AGF MANAGEMENT LIMITED

SECOND QUARTER REPORT

2024

AGF®

Invested in Discipline

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Financial Highlights

(in millions of dollars, except share data) **Three months ended**	**May 31, 2024**	**Feb. 29, 2024**	**Nov. 30, 2023**	**Aug. 31, 2023**	**May 31, 2023**	**Feb. 28, 2023**	**Nov. 30, 2022**	**Aug. 31, 2022**
AUM & fee-earning assets[1]	$ 47,844	$ 45,012	$ 42,180	$ 42,259	$ 41,204	$ 41,928	$ 41,819	$ 39,555
Mutual fund net sales (redemptions)	(112)	(125)	(224)	(151)	77	221	251	51
Total net revenue[2]	97.0	103.0	78.3	84.0	95.8	80.1	81.7	79.6
SG&A[3]	68.2	57.9	52.9	50.2	53.0	53.0	51.5	46.4
Adjusted SG&A[2,3]	60.0	53.5	50.7	50.3	51.9	52.8	49.0	46.2
EBITDA[2]	26.6	45.1	25.4	33.8	42.8	27.1	30.2	33.2
Adjusted EBITDA[2]	37.0	49.5	27.6	33.7	43.9	27.3	32.7	33.4
Net income – equity owners of the Company	18.1	30.5	16.8	23.0	30.3	17.6	21.6	22.1
Adjusted net income – equity owners of the Company	23.6	33.7	18.5	22.9	31.2	17.8	23.5	22.3
Earnings per share – equity owners of the Company								
Basic	$ 0.28	$ 0.47	$ 0.26	$ 0.35	$ 0.46	$ 0.27	$ 0.32	$ 0.33
Diluted	0.27	0.46	0.25	0.34	0.45	0.26	0.32	0.32
Adjusted diluted	0.35	0.51	0.28	0.34	0.46	0.27	0.35	0.32
Free cash flow[2]	17.2	17.2	18.3	23.0	19.8	19.3	24.1	20.6
Dividends per share	0.115	0.110	0.110	0.110	0.110	0.100	0.100	0.100
Long-term debt	79.9	39.8	5.8	5.8	19.7	29.6	21.6	–
Average basic shares	64,611,582	64,648,897	64,572,595	65,018,132	65,365,263	64,869,861	66,854,462	67,758,818
Average fully diluted shares	66,607,960	66,455,243	66,598,358	67,013,139	67,270,375	66,861,361	67,464,947	69,268,495

[1] AUM represents assets under management. Fee-earning assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.
[2] Total net revenue, adjusted SG&A, EBITDA, adjusted EBITDA, and free cash flow are not standardized earnings measures prescribed by IFRS. Descriptions of these non-IFRS measures, as well as others, and reconciliations to IFRS, where necessary, are provided in the MD&A. See the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.
[3] Selling, general, and administrative expenses. Adjusted SG&A exclude compensation expense relating to Kensington Capital Partners Limited's legacy long-term incentive plan, severance, corporate development and acquisition related expenses.

Selected Quarterly Information

(in millions of dollars, except share data)	Three months ended May 31, 2024	Three months ended Feb. 29, 2024	Three months ended May 31, 2023	Six months ended May 31, 2024	Six months ended May 31, 2023
AUM end of the period					
AGF Investments					
Mutual funds	$ 26,961	$ 26,186	$ 23,631	$ 26,961	$ 23,631
ETFs and SMA	1,800	1,676	1,400	1,800	1,400
Segregated accounts and sub-advisory	6,313	7,162	6,876	6,313	6,876
AGF Private Wealth	8,026	7,836	7,162	8,026	7,162
AGF Capital Partners	2,663	48	48	2,663	48
Total AUM	**$ 45,763**	**$ 42,908**	**$ 39,117**	**$ 45,763**	**$ 39,117**
AGF Capital Partners fee-earning assets[1]	2,081	2,104	2,087	2,081	2,087
Total AUM and fee-earning assets[1] end of period	**$ 47,844**	**$ 45,012**	**$ 41,204**	**$ 47,844**	**$ 41,204**
Mutual fund net sales (redemptions)	$ (112)	$ (125)	$ 77	$ (237)	$ 298
Retail mutual fund net sales (redemptions)[2]	(112)	(125)	77	(237)	303
Net management, advisory and administration fees[3]	81.2	74.9	75.7	156.1	148.7
Adjusted selling, general and administrative[3]	60.0	53.5	51.9	113.5	104.6
Adjusted EBITDA	37.0	49.5	43.9	86.5	71.3
Adjusted net income – equity owners	23.6	33.7	31.2	57.3	49.0
Adjusted diluted earnings per share – equity owners	0.35	0.51	0.46	0.86	0.73
Free cash flow[3]	17.2	17.2	19.8	34.4	39.1
SUPPLEMENTARY FINANCIAL INFORMATION					
Adjusted EBITDA[3]					
Adjusted EBITDA before AGF Capital Partners	$ 29.4	$ 25.1	$ 25.9	$ 54.5	$ 49.3
From AGF Capital Partners[4,5]	7.6	24.4	18.0	32.0	22.0
Adjusted EBITDA	**$ 37.0**	**$ 49.5**	**$ 43.9**	**$ 86.5**	**$ 71.3**
Adjusted diluted earnings per share – equity owners of the Company					
Adjusted diluted earnings per share before AGF Capital Partners	$ 0.27	$ 0.24	$ 0.25	$ 0.51	$ 0.47
From AGF Capital Partners[4]	0.08	0.27	0.21	0.35	0.26
Adjusted diluted earnings per share	**$ 0.35**	**$ 0.51**	**$ 0.46**	**$ 0.86**	**$ 0.73**

[1] Fee-earnings assets represents assets in which AGF has carried interest ownership and earns recurring fees but does not have ownership interest in the managers.
[2] Net sales (redemptions) in retail mutual funds are calculated as reported mutual fund net sales (redemptions) less non-recurring institutional net sales (redemptions) in excess of $5.0 million invested in our mutual funds.
[3] For the definition of net management, advisory and administration fees, adjusted selling, general and administrative, adjusted EBITDA, and free cash flow, see the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section.
[4] AGF Capital Partners represents share of profit of joint ventures, which are recorded under equity accounting, income from other fee-earning arrangements on the consolidated statement of income, long-term investments, which represents fair value adjustments and distributions related to long-term investments included in fair value adjustments and other income on the consolidated statement of income and new acquisition of Kensington Capital Partners Limited.
[5] EBITDA from AGF Capital Partners exclude corporate overhead costs.

Strategic and Financial Highlights

AUM and Sales

AGF reported $47.8 billion in assets under management and fee-earning assets as at May 31, 2024, compared to $45.0 billion as at February 29, 2024 and $41.2 billion as at May 31, 2023. Excluding AGF Capital Partners, AUM was $45.8 billion as at May 31, 2024, compared to $42.9 billion as at February 29, 2024 and $39.1 billion as at May 31, 2023.

Elevated interest rates continue to contribute to higher volatility and could ultimately impact the trajectory of investment returns over the next 12 months. Investors are now seemingly taking a wait-and-see approach in anticipation of continuing market volatility until the impact of tighter monetary policy on economic growth and the timing of potential interest rate reductions can be better determined. Sustained and material volatility in the financial markets has the potential to create market risk to the Company's capital position and profitability.

During the three months ended May 31, 2024, AGF reported mutual fund net redemptions of $112.0 million compared to net redemptions of $125.0 million for the three months ended February 29, 2024 and net sales of $77.0 million in the comparative prior year period. Retail mutual fund[1] net redemptions were $112.0 million for the quarter, compared to net redemptions of $125.0 million for the three months ended February 29, 2024 and $77.0 million in the comparative prior year period.

Investment Performance

As at May 31, 2024, the average percentile of AGF's mutual fund gross returns (before fees) over the past one year was 45% (February 29, 2024 – 68%) and 44% over the past three years (February 29, 2024 – 50%), with 1st percentile representing the best possible performance. Our one-year performance improved as the extreme market narrowness from spring of 2023 rolled off, and a gradual broadening of equity market participation occurred.

Business Highlights

- AGF Global Select ADR Constrained Strategy was recently named the winner in the Global category at the SMArtX 2024 X Awards and AGF U.S. Large Cap Growth Equity Strategy was named a finalist in the Large Cap category.
- AGF was named a finalist in three key categories at the Wealth Professional Awards: Employer of Choice, Mutual Fund Provider of the Year and Alternative Investment Solutions Provider of the Year.
- AGF U.S. Market Neutral Anti-Beta Fund (BTAL) was shortlisted for Alternative ETF of the Year at the Mutual Fund & ETF Awards presented by With Intelligence.
- On June 13, Kensington Capital Partners Limited (KCPL) – one of Canada's leading alternative asset management firms and a partner of AGF Capital Partners – announced the final close of its $290 million Kensington Venture Fund III, which follows a hybrid approach of direct investments into emerging tech companies and venture capital funds. Earlier this year, AGF completed a strategic investment to acquire a majority interest in KCPL as part of the AGF Capital Partners growth strategy.

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

Financial Highlights

AGF completed the acquisition of KCPL on March 8, 2024 and has consolidated KCPL financial results for the quarter ended May 31, 2024 under AGF Capital Partners.

For the three months ended May 31, 2024, AGF reported total adjusted EBITDA of $37.0 million, compared to $49.5 million for the three months ended February 29, 2024 and $43.9 million in the comparative prior year period. For the three months ended May 31, 2024, AGF reported adjusted EBITDA margin of 28.0%, compared to 36.2% for the three months ended February 29, 2024 and 33.9% in the comparative prior year period. The change is outlined below.

Net management, advisory and administration fees were $81.2 million for the three months ended May 31, 2024, compared to $74.9 million for the three months ended February 29, 2024 and $75.7 million in the comparative prior year period. Net management, advisory and administration fees are directly related to our AUM levels, the proportion of AUM invested in various strategies (i.e., equity fund vs. fixed income fund) and commission fee structures (i.e., fee-based, front-end, or deferred sales commission basis). Annualized net management, advisory and administration fees as a percentage of average AUM was 0.75% for the three months ended May 31, 2024, compared to 0.73% for the three months ended February 29, 2024 and 0.76% for the comparative prior year period. The net management, advisory and administration fees increased as a result of higher AUM and net revenue rate due to change in asset mix for the three months ended May 31, 2024.

Adjusted SG&A was $60.0 million for the three months ended May 31, 2024, compared to $53.5 million for the three months ended February 29, 2024 and $51.9 million for the comparative prior year period. The increase in SG&A reflects strategic investments made into the business to support our growth plan, including AGF Capital Partners, as well as increases driven by the addition of KCPL, higher performance-based compensation and the market environment.

For the three months ended May 31, 2024, adjusted EBITDA from AGF Capital Partners was $7.6 million, compared to $24.4 million for the three months ended February 29, 2024 and $18.0 million for the comparative prior year period. The decrease in AGF's Capital Partners adjusted EBITDA is primarily related to lower fair value adjustments and distribution income recorded, partially offset by the consolidation of KCPL results. AGF's Capital Partners long-term investments can be variable quarter to quarter and can be impacted by fair value adjustments, timing of monetizations and cash distributions.

For the three months ended May 31, 2024, adjusted diluted earnings per share attributable to equity owners of the Company was $0.35 compared to $0.51 for the three months ended February 29, 2024 and $0.46 for the comparative prior year period. The AGF Capital Partners business contributed $0.08 for the three months ended May 31, 2024, compared to $0.27 for the three months ended February 29, 2024 and $0.21 for the comparative prior year period.

AGF Management Limited

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended May 31, 2024 and 2023

Caution Regarding Forward-Looking Statements

This Management's Discussion and Analysis (MD&A) includes forward-looking statements about the Company, including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as 'expects,' 'estimates,' 'anticipates,' 'intends,' 'plans,' 'believes' or negative versions thereof and similar expressions, or future or conditional verbs such as 'may,' 'will,' 'should,' 'would' and 'could.' In addition, any statement that may be made concerning future financial performance (including income, revenues, earnings or growth rates), ongoing business strategies or prospects, fund performance, and possible future action on our part, is also a forward-looking statement. Forward-looking statements are based on certain factors and assumptions, including expected growth, results of operations, business prospects, business performance and opportunities. While we consider these factors and assumptions to be reasonable based on information currently available, they may prove to be incorrect. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about our operations, economic factors and the financial services industry generally. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by us due to, but not limited to, important risk factors such as level of assets under our management, volume of sales and redemptions of our investment products, performance of our investment funds and of our investment managers and advisors, client-driven asset allocation decisions, pipeline, competitive fee levels for investment management products and administration, and competitive dealer compensation levels and cost efficiency in our investment management operations, as well as general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, taxation, changes in government regulations, unexpected judicial or regulatory proceedings, technological changes, cybersecurity, the possible effects of war or terrorist activities, outbreaks of disease or illness that affect local, national or international economies, natural disasters and disruptions to public infrastructure, such as transportation, communications, power or water supply or other catastrophic events, and our ability to complete strategic transactions and integrate acquisitions, and attract and retain key personnel. We caution that the foregoing list is not exhaustive. The reader is cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. Other than specifically required by applicable laws, we are under no obligation (and expressly disclaim any such obligation) to update or alter the forward-looking statements, whether as a result of new information, future events or otherwise. For a more complete discussion of the risk factors that may impact actual results, please refer to the 'Risk Factors and Management of Risk' section of the 2023 Annual MD&A.

Management's Discussion and Analysis

This Management's Discussion and Analysis (MD&A) is as of June 25, 2024 and presents an analysis of the financial condition of AGF Management Limited (AGF or the Company) and its subsidiaries for the three and six months ended May 31, 2024, compared to the three and six months ended May 31, 2023. The MD&A should be read in conjunction with the unaudited Condensed Consolidated Interim Financial Statements for the three and six months ended May 31, 2024 and the 2023 Annual Report. The financial statements for the three and six months ended May 31, 2024, including required comparative information, have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements, including International Accounting Standard 34 (IAS 34), Interim Financial Reporting, unless otherwise noted. References to IFRS are equivalent to IFRS Accounting Standards in the Condensed Consolidated Interim Financial Statements.

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

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

Our Business and Strategy

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

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

Headquartered in Toronto, Canada, AGF has investment operations and client servicing teams on the ground in North America and Europe. AGF serves more than 800,000 investors. AGF trades on the Toronto Stock Exchange under the symbol AGF.B.

AGF Investments

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

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

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

AGF Private Wealth

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

Cypress Capital Management Ltd.

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

Doherty & Associates Ltd.

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

Highstreet Asset Management Inc.

Acquired by AGF in 2006, Highstreet Asset Management is committed to their core principles of doing two things exceptionally well – serving their clients and managing money. They believe that investment success can be achieved through blending quantitative and fundamental analysis to capture alpha drivers.

AGF Capital Partners

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

Kensington Capital Partners Limited

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

New Holland Capital, LLC

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

SAF Group

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

Corporate Sustainability

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

Guided by the thinking, "Our Responsibility Today for a Sustainable Tomorrow," we have developed a corporate responsibility framework that applies forward-thinking practices related to key sustainability factors to deliver long-term successful outcomes for each of our stakeholders.

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

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

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

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

Recognizing that client and market expectations continue to evolve, we remain committed to our guiding principles of shared intelligence, taking a measured approach and having active accountability. These principles continue to guide us, shaping our practices and approach while we strive to deliver successful outcomes in support of our stakeholders.

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

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

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

Assets Under Management and Fee-earning Assets[1]

(in millions of dollars)	May 31, 2024	Feb. 29, 2024	Nov. 30, 2023	Aug. 31, 2023	May 31, 2023
	Three months ended				
Mutual fund AUM beginning of the period[1]	$ 26,186	$ 24,459	$ 24,377	$ 23,631	$ 24,029
Gross sales	934	914	687	633	819
Redemptions	(1,046)	(1,039)	(911)	(784)	(742)
Net sales (redemptions)	(112)	(125)	(224)	(151)	77
Market appreciation of fund portfolios	$ 887	$ 1,852	$ 306	$ 897	$ (475)
Mutual fund AUM end of the period[1]	$ 26,961	$ 26,186	$ 24,459	$ 24,377	$ 23,631
Average daily mutual fund AUM[1]	$ 26,604	$ 25,197	$ 23,840	$ 24,168	$ 24,017
ETFs and SMA AUM, end of the period	1,800	1,676	1,465	1,332	1,400
Segregated accounts and sub-advisory AUM, end of the period	$ 6,313	$ 7,162	$ 6,774	$ 7,058	$ 6,876
Total AGF Investments AUM	**$ 35,074**	**$ 35,024**	**$ 32,698**	**$ 32,767**	**$ 31,907**
AGF Private Wealth AUM	$ 8,026	$ 7,836	$ 7,341	$ 7,360	$ 7,162
Subtotal excluding AGF Capital Partners AUM end of the period	**$ 43,100**	**$ 42,860**	**$ 40,039**	**$ 40,127**	**$ 39,069**
AGF Capital Partners AUM[3]	$ 2,663	$ 48	$ 46	$ 42	$ 48
Total AUM	**$ 45,763**	**$ 42,908**	**$ 40,085**	**$ 40,169**	**$ 39,117**
AGF Capital Partners fee-earning assets[2]	$ 2,081	$ 2,104	$ 2,095	$ 2,090	$ 2,087
Total AUM and fee-earning assets[2] end of the period	**$ 47,844**	**$ 45,012**	**$ 42,180**	**$ 42,259**	**$ 41,204**

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

AGF Capital Partners AUM and Fee-earning Assets

(in millions of dollars)	May 31, 2024	Feb. 29, 2024	Nov. 30, 2023	Aug. 31, 2023	May 31, 2023
	Three months ended				
AGF Capital Partners AUM[1]	$ 2,663	$ 48	$ 46	$ 42	$ 48
AGF Capital Partners fee-earning assets[2]	2,081	2,104	2,095	2,090	2,087
Total AGF Capital Partners AUM and fee-earning assets[1,2]	**$ 4,744**	**$ 2,152**	**$ 2,141**	**$ 2,132**	**$ 2,135**

[1] Q2 2024 includes AUM from KCPL.

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

Consolidated Operating Results

(in millions of dollars, except per share data)	Three months ended May 31, 2024	Three months ended February 29, 2024	Three months ended May 31, 2023	Six months ended May 31, 2024	Six months ended May 31, 2023
Revenues					
Management, advisory and administration fees	$ 116.4	$ 108.6	$ 109.8	$ 225.0	$ 216.6
Trailing commissions and investment advisory fees	(35.2)	(33.7)	(34.1)	(68.9)	(67.9)
Net management, advisory and administration fees[1]	81.2	74.9	75.7	156.1	148.7
Deferred sales charges	1.9	2.0	2.1	3.9	3.9
Revenue from AGF Capital Partners[1]	12.0	24.4	18.0	36.4	22.0
Other revenue[1]	1.9	1.7	–	3.6	1.3
Total net revenue[1]	$ 97.0	$ 103.0	$ 95.8	$ 200.0	$ 175.9
Selling, general and administrative	68.2	57.9	53.0	126.1	106.0
Fair value adjustment on contingent consideration payable	1.0	–	–	1.0	–
Fair value adjustment on put option liability	1.2	–	–	1.2	–
EBITDA[1]	**$ 26.6**	**$ 45.1**	**$ 42.8**	**$ 71.7**	**$ 69.9**
Amortization, derecognition and depreciation	2.6	2.2	2.3	4.8	4.5
Interest expense	2.1	1.6	1.5	3.7	2.7
Net income before income taxes	$ 21.9	$ 41.3	$ 39.0	$ 63.2	$ 62.7
Income tax expense	5.5	10.8	8.7	16.3	14.8
Net income for the period	**$ 16.4**	**$ 30.5**	**$ 30.3**	**$ 46.9**	**$ 47.9**
Net income attributable to:					
Equity owners of the Company	$ 18.1	$ 30.5	$ 30.3	$ 48.6	$ 47.9
Non-controlling interest	(1.7)	–	–	(1.7)	–
Earnings per share attributable to equity owners of the Company					
Basic earnings per share	$ 0.28	$ 0.47	$ 0.46	$ 0.75	$ 0.73
Diluted earnings per share	$ 0.27	$ 0.46	$ 0.45	$ 0.73	$ 0.71

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

Consolidated Adjusted Operating Results

Adjusted operating results presented below reflect results excluding the impact of compensation expense relating to KCPL's legacy long-term incentive plan (LLTIP), severance, corporate development, acquisition related expenses and fair value adjustments on contingent consideration payable and put option liability. For the reconciliation of adjusted balances, see the 'Key Performance indicators, Additional IFRS and Non-IFRS Measures' section.

	Three months ended			Six months ended	
(in millions of dollars, except per share data)	**May 31, 2024**	**February 29, 2024**	**May 31, 2023**	**May 31, 2024**	**May 31, 2023**
Revenues					
Management, advisory and administration fees	$ 116.4	$ 108.6	$ 109.8	$ 225.0	$ 216.6
Trailing commissions and investment advisory fees	(35.2)	(33.7)	(34.1)	(68.9)	(67.9)
Net management, advisory and administration fees[1]	81.2	74.9	75.7	156.1	148.7
Deferred sales charges	1.9	2.0	2.1	3.9	3.9
Revenue from AGF Capital Partners[1]	12.0	24.4	18.0	36.4	22.0
Other revenue[1]	1.9	1.7	–	3.6	1.3
Total net revenue[1]	$ 97.0	$ 103.0	$ 95.8	$ 200.0	$ 175.9
Adjusted selling, general and administrative[1]	60.0	53.5	51.9	113.5	104.6
Adjusted EBITDA[1]	**$ 37.0**	**$ 49.5**	**$ 43.9**	**$ 86.5**	**$ 71.3**
Amortization, derecognition and depreciation	2.6	2.2	2.3	4.8	4.5
Interest expense	2.1	1.6	1.5	3.7	2.7
Adjusted net income before income taxes	$ 32.3	$ 45.7	$ 40.1	$ 78.0	$ 64.1
Adjusted income tax expense	8.1	12.0	8.9	20.1	15.1
Adjusted net income for the period	**$ 24.2**	**$ 33.7**	**$ 31.2**	**$ 57.9**	**$ 49.0**
Adjusted net income attributable to:					
Equity owners of the Company	$ 23.6	$ 33.7	$ 31.2	$ 57.3	$ 49.0
Non-controlling interest	0.6	–	–	0.6	–
Earnings per share attributable to equity owners of the Company					
Adjusted diluted earnings per share	$ 0.35	$ 0.51	$ 0.46	$ 0.86	$ 0.73
Adjusted diluted earnings per share	**$ 0.35**	**$ 0.51**	**$ 0.46**	**$ 0.86**	**$ 0.73**

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

Commentary on Consolidated Results of Operations

Income

Net Management, Advisory and Administration Fees

Net management, advisory and administration fees is comprised of management, advisory and administration fees net of trailing commissions and investment advisory fees and is directly related to our AUM levels. Net management, advisory and administration fees depends on the proportion of AUM invested in various strategies (i.e., equity fund vs. fixed income fund) and commission fee structures (i.e., fee-based, front-end or deferred sales commission basis) and are recognized on an accrual basis.

For the three and six months ended May 31, 2024, net management, advisory and administration fees were $81.2 million and $156.1 million, an increase of $5.5 million and $7.4 million or 7.3% and 5.0%, compared to $75.7 million and $148.7 million in the same period in 2023. The increase is primarily due to movements in average AUM reported, partially offset by a change in net revenue rate as a result of asset mix. Annualized net management, advisory and administration fees as a percentage of average AUM was 0.75% and 0.74% for the three and six months ended May 31, 2024, compared to 0.76% and 0.75% for the same period in 2023.

	Three months ended			Six months ended	
(in millions of dollars, except revenue rate)	**May 31, 2024**	**February 29, 2024**	**May 31, 2023**	**May 31, 2024**	**May 31, 2023**
Net management, advisory and administration fees	81.2	74.9	75.7	156.1	148.7
Average AUM[1]	43,278	41,237	39,431	41,941	39,528
Net revenue rate, excluding AGF Capital Partners	**0.75%**	**0.73%**	**0.76%**	**0.74%**	**0.75%**

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

Deferred Sales Charges (DSC)

AGF receives deferred sales charges upon redemption of securities sold on the contingent DSC or low-load commission basis for which we finance the selling commissions paid to the dealer (prior to June 1, 2022). The DSC ranges from 1.5% to 5.5%, depending on the commission option of the original subscription price of the funds purchased if the funds are redeemed within the first two years and declines to zero after three or seven years. DSC revenue fluctuates based on the level of redemptions, the age of the assets being redeemed and the proportion of redemptions composed of back-end assets. DSC revenue was $1.9 million and $3.9 million for the three and six months ended May 31, 2024, compared to $2.1 million and $3.9 million for the same period in 2023. As a result of the DSC elimination effective June 1, 2022, DSC revenue will decline over time as assets move off the DSC schedule to front-end.

AGF Capital Partners

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

	Three months ended			Six months ended	
(in millions of dollars)	**May 31, 2024**	**Feb. 29, 2024**	**May 31, 2023**	**May 31, 2024**	**May 31, 2023**
Revenue					
Management and administration fees[1]	$ 6.6	$ –	$ –	$ 6.6	$ –
Manager earnings[2]	–	–	(0.1)	–	(0.1)
Carried interest earnings and performance fees[2]	–	0.2	0.9	0.2	1.3
Income from fee-earning arrangements	0.7	0.8	0.9	1.5	1.6
Revenue from AGF Capital Partners long-term investments	4.7	23.4	16.3	28.1	19.2
Revenue from AGF Capital Partners	**$ 12.0**	**$ 24.4**	**$ 18.0**	**$ 36.4**	**$ 22.0**

[1] Represents consolidated KCPL revenue.
[2] Represents share of profit (loss) of joint ventures related to AGF Capital Partners Managers.

AGF completed the acquisition of KCPL on March 8, 2024, and the financial results of KCPL has been consolidated and included in AGF Capital Partners for the period from March 8, 2024 to May 31, 2024. For additional information, see Note 9 of the Condensed Consolidated Interim Financial Statements. AGF recorded management and administration fee related to KCPL of $6.6 million and SG&A of $10.8 million, which includes compensation expense related to KCPL LLTIP of $6.5 million, between the period of closing and May 31, 2024.

AGF earns management fees from the underlying investments managed through the manager, which are recorded under the equity method. Managers of funds in their early stages may generate losses until the fund reaches sufficient scale. AGF also earns its proportionate share of carried interest/performance fees through the achievement of attractive and sustainable investment returns. These earnings, or losses incurred, are recognized through 'Share of profit of joint ventures' on the Consolidated Statement of Income. For additional information, see Note 7 of the Condensed Consolidated Interim Financial Statements.

In addition, AGF earns ongoing fees through fee arrangements with Instar Group Inc. (Instar) and First Ascent Ventures (First Ascent). For additional information, see Note 8 of the Condensed Consolidated Interim Financial Statements.

AGF also participates as an investor in the units of the underlying funds managed by our partners. Under IFRS, investments held in the underlying funds are measured at fair value. The fair value of the fund considers carried interest payable to the manager, based on the returns achieved to date. AGF may also receive cash distributions from the underlying funds. These earnings are recognized through 'Fair value adjustments and distribution income' on the Consolidated Statement of Income and can fluctuate with the amount of capital invested, monetizations, and changes in fair value. For additional information, see Note 6(b) of the Condensed Consolidated Interim Financial Statements.

For the three and six months ended May 31, 2024, AGF recorded revenue from AGF Capital Partners long-term investments of $4.7 million and $28.1 million, compared to $16.3 million and $19.2 million from the same period in 2023. The decrease is primarily related to lower fair value adjustments recorded on AGF's Capital Partners long-term investments. As at May 31, 2024, the carrying value of AGF's long-term investment in AGF Capital Partners business was $308.8 million, compared to $247.3 million for the same period in 2023.

	Three months ended			Six months ended	
(in millions of dollars)	**May 31, 2024**	**Feb. 29, 2024**	**May 31, 2023**	**May 31, 2024**	**May 31, 2023**
Committed capital, end of period	$ 252.1	$ 252.0	$ 237.5	$ 252.1	$ 237.5
Funded capital, since inception	236.6	234.7	210.5	236.6	210.5
Remaining committed capital[1]	**$ 15.5**	**$ 17.3**	**$ 27.0**	**$ 15.5**	**$ 27.0**
Fair value of investments	$ 308.8	$ 297.3	$ 247.3	$ 308.8	$ 247.3

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

Other Revenue

Other revenue includes mark to market adjustments related to AGF mutual funds that are held as seed capital investments, the share of profit or loss from AGF's ownership in AGFWave, and other income.

During the three and six months ended May 31, 2024, the Company recorded $1.9 million and $3.6 million in other revenue, compared to $nil and $1.3 million in the comparative prior year period. The Company recorded $0.7 million and $1.4 million revenue in fair value adjustments related to investments in AGF mutual funds and $0.4 million and $0.9 million of interest income for the three and six months ended May 31, 2024, compared to loss of $0.4 million and gain of $0.1 million in fair value adjustments and $0.3 million and $0.7 million interest income in the comparative prior year period. Remaining other revenue was $0.8 million and $1.3 million for the three and six months ended May 31, 2024, compared to $0.1 million and $0.5 million for the comparative prior year period.

	Three months ended			Years ended	
(in millions of dollars)	**May 31, 2024**	**February 29, 2023**	**May 31, 2023**	**May 31, 2024**	**May 31, 2023**
Fair value adjustment related to investment in AGF mutual funds	$ 0.7	$ 0.7	$ (0.4)	$ 1.4	$ 0.1
Interest income	0.4	0.5	0.3	0.9	0.7
Other	0.8	0.5	0.1	1.3	0.5
	$ 1.9	**$ 1.7**	**$ –**	**$ 3.6**	**$ 1.3**

Expenses

Selling, General and Administrative Expenses (SG&A)

For the three and six months ended May 31, 2024, SG&A was $68.2 million and $126.1 million, an increase of $15.2 million and $20.1 million or 28.7% and 19.0%, compared to $53.0 million and $106.0 million for the same period in 2023. Excluding compensation related to KCPL LLTIP, severance, corporate development and acquisition related expenses, adjusted SG&A was $60.0 million and $113.5 million for the three and six months ended May 31, 2024, an increase of $8.1 million and $8.9 million or 15.6% and 8.4%, compared to $51.9 million and $104.6 million for the same period in 2023.

(in millions of dollars)	Three months ended May 31, 2024	Six months ended May 31, 2024
Increase in performance-based compensation expenses	$ 2.8	$ 3.7
Increase in non performance-based compensation expenses	2.9	3.0
Increase in stock-based compensation expenses	0.3	0.3
Increase in non-compensation related expenses	2.1	1.9
Total change in adjusted SG&A	**$ 8.1**	**$ 8.9**
Increase in corporate development and acquisition related expenses	1.5	4.6
(Decrease)/ increase in severance expenses	(0.9)	0.1
Increase in LLTIP expense	6.5	6.5
Total change in SG&A	**$ 15.2**	**$ 20.1**

The following explains expense changes in the three and six months ended May 31, 2024, compared to the same period in the prior year:

- Performance-based compensation expenses increased by $2.8 million and $3.7 million, driven by improved performance, timing of certain incentive payments, the consolidation of KCPL performance-based compensation expense, and market adjustments.

- Non performance-based compensation expenses increased by $2.9 million and $3.0 million, driven mainly by the consolidation of KCPL non performance-based compensation expenses.

- Stock-based compensation expenses increased by $0.3 million and $0.3 million. Increases or decreases in the AGF.B share price will create fluctuations in the fair value of unhedged cash-settled Restricted Share Units (RSUs) and Deferred Share Units (DSUs). The Company manages its exposure to changes in the fair value of its vested DSUs through a Total Return Swap agreement (TRS). For additional information, see Note 17(a) of the Condensed Consolidated Interim Financial Statements. As at May 31, 2024, 17.1% of the Company's cash-settled RSUs and vested DSUs were unhedged.

- Non-compensation related expenses decreased by $2.1 million and $1.9 million, driven by timing of expenses and consolidation of KCPL non-compensation related expenses.

- The Company recorded $1.5 million and $4.6 million of corporate development and acquisition related expenses in the quarter. Corporate development and acquisition related expenses reflect costs incurred as the Company executes on its strategic objective to deploy capital and expand the AGF Capital Partners business.

- KCPL has established a legacy long-term incentive plan (LLTIP) whereby specific employees are allocated a portion of the carried interest and performance fees that will be paid in a future period related to investments made prior to the acquisition. The Company recorded $6.5 million of LLTIP expense in the quarter. For additional information, see Note 9 of the Condensed Consolidated Interim Financial Statements.

Fair value adjustments on contingent consideration payable and put option liability

- This category represents fair value adjustments recorded on contingent consideration payable and put option liability. The fair value adjustments are determined using a combination of the discounted cash flow and weighted probability approaches, which are based on significant unobservable inputs.
- For the three and six months ended May 31, 2024, fair value adjustments on contingent consideration payable was $1.0 million and $1.0 million and the fair value adjustments on put option liability was $1.2 million and $1.2 million, respectively. For additional information, see Note 9 of the Condensed Consolidated Interim Financial Statements.

Amortization and Interest Expense

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

- Depreciation increased by $0.3 million and $0.3 million for the three and six months ended May 31, 2024, compared to the same period in 2023.
- Interest expense increased by $0.6 million and $1.0 million for the three and six months ended May 31, 2024, compared to the same period in 2023, driven by higher interest rates incurred on higher long-term debt balance.

Income Tax Expense

Income tax expense for the three and six months ended May 31, 2024 was $5.5 million and $16.3 million, compared to $8.7 million and $14.8 million in the corresponding period in 2023.

The effective tax rate for the six months ended May 31, 2024 was 25.8% (2023 – 23.6%). The main items impacting the effective tax rate in the period relate to gains from investments subject to different tax rates, temporary differences for which no deferred tax assets were recognized, non-deductible expenses, and adjustments for prior periods.

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

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

Net Income attributable to equity owners of the Company

The impact of the above income and expense items resulted in net income of $18.1 million and $48.6 million for the three and six months ended May 31, 2024, compared to $30.3 million and $47.9 million in the corresponding period in 2023. Excluding the impact of compensation related to KCPL's LLTIP, severance, corporate development, acquisition related expenses and fair value adjustments on contingent consideration payable and put option liability, adjusted net income is $23.6 million and $57.3 million for the three and six months ended May 31, 2024, compared to $31.2 million and $49.0 million in the corresponding period in 2023.

Earnings per Share attributable to equity owners of the Company

Diluted earnings per share was $0.27 and $0.73 for the three and six months ended May 31, 2024, compared to $0.45 and $0.71 in the corresponding period in 2023. Excluding the impact of compensation expense related to KCPL's LLTIP, severance, corporate development, acquisition related expenses, and fair value adjustments on contingent consideration payable and put option liability, adjusted diluted earnings per share was $0.35 and $0.86 for the three and six months ended May 31, 2024, compared to earnings of $0.46 and $0.73 per share in the corresponding period in 2023.

Liquidity and Capital Resources

As at May 31, 2024, the Company had total cash and cash equivalents of $43.6 million (November 30, 2023 – $50.5 million). Free cash flow, as defined in the 'Key Performance Indicators, Additional IFRS and Non-IFRS Measures' section of this MD&A, generated was $17.2 million and $34.4 million for the three and six months ended May 31, 2024, compared to $19.8 million and $39.1 million in the comparative prior year period. During the six months ended May 31, 2024, we used $6.8 million (2023 – $39.1 million) in cash as follows:

(in millions of dollars) **Six months ended**		**May 31, 2024**		**May 31, 2023**
Net cash provided by operating activities	$	6.9	$	8.8
Acquisition of Kensington Capital Partners Limited, net of cash acquired		(40.8)		–
Repurchase of shares under normal course issuer bid and purchase of treasury stock for employee benefit trust (EBT)		(6.9)		(6.7)
Issue of Class B non-voting shares		4.0		6.5
Dividends paid		(14.4)		(13.4)
Issuance of long-term debt		74.0		(2.0)
Interest paid		(2.8)		(1.0)
Lease payments		(3.0)		(2.9)
Net purchase of long-term investments		(22.5)		(29.1)
Purchase of property, equipment and computer software, net of disposals		(0.8)		(1.7)
Net return of capital of short-term investments, including seed capital		3.6		2.6
Purchase of convertible note receivable		(4.1)		–
Other		–		(0.2)
Change in cash and cash equivalents	**$**	**(6.8)**	**$**	**(39.1)**

Total long-term debt outstanding as at May 31, 2024 was $80.0 million (November 30, 2023 – $6.0 million). As at May 31, 2024, $70.0 million was available to be drawn from the revolving credit facility and swingline facility commitment to meet future operational investment needs. AGF drew on the credit facility in order to fund the acquisition of KCPL and purchase of long-term investments and convertible note receivable.

As at May 31, 2024, the Company has right-of-use assets of $71.1 million and total lease liabilities of $83.8 million recorded on the Condensed Consolidated Interim Statement of Financial Position. As at May 31, 2024, the Company has funded $236.6 million (November 30, 2023 – $213.8 million) in funds and investments associated with the AGF Capital Partners business and has $15.5 million (November 30, 2023 – $22.1 million) remaining to be funded. The Company also has an anticipated commitment of US$50.0 million upon the successful launch of Instar's third fund. In addition, the Company is committed to loan up to US$15.0 million to New Holland Capital, LLC through a convertible note agreement with a maturity date of February 9, 2032.

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

Capital Management Activities

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

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

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

Normal Course Issuer Bid

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

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

During the three and six months ended May 31, 2024, AGF purchased 106,124 and 574,500 (2023 – 500,000 and 905,652) Class B Non-Voting shares for cancellation for a total consideration of $0.9 million and $4.5 million (2023 – $4.0 million and $6.7 million) at an average price of $8.28 and $7.84 (2023 – $7.92 and $7.44) per share under its NCIB.

During the three and six months ended May 31, 2024, the premium of $0.2 million and $1.0 million (2023 – $0.9 million and $1.2 million) from the recorded capital stock value of the shares repurchased for cancellation was recorded in retained earnings.

During the three and six months ended May 31, 2024, AGF purchased 200,000 and 305,962 (2023 – nil and nil) Class B Non-Voting shares for the EBT for a total consideration of $1.6 million and $2.4 million at an average price of $8.13 and $7.95 per share.

Dividends

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

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

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

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

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

We review our dividend distribution policy on a quarterly basis, taking into account our financial position, profitability, cash flow and other factors considered relevant by our Board of Directors. The quarterly dividend paid on April 24, 2024 was 11.5 cents per share.

On June 25, 2024, the Board of Directors of AGF declared a quarterly dividend on both the Class A Voting common shares and Class B Non-Voting shares of the Company of 11.5 cents per share in respect of the three months ended May 31, 2024.

Outstanding Share Data

Set out below is our outstanding share data as at May 31, 2024 and 2023. For additional detail, see Notes 13 and 19 of the Condensed Consolidated Interim Financial Statements.

	May 31, 2024	May 31, 2023
Shares		
Class A Voting common shares	57,600	57,600
Class B Non-Voting shares	64,538,821	65,125,966
Stock Options		
Outstanding options	3,001,341	3,414,535
Exercisable options	2,298,931	2,530,752

Key Performance Indicators, Additional IFRS and Non-IFRS Measures

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

Net Management, Advisory and Administration Fees

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

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

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

Total Net Revenue

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

Revenue from AGF Capital Partners

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

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Management, advisory and administration fees	$ 123.0	$ 108.6	$ 109.8	$ 231.6	$ 216.6
Share of profit of joint ventures	–	0.2	0.8	0.2	$ 1.1
Other income from fee-earning arrangements	0.7	0.8	0.9	1.5	1.6
Fair value adjustments and distribution income	5.4	24.1	15.9	29.5	19.3
Less:					
Management, advisory and administration fees excluding AGF Capital Partners	116.4	108.6	109.8	225.0	216.6
Fair value adjustment related to investment in AGF mutual funds	0.7	0.7	(0.4)	1.4	0.1
Revenue from AGF Capital Partners	**$ 12.0**	**$ 24.4**	**$ 18.0**	**$ 36.4**	**$ 21.9**

Other Revenue

Other revenue is defined as fair value adjustments related to AGF mutual funds that are held as seed capital investments, share of profit or loss from AGF's ownership in AGFWave and other income. The following table outlines how other revenue is determined:

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Other income	$ 1.2	$ 1.0	$ 0.4	$ 2.2	$ 1.2
Add:					
Fair value adjustment related to investment in AGF mutual funds	0.7	0.7	(0.4)	1.4	0.1
Share of loss from AGFWave	–	–	–	–	–
Other Revenue	**$ 1.9**	**$ 1.7**	**$ –**	**$ 3.6**	**$ 1.3**

Non-IFRS Adjusted Measures

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

- Corporate development and acquisition related expenses
- Severance related costs
- Fair value adjustments on acquisition related liabilities including contingent consideration payable and the put obligation liability
- Non-cash compensation expense relating to the KCPL LLTIP, which represents a non-cash liability that will be funded through future performance fees and carried interest realized from investments made by the funds prior to the acquisition.

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

Adjusted SG&A is defined as selling, general and administrative expenses excluding compensation expense relating to the KCPL LLTIP, severance, corporate development and acquisition related expenses. The following table outlines how adjusted SG&A is determined:

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Selling, general and administrative	$ 68.2	$ 57.9	$ 53.0	$ 126.1	$ 106.0
Adjusted for:					
Accrued KCPL LLTIP compensation expense	(6.5)	–	–	(6.5)	–
Severance	(0.2)	(1.3)	(1.1)	(1.5)	(1.4)
Corporate development and acquisition related expenses	(1.5)	(3.1)	–	(4.6)	–
Adjusted selling, general and administrative	**$ 60.0**	**$ 53.5**	**$ 51.9**	**$ 113.5**	**$ 104.6**

EBITDA and Adjusted EBITDA

EBITDA is defined as earnings before interest, taxes, depreciation and amortization. EBITDA is a measure of performance utilized by management, investors and investment analysts to evaluate and analyze the Company's results. Adjusted EBITDA is defined as EBITDA less expenses relating to the KCPL LLTIP, severance, corporate development, acquisition related expenses and fair value adjustments on contingent consideration payable and put option liability. The following table outlines how the EBITDA and adjusted EBITDA measure is determined:

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Net income	$ 16.4	$ 30.5	$ 30.3	$ 46.9	$ 47.9
Adjustments:					
Amortization, derecognition and depreciation	2.6	2.2	2.3	4.8	4.5
Interest expense	2.1	1.6	1.5	3.7	2.7
Income tax expense	5.5	10.8	8.7	16.3	14.8
EBITDA	**$ 26.6**	**$ 45.1**	**$ 42.8**	**$ 71.7**	**$ 69.9**
Adjusted for:					
Accrued KCPL LLTIP compensation expense	$ 6.5	$ –	$ –	$ 6.5	$ –
Severance	0.2	1.3	1.1	1.5	1.4
Corporate development and acquisition related expenses	1.5	3.1	–	4.6	–
Fair value adjustment on contingent consideration payable	1.0	–	–	1.0	–
Fair value adjustment on put option liability	1.2	–	–	1.2	–
Adjusted EBITDA	**$ 37.0**	**$ 49.5**	**$ 43.9**	**$ 86.5**	**$ 71.3**

EBITDA Margin

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

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
EBITDA	$ 26.6	$ 45.1	$ 42.8	$ 71.7	$ 69.9
Divided by income	132.2	136.7	129.8	268.9	243.7
EBITDA margin	**20.1%**	**33.0%**	**33.0%**	**26.7%**	**28.7%**

Adjusted EBITDA Margin

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

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Adjusted EBITDA	$ 37.0	$ 49.5	$ 43.9	$ 86.5	$ 71.3
Divided by income	132.2	136.7	129.8	268.9	243.7
Adjusted EBITDA margin	**28.0%**	**36.2%**	**33.9%**	**32.2%**	**29.2%**

Net Debt to Adjusted EBITDA Ratio

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

	Three months ended			Six months ended	
(in millions of dollars)	May 31, 2024	February 29, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Net debt	$ 36.3	$ 16.8	$ 0.2	$ 36.3	$ 0.2
Divided by adjusted EBITDA (12-month trailing)	147.8	151.5	134.5	147.8	134.5
Net debt to adjusted EBITDA ratio	**24.6%**	**11.1%**	**0.1%**	**24.6%**	**0.1%**

Adjusted Net Income

We define adjusted net income as net income less after-tax expenses relating to the KCPL LLTIP, severance, corporate development, acquisition related expenses and fair value adjustments on contingent consideration payable and put option liability. The following table outlines how the adjusted net income is determined:

(in millions of dollars)	Three months ended May 31, 2024	Three months ended February 29, 2024	Three months ended May 31, 2023	Six months ended May 31, 2024	Six months ended May 31, 2023
Net income – attributable to equity owners of the Company	$ 18.1	$ 30.5	$ 30.3	$ 48.6	$ 47.9
Adjusted for after-tax expenses:					
Accrued KCPL LLTIP compensation expense – attributable to equity owners of the Company	2.5	–	–	2.5	–
Severance	0.2	0.9	0.9	1.1	1.1
Corporate development and acquisition related expenses	1.1	2.3	–	3.4	–
Fair value adjustment on contingent consideration payable	0.8	–	–	0.8	–
Fair value adjustment on put option liability	0.9	–	–	0.9	–
Adjusted net income - attributable to equity owners of the Company	**$ 23.6**	**$ 33.7**	**$ 31.2**	**$ 57.3**	**$ 49.0**

Free Cash Flow

Free cash flow represents cash available for distribution to our shareholders, share buybacks, investment in the AGF Capital Partners business, and general corporate purposes. We define free cash flow as cash flow from operations before net changes in non-cash balances related to operations less interest paid and adjusted for certain tax items outlined below. We believe free cash flow is a relevant measure in our operations.

(in millions of dollars)	Three months ended May 31, 2024	Three months ended February 29, 2024	Three months ended May 31, 2023	Six months ended May 31, 2024	Six months ended May 31, 2023
Net income for the period	$ 16.4	$ 30.5	$ 30.3	$ 46.9	$ 47.9
Adjusted for non-cash items and non-cash working capital balance	16.5	(56.5)	(3.9)	(40.0)	(39.1)
Net cash provided by (used in) operating activities	$ 32.9	$ (26.0)	$ 26.4	$ 6.9	$ 8.8
Adjusted for:					
Net changes in non-cash working capital balances related to operations	(13.1)	41.8	(5.5)	28.7	28.4
	$ 19.8	$ 15.8	$ 20.9	$ 35.6	$ 37.2
Income taxes paid during the period	8.0	9.6	7.5	17.6	18.5
	$ 27.8	$ 25.4	$ 28.4	$ 53.2	$ 55.7
Income taxes related to current period free cash flow	(7.0)	(6.0)	(6.6)	(13.0)	(12.7)
Interest and lease payments	(3.6)	(2.2)	(2.0)	(5.8)	(3.9)
Free cash flow	**$ 17.2**	**$ 17.2**	**$ 19.8**	**$ 34.4**	**$ 39.1**

Assets Under Management

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

Fee-earning Assets

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

Average AUM

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

Investment Performance

Investment performance, which represents market appreciation (depreciation), is central to the value proposition that we offer advisors and unitholders. Growth in AUM resulting from investment performance increases the wealth of our unitholders and, in turn, we benefit from higher revenues. Alternatively, poor investment performance will reduce our AUM levels and result in lower management fee revenues. Strong relative investment performance may also contribute to growth in gross sales or reduced levels of redemptions. Conversely, poor relative investment performance may result in lower gross sales and higher levels of redemptions. Refer to the 'Risk Factors and Management of Risk' section of our 2023 Annual MD&A.

Net Sales (Redemptions)

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

Working Capital

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

Market Capitalization

AGF's market capitalization is $540.4 million, compared to its recorded net assets of $1,121 million as at May 31, 2024. In 2023, we completed an assessment to determine the fair value of AGF's cash-generating units (CGUs). Based on the result of the assessment, the recoverable amount of each CGU exceeded its carrying value as at November 30, 2023. There have been no significant changes to the recoverable amount of each CGU as at May 31, 2024; however, a sustained period of market volatility could become a triggering event requiring a write down of AGF's CGUs. Estimating the fair value of CGUs is a subjective process that involves the use of estimates and judgements, particularly related to cash flows, the appropriate discount rates, terminal growth rates, synergy inclusion rates and an applicable control premium.

Managing Risk

AGF is subject to a number of risk factors that may impact our operating and financial performance. These risks and the management of these risks are detailed in our 2023 Annual MD&A in the section entitled 'Risk Factors and Management of Risk'.

Market Risk

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

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

AGF continually monitors the potential impact of market risk to its capital position and profitability. A significant portion of AGF's net management, advisory and administration fees is driven by its total average AUM excluding AGF Capital Partners. These AUM levels are impacted by both net sales and changes in the market. In general, for every $1.0 billion reduction in average AUM excluding AGF Capital Partners, annualized net management, advisory and administration fees would decline by approximately $7.5 million. In addition, the uncertainty within the global markets may impact the level of merger and acquisition activity and is likely to create challenges in completing transactions.

Foreign Exchange Risk

The Company's main foreign exchange risk derives from the U.S. and international portfolio securities held in AGF Funds. Changes in the value of the Canadian dollar relative to foreign currencies will cause fluctuations in the Canadian-dollar value of non-Canadian AUM upon which our management fees are calculated. This risk is monitored since currency fluctuation may impact the financial results of AGF; however, it is at the discretion of the fund manager to decide whether to enter into foreign exchange contracts to hedge foreign exposure on U.S. and international securities held in AGF Funds. Using average balances for the quarter, the effect of a 5% change in the Canadian dollar in relation to total AUM would have resulted in a corresponding change of approximately $0.4 billion and $0.7 billion in AUM for the three and six months ended May 31, 2024. In general, for every $1.0 billion reduction of average AUM, annualized net management, advisory and administration fees would decline by approximately $7.5 million.

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

Interest Rate Risk

The Company has exposure to the risk related to changes in interest rates on floating-rate debt and cash balances. Using outstanding debt balances for the quarter, the effect of a 1% change in variable interest rates on floating-rate debt and cash balances in the first quarter of 2024 would have resulted in a corresponding change of approximately $2.0 million and $4.0 million in interest expense for the three and six months ended May 31, 2024. Using maximum available debt balance for the year, the effect of a 1% change in variable interest rates on our floating-rate debt and cash balances in fiscal 2024 would have resulted in a corresponding annualized change of approximately $1.5 million in interest expense.

At May 31, 2024, approximately 6.8% of AGF's mutual fund assets under management were held in fixed-income securities, which are exposed to interest rate risk. An increase in interest rates causes market prices of fixed-income securities to fall, while a decrease in interest rates causes market prices to rise. A 1% change in interest rates would have resulted in a corresponding annualized change of approximately $0.9 million in revenue.

Political and Market Risk in Assets Under Management

AGF performance and assets under management are impacted by financial markets and political conditions, including any political change in the United States, Europe and abroad. Changes in these areas may result in significant volatility and decline in the global economy or specific international, regional and domestic financial markets, which are beyond the control of AGF. A general economic downturn, market volatility and an overall lack of investor confidence could result in lower sales, higher redemption levels and lower AUM levels. In addition, market uncertainty could result in retail investors avoiding traditional equity funds in favour of money market funds. Global markets remain volatile due to elevated interest rates and inflation. Market risk in our AUM transfers to the Company as our net management fee revenue is calculated as a percentage of the average net asset value of each retail fund or portfolio managed. The Company does not quantify this risk in isolation; however, in general, for every $1.0 billion reduction of retail fund AUM, annualized net management fee revenues would decline by approximately $9.3 million. The Company monitors this risk as it may impact earnings; however, it is at the discretion of the fund manager to decide on the appropriate risk-mitigating strategies for each fund.

To provide additional details on the Company's exposure to market risk, the following provides further information on our mutual fund AUM by asset type as at May 31, 2024 and November 30, 2023:

Percentage of total retail fund AUM	May 31, 2024	November 30, 2023
Domestic equity funds	15.6%	16.3%
U.S. and international equity funds	59.2%	56.2%
Domestic balanced funds	0.2%	0.3%
U.S. and international balanced funds	5.7%	6.5%
Domestic fixed-income funds	6.2%	6.6%
U.S. and international fixed-income funds	11.7%	12.7%
Domestic money market	1.1%	1.1%
Domestic Alternative Funds	0.3%	0.3%
	100.0%	100.0%

Institutional and high-net-worth AUM are exposed to the same market risk as retail fund AUM. In general, for every $1.0 billion reduction of institutional and high-net-worth AUM, annualized management fee revenues would decline by approximately $4.7 million.

Regulatory Risk

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

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

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

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

Information Technology and Cybersecurity Risk

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

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

Internal Control Over Financial Reporting

The CEO and CFO have designed, or caused to be designed under their supervision, internal controls over financial reporting (ICFR) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Due to the recency of the acquisition of KCPL, AGF did not include KCPL in the ICFR framework for the three and six months ended May 31, 2024. There have been no changes in AGF's internal controls during the three and six months ended May 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Additional Information

Additional information relating to the Company can be found in the Company's Condensed Consolidated Interim Financial Statements and accompanying notes for the three and six months ended May 31, 2024, the Company's 2023 Annual Information Form (AIF) and Annual Report, and other documents filed with applicable securities regulators in Canada, and may be accessed at www.sedarplus.com.

AGF Management Limited

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(unaudited)

For the three and six months ended May 31, 2024 and 2023

AGF MANAGEMENT LIMITED
CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

(unaudited) (in thousands of dollars)	Note	May 31, 2024	November 30, 2023
Assets			
Current assets			
Cash and cash equivalents		$ 43,609	$ 50,453
Investments	6	20,321	22,191
Accounts receivable, prepaid expenses and other assets		58,629	36,646
Derivative financial instrument	17	2,789	965
Income tax receivable	20, 25	10,792	6,602
Total current assets		136,140	116,857
Investment in joint ventures	7	905	2,245
Long-term investments	6	308,770	254,969
Preferred limited partnership interest	9	25,741	–
Convertible note receivable	17	3,972	–
Management contracts	9	769,101	689,759
Goodwill	9	272,798	250,830
Other intangibles	9	4,563	398
Right-of-use assets	10	71,149	71,790
Property, equipment and computer software		26,820	27,951
Deferred income tax assets		4,515	3,602
Other assets	8	1,874	1,877
Total non-current assets		1,490,208	1,303,421
Total assets		**$ 1,626,348**	**$ 1,420,278**

AGF MANAGEMENT LIMITED
CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

(unaudited) (in thousands of dollars)	Note		May 31, 2024		November 30, 2023
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	11, 19	$	77,746	$	78,292
Contingent consideration payable	9		2,464		–
Lease liability	10		6,013		5,960
Total current liabilities			86,223		84,252
Long-term lease liability	10		77,801		78,104
Long-term debt	12		79,868		5,823
Deferred income tax liabilities	9		178,794		152,834
Long-term contingent consideration payable	9		34,213		–
Put option liability	9		31,466		–
Other long-term liabilities	8, 9, 19		17,027		10,369
Total liabilities			505,392		331,382
Equity					
Equity attributable to owners of the Company					
Capital stock	13		392,031		390,502
Contributed surplus	19		41,515		44,462
Retained earnings			653,269		651,065
Accumulated other comprehensive income	14		2,910		2,867
Equity attributable to non-controlling interest holders					
Non-controlling interest	9		31,231		–
Total equity			1,120,956		1,088,896
Total liabilities and equity		**$**	**1,626,348**	**$**	**1,420,278**

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

(unaudited)		Three months ended	
		May 31,	May 31,
(in thousands of dollars, except per share amounts)	Note	2024	2023
Income			
Management, advisory and administration fees	15	$ 123,012	$ 109,759
Deferred sales charges		1,889	2,059
Share of profit (loss) of joint ventures	7	(49)	796
Income from fee-earning arrangements	8	733	867
Fair value adjustments and distribution income	6, 24	5,415	15,944
Other income	16	1,255	346
Total income		132,255	129,771
Expenses			
Selling, general and administrative	18	68,207	53,000
Trailing commissions		35,084	34,009
Investment advisory fees		135	70
Fair value adjustment on put option liability	9	1,242	–
Fair value adjustment on contingent consideration payable	9	1,027	–
Amortization and derecognition of customer contracts and other intangibles		17	13
Amortization of management contracts		158	–
Depreciation of property, equipment and computer software		1,104	1,166
Depreciation of right-of-use asset	10	1,145	1,060
Interest expense	10, 12	2,231	1,462
Total expenses		110,350	90,780
Income before income taxes		**21,905**	**38,991**
Income tax expense			
Current	20	5,009	6,569
Deferred	20	518	2,135
Total income tax expense		5,527	8,704
Net income for the period		**$ 16,378**	**$ 30,287**
Net income (loss) attributable to:			
Equity owners of the Company		$ 18,101	$ 30,287
Non-controlling interest		(1,723)	–
Earnings per share attributable to equity owners of the Company			
Basic	21	$ 0.28	$ 0.46
Diluted	21	$ 0.27	$ 0.45

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

(unaudited)		Six months ended	
(in thousands of dollars, except per share amounts)	Note	May 31, 2024	May 31, 2023
Income			
Management, advisory and administration fees	15	$ 231,591	$ 216,567
Deferred sales charges		3,894	3,853
Share of profit of joint ventures	7	131	1,122
Income from fee-earning arrangements	8	1,507	1,580
Fair value adjustments and distribution income	6, 24	29,466	19,305
Other income	16	2,383	1,260
Total income		268,972	243,687
Expenses			
Selling, general and administrative	18	126,101	106,003
Trailing commissions		68,733	67,776
Investment advisory fees		214	118
Fair value adjustment on put option liability	9	1,242	–
Fair value adjustment on contingent consideration payable	9	1,027	–
Amortization and derecognition of customer contracts and other intangibles		35	26
Amortization of management contracts		158	–
Depreciation of property, equipment and computer software		2,212	2,315
Depreciation of right-of-use assets	10	2,242	2,136
Interest expense	10, 12	3,766	2,674
Total expenses		205,730	181,048
Income before income taxes		**63,242**	**62,639**
Income tax expense			
Current	20	15,054	12,340
Deferred	20	1,262	2,443
Total income tax expense		16,316	14,783
Net income for the period		**$ 46,926**	**$ 47,856**
Net income (loss) attributable to:			
Equity owners of the Company		$ 48,649	$ 47,856
Non-controlling interest		(1,723)	–
Earnings per share attributable to equity owners of the Company			
Basic	21	$ 0.75	$ 0.73
Diluted	21	$ 0.73	$ 0.71

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

CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

(unaudited)	Three months ended		Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Net income for the period	$ 16,378	$ 30,287	$ 46,926	$ 47,856
Other comprehensive income, net of tax				
Net unrealized gain (loss) on investments				
Unrealized gain (loss)	211	(15)	43	(138)
	211	(15)	43	(138)
Total other comprehensive income (loss), net of tax	$ 211	$ (15)	$ 43	$ (138)
Comprehensive income	$ 16,589	$ 30,272	$ 46,969	$ 47,718
Comprehensive income (loss) attributable to:				
Equity owners of the Company	$ 18,312	$ 30,272	$ 48,692	$ 47,718
Non-controlling interest	(1,723)	–	(1,723)	–
Net comprehensive income for the period	**$ 16,589**	**$ 30,272**	**$ 46,969**	**$ 47,718**

Items presented in other comprehensive income will be reclassified to the consolidated statement of income in subsequent periods, with the exception of equity instruments classified as fair value through other comprehensive income.

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

(unaudited) (in thousands of dollars)	Capital stock	Contributed surplus	Retained earnings	Accumulated comprehensive income	Non-controlling interest	Total equity
Balance, December 1, 2022	$ 391,719 $	41,883 $	593,949 $	2,995 $	– $	**1,030,546**
Net income for the period	–	–	47,856	–	–	**47,856**
Other comprehensive loss (net of tax)	–	–	–	(138)	–	**(138)**
Comprehensive income (loss) for the period	–	–	47,856	(138)	–	**47,718**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	261	–	–	–	–	**261**
Stock options	7,403	(712)	–	–	–	**6,691**
AGF Class B Non-Voting shares repurchased for cancellation	(5,501)	–	(1,240)	–	–	**(6,741)**
Dividends on AGF Class A Voting common shares and AGF Class B Non-Voting shares, including tax of $0.2 million	–	–	(13,804)	–	–	**(13,804)**
Equity-settled Restricted Share Units, net of tax	–	(912)	–	–	–	**(912)**
Treasury stock released	1,762	–	33	–	–	**1,795**
Balance, May 31, 2023	**$ 395,644 $**	**40,259 $**	**626,794 $**	**2,857 $**	**– $**	**1,065,554**
Balance, December 1, 2023	$ 390,502 $	44,462 $	651,065 $	2,867 $	– $	**1,088,896**
Net income for the period	–	–	48,649	–	(1,723)	**46,926**
Other comprehensive income (net of tax)	–	–	–	43	–	**43**
Comprehensive income for the period	–	–	48,649	43	(1,723)	**46,969**
AGF Class B Non-Voting shares issued through dividend reinvestment plan	168	–	–	–	–	**168**
Stock options	4,642	(443)	–	–	–	**4,199**
AGF Class B Non-Voting shares repurchased for cancellation	(3,489)	–	(1,018)	–	–	**(4,507)**
Dividends on AGF Class A Voting common shares and AGF Class B Non-Voting shares, including tax of $0.2 million	–	–	(14,712)	–	–	**(14,712)**
Equity-settled Restricted Share Units, net of tax	–	(2,504)	–	–	–	**(2,504)**
Treasury stock purchased	(2,432)	–	–	–	–	**(2,432)**
Treasury stock released	2,640	–	(492)	–	–	**2,148**
Purchase of Kensington Capital Partners	–	–	(30,223)	–	32,954	**2,731**
Balance, May 31, 2024	**$ 392,031 $**	**41,515 $**	**653,269 $**	**2,910 $**	**31,231 $**	**1,120,956**

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

AGF MANAGEMENT LIMITED
CONSOLIDATED INTERIM STATEMENT OF CASH FLOW

(unaudited)		Six months ended	
(in thousands of dollars)	Note	May 31, 2024	May 31, 2023
Operating Activities			
Net income for the period		$ 46,926	$ 47,856
Adjustments for			
Amortization, derecognition and depreciation		4,647	4,477
Interest expense	10, 12	3,766	2,674
Income tax expense	20	16,316	14,783
Income taxes paid		(17,625)	(18,457)
Stock-based compensation	19	4,853	4,588
Share of profit of joint ventures	7	(131)	(1,122)
Distributions from joint ventures	7	1,582	1,678
Fair value adjustment on long-term investments	6	(25,493)	(19,131)
Fair value adjustment on put option liability	9	1,242	–
Fair value adjustment on contingent consideration payable	9	1,027	–
Net realized and unrealized gain on short-term investments		(1,506)	(100)
Other income		(7)	21
		35,597	37,267
Net change in non-cash working capital balances related to operations			
Accounts receivable and other current assets		(18,344)	(10,136)
Other assets		156	122
Accounts payable and accrued liabilities		(17,663)	(22,210)
Other liabilities		7,196	3,786
		(28,655)	(28,438)
Net cash provided (used) in operating activities		6,942	8,829
Financing Activities			
Repurchase of Class B Non-Voting shares for cancellation	13	(4,507)	(6,741)
Issue of Class B Non-Voting shares	13	4,045	6,544
Purchase of treasury stock	13	(2,432)	–
Dividends paid	22	(14,365)	(13,373)
Issuance of long-term debt	12	74,000	(2,000)
Interest paid		(2,811)	(1,045)
Lease payments	10	(3,015)	(2,933)
Net cash provided (used) in financing activities		50,915	(19,548)
Investing Activities			
Investment in joint venture	7	(111)	(53)
Purchase of long-term investments	6	(22,805)	(29,194)
Return of capital from long-term investments	6	302	50
Purchase of property, equipment and computer software, net of disposals		(790)	(1,745)
Purchase of short-term investments		(29,300)	(15,830)
Proceeds from sale of short-term investments		32,876	18,409
Purchase of convertible note receivable	17, 24	(4,071)	–
Acquisition of Kensington Capital Partners Limited, net of cash acquired	9	(40,802)	–
Net cash used in investing activities		(64,701)	(28,363)
Decrease in cash and cash equivalents		(6,844)	(39,082)
Balance of cash and cash equivalents, beginning of the period		50,453	58,620
Balance of cash and cash equivalents, end of the period		$ 43,609	$ 19,538
Cash and cash equivalents comprise:			
Cash at bank and on hand		$ 40,114	$ 16,166
Term deposit		3,495	3,372
Total cash and cash equivalents		$ 43,609	$ 19,538

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

Notes to the Condensed Consolidated Interim Financial Statements

For the three and six months ended May 31, 2024 and 2023 (unaudited)

Note 1: General Information

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

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

AGF Capital Partners business includes strategic investments in Kensington Capital Partners Limited (KCPL) and New Holland Capital (NHC), joint ventures with Stream Asset Financial Management LP (SAFM LP) and AGF SAF Private Credit Management LP (PCMLP), as well as fee-earning arrangements with Instar Group Inc. (Instar) and First Ascent Ventures (First Ascent). The Company also has an ownership interest in AGFWave Asset Management Inc. (AGFWave), which provides asset management services and products in China and South Korea.

These condensed consolidated financial statements were authorized for issue by the Board of Directors on June 25, 2024.

Note 2: Basis of Preparation

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS Accounting Standards) as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements, including International Accounting Standard 34 (IAS 34), Interim Financial Reporting. Amounts are expressed in Canadian dollars, unless otherwise stated. The accounting policies in these condensed consolidated interim financial statements are consistent with those disclosed in the Company's annual consolidated financial statements for the year ended November 30, 2023. These condensed consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended November 30, 2023, which have been prepared in accordance with IFRS Accounting Standards as issued by the IASB.

Note 3: Significant Accounting Policies, Judgements and Estimation Uncertainty

Business Combinations:

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

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

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

Legacy long-term incentive plan – The Company assessed amounts paid in the business combination to the sellers who remained employed with KCPL following the acquisition to determine whether such amounts should be considered part of the business combination or a separate transaction. In this assessment, the Company considered factors such as whether the employee is required to remain employed to receive the payment and the duration of that employment, and whether there was any linkage of the payment to the valuation of the acquired company. The Company determined that amounts to be paid relating to the legacy long-term incentive plan are separate from the business combination. Refer to Note 9 for further information.

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

Note 4: Adoption of New and Revised Accounting Standards

The Company continues to monitor future accounting standards and analyze the effect the standards may have on the Company's operations. There are no new or revised accounting standards deemed to have a material impact on the Company.

Note 5: Risk Management

As rate-cut expectations were recalibrated and geopolitical tensions continue to simmer, markets are expected to remain volatile in the coming months. Investors may take a more cautious approach until it is better understood what impact tighter monetary policy will have on inflation and economic growth. Sustained and material volatility in the financial markets has the potential to create market risk to the Company's capital position and profitability.

A significant portion of AGF's revenue is driven by its total average assets under management (AUM) excluding AGF Capital Partners. These AUM levels are impacted by both net sales and changes in the market. In general, for every $1.0 billion reduction in average AUM excluding AGF Capital Partners, annualized management, advisory and administration fee revenues, net of trailer commissions and investment advisory fees, would decline by approximately $7.5 million.

Note 6: Investments and Long-term Investments

(a) Investments

The following table presents a breakdown of investments:

(in thousands of dollars)		May 31, 2024		November 30, 2023
Fair value through profit or loss				
AGF mutual funds and other	$	19,554	$	21,474
Fair value through other comprehensive income				
Equity securities		767		717
	$	20,321	$	22,191

For the three and six months ended May 31, 2024, the Company recorded a net positive fair value adjustment related to investments classified as fair value through profit or loss (FVTPL) of $0.7 million and $1.5 million (2023 – net negative of $0.4 million and net positive of $0.1 million). During the three and six months ended May 31, 2024 and 2023, no impairment charges were recognized.

(b) Long-term Investments

As at May 31, 2024, the carrying value of the Company's long-term investments in the AGF Capital Partners business was $308.8 million (November 30, 2023 – $255.0 million).

The continuity for the Company's long-term investments, accounted for at FVTPL, for the six months ended May 31, 2024 and 2023 is as follows:

	Six months ended			
(in thousands of dollars)		May 31, 2024		May 31, 2023
Balance, beginning of the period	$	254,969	$	199,067
Purchase of long-term investments		22,805		29,194
Acquisition related addition[1]		5,805		–
Return of capital		(302)		(50)
Fair value adjustment[2]		25,493		19,131
Balance, end of the period	$	308,770	$	247,342

[1] Refer to Note 9 for additional information.

[2] Fair value adjustment is based on the net assets of the fund less the Company's portion of the carried interest that would be payable by the fund upon crystallization.

Fair value adjustments and income distributions related to the Company's long-term investments in AGF Capital Partners are included in fair value adjustments and distribution income in the consolidated statement of income. For the three and six months ended May 31, 2024, the Company recorded fair value adjustment related to long-term investments of $3.9 million and $25.5 million (2023 – $16.3 million and $19.1 million) and distributions related to long-term investments of $0.8 million and $2.5 million (2023 – $nil and $0.1 million).

The following shows the Company's commitment in funds and investments associated with the AGF Capital Partners business as at May 31, 2024 and 2023.

	Six months ended			
(in thousands of dollars)		May 31, 2024		May 31, 2023
Commitment, beginning of the period	$	22,064	$	42,937
Additional capital committed		16,200		13,300
Funded capital during the period		(22,805)		(29,194)
Remaining commitment to be funded, end of the period[1]	$	15,459	$	27,043

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

Note 7: Investment in Joint Ventures

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

The Company also has an ownership interest in AGFWave, which provides asset management services and products in China and South Korea.

The continuity for the six months ended May 31, 2024 and 2023 is as follows:

	Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023
Balance, beginning of the period	$ 2,245	$ 1,654
Investment in joint venture	111	53
Share of profit	131	1,122
Distributions received	(1,582)	(1,678)
Balance, end of the period	$ 905	$ 1,151

For the three and six months ended May 31, 2024 and 2023, the Company recognized a loss of $0.1 million and income of $0.1 million (2023 – income of $0.8 million and $1.1 million), which includes a loss of $0.1 million and income of $0.1 million (2023 – income of $0.8 million and $1.2 million) from its AGF Capital Partners joint ventures, offset by a loss of $nil and $nil (2023 – $nil and $0.1 million) from its interest in AGFWave. In addition, the company received distributions of $1.4 million and $1.6 million (2023 – $0.6 million and $1.7 million) from its AGF Capital Partners joint ventures.

Note 8: Other Fee-earning Arrangements

InstarAGF Fee-earning Arrangement

The Company has a fee arrangement with Instar whereby AGF earns annual fees of 14 bps on the assets under management of the InstarAGF Essential Infrastructure Fund I and II (together, the InstarAGF Funds). The fee arrangement is classified as a contract with Instar under IFRS 15. Under IFRS 15, the annual fee will be recorded as income on an accrual basis over the remaining terms of each of the InstarAGF Funds. As at May 31, 2024, the InstarAGF Funds fee-earning assets were $2.0 billion (2023 – $2.0 billion). During the three and six months ended May 31, 2024, the Company recognized $0.7 million and $1.4 million (2023 – $0.8 million and $1.5 million) of income related to the fee arrangement.

The Company's carried interest participation in the InstarAGF Funds is classified as a financial instrument under IFRS 9, specifically equity instrument, and measured at fair value through other profit and loss (FVTPL). The fair value of the carried interest investment as at May 31, 2024 is $1.9 million (November 30, 2023 – $1.9 million) and is included in other assets in the consolidated interim statement of financial position. The Company has $1.9 million in long-term deferred income related to initial recognition of the carried interest entity, which will be recognized in the consolidated income statement as distributions are received. Fair value adjustment on the carried interest entities will result in changes to the asset with a corresponding change to deferred income. During the three and six months ended May 31, 2024 and 2023, the Company did not recognize any fair value adjustments on the carried interest investments.

First Ascent Fee-earning Arrangement

AGF has a strategic private equity partnership with First Ascent focused on investing in emerging technology companies. Based on the terms of the agreements, AGF has committed a $30.0 million cornerstone investment to First Ascent's second fund (First Ascent Fund) and will earn an annual fee of $0.2 million during the commitment period and 11.5 bps on the net invested capital after the commitment period. As at May 31, 2024, the First Ascent Fund fee-earning asset was $0.1 billion (2023 – $0.1 billion) and during the three and six months ended May 31, 2024, the Company recognized $nil and $0.1 million (2023 – $nil and $0.1 million) of income related to the fee arrangement.

Note 9: Kensington Capital Partners Limited

(a) Acquisition of KCPL

On March 8, 2024, the Company, through its wholly owned subsidiary, AGF Capital Partners Inc., acquired 51% of KCPL for a purchase price consideration of $80.4 million, adjusted for working capital adjustments and specific contingent considerations as discussed below. KCPL is an independent alternative asset manager based in Toronto with offices in Calgary and Vancouver. It employs a hybrid investment strategy across Fund of Funds, co-investments and direct investing, providing investors with well-diversified exposure to private markets.

The total consideration transferred by the Company to complete the acquisition of KCPL is allocated to identifiable assets acquired, liabilities assumed and goodwill acquired, based on their estimated fair values at the date of completion of the acquisition. Goodwill of $22.0 million was recognized and represents the brand and historical track record benefits that KCPL brings to AGF Capital Partners.

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

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

(in thousands of dollars)		Total
Net assets acquired		
Cash	$	3,948
Accounts receivable, prepaid expenses and other assets		6,558
Preferred limited partnership interest		25,741
Long-term investments		5,805
Property, equipment and computer software		290
Right-of-use assets		937
Management contracts – definite life		4,400
Management contracts – indefinite life		75,100
Other intangibles		4,200
Goodwill		21,968
Deferred tax liabilities		(23,791)
Accounts payable and accrued liabilities (Note 9 (iii))		(10,865)
Lease liabilities		(937)
Non-controlling interest		(32,954)
Total net asset acquired	**$**	**80,400**
Consideration Paid		
Cash		44,750
Earnout liability (Note 9 (i))		752
Specified distribution fees liabilities (Note 9 (ii))		10,766
Preferred limited partnership interest, net of tax (Note 9 (iii))		24,132
Total consideration paid	**$**	**80,400**

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

i) an earnout amount for a period from the closing date to the later of one year after the closing date and October 31, 2024 based on net new subscriptions, up to a maximum of $20.0 million. Based on the purchase price allocation, the fair value of the earnout provision is $0.8 million, which is recorded under current contingent consideration payable on the consolidated interim statement of financial position.

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

iii) KCPL holds a class of preferred limited partnership interest in KCPL Legacy Asset LP representing certain assets that are excluded from the transaction. In order to flow through the value of these excluded assets, a class of preferred shares were issued to the original owners of KCPL at $25.7 million, which are redeemable/retractable for an amount equal to the value of the preferred limited partnership interests held by KCPL less the income tax liability of $1.6 million associated with the preferred limited partnership interest. The liability is recorded as long-term contingent consideration payable on the consolidated interim statement of financial position. This arrangement is intended to be a flow through with a $nil impact to AGF on a consolidated basis.

The non-controlling interest (NCI) was measured based on its proportionate share of KCPL. As at May 31, 2024, the non-controlling interest recognized related to KCPL was $31.2 million.

The Company has also entered into a put agreement with the 49% non-controlling interest holders. Under the agreement, the Company is obligated to purchase shares from the non-controlling interest holders at a price determined in part by reference to earnings. The NCI put options will be exercisable commencing 2025, with the majority exercisable in 2027. As at May 31, 2024, the Company recorded $31.5 million related to the NCI put options on its consolidated interim statement of financial position.

For the period from March 8, 2024 to May 31, 2024, the acquisition contributed revenues of $6.1 million and net loss of $3.5 million.

(b) Fair value adjustments on contingent consideration payable and put liability obligation

During the six months ended May 31, 2024, AGF recorded fair value adjustment of $2.2 million on the contingent consideration payable and put liability obligation as follows:

- $1.0 million related to the provision on certain carried interest and performance fee related to investments made prior to the acquisition; and
- $1.2 million related to the NCI put obligation liability

(c) Legacy Long-term incentive plan

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

As at May 31, 2024, $6.5 million was recorded as compensation expense related to the LLTIP plan and are included in selling, general and administrative expenses. The corresponding obligation related to the plan is recorded under other long-term liabilities on the consolidated interim statement of financial position.

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

The Company leases property and office equipment. As at May 31, 2024, the Company has right-of-use assets of $71.1 million (November 30, 2023 – $71.8 million) and total lease liabilities of $83.8 million (November 30, 2023 – $84.1 million) recorded on the consolidated interim statement of financial position.

The following shows the carrying amounts of the Company's right-of-use assets and lease liabilities by class and the movements during the six months ended May 31, 2024 and 2023:

	Right-of-use assets			Lease liabilities
(in thousands of dollars)	Property	Equipment	Total	
As at December 1, 2023	$ 71,428	$ 362	$ 71,790	$ 84,064
Acquisition related addition[1]	908	29	937	937
Depreciation expense	(2,196)	(46)	(2,242)	–
Lease modification and reassessment	644	20	664	664
Interest expense	–	–	–	1,164
Payments	–	–	–	(3,015)
As at May 31, 2024	**$ 70,784**	**$ 365**	**$ 71,149**	**$ 83,814**
As at December 1, 2022	$ 69,735	$ 443	$ 70,178	$ 81,269
Depreciation expense	(2,100)	(36)	(2,136)	–
Lease modification and reassessment	5,340	–	5,340	5,403
Interest expense	–	–	–	1,037
Payments	–	–	–	(2,933)
As at May 31, 2023	**$ 72,975**	**$ 407**	**$ 73,382**	**$ 84,776**

[1] Refer to Note 9 for additional information.

Note 11: Accounts Payable

(in thousands of dollars)		May 31, 2024		November 30, 2023
Compensation related payable	$	40,208	$	51,513
HST payable		6,427		7,920
Other		31,111		18,859
Accounts payable and accrued liabilities	$	77,746	$	78,292

Note 12: Long-term Debt

The Company's unsecured revolving credit facility (the Facility) has a maximum aggregate principal amount of $140.0 million and a $10.0 million swingline facility commitment. Advances under the Facility are made available by prime-rate loans in U.S. or Canadian dollars, under Canadian Overnight Repo Rate Average (CORRA) advances or by issuance of letters of credit. The Facility is due in full on November 6, 2025. During the six months ended May 31, 2024, AGF repaid $66.0 million (2023 – $56.0 million) and drew $140.0 million (2023 – $54.0 million). As at May 31, 2024, AGF had drawn $80.0 million (November 30, 2023 – $6.0 million) against the Facility primarily to fund the acquisition of KCPL and purchase of long-term investments and convertible note receivable. There is $70.0 million remaining that is available to be drawn from the Facility and swingline facility commitment. AGF incurs transaction fees on the Facility which are amortized over the term of the Facility. As at May 31, 2024, the remaining balance of the transaction fee was $0.1 million.

The financial covenant on the Facility requires AGF to maintain a total debt to annualized earnings before income tax, depreciation and amortization (EBITDA) ratio below 3:1 until November 6, 2025. As at May 31, 2024, AGF is in compliance with the covenant.

Note 13: Capital Stock

(a) Authorized Capital

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

(b) Changes During the Period

The change in capital stock is summarized as follows:

	Six months ended					
	May 31, 2024			May 31, 2023		
(in thousands of dollars, except share amounts)	Shares		Stated value	Shares		Stated value
Class A Voting common shares	57,600	$	–	57,600	$	–
Class B Non-Voting shares						
Balance, beginning of the period	64,271,451	$	390,502	64,407,816	$	391,719
Issued through dividend reinvestment plan	20,991		168	35,028		261
Stock options exercised	673,608		4,642	1,271,298		7,403
Repurchased for cancellation	(574,400)		(3,489)	(905,652)		(5,501)
Treasury stock purchased for employee benefit trust	(305,962)		(2,432)	–		–
Treasury stock released for employee benefit trust	453,133		2,640	317,476		1,762
Balance, end of the period	64,538,821	$	392,031	65,125,966	$	395,644

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

AGF has obtained applicable regulatory approval to purchase for cancellation, from time to time, certain of its Class B Non-Voting shares through the facilities of the TSX (or as otherwise permitted by the TSX). AGF relies on an automatic purchase plan during the normal course issuer bid. The automatic purchase plan allows for purchases by AGF of its Class B Non-Voting shares subject to certain parameters. Under its normal course issuer bid, AGF may purchase up to 10% of the public float outstanding on the date of the receipt of regulatory approval or up to 4,735,269 shares for the period from February 8, 2024 to February 7, 2025. During the three and six months ended May 31, 2024, AGF purchased 106,124 and 574,400 (2023 – 500,000 and 905,652) Class B Non-Voting shares under the normal course issuer bid at an average price of $8.28 and $7.84 (2023 – $7.92 and $7.44) for a total cost of $0.9 million and $4.5 million (2023 – $4.0 million and $6.7 million). During the three and six months ended May 31, 2024, the premium of $0.2 million and $1.0 million (2023 – $0.9 million and $1.2 million) from the recorded capital stock value of the shares repurchased for cancellation was recorded in retained earnings.

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

During the three and six months ended May 31, 2024, AGF purchased 200,000 and 305,962 (2023 – nil and nil) Class B Non-Voting shares for the employee benefit trust at a cost of $1.6 million and $2.4 million (2023 – nil and nil). Shares purchased for the trust are purchased under the Company's normal course issuer bid and recorded as a reduction to capital stock. During the three and six months ended May 31, 2024, 45,235 and 453,133 (2023 – 22,050 and 317,476) Class B Non-Voting shares purchased as treasury stock were released. As at May 31, 2024, 248,850 (November 30, 2023 – 396,021) Class B Non-Voting shares were held as treasury stock.

Note 14: Accumulated Other Comprehensive Income

(in thousands of dollars)	Foreign currency translation	Fair value through OCI	Total
Accumulated other comprehensive income at December 1, 2022	$ (1,501)	$ 4,496	$ 2,995
Transactions during the year ended November 30, 2023			
Other comprehensive loss	–	(148)	(148)
Income tax benefit	–	20	20
Balance, November 30, 2023	(1,501)	4,368	2,867
Transactions during the period ended May 31, 2024			
Other comprehensive income	–	50	50
Income tax expense	–	(7)	(7)
Balance, May 31, 2024	$ (1,501)	$ 4,411	$ 2,910

Note 15: Management, Advisory and Administration Fees

	Three months ended		Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Management, advisory and administration fees	$ 125,245	$ 112,945	$ 236,634	$ 222,047
Fund expenses	(2,233)	(3,186)	(5,043)	(5,480)
	$ 123,012	$ 109,759	$ 231,591	$ 216,567

Note 16: Other Income

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

	Three months ended		Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Interest income	428	296	948	723
Other	827	50	1,435	537
	$ 1,255	$ 346	$ 2,383	$ 1,260

Note 17: Financial Instruments

(a) Total Return Swap

On April 11, 2022, the Company entered into a Total Return Swap agreement (TRS) with a financial institution to manage its exposure to changes in the fair value of its Deferred Share Units (DSUs), which is based on the AGF.B share price. As at May 31, 2024, the Company had economically hedged 90.8% of its total vested DSUs for a total notional value of $9.1 million. The TRS contract expires on May 30, 2025, with the option to extend the contract at the same average price.

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

The Company recognized a gain on the TRS in the consolidated interim statement of income under Selling, General and Administrative expenses of $0.3 million for the three months ended May 31, 2024 (2023 – $3.0 million loss) and $1.5 million for the six months ended May 31, 2024 (2023 – $0.6 million).

As at May 31, 2024, the balance of the derivative financial instrument recorded in current assets was $2.8 million (November 30, 2023 – $1.0 million).

The fair value of the total return swap is classified as level 2 under the fair value hierarchy. Refer to Note 24 for additional information.

(b) Convertible Note Receivable

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

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

The convertible note, including the embedded derivative relating to the initial conversion option, and the two options are classified as a financial instrument under IFRS 9 and measured at fair value through profit and loss (FVTPL). The Company record negative $0.1 million and $0.1 million of fair value adjustment for the three and six months ended May 31, 2024.

As at May 31, 2024, the balance of the convertible note receivable recorded in non-current assets was $4.0 million.

The fair value of the convertible note receivable is classified as level 3 under the fair value hierarchy. Refer to Note 24 for additional information.

Note 18: Expenses by Nature

	Three months ended		Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Selling, general and administrative				
Salaries and benefits	$ 23,829	$ 20,942	$ 46,884	$ 43,932
Performance-based compensation[3]	23,910	14,670	37,479	27,334
Stock-based compensation[1,2]	2,338	2,077	5,164	4,855
Severance	240	1,123	1,546	1,364
Non-compensation related expenses[2]	17,890	14,188	35,028	28,518
	$ 68,207	$ 53,000	$ 126,101	$ 106,003

[1] Includes derivative financial instrument. Refer to Note 17(a) for more information.

[2] Certain comparative figures have been reclassified to conform to the current period's presentation.

[3] Performance-based compensation includes $6.5 million related to the KCPL LLTIP.

Note 19: Stock-based Compensation and Other Stock-based Payments

(a) Stock Option Plans

Under the Company's stock option plans, an additional maximum of 1,759,871 Class B Non-Voting shares could have been granted as at May 31, 2024 (November 30, 2023 – 2,020,285).

The change in stock options during the period ended May 31, 2024 and 2023 is summarized as follows:

	Six months ended			
	May 31, 2024		May 31, 2023	
(in thousands of dollars)	Options	Weighted average exercise price	Options	Weighted average exercise price
Class B Non-Voting share options				
Balance, beginning of the period	3,414,535	$ 6.18	4,701,833	$ 5.90
Options granted	260,414	7.73	–	–
Options forfeited	–	–	(16,000)	6.20
Options exercised	(673,608)	6.00	(1,271,298)	5.15
Balance, end of the period	3,001,341	$ 6.36	3,414,535	$ 6.18

During the three and six months ended May 31, 2024, nil and 260,414 (2023 – nil and nil) stock options were granted and compensation expense and contributed surplus of $0.1 million and $0.2 million (2023 – $0.1 million and $0.2 million) was recorded. The fair value of options granted during the three and six months ended May 31, 2024 has been estimated at $nil and $1.67 per option using the Black-Scholes option-pricing model. The following assumptions were used to determine the fair value of the options granted during the three and six months ended May 31, 2024.

Three months ended	May 31, 2024
Risk-free interest rate	3.3%
Expected dividend yield	5.6%
Five-year historical-based expected share price volatility	37.2%
Forfeiture rate	4.3%
Option term	5.3 years

(b) Other Stock-based Compensation

Other stock-based compensation includes RSUs and DSUs. Compensation expense related to cash-settled RSUs and DSUs for the three and six months ended May 31, 2024 was $0.6 million and $1.5 million (2023 – $0.3 million and $1.4 million) and the liability recorded as at May 31, 2024 related to cash-settled RSUs and DSUs was $13.7 million (November 30, 2023 – $11.4 million). Compensation expense related to equity-settled RSUs for the three and six months ended May 31, 2024 was $1.6 million and $3.5 million (2023 – $1.7 million and $3.3 million) and contributed surplus related to equity-settled RSUs, net of tax, as at May 31, 2024 was $7.5 million (November 30, 2023 – $10.0 million).

The change in share units of RSUs and DSUs during the three months ended May 31, 2024 and 2023 is as follows:

	Six months ended	
	May 31, 2024	May 31, 2023
(in thousands of dollars)	Number of share units	Number of share units
Outstanding, beginning of the period	3,864,135	4,526,587
Issued		
Initial grant	1,066,560	61,250
In lieu of dividends	95,991	101,653
Settled in cash	(522,627)	(657,355)
Settled in equity, net of tax	(548,177)	(317,476)
Forfeited and cancelled	(49,978)	(10,285)
Outstanding, end of the period	3,905,904	3,704,374
Cash-settled, end of the period	1,784,091	1,659,229
Equity-settled, end of the period	2,121,813	2,045,145

Note 20: Income Tax Expense

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The effective tax rate for the six months ended May 31, 2024 was 25.8% (2023 – 23.6%).

The main items impacting the effective tax rate in the period relate to gains from investments subject to different tax rates, temporary differences for which no deferred tax assets were recognized, non-deductible expenses, and adjustments for prior periods.

Note 21: Earnings per Share

	Three months ended		Six months ended	
(in thousands of dollars, except per share amounts)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Numerator				
Net income attributable to equity owners for the period	$ 18,101	$ 30,287	$ 48,649	$ 47,856
Denominator				
Weighted average number of shares – basic	64,611,582	65,365,263	64,630,147	65,120,281
Dilutive effect of employee stock-based compensation awards	1,996,378	1,905,112	1,836,923	2,042,807
Weighted average number of shares – diluted	66,607,960	67,270,375	66,467,070	67,163,088
Earnings per share for the period				
Basic	$ 0.28	$ 0.46	$ 0.75	$ 0.73
Diluted	$ 0.27	$ 0.45	$ 0.73	$ 0.71

Note 22: Dividends

During the three and six months ended May 31, 2024, the Company paid dividends of 11.5 cents and 22.5 cents (2023 – 11.0 cents and 21.0 cents) per share. Total dividends paid, including dividends reinvested, in the three and six months ended May 31, 2024 were $7.3 million and $14.4 million (2023 – $7.2 million and $13.6 million). On June 25, 2024, the Board of Directors of AGF declared a quarterly dividend on both the Class A Voting common shares and Class B Non-Voting shares of the Company of 11.5 cents per share in respect of the three months ended May 31, 2024, amounting to a total dividend of approximately $7.4 million. These consolidated interim financial statements do not reflect this dividend.

Note 23: Related Party Transactions

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

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

	Three months ended		Six months ended	
(in thousands of dollars)	May 31, 2024	May 31, 2023	May 31, 2024	May 31, 2023
Salaries and other short-term employee benefits	$ 2,216	$ 2,120	$ 4,388	$ 5,614
Share-based compensation	2,082	(1,833)	4,644	3,046
	$ 4,298	$ 287	$ 9,032	$ 8,660

Note 24: Fair Value of Financial Instruments

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

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

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

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

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

The following table presents the group's assets and liabilities that are measured at fair value at May 31, 2024:

(in thousands of dollars) **May 31, 2024**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value through profit or loss				
Cash and cash equivalents	$ 43,609	$ –	$ –	$ 43,609
AGF mutual funds and other	19,554	–	–	19,554
Long-term investments	–	–	308,770	308,770
Carried interest	–	–	1,864	1,864
Preferred limited partnership interest	–	–	25,741	25,741
Convertible note receivable	–	–	3,972	3,972
Derivative financial instrument	–	2,789	–	2,789
Financial assets at fair value through other comprehensive income				
Equity securities	767	–	–	767
Total financial assets	$ 63,930	$ 2,789	$ 340,347	$ 407,066
Liabilities				
Financial liabilities at fair value through profit or loss				
Contingent consideration payable	$ –	$ –	$ 2,464	$ 2,464
Long-term contingent consideration payable	–	–	34,213	34,213
Put option liability	–	–	31,466	31,466
Long-term deferred income on carried interest	–	–	1,864	1,864
Total financial liabilities	$ –	$ –	$ 70,007	$ 70,007

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

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

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

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

Level 2 instruments include derivative instruments with major Canadian chartered banks and Canadian federal government debt. Canadian federal government debt is measured at amortized cost and its fair value approximates its carrying value due to its short-term nature.

Level 3 instruments include long-term investments related to the AGF Capital Partners business, fair value of the convertible note from NHC, fair value of the preferred limited partnership interest from KCPL, fair value of the carried interest investments related to the InstarAGF Funds and fair value of the contingent consideration payable and put option liability related to KCPL. Instruments classified in this category have a parameter input or inputs that are unobservable and that have a more than insignificant impact on either the fair value of the instrument or the profit or loss of the instrument.

The fair value of the Company's long-term investments as at May 31, 2024 has been estimated using the net asset value (NAV) as calculated by the asset manager of the fund. If the NAV were to increase or decrease by 10%, the fair value of the Company's long-term investment and pre-tax income would increase or decrease by $30.9 million. Refer to Note 6(b) for additional information.

The fair value of the Company's carried interest related to the InstarAGF Funds has been estimated using the financial information and NAV provided by the investees with consideration over the timing, amount of expected future cash flows and appropriate discount rates used. Refer to Note 7 for additional information.

The fair value of the Company's convertible note from NHC has been estimated using the financial information provided by NHC with consideration over the timing and appropriate discount rates used. Refer to Note 17(b) for additional information.

The fair value of the Company's preferred limited partnership interest from KCPL has been estimated using the earnings multiple or discounted cash flow approach with consideration over the timing and appropriate discount rates used. Refer to Note 9 for additional information.

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

The valuation of the put option payable also included assumptions regarding earnings and the timing in which the minority shareholders will require the Company to purchase these non-controlling interests.

The following table presents changes in level 3 instruments for the six months ended May 31, 2024.

(in thousands of dollars)		Total
Long-term investments		
Balance at December 1, 2023	$	254,969
Purchase of investment		22,805
Acquisition related addition		5,805
Return of capital		(302)
Fair value adjustment recognized in profit or loss[1]		25,493
Balance at May 31, 2024	**$**	**308,770**
Convertible note receivable		
Balance at December 1, 2023		–
Purchase of investment		3,972
Balance at May 31, 2024	**$**	**3,972**
Carried interest		
Balance at December 1, 2023	$	1,864
Fair value adjustment		–
Balance at May 31, 2024	**$**	**1,864**
Preferred limited partnership interest		
Balance at December 1, 2023	$	–
Acquisition related addition		25,741
Balance at May 31, 2024	**$**	**25,741**
Contingent consideration payable		
Balance at December 1, 2023	$	–
Acquisition related addition		35,650
Fair value adjustment		1,027
Balance at May 31, 2024	**$**	**36,677**
Put option liability		
Balance at December 1, 2023	$	–
Acquisition related addition		30,224
Fair value adjustment		1,242
Balance at May 31, 2024	**$**	**31,466**

[1] The change in unrealized income in investments currently held included in level 3 of the fair value hierarchy is $25,493 for the six months ended May 31, 2024.

The following table presents changes in level 3 instruments for the six months ended May 31, 2023.

(in thousands of dollars)		Total
Long-term investments		
Balance at December 1, 2022	$	199,067
Purchase of investment		29,194
Return of capital		(50)
Fair value adjustment recognized in profit or loss[1]		19,131
Balance at May 31, 2023	**$**	**247,342**
Carried interest		
Balance at December 1, 2022	$	1,444
Fair value adjustment		–
Balance at May 31, 2023	**$**	**1,444**

[1] The change in unrealized income in investments currently held included in level 3 of the fair value hierarchy is $19,131 for the six months ended May 31, 2023.

There were no transfers into or out of level 1 and level 2 during the three months ended May 31, 2024.

Note 25: Contingencies

There are certain claims and potential claims against the Company. None of these claims are expected to have a material adverse effect on the consolidated interim financial position of the Company.

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

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

This report contains forward-looking statements with respect to AGF, including its business operations, strategy, financial performance and condition. Although management believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause results to differ materially include, among other things, general economic and market factors including interest rates, business competition, changes in government regulations or in tax laws, and other factors discussed in materials filed with applicable securities regulatory authorities from time to time.

Invested in Discipline

At AGF, our approach is defined by three principles; shared intelligence, measured approach and active accountability. Together, they create a disciplined process that is transparent, repeatable, and deeply woven into our DNA – delivering consistent outcomes for our clients, whatever tomorrow may bring.

It Takes a Tiger™

AGF

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