁽²⁾
2025	\$0.936 ⁽³⁾

Notes:

- (1) Based on a monthly distribution of \$0.0780 per Common Share for the months of January – December 2023.
- (2) Based on a monthly distribution of \$0.0780 per Common Share for the months of January – December 2024.
- (3) Based on a monthly distribution of \$0.0780 per Common Share for the months of January – December 2025.

Future dividends, if any, will depend on the operations and assets of the Company and will be subject to various factors, including, without limitation, the Company's financial condition, results of operations, current and anticipated cash needs, regulatory capital requirements, the requirements of any future financing agreements, provisions of applicable law (including satisfying the dividend solvency test applicable to BCBCA companies) and other factors that the Board may deem relevant. There can be no guarantee that the Company will maintain its current dividend policy. See "Risk Factors" section of this AIF.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company consists of: (a) one special share; (b) an unlimited number of Common Shares; and (c) an unlimited number of Preferred Shares, issuable in series. The special share was issued on the formation of SSLI and was redeemed, for nominal consideration, immediately following closing of the IPO and no further special shares may be issued. As at the close of business on February 19, 2026, the Company had 99,388,198 outstanding Common Shares and no outstanding Preferred Shares.

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of shareholders of the Company, except meetings of holders of another class of shares. Each Common Share entitles the holder thereof to one vote.

Subject to the preferences accorded to holders of any other shares of the Company ranking senior to the Common Shares from time to time with respect to the payment of dividends, holders of Common Shares are entitled to receive, if, as and when declared by the Board, such dividends as may be declared thereon by the Board from time to time in equal amounts per share on the Common Shares at the time outstanding, without preference or priority.

In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Company, or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs (a “**Distribution**”), holders of Common Shares are entitled, after payment of debts and other liabilities, in each case subject to the preferences accorded to the holders of any other shares of the Company ranking senior to the Common Shares from time to time with respect to payment on a Distribution, to share equally, share for share, in the remaining property of the Company.

Preferred Shares

The Preferred Shares in the capital of the Company are issuable at any time and from time to time in one or more series. The Board is authorized to fix before issue the number of, the consideration per share of, the designation of, and the provisions attaching to, the Preferred Shares of each series, which may include voting rights, the whole subject to the issue of a certificate of amendment setting forth the designation and provisions attaching to the Preferred Shares or shares of the series. The Preferred Shares of each series will rank on par with the Preferred Shares of every other series and will be entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares with respect to payment of dividends and on a Distribution. If any cumulative dividends (whether or not declared), non-cumulative dividends declared or amounts payable on a return of capital are not paid in full, the Preferred Shares of all series will participate rateably in accordance with the amounts that would be payable on such Preferred Shares if all such dividends were declared and paid in full or the sums that would be payable on such shares on the return of capital were paid in full, as the case may be.

Fifth Amended and Restated Shareholders’ Rights Plan

Background

On March 23, 2010, following the Company’s IPO, the Board adopted the original shareholder rights plan of the Company, which has been amended and restated to reflect certain amendments over time and was most recently reconfirmed by shareholders at the annual and special meeting of the shareholders held on May 28, 2025 (the “**Rights Plan**”).

Summary

The following is a summary of certain material provisions of the Rights Plan between the Company and Computershare Trust Company of Canada dated May 28, 2025, a copy of which is available on SEDAR+ (accessible at www.sedarplus.ca). This summary does not purport to be complete and is qualified entirely by the Rights Plan. Capitalized terms used in this summary and not otherwise defined have the meaning ascribed thereto in the text of the Rights Plan.

Pursuant to the Rights Plan, the Company has issued one right (a “**Right**”) for each Common Share that is currently outstanding and will issue one Right for each Common Share issued during the currency of the Rights Plan.

The Rights Plan utilizes the mechanism of the “**Permitted Bid**” (as described below) to require all potential bidders for the Company to comply with the conditions specified in the Permitted Bid provisions or else be subject to the dilutive features of the Rights Plan. The Rights Plan is designed to make it impractical for any person to acquire more than 20% of the outstanding Common Shares without the approval of the Directors except pursuant to the Permitted Bid procedures or pursuant to certain other exempt transactions outlined below.

Separation Time

The Rights will separate and trade separately from the Common Shares after the Separation Time (as defined below). Following the Separation Time, separate certificates evidencing the Rights (“**Rights Certificates**”) will be provided for shareholders as of the Separation Time and each separate Rights Certificate alone will evidence the Rights. Registration of interests in and transfer of the Rights will be made only through a book entry system administered by CDS Clearing and Depository Services Inc.

The “**Separation Time**” is the close of business on the 10th Business Day following the earliest of:

- (a) the date of the first public announcement made by the Company or an Acquiring Person that a person has become an Acquiring Person;
- (b) the date of the commencement of, or first public announcement of the intent to commence, a take-over bid (other than a Permitted Bid or a Competing Permitted Bid) by any person (an “**Offeror**”) for the Common Shares;
- (c) the date upon which a Permitted Bid ceased to be a Permitted Bid; or
- (d) such later date as may be determined by the Board.

If any take-over bid triggering the Separation Time expires or is cancelled, terminated or otherwise withdrawn prior to the Separation Time, the bid shall be deemed, for the purposes of determining the Separation Time, never to have been made.

Exercise Price of Rights

The initial exercise price established under the Rights Plan is \$100 per Common Share. After the Separation Time and prior to the occurrence of a Flip-In Event (as defined below), each Right entitles the registered holder to purchase one Common Share at the exercise price of \$100 per Common Share, subject to certain anti-dilution adjustments and other rights as will be set out in the Rights Plan. The terms of the Rights adjust significantly upon the occurrence of a “Flip-In Event”, as described below.

Flip-In Event

A “**Flip-In Event**” is triggered when a person becomes an Acquiring Person. Upon the occurrence of a Flip-in Event, the Company must take such action as shall be necessary to ensure that each Right (except for Rights beneficially owned by the persons specified below) shall thereafter constitute the right to purchase from the Company upon exercise thereof in accordance with the terms of the Rights Plan that number of Common Shares having an aggregate market price on the date of the consummation or occurrence of such Flip-In Event equal to twice the exercise price, for an amount in cash equal to the exercise price. By way of example, if at the time of such announcement the exercise price of the Rights is \$100 and the Common Shares have a market price of \$10

per Common Share, the holder of each Right would be entitled to purchase the number of Common Shares that has in the aggregate a market price of \$200 (i.e., 20 Common Shares in this example) for a price of \$100, that is, at a 50% discount.

The Rights Plan provides that Rights that are beneficially owned by:

- (a) an Acquiring Person, any affiliate or associate of an Acquiring Person, any person acting jointly or in concert with an Acquiring Person, or any affiliate or associate of such Acquiring Person; or
- (b) a transferee, direct or indirect, of Rights from any of the foregoing,

shall in certain circumstances become null and void without any further action and any holder of such Rights (including transferees) shall not have any rights whatsoever to exercise such Rights under any provision of the Rights Plan.

Acquiring Person

An “**Acquiring Person**” is a person who beneficially owns 20% or more of the outstanding Common Shares. An Acquiring Person does not, however, include:

- (a) the Company or any other affiliate controlled by the Company;
- (b) any person who owns, directly or indirectly, 20% or more of the securities of SSLI on closing of the IPO (a “**Grandfathered Person**”), provided, however, that this exemption shall not be, and shall cease to be, applicable to a Grandfathered Person in the event that such Grandfathered Person shall, after closing of the IPO, become the owner, directly or indirectly, of an additional 1% of the outstanding Common Shares, other than pursuant to certain exempt transactions described below; or
- (c) any person who becomes the beneficial owner of 20% or more of the Common Shares as a result of certain exempt transactions.

Where a Person is deemed to beneficially own the Common Shares issuable under that Person’s Convertible Securities, those Common Shares will be considered to be outstanding for purposes of calculating the number and percentage of Common Shares beneficially owned by that Person.

Exempt transactions include:

- (a) specified acquisitions or redemptions of Common Shares;
- (b) acquisitions pursuant to a Permitted Bid (which may include a Competing Permitted Bid), as described below; or
- (c) acquisitions of Common Shares in exchange for additional properties being acquired by the Company.

Permitted Bids and Competing Permitted Bids

A “**Permitted Bid**” means a bid which is made by an Offeror by means of a take-over bid circular and which also complies with the following additional provisions:

- (a) the bid is made to all holders of Common Shares, other than the Offeror, as registered on the books of the Company;
- (b) the bid contains, and the take-up and payment for securities tendered or deposited thereunder is subject to, irrevocable and unqualified conditions that (A) no Common Shares shall be taken up or paid for pursuant to the bid prior to the close of business on the date which is not less than 105 days following the date of the bid and (B) no Common Shares shall be taken up or paid for pursuant to the bid unless, at the date referred to in (A) above, more than 50% of the Common Shares held by independent shareholders shall have been deposited or tendered pursuant to the bid and not withdrawn;
- (c) the bid contains an irrevocable and unqualified provision that, unless the bid is withdrawn, Common Shares may be deposited pursuant to such bid at any time prior to the close of business on the date of first take-up or payment for Common Shares and that any Common Shares deposited pursuant to the bid may be withdrawn until taken up and paid for; and
- (d) the bid contains an irrevocable and unqualified provision that if, on the date on which Common Shares may be taken up or paid for, more than 50% of the Common Shares held by independent shareholders shall have been deposited or tendered pursuant to the bid and not withdrawn, the Offeror will make a public announcement of that fact and the bid will remain open for deposits and tenders of Common Shares for not less than 10 days from the date of such public announcement;

provided that if a bid constitutes a Competing Permitted Bid, the term “Permitted Bid” shall also mean the Competing Permitted Bid.

A “**Competing Permitted Bid**” means a bid that:

- (a) is made after a Permitted Bid or another Competing Permitted Bid has been made and prior to the expiry of the Permitted Bid or other Competing Permitted Bid;
- (b) satisfies all components of the definition of a Permitted Bid other than the requirements set out in paragraph (b) of the definition of Permitted Bid as described above; and
- (c) contains, and the take-up and payment for securities tendered or deposited is subject to, an irrevocable and unqualified condition that no Common Shares will be taken up or paid for pursuant to the bid prior to the close of business on a date that is no earlier than the later of (A) the last day on which the bid must be open for acceptance after the date of such bid under applicable Canadian securities legislation and (B) the earliest date on which securities may be taken up or paid for under any prior bid.

Neither a Permitted Bid nor a Competing Permitted Bid is required to be approved by the Board and such bids may be made directly to shareholders. Acquisitions of Common Shares made pursuant to a Permitted Bid or a Competing Permitted Bid do not give rise to a Flip-In Event.

Redemption and Waiver

The Board, with the consent of the holders of Common Shares, may, at any time prior to the occurrence of a Flip-In Event, elect to redeem all but not less than all of the Rights at a redemption price of \$0.0001 per Right (the “**Redemption Price**”). Rights will be deemed to immediately be redeemed at the Redemption Price where a person acquires Common Shares pursuant to a Permitted Bid or Competing Permitted Bid. If the Board elects or is deemed to have elected to redeem the Rights, the right to exercise the Rights will terminate and each Right will after redemption be null and void and the only right thereafter of the holders of Rights shall be to receive the Redemption Price.

The Board, with the consent of the holders of Common Shares, may waive application of the Rights Plan to a take-over bid prior to the occurrence of a Flip-In Event that would occur as a result of an acquisition of Common Shares otherwise than pursuant to a take-over bid made by way of take-over bid circular sent to all holders of voting securities of the Company. In such event, the Board shall extend the Separation Time to a date at least 10 business days subsequent to the meeting of shareholders called to approve such waiver.

The Board, in its discretion, may waive application of the Rights Plan to a take-over bid prior to the occurrence of a Flip-In Event that would occur as a result of a take-over bid made by way of take-over bid circular sent to all holders of Common Shares. Once the Board has exercised its discretion to waive application of the Rights Plan in respect of any particular take-over bid and another take-over bid is made, the Board shall be deemed to have waived the application of the Rights Plan to such other take-over bid provided that such other take-over bid is made by way of a formal take-over bid circular to all holders of Common Shares prior to the expiry of the take-over bid in respect of which the waiver has been granted.

Reconfirmation and Amendment

In order to remain effective, the Rights Plan must be reconfirmed by shareholders at every third annual meeting of the Company. The Rights Plan was reconfirmed by shareholders at the Company’s annual and special meeting of shareholders held on May 28, 2025 and will be reconsidered by the shareholders at the Company’s annual and special meeting of shareholders in 2028.

INDEBTEDNESS

Debt Strategy and Maturity Schedule

The Company's objectives are to access and maintain the lowest cost of debt with the most flexible terms available. The Company's debt strategy involves primarily unsecured debentures, conventional and CMHC insured mortgages, and secured and unsecured credit facilities.

The Company's goal is to continue to optimize its debt maturity schedule over a 10-year period in order to manage interest rate and financial risks.

The Company's total debt is comprised of the following:

Thousands of Canadian dollars	December 31, 2025	December 31, 2024
Series B Unsecured Debentures	—	175,000
Series C Unsecured Debentures	125,000	125,000
Series D Unsecured Debentures	150,000	150,000
Series E Unsecured Debentures	175,000	—
Series F Unsecured Debentures	250,000	—
Construction Loan	14,194	30,208
Mortgages	720,473	548,001
Lease liability	3,615	3,434
	1,438,282	1,031,643
Fair value adjustments on assumed debt	6,672	1,815
Less: Deferred financing costs	(19,633)	(21,113)
Total debt	1,425,321	1,012,345

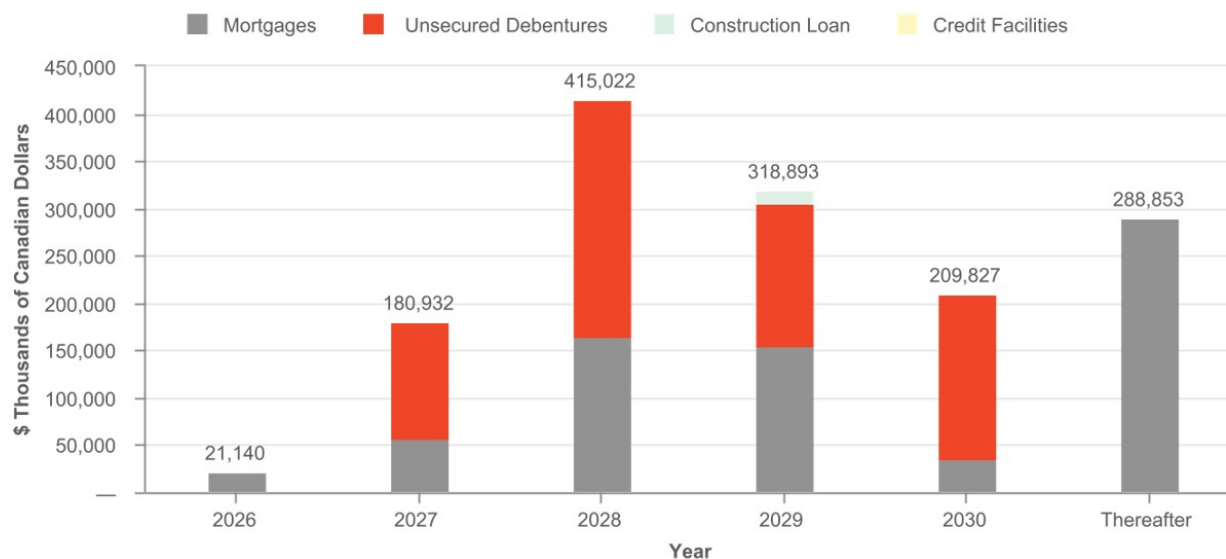
The following table summarizes the scheduled principal maturities of the Company's long-term debt commitments as at December 31, 2025:

Thousands of Canadian dollars, except interest rate											
Year	Series C Unsecured Debentures (1)	Series D Unsecured Debentures (2)	Series E Unsecured Debentures (3)	Series F Unsecured Debentures (4)	Construction Loan	Capitalized Lease Principal Payments (5)	Mortgages			Total	Consolidated Weighted Average Interest Rate on Maturing Debt
							Regular Principal Repayment s	Principal Due at Maturity	Weighted Average Interest Rate on Maturing Mortgages		
2026	—	—	—	—	—	882	21,140	—	— %	22,022	— %
2027	125,000	—	—	—	—	952	20,817	35,115	3.31 %	181,884	2.94 %
2028	—	—	—	250,000	—	663	15,927	149,095	3.61 %	415,685	3.56 %
2029	—	150,000	—	—	14,194	585	10,762	143,937	4.59 %	319,478	4.52 %
2030	—	—	175,000	—	—	533	9,454	25,373	3.22 %	210,360	3.98 %
Thereafter	—	—	—	—	—	—	45,962	242,891	4.24 %	288,853	4.24 %
	125,000	150,000	175,000	250,000	14,194	3,615	124,062	596,411	4.07 %	1,438,282	3.92 %
Fair value adjustments on assumed debt										6,673	
Less: Deferred financing costs										(19,634)	
Total debt										1,425,321	

Notes:

1. The interest rate for the Series C Unsecured Debentures is 2.820%.
2. The interest rate for the Series D Unsecured Debentures is 4.436%.
3. The interest rate for the Series E Unsecured Debentures is 4.112%.
4. The interest rate for the Series F Unsecured Debentures is 3.524%.
5. The weighted average interest rate for capitalized lease principal payments is 3.870% for each year.

The following graph presents the maturity profile for the Company's major debt, excluding capitalized lease principal payments, as at December 31, 2025:



The following tables are supplemental information and summarize the components of the Company's debt for its equity-accounted joint venture:

Thousands of Canadian dollars	December 31, 2025	December 31, 2024
Mortgages	23,370	24,327
Construction loan ⁽¹⁾	27,283	27,283
Fair value adjustments on assumed debt	(1,959)	(2,120)
Less: Deferred financing costs	(8)	(10)
Total debt	48,686	49,480

Year	Principal Repayments
2026	28,261
2027	1,000
2028	1,023
2029	1,046
2030	1,069
Thereafter	18,254
	50,653
Fair value adjustments on assumed debt	(1,959)
Less: Deferred financing costs	(8)
Total debt	48,686

1. The Company's Equity-Accounted Joint Ventures had access to a non-revolving demand construction loan, with the Company's proportionate share totaling \$27,440, of which \$27,283 was drawn. Borrowings under this construction loan are available at the Canadian Prime rate plus 65 bps per annum or Canadian Overnight Repo Rate Average plus credit spread adjustment and 215 bps per annum, at the Company's option

2. The figures above are in thousands of Canadian dollars.

Senior Unsecured Debentures

Series C Unsecured Debentures

On June 3, 2021, the Company issued the Series C Unsecured Debentures. On June 4, 2021, the Company used the proceeds from the issuance of the Series C Unsecured Debentures to fully repay the \$100 million secured term credit facility that had an initial term of one year and was due on October 2, 2021 (the "**Secured Credit Facility**").

The Series C Unsecured Debentures were issued pursuant to a fourth supplemental indenture dated as of June 3, 2021 to the master trust indenture dated as of November 4, 2019 between the Company and BNY Trust Company of Canada (collectively, the “**Series C Unsecured Trust Indenture**”). Interest on the Series C Unsecured Debentures, at 2.82% per annum, is payable in equal semi-annual instalments in arrears in March 31 and September 30 of each year commencing on September 30, 2021 until March 31, 2027. The Series C Unsecured Debentures will mature on March 31, 2027. The Series C Unsecured Debentures are redeemable in whole or in part at the option of Company at any time, upon not less than 10 days’ and not more than 60 days’ notice to the holders of the Series C Unsecured Debentures, at a redemption price equal to: (A) prior to January 31, 2027 (the “**Series C Par Call Date**”), the greater of (i) the face amount of such notes and (ii) the Canada Yield Price, as defined in the Series C Unsecured Trust Indenture on the date notice of redemption is given, in each case together with accrued and unpaid interest to, but excluding, the date fixed for redemption, and (B) following the Series C Par Call Date, the face amount of such notes, together with accrued and unpaid interest to, but excluding, the date fixed for redemption. The Series C Unsecured Debentures may be purchased for cancellation at any time, in whole or in part, in the market or by tender or private contract at any price.

The Series C Unsecured Trust Indenture includes customary restrictions on the business of the Company and its subsidiary entities. These include restrictions on consolidation and mergers, and incurrence of additional indebtedness which, among other things, is based on the Company not exceeding a specified indebtedness percentage. In addition, the Series C Unsecured Trust Indenture includes customary events of default, including failure to meet covenants with respect to ratios for interest expense and maintenance of unencumbered assets, respectively. The Series C Unsecured Debentures are direct senior unsecured obligations of the Company and rank equally and rateably in right of payment with all other present and future unsecured and unsubordinated indebtedness of the Company.

Series D Unsecured Debentures

On October 17, 2024, the Company issued the Series D Unsecured Debentures. The net proceeds from the Series D Unsecured Debentures were used to repay existing indebtedness and for general corporate purposes.

The Series D Unsecured Debentures were issued pursuant to a fifth supplemental indenture dated as of October 17, 2024 to the master trust indenture dated as of November 4, 2019 between the Company and BNY Trust Company of Canada (collectively, the “**Series D Unsecured Trust Indenture**”). Interest on the Series D Unsecured Debentures, at 4.436% per annum, is payable in equal semi-annual instalments in arrears on April 17 and October 17 of each year commencing on April 17, 2025 until October 17, 2029. The Series D Unsecured Debentures will mature on October 17, 2029. The Series D Unsecured Debentures are redeemable in whole or in part at the option of Company at any time, upon not less than 10 days’ and not more than 60 days’ notice to the holders of the Series D Unsecured Debentures, at a redemption price equal to: (A) prior to September 17, 2029 (the “**Series D Par Call Date**”), the greater of (i) the face amount of such notes and (ii) the Canada Yield Price, as defined in the Series D Unsecured Trust Indenture on the date notice of redemption is given, in each case together with accrued and unpaid interest to, but excluding, the date fixed for redemption, and (B) following the Series D Par Call Date, the face amount of such notes, together with accrued and unpaid interest to, but excluding, the date fixed for redemption. The Series D Unsecured Debentures may be purchased for cancellation at any time, in whole or in part, in the market or by tender or private contract at any price.

The Series D Unsecured Trust Indenture includes customary restrictions on the business of the Company and its subsidiary entities. These include restrictions on consolidation and mergers, and incurrence of additional indebtedness which, among other things, is based on the Company not exceeding a specified indebtedness percentage. In addition, the Series D Unsecured Trust Indenture includes customary events of default, including failure to meet covenants with respect to ratios for interest expense and maintenance of unencumbered assets, respectively. The Series D Unsecured Debentures are direct senior unsecured obligations of the Company and

rank equally and rateably in right of payment with all other present and future unsecured and unsubordinated indebtedness of the Company.

Series E Unsecured Debentures

On August 21, 2025, the Company issued the Series E Unsecured Debentures. The Company intends to use the net proceeds from the Series E Unsecured Debentures to repay existing indebtedness, finance acquisitions, fund developments and for general corporate purposes.

The Series E Unsecured Debentures were issued pursuant to a sixth supplemental indenture dated as of August 21, 2025 to the master trust indenture dated as of November 4, 2019 between the Company and Computershare Advantage Trust Company of Canada (formerly known as BNY Trust Company of Canada) (collectively, the “**Series E Unsecured Trust Indenture**”). Interest on the Series E Unsecured Debentures, at 4.112% per annum, is payable in equal semi-annual instalments in arrears on February 21 and August 21 of each year commencing on February 21, 2026 until August 21, 2030. The Series E Unsecured Debentures will mature on August 21, 2030. The Series E Unsecured Debentures are redeemable in whole or in part at the option of Company at any time, upon not less than 10 days’ and not more than 60 days’ notice to the holders of the Series E Unsecured Debentures, at a redemption price equal to: (A) prior to July 21, 2030 (the “**Series E Par Call Date**”), the greater of (i) the face amount of such notes and (ii) the Canada Yield Price, as defined in the Series E Unsecured Trust Indenture, on the date notice of redemption is given, in each case together with accrued and unpaid interest to, but excluding, the date fixed for redemption, and (B) following the Series E Par Call Date, the face amount of such notes, together with accrued and unpaid interest to, but excluding, the date fixed for redemption. The Series E Unsecured Debentures may be purchased for cancellation at any time, in whole or in part, in the market or by tender or private contract at any price.

The Series E Unsecured Trust Indenture includes customary restrictions on the business of the Company and its subsidiary entities. These include restrictions on consolidation and mergers, and incurrence of additional indebtedness which, among other things, is based on the Company not exceeding a specified indebtedness percentage. In addition, the Series E Unsecured Trust Indenture includes customary events of default, including failure to meet covenants with respect to ratios for interest expense and maintenance of unencumbered assets, respectively. The Series E Unsecured Debentures are direct senior unsecured obligations of the Company and rank equally and rateably in right of payment with all other present and future unsecured and unsubordinated indebtedness of the Company.

Series F Unsecured Debentures

On December 18, 2025, the Company issued the Series F Unsecured Debentures. The Company used the net proceeds from the Series F Unsecured Debentures to fund the early redemption of the Series B Unsecured Debentures and for general corporate purposes.

The Series F Unsecured Debentures were issued pursuant to a seventh supplemental indenture dated as of December 18, 2025 to the master trust indenture dated as of November 4, 2019 between the Company and Computershare Advantage Trust Company of Canada (formerly known as BNY Trust Company of Canada) (collectively, the “**Series F Unsecured Trust Indenture**”). Interest on the Series F Unsecured Debentures, at 3.524% per annum, is payable in equal semi-annual instalments in arrears on June 18 and December 18 of each year commencing on June 18, 2026 until December 18, 2028. The Series F Unsecured Debentures will mature on December 18, 2028 (the “**Maturity Date**”). The Series F Unsecured Debentures are redeemable in whole or in part at the option of Company at any time, upon not less than 10 days’ and not more than 60 days’ notice to the holders of the Series F Unsecured Debentures, at any time prior to the Maturity Date on payment of a redemption price equal to the greater of (i) the face amount of such notes and (ii) the Canada Yield Price, as defined in the Series F Unsecured Trust Indenture, on the date notice of redemption is given, in each case

together with accrued and unpaid interest to, but excluding, the date fixed for redemption. The Series F Unsecured Debentures may be purchased for cancellation at any time, in whole or in part, in the market or by tender or private contract at any price.

The Series F Unsecured Trust Indenture includes customary restrictions on the business of the Company and its subsidiary entities. These include restrictions on consolidation and mergers, and incurrence of additional indebtedness which, among other things, is based on the Company not exceeding a specified indebtedness percentage. In addition, the Series F Unsecured Trust Indenture includes customary events of default, including failure to meet covenants with respect to ratios for interest expense and maintenance of unencumbered assets, respectively. The Series F Unsecured Debentures are direct senior unsecured obligations of the Company and rank equally and rateably in right of payment with all other present and future unsecured and unsubordinated indebtedness of the Company.

The foregoing summaries are qualified in their entirety by reference to the Series C Unsecured Trust Indenture, the Series D Unsecured Trust Indenture, the Series E Unsecured Trust Indenture and the Series F Unsecured Trust Indenture and their respective governing terms.

Credit Ratings

The following information relating to Morningstar DBRS credit ratings is based on information made available to the public by Morningstar DBRS. Morningstar DBRS has assigned a rating of “BBB” with a “Stable” trend to the Series C Unsecured Debentures, Series D Unsecured Debentures, Series E Unsecured Debentures and Series F Unsecured Debentures. A credit rating of “BBB” by Morningstar DBRS is the fourth highest of 10 categories and is assigned to debt that is considered to be of adequate credit quality, where the capacity for payment of financial obligations is considered acceptable but the issuing entity may be vulnerable to future events. The assignment of a “(high)” or “(low)” modifier within each rating category indicates relative standing within such category. The absence of either a “(high)” or “(low)” designation indicates that the rating is in the middle of the category. The assignment of a “Positive”, “Stable” or “Negative” trend modifier provides guidance in respect of Morningstar DBRS’ opinion regarding the outlook for the rating. The rating trend indicates the direction in which Morningstar DBRS considers the rating may move if present circumstances continue, or in certain cases, unless challenges are addressed by the issuer; a “Positive” or “Negative” trend does not necessarily indicate that a rating change is imminent.

There can be no assurance that a rating will remain in effect for any given period of time or that a rating will not be lowered, withdrawn or revised by Morningstar DBRS if in its judgment circumstances so warrant. The rating of any debt securities is not a recommendation to buy, sell or hold such securities, inasmuch as such rating does not comment as to market price or suitability for a particular investor, and may be subject to revision or withdrawal at any time by Morningstar DBRS.

The Company has paid customary rating fees to Morningstar DBRS in connection with the above-mentioned ratings. In addition, the Company has made customary payments in respect of certain other services provided to the Company by Morningstar DBRS during the last two years.

Credit Facilities

Revolving Credit Facilities

On June 16, 2025, the Company amended its \$300 million senior unsecured revolving credit facility (the “**Unsecured Revolving Credit Facility**”), to extend its maturity by one year to March 19, 2030. The Unsecured Revolving Credit Facility may be extended for additional one-year terms, subject to certain conditions. The capacity of the Unsecured Revolving Credit Facility may be increased by up to \$50 million during the term of

the facility, subject to certain conditions. Borrowings under the Unsecured Revolving Credit Facility bear interest at Canadian Overnight Repo Rate Average plus credit spread adjustment ("**Adjusted CORRA**") and 145 bps per annum (formerly under the discontinued banker's acceptance rate plus 145 bps per annum) or at the Canadian prime rate plus 45 bps per annum, at the Company's option. The Unsecured Revolving Credit Facility is subject to certain customary financial and non-financial covenants.

The Company has other property credit facilities totaling \$2.5 million that can be accessed for working capital purposes. Borrowings are available at the Canadian prime rate plus 50 bps per annum.

Non-Revolving Credit Facilities

The Company has a non-revolving acquisition loan facility totaling \$8 million that matures on June 6, 2030. Borrowings under the credit facility are available by way of loans at the Canadian prime rate plus 45 bps per annum or Adjusted CORRA plus 145 bps per annum, at the Company's option.

Construction Loans

The Company had access to two construction loan facilities, one of which was repaid and cancelled in 2025. As a result, the remaining facility provided a maximum borrowing capacity of \$102,500 at year-end. As at December 31, 2025, \$71,830 was available, of which \$14,194 (December 31, 2024 - \$30,208) was drawn. Borrowings under the construction loan are available at the Canadian prime rate plus 50 bps per annum or Adjusted CORRA plus 195 bps per annum, at the Company's option.

MARKET FOR SECURITIES

The outstanding Common Shares of the Company trade on the TSX under the symbol "SIA". The following table sets out the reported high and low prices and the volume traded of the Common Shares on the TSX for each month during 2025:

Trading Price and Volume

Month	Toronto Stock Exchange		
	High	Low	Volume
January.....	\$16.01	\$15.60	4,822,131
February.....	\$17.23	\$16.27	6,990,087
March.....	\$16.66	\$16.19	6,600,761
April.....	\$16.93	\$16.67	6,295,335
May.....	\$18.85	\$18.51	5,761,745
June.....	\$19.12	\$18.71	5,003,976
July.....	\$19.11	\$18.84	4,852,634
August.....	\$18.99	\$18.74	5,842,604
September.....	\$18.82	\$18.63	6,636,526
October.....	\$19.85	\$19.64	4,773,302
November.....	\$21.21	\$20.85	5,469,153
December.....	\$21.20	\$20.94	7,614,168

Prior Sales

On August 21, 2025, the Company issued \$175 million aggregate principal amount of Series E Unsecured Debentures. The Series E Unsecured Debentures were issued at par, bear interest at a rate of 4.112% per annum and will mature on August 21, 2030.

On December 18, 2025, the Company issued \$250 million aggregate principal amount of Series F Unsecured Debentures. The Series F Unsecured Debentures were issued at par, bear interest at a rate of 3.524% per annum and will mature on December 18, 2028.

On December 22, 2025, the Company completed the redemption of all of its outstanding \$175 million principal amount of Series B Unsecured Debentures due February 27, 2026 at a redemption price of 100% of the principal amount outstanding, plus accrued and unpaid interest and an early redemption premium.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

To the Company's knowledge, there are no Common Shares that are in escrow or that are subject to a contractual restriction on transfer.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out, as of the date hereof, for each of the directors and executive officers of the Company, the person's name, municipality of residence, positions with the Company (i.e., directorship) and principal occupation. Mr. Sender, Mr. Johnston, Mr. Jain, Ms. Jamieson, Mr. Boniferro, Dr. Cody and Ms. Bellissimo were appointed to the Board on May 23, 2017, May 22, 2019, June 11, 2020, November 23, 2021, February 1, 2022, June 27, 2022 and November 9, 2023, respectively. The term of office for each of the directors will expire at the time of the next annual meeting of the shareholders of the Company.

As at the close of business on February 19, 2026, the directors and executive officers of the Company collectively beneficially own, directly or indirectly, or exercise control and direction over 117,994 Common Shares (representing in the aggregate approximately 0.12% of the issued and outstanding Common Shares as at such date).

Name and Municipality of Residence	Position with the Company	Date on which became a Director and Principal Occupation if Different from Position Held
<u>Directors</u>		
Barbara Bellissimo ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Kleinburg, Ontario	Director	Director since November 2023; Independent; President and Chief Executive Officer of HSB Canada, part of Munich Re ⁽⁷⁾
Paul Boniferro ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾ Toronto, Ontario	Director Chair of Quality Committee	Director since February 2022; Independent; Corporate Director
Dr. Gina Parvaneh Cody ⁽¹⁾⁽²⁾⁽⁴⁾ Toronto, Ontario	Director Chair of Investment Committee	Director since June 2022; Independent; Corporate Director

Name and Municipality of Residence	Position with the Company	Date on which became a Director and Principal Occupation if Different from Position Held
Nitin Jain ⁽³⁾⁽⁴⁾⁽⁵⁾ Toronto, Ontario	Director, President and Chief Executive Officer	Director since June 2020; Non-independent
Shelly Jamieson ⁽⁶⁾ Norwood, Ontario	Director Board Chair	Director since November 2021; Independent; Corporate Director
Brian Johnston ⁽¹⁾⁽²⁾⁽⁴⁾ Toronto, Ontario	Director Chair of Compensation, Governance and Nominating Committee	Director since May 2019; Independent; Corporate Director
Stephen Sender ⁽¹⁾⁽²⁾⁽⁴⁾ Thornhill, Ontario	Director Chair of Audit Committee	Director since May 2017; Independent; Corporate Director

Officers

Nitin Jain ⁽³⁾⁽⁴⁾⁽⁵⁾ Toronto, Ontario	Director, President and Chief Executive Officer	Director since June 2020; Non-independent
David Hung ⁽⁸⁾ Richmond Hill, Ontario	Chief Financial Officer and Executive Vice President, Investments	N/A
Jennifer Anderson ⁽⁹⁾ Newmarket, Ontario	Executive Vice President, Retirement Operations	N/A
Teresa Fritsch ⁽¹⁰⁾ Burlington, Ontario	Chief Corporate Officer and Executive Vice President	N/A
Olga Giovanniello ⁽¹¹⁾ Toronto, Ontario	Chief Human Resources Officer and Executive Vice President	N/A
Ali Mir ⁽¹²⁾ Oakville, Ontario	Executive Vice President, Long-Term Care	N/A
Adam Walsh ⁽¹³⁾ Toronto, Ontario	General Counsel, Executive Vice President, Legal and Corporate Secretary	N/A
Nancy Webb ⁽¹⁴⁾ Stouffville, Ontario	Executive Vice President, Corporate Affairs and Marketing	N/A

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Compensation, Governance and Nominating Committee.
- (3) Member of the Quality Committee.
- (4) Member of the Investment Committee.
- (5) Mr. Jain is the President and Chief Executive Officer of the Company. Previously, Mr. Jain was the Chief Financial Officer and Chief Investment Officer of the Company.

- (6) Ms. Jamieson is an ex-officio member of the Audit Committee, Compensation, Governance and Nominating Committee, the Quality Committee and the Investment Committee.
- (7) Ms. Bellissimo is President and Chief Executive Officer of HSB Canada, part of Munich Re, a multi-line specialty insurer and provider of inspection, risk management, and IoT technology services.
- (8) Mr. Hung is the Chief Financial Officer and Executive Vice President, Investments of the Company. Previously, Mr. Hung was the Chief Investment Officer and Executive Vice President, Corporate Services; Senior Vice President, Corporate Services and Investments; and Vice President, Finance of the Company.
- (9) Ms. Anderson is the Executive Vice President, Retirement Operations of the Company. Previously, Ms. Anderson was the Executive Vice President, Long Term Care Operations of the Company. Prior to joining the Company, she was the Chief of Operations and Service Excellence Officer of the Workplace Safety Insurance Board.
- (10) Ms. Fritsch is the Chief Corporate Officer and Executive Vice President of the Company. Prior to joining the Company, she was the Senior Vice President, Real Estate & Investments at Chartwell Retirement Residences.
- (11) Ms. Giovannello is the Chief Human Resources Officer and Executive Vice President of the Company. Prior to joining the Company, she was the Senior Vice President, Human Resources and Organizational Effectiveness at Canadian Tire Corporation.
- (12) Mr. Mir is the Executive Vice President, Long-Term Care Operations of the Company. Prior to joining the Company, he served in the seniors' care sector at Extencicare, where he oversaw its home care division, ParaMed. He has also served as Chief Operating Officer at Sentrex Health Solutions, a specialty pharmacy, and drove healthtech innovation at TELUS Health and eHealth Ontario (now Ontario Health).
- (13) Mr. Walsh is the General Counsel, Executive Vice President, Legal and Corporate Secretary of the Company. Prior to joining the Company, he was the Vice President, General Counsel at Choice Properties REIT.
- (14) Ms. Webb is the Executive Vice President, Corporate Affairs and Marketing of the Company. Prior to joining the Company, she was Vice-President, Communications and Stakeholder Relations for the Technical Standards and Safety Authority; Chief Executive Officer, Registrar (Interim) and Director of Communications and Stakeholder Relations for the Retirement Homes Regulatory Authority; and Executive Director, Public Affairs for the Ontario Medical Association.

Biographies

The following are brief profiles of the directors of the Company. The principal occupations of each of the directors of the Company for the five years preceding the date of this AIF are set out below.

Barbara Bellissimo — Director

Ms. Barbara Bellissimo is President and Chief Executive Officer of HSB Canada, part of Munich Re, a multi-line specialty insurer and provider of inspection, risk management, and IoT technology services. She is a highly accomplished executive with more than 30 years of experience across the insurance and financial services sectors, including having served as the head of one of Canada's leading property and casualty insurers and holding several senior executive roles in both Canada and the United States.

Ms. Bellissimo is active in the industry serving on the Board of the RISC Foundation, a research and education focused organization dedicated to advancing risk and insurance knowledge, Insurance Institute of Canada Advisory board and internal boards. She is also an active community leader and a recipient of the Government of Ontario Community Service Award.

Ms. Bellissimo holds a Bachelor of Arts from the University of Western Ontario and is a Fellow Chartered Insurance Professional (FCIP).

Paul Boniferro — Director

Mr. Paul Boniferro is an experienced labour and employment lawyer with a diverse background from different sectors, as well as political and public service experience. Mr. Boniferro was Ontario's Deputy Attorney General and was the Senior Crown Law Advisor to the Government on all matters. He also acted as a Senior Policy Advisor to the Ontario Minister of Labour, where he advised the government on changes to the Labour Relations Act, the Workers' Compensation Act, the Employment Standards Act and the Pay Equity Act.

Prior to being appointed Deputy Attorney General, Mr. Boniferro was the National Leader of People and Practices and served on the Board of Partners at McCarthy Tétrault, where he practiced for more than 22 years. As a Partner he co-managed the 600-lawyer firm and led the Labour and Employment practice group, where he

was involved in some of the country's highest profile collective bargaining and other negotiations both in the private and public sector.

Mr. Boniferro sits on the AECO Innovation Lab Board of Advisors, and the provincial government has appointed him as Transition Supervisory Officer to oversee the Ontario College of Teachers' transition to a new governance structure.

Mr. Boniferro holds a Bachelor of Public Administration Policy from Western University and a law degree from Osgoode Hall. He is called to the bar in both Ontario and Alberta.

Dr. Gina Cody — Director

Dr. Cody has over 30 years experience as a professional engineer, corporate executive and principal shareholder of a national engineering firm, providing services to some of Canada's largest REITs, financial institutions, builders and developers.

Dr. Cody is a member of the Order of Canada and the Order of Montreal and was awarded the King Charles III Coronation Medal in 2025. She was named one of the Top 25 Women of Influence in Canada in 2020.

Dr. Cody serves as the Chair on the Board of Trustees for TSX-listed Canadian Apartment Properties REIT and for European Residential REIT. Dr. Cody is also the benefactor and namesake of the Gina Cody School of Engineering and Computer Science at Concordia University in Montreal, the first engineering and computer science faculty in Canada, and one of the first internationally, to be named after a woman. Dr. Cody currently is the Chancellor of Concordia University.

Previously, Dr. Cody was the Executive Chair of CCI Group Inc. ("CCI"). Under her tenor, CCI was recognized as one of Canada's Best Managed Companies, through Canada's leading business awards program and, in 2010 and 2011, Dr. Cody was named one of Canada's Top Women Entrepreneurs by Profit Magazine.

Dr. Cody holds a Master and a PhD in Building Engineering from Concordia University. She is the first woman awarded a PhD in Building Engineering in Canada. Dr. Cody was awarded an honorary doctorate in engineering in 2025 by Waterloo University and in 2022 by University of Sherbrooke. She is an Honourary Colonel of the Canadian Armed Forces, Engineering Brigade.

Nitin Jain — Director, President & Chief Executive Officer

Mr. Jain is the President and Chief Executive Officer of the Company. From 2014 until appointment to his current role, he was the Chief Investment Officer and Chief Financial Officer of the Company. Previously, Mr. Jain held several senior leadership roles at Canadian Tire Corporation and General Electric across Canada and the United States. Mr. Jain also brings extensive hospitality operations experience from his time working with leading hotel chains across India, the United States and the Middle East. Mr. Jain serves on the Board of Trustees for SickKids.

Mr. Jain holds a Masters of Business Administration from the University of Notre Dame and obtained his undergraduate degree in Hotel and Hospitality Management from Widener University and the Indian Institute of Hotel Management. Mr. Jain is also a graduate of the Director Education Program at Rotman School of Management at the University of Toronto and has earned his Institute of Corporate Director designation (ICD.D).

Shelly Jamieson — Director

Ms. Jamieson brings an extensive and unique balance of private, not-for-profit and public sector experience at the most senior levels of government and in the health care sector. She retired in 2017 as the CEO of the Canadian Partnership Against Cancer, an independent organization funded by Health Canada to accelerate action on cancer control for all Canadians.

Previously, Ms. Jamieson held Ontario's highest-ranking civil servant role as Secretary of Cabinet Head of the Ontario Public Service and Clerk of the Executive Council. She was also Ontario's Deputy Minister of Transportation, Vice-Chair of Health Quality Ontario's Board and was recently a member of the Ontario Health Board as Chair of the Governance Committee.

Before joining government, Ms. Jamieson worked extensively in long-term care and home care. Former roles held by Ms. Jamieson include President of Extendicare Canada, volunteer commissioner on the Health Services Restructuring Commission, and Executive Director of the Ontario Nursing Home Association (now the OLTCA). Early in her career, Ms. Jamieson ran her own research and consulting firm specializing in geriatric care environments.

Ms. Jamieson has been a member of the Board of Directors for High Liner Foods Incorporated, a publicly traded company, since 2012 and currently serves as Chair of its Governance Committee. Ms. Jamieson is also a member of the Women's Executive Network Hall of Fame and was awarded the Queen Elizabeth Diamond Jubilee Medal for public service.

Ms. Jamieson holds a Bachelor of Arts (Honours) from the University of Toronto.

Brian Johnston — Director

Mr. Johnston has over 30 years of management experience and is the former Chief Executive Officer of CreateTO. From 2012 to 2018, Mr. Johnston served as Chief Operating Officer of Mattamy Homes. From 2000 to 2012, Mr. Johnston was President of Monarch Corporation.

Mr. Johnston currently serves as Chair of EnerQuality Corporation, a director of the Mortgage Company of Canada, a director of 23:32 Capital RV Resort Fund and is a member of the Board of Regents at Victoria University in the University of Toronto.

Mr. Johnston holds a Bachelor of Commerce from the University of Toronto and holds a CPA designation.

Stephen Sender — Director

Mr. Sender served as an investment banker for over 30 years in Canada and abroad and was Managing Director, Industry Head — Real Estate in Scotiabank's Global Banking and Markets division, representing the bank's capital markets activities in the Canadian real estate industry. Since the early 1990s, Mr. Sender specialized in the Canadian real estate sector, providing investment banking advice to numerous public entities with respect to capital markets activities. He has been directly involved in raising equity and debt capital in a large number of transactions and has provided financial advice in numerous large transactions including mergers, takeovers and related party transactions.

Mr. Sender currently serves as a member of the Board of Trustees for Allied Properties REIT and is a former trustee of H&R Real Estate Investment Trust.

Mr. Sender has been a frequent moderator/speaker at conferences in Canada focusing on capital markets developments in the real estate sector and was a part time instructor at York University, Schulich School of Business.

Mr. Sender holds a B.Comm. (Honours) degree from the University of Cape Town and qualified as a C.A. (S.A.) in 1984.

Directorships

Except as described above, none of the directors are currently directors of other issuers that are also reporting issuers (or the equivalent) in a territory of Canada or in a foreign territory.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

None of the directors or executive officers of the Company is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any person or company (including the Company) that was subject to one of the following orders, that was in effect for a period of more than 30 consecutive days:

- (a) a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued while the director or executive officer was acting in the capacity as director or executive officer; or
- (b) a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

None of the directors or executive officers of the Company, or shareholders holding a sufficient number of securities of the Company to affect materially its control:

- (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer of the shareholder; or
- (c) has had imposed on them any penalties or sanctions by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a security regulatory authority or has had imposed any penalties or sanctions by a court or a regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. However, the Company's directors and officers may serve on the boards and/or as officers of other companies which may compete in the same sector as the Company, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which the Company may participate or enter into contracts with the Company, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that a conflict of interest arises at a meeting of the directors of the Company, such conflict of interest must be declared and the declaring parties must recuse themselves from the meeting and abstain from participating and voting for or against the approval of any project or opportunity in which they may have an interest. Provided such steps are followed and subject to any limitations in the Company's constating documents or the BCBCA, a transaction would not be void or voidable because it was made between the Company and one or more of its directors or by reason of such director being present at the meeting at which such agreement or transaction was approved. The remaining directors will determine whether or not the Company will participate in any such project or opportunity.

To the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company, directors, officers or other members of management of the Company as a result of their outside business interests.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

AUDIT COMMITTEE INFORMATION

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A".

Composition of Audit Committee

The members of the Company's Audit Committee are:

Name	Independence	Financial Literacy
Stephen Sender (Chair)	Independent ⁽¹⁾	Financially literate ⁽²⁾
Barbara Bellissimo	Independent ⁽¹⁾	Financially literate ⁽²⁾
Paul Boniferro	Independent ⁽¹⁾	Financially literate ⁽²⁾
Dr. Gina Parvaneh Cody	Independent ⁽¹⁾	Financially literate ⁽²⁾
Brian Johnston	Independent ⁽¹⁾	Financially literate ⁽²⁾
Shelly Jamieson ⁽³⁾	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

(1) Pursuant National Instrument 52-110 - Audit Committees, as amended, of the CSA ("NI 52-110"), a member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, be reasonably expected to

interfere with the exercise of a member's independent judgment. Despite the foregoing, NI 52-110 provides certain circumstances in which an individual is considered to have a material relationship with an issuer.

- (2) An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. The Board has determined that each member of the Audit Committee is financially literate, having reference to the definition contained in NI 52-110 and consideration of the relevant education and experience of each member of the Audit Committee.
- (3) Ms. Jamieson is an ex-officio member of the Audit Committee.

Relevant Education and Experience

The Board believes that the composition of the Audit Committee reflects a high level of financial literacy. Each member of the Company's Audit Committee has education and experience (see "Directors and Executive Officers" section of this AIF) that is relevant to their performance as an Audit Committee member and has, in particular, education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of the above noted principles in connection with estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

In addition, as a Chartered Accountant, the Board believes that Mr. Sender qualifies as an audit financial expert.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.3(2) (Controlled Companies), 3.4 (Events Outside Control of Members), 3.5 (Death, Disability or Resignation of Audit Committee Member), 3.6 (Temporary Exemption for Limited and Exceptional Circumstances), 3.8 (Acquisition of Financial Literacy) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 thereof.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year has the Audit Committee made a recommendation to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chair of the Audit Committee deems is necessary, and the Chair will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company’s external auditors for the last two fiscal years are as follows:

Year	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾	Total Fees
2025.....	\$1,133,041	\$nil	\$nil	\$130,000	\$1,263,041
2024.....	\$986,255	\$25,541	\$nil	\$109,962	\$1,121,758

Notes:

- (1) Included fees related to the audit of the annual financial statements and interim reviews of the quarterly financial statements, and services provided in connection with the Company’s equity offering.
- (2) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
- (3) Fees charged for tax compliance, tax advice and tax planning services.
- (4) Fees charged for consulting services related to the Company’s operations.

PROMOTERS

No person was considered a promoter of the Company for the purposes of applicable securities legislation during the last two completed fiscal years of the Company.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company’s business is involved in various legal actions and proceedings which arise from time to time in the ordinary course. See “Risk Factors – Risks Relating to the Business of the Company – Liability and Insurance”.

On February 17, 2026, The Royale Development LP o/a Aspira Traditions of Durham Retirement Living (now Aspira Valleylands Oshawa Retirement Living) was formally charged with criminal negligence causing death under the Criminal Code. The charge, originally brought on February 5, 2025, relates to the death of a resident at this retirement residence in April 2023. The Company intends to defend itself through the courts.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or shareholder who beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the outstanding Common Shares, or any known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any transaction within the last three years or in any proposed transaction, that has materially affected or will materially affect the Company or a subsidiary entity of the Company.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada at its principal offices located in Toronto, Ontario.

MATERIAL CONTRACTS

The following are the only material contracts, other than contracts in the ordinary course of business, which have been entered into by SSLI and/or its subsidiary entities and which are still in effect:

- Series C Unsecured Trust Indenture (see “Indebtedness – Senior Unsecured Debentures” section of this AIF)
- Series D Unsecured Trust Indenture (see “Indebtedness – Senior Unsecured Debentures” section of this AIF)
- Series E Unsecured Trust Indenture (see “Indebtedness – Senior Unsecured Debentures” section of this AIF)
- Series F Unsecured Trust Indenture (see “Indebtedness – Senior Unsecured Debentures” section of this AIF)
- Unsecured Revolving Credit Facility (see “Indebtedness – Credit Facilities – Revolving Credit Facilities” section of this AIF)
- Rights Plan (see “Description of Capital Structure – Fifth Amended and Restated Shareholders’ Rights Plan” section of this AIF)
- the Underwriting Agreement dated February 24, 2025 between the Company, TD Securities Inc., BMO Nesbitt Burns Inc., CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., National Bank Financial Inc., Desjardins Securities Inc., Canaccord Genuity Corp., Raymond James Ltd., Cormark Securities Inc. and iA Private Wealth Inc. in connection with the February 2025 Offering, as described in the prospectus supplement dated February 24, 2025 (see “General Development of the Business - 2025” section of this AIF)
- the Amended and Restated Equity Distribution Agreement dated November 14, 2025 between the Company, TD Securities Inc., RBC Dominion Securities Inc. and Scotia Capital Inc. in connection with the at-the-market equity distribution program, as described in the amended and restated prospectus supplement dated November 14, 2025 (see “General Development of the Business - 2025” section of this AIF)

Copies of the foregoing documents are available under the Company’s profile on SEDAR+ at www.sedarplus.ca.

INTERESTS OF EXPERTS

The Company’s consolidated financial statements for the years ended December 31, 2025 and 2024 include the auditor’s report of the Company’s current auditor, Deloitte LLP, dated February 19, 2026. Deloitte LLP, located in Toronto, Ontario, is independent of the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario. Deloitte LLP was appointed as auditor of the Company on June 2, 2021.

ADDITIONAL INFORMATION

Additional information, including directors’ and officers’ remuneration and indebtedness, and principal holders of the Company’s securities and securities authorized for issuance under equity compensation plans, if applicable, is contained in the Company’s information circular dated April 8, 2025 for its 2025 annual and special meeting of shareholders and will be contained in the Company’s information circular for its 2026 annual

meeting of shareholders. Additional financial information is provided in the MD&A and the Company's consolidated financial statements for the year ended December 31, 2025. Such documentation, as well as additional information relating to the Company, may be found under the Company's profile on SEDAR+ at www.sedarplus.ca or on the Company's website at www.siennaliving.ca.

Schedule "A"

CHARTER OF THE AUDIT COMMITTEE

Charter of the Audit Committee

1. Purpose

The Audit Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of Sienna Senior Living Inc. (the “**Company**”) to assist in the oversight and evaluation of:

- the quality and integrity of the financial statements and other financial information relating to the Company;
- the design and implementation of the Company’s internal controls and disclosure controls;
- the compliance by the Company with legal and regulatory requirements in respect of financial disclosure;
- the qualification, independence and performance of the Company’s independent auditor;
- the development, review and assessment of the Company’s complaints procedure with respect of the reporting of illegal or unethical behaviour;
- the oversight and monitoring of risks delegated to the Committee by the Board in connection with the Enterprise Risk Management program;
- the performance of the Company’s Chief Financial Officer; and
- any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

In addition, the Committee provides an avenue for communication between the independent auditor, the Company’s Chief Financial Officer and other senior financial management, other employees and the Board concerning accounting, and auditing matters.

The Committee is directly responsible for the appointment, compensation, retention (and termination) and oversight of the work of the independent auditor (including oversight of the resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing audit reports or performing other audit, review or attest services for the Company.

The Committee is not responsible for:

- planning or conducting audits,
- certifying or determining the completeness or accuracy of the Company's financial statements or that those financial statements are in accordance with generally accepted accounting principles ("**GAAP**") or International Financial Reporting Standards ("**IFRS**"), or
- guaranteeing the report of the Company's independent auditor.

Each member of the Committee shall be entitled to rely in good faith upon:

- financial statements of the Company represented to him or her by senior management of the Company or in a written report of the independent auditor to present fairly the financial position of the Company in accordance with GAAP or IFRS, as applicable; and
- any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

In this context, "**good faith reliance**" means that the Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by senior management or the expert is reasonable. Generally, good faith reliance does not require that the member question the honesty, competence and integrity of senior management or the expert unless there is a reason to doubt their honesty, competency and integrity.

The fundamental responsibility for the Company's financial statements and disclosure rests with senior management and the independent auditor is responsible for auditing those financial statements. It is not the duty of the Committee to conduct investigations, to itself resolve disagreements (if any) between senior management and the independent auditor or to ensure compliance with applicable legal and regulatory requirements.

2. Reports

The Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Company of its quarterly and annual financial results. The reports of the Committee shall include any issues of which the Committee is aware with respect to:

- the quality or integrity of the Company's financial statements;
- compliance by the Company with legal or regulatory requirements in respect of financial matters and disclosure;
- the performance and independence of the Company's independent auditor;
- the effectiveness of systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Company; and
- the proper maintenance of accounting and other records.

The Committee shall also prepare, as required by applicable law, any audit committee report required for inclusion in the Company's publicly filed documents.

3. Composition

The members of the Committee shall be three or more individuals who are appointed (and may be replaced) by the Board on the recommendation of the Company's Compensation, Governance and Nominating Committee. The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of Shareholders at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of Directors. Any member of the Committee may be removed from the Committee by a resolution of the Board. Unless the Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the members of the Committee.

Each of the members of the Committee shall be independent and financially literate as defined for the purposes of in National Instrument NI 52-110 – *Audit Committees*, as it may be amended or replaced from time to time. No member of the Committee shall:

- accept (directly or indirectly) any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries¹ (other than remuneration for acting in his or her capacity as a director) or be an “affiliated person”² of the Company or any of its subsidiaries; or
- concurrently serve on the audit committee of a competitor or client without the prior approval of the Committee, the Compensation, Governance and Nominating Committee and the Board.

4. Responsibilities

It is recognized that, in fulfilling their responsibilities, members of the Committee are not full-time employees of the Company. As such, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to determine that the Company's financial statements are complete and accurate. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

¹ A person or company is considered to be a subsidiary of another person or company if (a) it is controlled by (i) that other, or (ii) that other and one or more persons or companies each of which is controlled by that other, or (iii) two or more persons or companies, each of which is controlled by that other; or (b) it is a subsidiary of a person or company that is the other's subsidiary.

² A person or company is considered to be an affiliated entity of a person or company if (a) one of them controls or is controlled by the other or if both persons or companies are controlled by the same person or company or (b) the person is an individual who (i) both a director and an employee of an affiliated entity, or (ii) an executive officer, general partner or managing member of an affiliated entity.

The Committee shall have authority over, and shall be responsible for, the following specific matters:

4.1 Independent Auditor

The Committee shall:

- Recommend to the Board the independent auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company.
- Establish the compensation of the independent auditor.
- Obtain confirmation from the independent auditor that it ultimately is accountable, and will report directly, to the Committee and the Board.
- Oversee the independent auditor and, in the context thereof, require the independent auditor to report to the Committee (among other things) any disagreement between management and the independent auditor regarding financial reporting and the resolution of each such disagreement.
- Pre-approve all audit and non-audit services (subject to any restrictions on such non-audit services imposed by applicable legislation, regulatory requirements and policies of the Canadian Securities Administrators).
- Adopt such policies and procedures as it determines appropriate for the pre-approval of the retention of the independent auditor by the Company and any of its subsidiaries for any audit and permitted non-audit services, including procedures for the delegation of authority to provide such approval to one or more members of the Committee.
- At least annually, review the qualifications, performance and independence of the independent auditor. In doing so, the Committee should, among other things, undertake the measures set forth in Appendix "A" to this Charter.
- At least annually, obtain and review a report by the auditor describing: (A) the auditor's internal quality-control procedures, including the safeguarding of confidential information; and (B) any material issues raised by (i) the most recent internal quality control review or peer review of the auditor which relates to services provided to the Company or its subsidiaries by the auditor, or (ii) the review of the auditor by any independent oversight body, such as the Canadian Public Accountability Board or governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the auditor (but only where the results of such review have been made publicly available), and in the case of each of (i) and (ii), the steps taken to deal with any issues raised in any such review;

4.2 The Audit Process, Financial Statements and Related Disclosure

The Committee shall:

- Meet with senior management and/or the independent auditor to review and discuss:
 - the planning and staffing of the audit by the independent auditor;
 - before public disclosure, the Company's annual audited financial statements and quarterly unaudited financial statements, the Company's accompanying disclosure of Management's Discussion and Analysis ("MD&A") and earnings press releases and make recommendations to the Board as to the approval and dissemination of those statements and disclosure;

- the adequacy of the procedures for the review of the Company’s public disclosure of financial information extracted or derived from the Company’s financial statements, other than the public disclosure referred to in the immediately preceding paragraph and periodically assess the adequacy of those procedures and consider whether they are complete and consistent with the information known to committee members;
- financial information and any earnings guidance provided to analysts and rating agencies, recognizing that this review and discussion may be done generally (consisting of a discussion of the types of information to be disclosed and the types of presentations to be made) and need not take place in advance of the disclosure of each release or provision of guidance;
- any significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the selection or application of accounting principles, any major issues regarding auditing principles and practices, and the adequacy of internal controls that could significantly affect the Company’s financial statements;
- all critical accounting policies and practices used;
- all alternative treatments of financial information within GAAP or IFRS, as applicable, that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
- the use of “pro forma” or “adjusted” non-GAAP or non-IFRS information;
- the effect of new regulatory and accounting pronouncements
- the effect of any material off-balance sheet structures, transactions, arrangements and obligations (contingent or otherwise), on the Company’s financial statements;
- any disclosures concerning any weaknesses or any deficiencies in the design or operation of internal controls or disclosure controls made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process in documents filed with applicable securities regulators;
- the adequacy of the Company’s internal accounting controls and management information systems and its financial, auditing and accounting organizations and personnel and any special steps adopted in light of any material control deficiencies; and
- the establishment, and periodic review, of procedures for the review of financial information extracted or derived from the Company’s consolidated financial statements.
- In conducting its review of the financial statements and related management’s discussion and analysis:
 - consider the quality of, and not just the acceptability of, the accounting principles, and the reasonableness of senior management’s judgments, analyses and estimates made in connection with the preparation of the financial statements or that have a significant effect upon the financial statements, and the clarity of the disclosures in the financial statements;

- discuss the effect of off-balance sheet transactions, arrangements, obligations (including contingent liabilities) and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Company's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, and/or significant components of revenues and expenses;
 - consider any proposed changes in accounting practices or policies and their impact on consolidated financial statements of the Company;
 - discuss with senior management, the auditor and, if necessary, legal counsel, a report from senior management describing any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters have been disclosed in the financial statements;
 - discuss with senior management and the auditor any correspondence with regulators or governmental agencies, employee or other complaints or published reports that raise material issues regarding the Company's consolidated financial statements or accounting policies;
 - discuss with the auditor any special audit steps taken in light of material weaknesses in internal control;
 - review the results of the audit, including any reservations or qualifications in the auditor's opinion;
 - discuss with senior management all significant variances between comparative reporting periods;
 - discuss with the auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of their procedures and access to requested information, accounting adjustments proposed by the auditor which were not applied (because they were immaterial or otherwise) and significant disagreements with senior management and the method of resolution;
 - discuss with the auditor any material issues relating to the Company's activities on which the Company's audit team consulted the auditor's national office;
 - discuss with senior management and the auditor the appropriate disclosure of any transactions between the Company and its officers, directors, or other related parties; and
 - consider any other matter which in its judgment should be taken into account in reaching its recommendation to the Board concerning the approval of the financial statements.
- Review with the independent auditor:
 - the quality as well as the acceptability of the accounting principles that have been applied;
 - any problems or difficulties the independent auditor may have encountered during the provision of its audit services, including any restrictions on the scope of activities or access to requested information and any significant disagreements with management, any management letter provided by the independent auditor or other material communication (including any schedules of unadjusted differences) to management and the Company's response to that letter or communication; and

- any changes to the Company’s significant accounting principles and practices suggested by the independent auditor or members of management.
- Review with management all related party transactions and the development of policies and procedures related to those transactions.
- Following completion of the annual audit, review with each of management and the independent auditors any significant issues, concerns or difficulties encountered during the course of the audit including:
 - restrictions on the scope of work or on access to required or requested information;
 - issues or concerns that arose during the course of the audit concerning the Company’s internal accounting controls, or the fair presentation, completeness or accuracy of the financial statements; and
 - analyses prepared by management or the auditors setting forth significant financial reporting issues and judgments made in connection with preparation of the financial statements (including analysis of the effects of alternative treatments under generally accepted accounting principles).
- Periodically review reports on the Company’s information technology systems that support the financial reporting process.
- Receive and review reports from other Board committees with regard to matters that could affect the audit or results of operations.
- Oversee appropriate disclosure of the Charter, and other information required to be disclosed by applicable legislation in the Company’s public disclosure documents, including any management information circular distributed in connection with the solicitation of proxies from the Company’s security holders.

4.3 Compliance

The Committee shall, as it determines appropriate:

- Obtain reports from senior management that the Company and its subsidiaries are in conformity with applicable legal requirements;
- Review with the Company’s Chief Financial Officer, other members of management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company’s financial statements or accounting policies.
- Review senior management’s written representations to the independent auditor.
- Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Corporation’s Code of Business Conduct and Ethics.
- Review with the Company’s General Counsel and/or external legal counsel legal matters that may have a material impact on the financial statements, the Company’s compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- Discuss with senior management the guidelines and policies utilized by senior management with respect to financial risk assessment and management, and the major financial risk exposures and the procedures to monitor and control such exposures in order to assist the Committee in assessing the completeness, adequacy and appropriateness of financial risk disclosure in

Management's Discussion and Analysis and in the financial statements.

- Establish procedures for:
 - the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and
 - the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters.
- Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

4.4 Delegation

To avoid any confusion, the Committee responsibilities identified above are the sole responsibility of the Committee and may not be delegated to a different committee.

5. Meetings

The Committee shall meet in accordance with a schedule established each year by the Committee, and at other times that the Committee may determine. Quorum for all meetings shall be a majority of the Committee members or such greater number as the Committee shall, by resolution, determine. Minutes shall be maintained of all meetings of the Committee and copies of the minutes shall be made available to all members of the Board.

The Committee shall meet separately, periodically, with the Chief Financial Officer and other financial management, and the independent auditor and may request any member of the Company's senior management, the General Counsel or external legal counsel or independent auditor to attend meetings of the Committee or with any members of, or advisors to, the Committee.

Meeting agendas shall be developed by the Committee chair in consultation with the Company's management and the independent auditors. Committee members may propose agenda items through communication with the Chair of the Committee or the Chief Financial Officer. Agendas, together with appropriate briefing materials, shall be circulated to Committee members prior to meetings. At the discretion of the Committee, members of management and others may attend Committee meetings other than the separate sessions with the Chief Financial Officer, the independent auditor and General Counsel and/or external legal counsel.

The auditor is entitled to receive notice of every meeting of the Committee and, at the expense of the Company, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the auditor.

6. Resources and Authority

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage and establish the compensation of, at the expense of the Company, outside advisors including experts in particular areas of accounting, legal counsel and other experts or consultants as it determines necessary to carry out its duties, without seeking approval of the Board or management. The Committee will advise the Board of any such action taken.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and has direct access to the independent auditor as well as anyone in the Company.

7. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

- Perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter.
- Review and assess the adequacy of its Charter (including with respect to the procedures regarding the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements) and recommend to the Board any improvements to this Charter that the Committee determines to be appropriate.

Appendix "A"

Qualifications, Performance and Independence of Independent Auditor

- Review the experience and qualifications of the senior members of the independent auditor's team.
- Confirm with the independent auditor that it is in compliance with applicable legal, regulatory and professional standards relating to auditor independence.
- Review and approve clear policies for the hiring by the Company of employees or partners or former employees or former partners of the current and former independent auditor.
- Review annual reports from the independent auditor regarding its independence and consider whether there are any non-audit services or relationships that may affect the objectivity and independence of the independent auditor and, if so, recommend that the Board take appropriate action to satisfy itself of the independence of the independent auditor.
- Obtain and review such report(s) from the independent auditor as may be required by applicable legal and regulatory requirements.
- Conduct an evaluation (taking into account the opinions of management) of the independent auditors qualification, performance and independence and present to the Board the Committee's conclusion in such regard.
- Review, as required, the independent auditors' plans with respect to the partner rotation.