



Consolidated Financial Statements
(In U.S. dollars)

D2L INC.

And Independent Auditor's Report thereon

Years ended January 31, 2026 and 2025



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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of D2L Inc.

Opinion

We have audited the consolidated financial statements of D2L Inc. (the Entity), which comprise:

- the consolidated statements of financial position as at January 31, 2026 and January 31, 2025
- the consolidated statements of comprehensive income for the years then ended
- the consolidated statements of changes in shareholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of material accounting policy information

(Hereinafter referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at January 31, 2026 and January 31, 2025, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “***Auditor’s Responsibilities for the Audit of the Financial Statements***” section of our auditor’s report.

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

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



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended January 31, 2026. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Evaluation of standalone selling prices ("SSP") of multiple performance obligations in contracts with customers

Description of the matter

We draw attention to Notes 1(d) and 2(a) to the financial statements. The Entity has recognized revenue of \$217,471,231. Many of the Entity's contracts with customers contain multiple performance obligations. Individual performance obligations are accounted for separately if they are distinct. The overall methodology used to determine the SSP for each distinct performance obligation requires significant judgements and estimates within a contract with a customer. The methodology used to determine the SSP depends on the nature of the products and services and how they are priced in contracts with customers. The Entity determines the SSP based on its overall pricing objectives by reviewing its significant pricing practices, including discounting practices, the customer type, price lists and historical selling prices. This allocation affects the amount and timing of revenue recognized for each performance obligation.

Why the matter is a key audit matter

We identified the evaluation of standalone selling prices of multiple performance obligations in contracts with customers as a key audit matter. This matter represented a significant risk of material misstatement relating to the overall methodology used to determine SSP for each distinct performance obligation within a contract with a customer. Significant auditor judgment was required to evaluate the results of our audit procedures due to the significant judgments and estimates associated with the determination of the SSP for each distinct performance obligation.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

We evaluated the appropriateness of the methodology used to determine the SSP by comparing it to pricing patterns in customer contracts, historical methodologies used by the Entity, and general practices in the Entity's industry.

For a selection of new customer contracts with multiple performance obligations, we examined the key terms and assessed the allocation of the transaction price to each distinct performance obligation based on its respective SSP derived from the underlying methodology.



Evaluation of the fair value of the loan receivable from associate

Description of the matter

We draw attention to Notes 1(d), 2(d), 10(a) and 11 to the financial statements. On June 28, 2024, the Entity agreed to provide a loan to SkillsWave Corporation (“SkillsWave”), an associate of the Entity, in the principal amount of \$9,500,000, maturing in five years and bearing interest at the Canadian prime rate. The principal and accrued interest are convertible at the option of the Entity, in whole or in part, into non-voting shares of SkillsWave at a pre-determined price per share. The Entity classifies and measures the loan receivable from associate as fair value through profit and loss and classifies it as a level 3 financial instrument. The fair value of the loan receivable from associate reflects the value of the discounted principal and interest payments and the conversion option. The Entity uses a discounted cash flow model for future expected cash flows of the instrument at a rate commensurate with an estimated market rate for a debt instrument with similar terms and features to value the principal and interest payments. The Entity uses a Black-Scholes valuation model to determine the fair value of the conversion feature. These valuation techniques involve significant judgement as a result of a high degree of subjectivity and estimation uncertainty associated with the determination of the discount rate applied to the principal and interest payments, a significant unobservable input.

Why the matter is a key audit matter

We identified the evaluation of the fair value of the loan receivable from associate as a key audit matter. This matter represented a significant risk of material misstatement given the magnitude of the loan receivable and the high degree of estimation uncertainty in determining the fair value of the loan receivable from associate. Possible changes in the discount rate applied to the principal and interest payments could have a significant effect on the fair value of the loan receivable. As a result, involvement of those with specialized skills and knowledge were required in evaluating the results of our procedures.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

We involved valuations professionals with specialized skills and knowledge, who assisted in assessing the fair value of the loan receivable from associate by performing an independent estimate of the instrument, including independently estimating the discount rate assumption with reference to publicly available yield data.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management’s Discussion and Analysis.
- the information, other than the financial statements and the auditor’s report thereon, included in a document likely to be entitled “Annual Report”.



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

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

We obtained the information included in Management's Discussion and Analysis as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditor's report thereon, included in a document likely to be entitled "Annual Report" is expected to be made available to us after the date of this auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.



Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

A handwritten signature in black ink that reads 'KPMG LLP'. The signature is written in a cursive, stylized font. Below the signature is a long, horizontal, slightly wavy line.

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditor's report is Shaun Matthew Smith.

Vaughan, Canada

April 1, 2026

D2L INC.

Consolidated Statements of Financial Position

(In U.S. dollars)

As at January 31, 2026 and January 31, 2025

	2026	2025
Assets		
Current assets:		
Cash and cash equivalents (note 3)	\$ 119,210,190	\$ 99,184,514
Trade and other receivables (note 4)	26,446,779	26,430,586
Uninvoiced revenue (note 5(b))	3,365,404	2,756,998
Prepaid expenses	8,929,070	7,564,837
Deferred commissions (note 5(d))	6,046,380	5,106,976
	163,997,823	141,043,911
Non-current assets:		
Other receivables (note 4)	274,542	422,589
Prepaid expenses	480,900	308,235
Deferred income taxes (note 15)	16,447,851	18,115,730
Right-of-use assets (note 9(a))	7,879,566	7,450,545
Property and equipment (note 6)	6,712,449	7,125,272
Deferred commissions (note 5(d))	7,111,530	6,909,439
Loan receivable from associate (note 11)	4,821,800	9,123,399
Intangible assets (note 7)	16,577,630	17,135,529
Goodwill (note 8)	27,619,673	25,286,222
Total assets	\$ 251,923,764	\$ 232,920,871
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 40,057,268	\$ 30,504,085
Deferred revenue (note 5(c))	111,638,604	97,454,306
Lease liabilities (note 9(a))	1,641,257	1,201,604
Contingent consideration (note 10(a))	—	4,927,193
	153,337,129	134,087,188
Non-current liabilities:		
Deferred income taxes (note 15)	3,487,856	4,110,030
Lease liabilities (note 9(a))	10,118,128	9,977,941
	13,605,984	14,087,971
	166,943,113	148,175,159
Shareholders' equity:		
Share capital (note 12):	359,412,845	367,487,956
Additional paid-in capital	49,129,311	48,263,266
Accumulated other comprehensive loss	(3,954,805)	(7,456,599)
Deficit	(319,606,700)	(323,548,911)
	84,980,651	84,745,712
Commitments and contingencies (note 16)		
Related party transactions (note 17)		
Investment in associate (note 21)		
Total liabilities and shareholders' equity	\$ 251,923,764	\$ 232,920,871

See accompanying notes to the consolidated financial statements.

On behalf of the Board of Directors:

(signed) John Baker, Director

(signed) J. Ian Giffen, Director

D2L INC.

Consolidated Statements of Comprehensive Income

(In U.S. dollars, except share amounts)

Years ended January 31, 2026 and 2025

	2026	2025
Revenue:		
Subscription and support	\$ 198,351,729	\$ 180,568,575
Professional services and other	19,119,502	24,707,667
	217,471,231	205,276,242
Cost of revenue:		
Subscription and support	52,937,143	49,185,184
Professional services and other	15,601,698	16,126,816
	68,538,841	65,312,000
Gross profit	148,932,390	139,964,242
Expenses:		
Sales and marketing	57,941,425	53,943,306
Research and development	47,978,109	46,647,575
General and administrative	30,457,734	33,175,359
	136,377,268	133,766,240
Income from operations	12,555,122	6,198,002
Interest and other income (expense):		
Interest expense	(1,270,201)	(823,099)
Interest income	2,936,633	3,765,500
Other income (expense)	206,657	(48,851)
Fair value loss on loan receivable from associate (note 11)	(4,301,599)	(376,601)
Gain on SkillsWave disposal transaction (note 17(c))	—	917,395
Foreign exchange gain (loss)	2,951,189	(145,798)
	522,679	3,288,546
Income before income taxes	13,077,801	9,486,548
Income taxes expense (recovery) (note 15):		
Current	2,869,389	1,219,741
Deferred	1,244,438	(17,454,876)
	4,113,827	(16,235,135)
Income for the year	8,963,974	25,721,683
Other comprehensive income (loss):		
Foreign currency translation gain (loss)	3,501,794	(2,458,282)
Comprehensive income	\$ 12,465,768	\$ 23,263,401
Earnings per share – basic (note 13)	\$ 0.16	\$ 0.47
Earnings per share – diluted (note 13)	\$ 0.16	\$ 0.46
Weighted average number of common shares – basic (note 13)	54,763,425	54,347,672
Weighted average number of common shares – diluted (note 13)	56,077,147	55,814,610

See accompanying notes to the consolidated financial statements.

D2L INC.

Consolidated Statements of Changes in Shareholders' Equity

(In U.S. dollars, except share amounts)

Years ended January 31, 2026 and 2025

	Share Capital Shares	Amount	Additional paid-in capital	Accumulated other comprehensive loss	Deficit	Total
Balance, January 31, 2024	53,978,085	\$ 364,830,884	\$ 47,485,107	\$ (4,998,317)	\$ (350,437,401)	\$ 56,880,273
Issuance of Subordinate Voting Shares on exercise of options	527,429	4,326,926	(2,151,550)	—	—	2,175,376
Issuance of Subordinate Voting Shares on settlement of restricted share units and deferred share units	549,140	1,894,582	(7,516,087)	—	—	(5,621,505)
Stock-based compensation (note 14)	—	—	9,695,275	—	—	9,695,275
Excess tax benefit on stock-based compensation	—	—	750,521	—	—	750,521
Repurchase of share capital for cancellation under the NCIB (note 12)	(401,480)	(3,564,436)	—	—	—	(3,564,436)
Change in share repurchase commitment under the ASPP (note 12)	—	—	—	—	1,166,807	1,166,807
Other comprehensive loss	—	—	—	(2,458,282)	—	(2,458,282)
Income for the year	—	—	—	—	25,721,683	25,721,683
Balance, January 31, 2025	54,653,174	\$ 367,487,956	\$ 48,263,266	\$ (7,456,599)	\$ (323,548,911)	\$ 84,745,712
Issuance of Subordinate Voting Shares on exercise of options	203,177	1,424,189	(671,293)	—	—	752,896
Issuance of Subordinate Voting Shares on settlement of restricted share units	608,634	1,477,525	(8,232,900)	—	—	(6,755,375)
Stock-based compensation (note 14)	—	—	10,350,133	—	—	10,350,133
Reduction in excess tax benefit on stock-based compensation	—	—	(579,895)	—	—	(579,895)
Repurchase of share capital for cancellation under the NCIB (note 12)	(992,700)	(10,976,825)	—	—	(22,122)	(10,998,947)
Change in share repurchase commitment under the ASPP (note 12)	—	—	—	—	(4,999,641)	(4,999,641)
Other comprehensive income	—	—	—	3,501,794	—	3,501,794
Income for the year	—	—	—	—	8,963,974	8,963,974
Balance, January 31, 2026	54,472,285	\$ 359,412,845	\$ 49,129,311	\$ (3,954,805)	\$ (319,606,700)	\$ 84,980,651

See accompanying notes to the consolidated financial statements.

D2L INC.

Consolidated Statements of Cash Flows
(In U.S. dollars)

Years ended January 31, 2026 and 2025

	2026	2025
Operating activities:		
Income for the year	\$ 8,963,974	\$ 25,721,683
Items not involving cash:		
Depreciation of property and equipment (note 6)	1,598,368	1,702,907
Depreciation of right-of-use assets (note 9(a))	1,452,005	1,273,607
Amortization of intangible assets (note 7)	2,260,338	1,285,534
Gain on disposal of property and equipment (note 6)	(24,670)	—
Stock-based compensation (note 14)	10,350,133	9,695,275
Net interest income	(1,666,432)	(2,942,401)
Income tax expense (recovery)	4,113,827	(16,235,135)
Gain on SkillsWave disposal transaction (note 17(c))	—	(917,395)
Loss from equity accounted investee (note 21)	—	438,098
Fair value loss on loan receivable from associate (note 11)	4,301,599	376,601
Changes in operating assets and liabilities:		
Trade and other receivables	1,268,292	(2,333,645)
Uninvoiced revenue	(461,648)	1,016,319
Prepaid expenses	(987,375)	2,197,263
Deferred commissions	(478,910)	507,805
Accounts payable and accrued liabilities	2,863,670	(876,599)
Deferred revenue	10,440,314	4,737,086
Right-of-use assets and lease liabilities	—	(65,884)
Post-combination compensation payments (note 22)	(2,220,000)	(345,000)
Interest received	2,913,000	3,738,473
Interest paid	(53,544)	(72,207)
Income taxes paid	(1,679,147)	(1,000,818)
Cash flows from operating activities	42,953,794	27,901,567
Financing activities:		
Payment of lease liabilities (note 9(a))	(2,080,113)	(1,657,536)
Lease incentive received (note 9(a))	—	99,080
Proceeds from exercise of stock options	752,896	2,175,376
Taxes paid on settlement of restricted share units	(6,755,375)	(5,621,505)
Repurchase of share capital for cancellation under NCIB (note 12)	(10,998,947)	(3,564,436)
Cash flows used in financing activities	(19,081,539)	(8,569,021)
Investing activities:		
Purchase of property and equipment (note 6)	(771,048)	(923,034)
Proceeds from disposal of property and equipment (note 6)	24,670	—
Acquisition of business, net of cash acquired (note 22)	(222,986)	(22,982,226)
Payment of contingent consideration (note 10(a))	(5,103,665)	(249,436)
Transfer of cash on disposal of SkillsWave (note 17(c))	—	(1,483,357)
Proceeds from sale of majority ownership stake in SkillsWave (note 17 (c))	—	809,038
Issuance of loan to SkillsWave (note 11)	—	(9,500,000)
Cash flows used in investing activities	(6,073,029)	(34,329,015)
Effect of exchange rate changes on cash and cash equivalents	2,226,450	(2,762,516)
Increase (decrease) in cash and cash equivalents	20,025,676	(17,758,985)
Cash and cash equivalents, beginning of year	99,184,514	116,943,499
Cash and cash equivalents, end of year	\$ 119,210,190	\$ 99,184,514

See accompanying notes to the consolidated financial statements.

D2L INC.

Notes to Consolidated Financial Statements
(In U.S. dollars)

Years ended January 31, 2026 and 2025

D2L Inc. (the “Company” or “D2L”) was incorporated on January 2, 2011 under the laws of Ontario, Canada and continued under the Canadian Business Corporations Act, effective June 20, 2014. The address of the Company's head office is 137 Glasgow Street, Suite 560, Kitchener, ON, Canada, N2G 4X8. D2L Inc. and its subsidiaries provide cloud-based learning software for higher education institutions, kindergarten to grade 12 (K-12) schools and districts, and private sector enterprises.

The Company's shares are listed on the Toronto Stock Exchange (“TSX”) under the stock symbol “DTOL”.

1. Basis of presentation:

(a) Statement of compliance and consolidation:

The consolidated financial statements are presented in United States (“U.S.”) dollars (unless otherwise indicated) and have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The consolidated financial statements were authorized for issuance by the Board of Directors on April 1, 2026.

(b) Basis of consolidation:

These consolidated financial statements include the accounts of D2L Inc. and its wholly-owned subsidiaries:

Name of subsidiary	Place of incorporation and main operations	Functional currency
D2L Corporation	Canada	Canadian dollars
D2L Commerce Inc.	Canada	Canadian dollars
D2L Ltd.	United States of America	U.S. dollars
D2L Europe Ltd	United Kingdom	British pound sterling
D2L EU B.V.	Netherlands	Euro
D2L Australia Pty Ltd	Australia	Australian dollar
D2L Asia Pte. Ltd.	Singapore	Singapore dollar
D2L Brasil Soluções de Tecnologia para Educação Ltda.	Brazil	Brazilian real
D2L India Private Limited	India	Indian rupee
D2L Sistemas de Aprendizaje Innovadores, Sociedad De Responsabilidad Limitada De Capital Variable	Mexico	Mexican peso
H5P Group AS (“H5P”), acquired on July 9, 2024	Norway	Norwegian krone

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

1. Basis of presentation (continued):

SkillsWave Corporation ("SkillsWave") was a wholly owned subsidiary incorporated on April 2, 2024, until the disposal of D2L's controlling interest on June 28, 2024, at which time the Company recognized an equity investment in SkillsWave. See Note 17 for additional details.

Connected Shopping Ltd., a wholly owned subsidiary of the Company, was dissolved on December 2, 2025 as part of an internal legal entity simplification. Prior to dissolution, all of its operations, assets, and liabilities were transferred to D2L Europe Ltd. The derecognition of the subsidiary did not have a material impact on the consolidated financial statements.

Balances and transactions between the Company and its controlled subsidiaries, which are related parties of the Company, have been eliminated upon consolidation and are not disclosed.

(c) Seasonality:

The operations of the Company can be seasonal in nature. Cash flows from operations have a seasonal low in the first quarter each year and a seasonal high in the second and third quarters each year, due to the contractual timing of annual invoicing with our end customers, many of which have a fiscal year end in the second quarter.

(d) Use of estimates and judgments:

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect amounts reported in the consolidated financial statements and accompanying notes. Estimates are monetary amounts in financial statements that are subject to measurement uncertainty. Estimates and underlying assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Estimates and judgments include, but are not limited to: identification of performance obligations and the determination of standalone selling price ("SSP") in contracts with multiple performance obligations; uncertain tax positions and the recoverability of deferred tax assets; valuation of trade and other receivables; impairment of non-financial assets; initial measurement of lease liabilities; classification and measurement of loan receivable from associate; fair value of acquired intangible assets and fair value of contingent consideration.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

1. Basis of presentation (continued):

Identification of performance obligations and the determination of SSP in contracts with multiple performance obligations:

Many of the Company's contracts with customers contain promises to deliver multiple products and services. Determining whether such bundled products and services are considered (i) distinct performance obligations that should be separately recognized, or (ii) non-distinct and therefore should be combined with another good or service and recognized as a combined unit of accounting may require judgment. In general, the Company's professional services are capable of being distinct as they could be performed by third party service providers and do not involve significant customization.

The overall methodology used to determine the SSP for each distinct performance obligation requires significant judgments and estimates within a contract with a customer. The methodology used to determine the SSP depends on the nature of the products and services and how they are priced in contracts with customers. This allocation affects the amount and timing of revenue recognized for each performance obligation. Refer to Note 2(a) for additional information on the assumptions and estimates used.

Uncertain tax positions and recoverability of deferred tax assets:

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. The Company establishes provisions based on reasonable estimates for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Deferred income tax assets are recognized for unused tax losses and deductible temporary differences to the extent it is probable that taxable income will be available against which the losses and deductible temporary differences can be utilized. The recognition of deferred tax assets requires the Company to assess future taxable income available to utilize deferred tax assets related to deductible or taxable temporary differences. The Company considers the nature and carry-forward period of deferred tax assets, the Company's recent earnings history and forecast of future earnings in performing this assessment. The actual deferred tax assets realized may differ from the amount recorded due to factors having a negative impact on operating results of the Company and lower future taxable income. Refer to Note 15 for additional information on the assumptions and estimates used.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

1. Basis of presentation (continued):

Trade and other receivables:

The recognition of trade and other receivables and loss allowances requires the Company to assess credit risk and collectability. The Company considers historical trends and any available information indicating a customer could be experiencing liquidity or going concern problems and the status of any contractual or legal disputes with customers in performing this assessment.

Impairment of non-financial assets

When non-financial assets are tested for impairment, the determination of the assets' recoverable amount involves the use of estimates. The recoverable amount is based on the greater of internal estimates of value-in-use calculations or the fair value of the assets less costs to sell which are determined using discounted cash flow models. Key assumptions on which management has based its determination of value-in-use include an estimated discount rate and long-term growth rate.

Initial measurement of lease liabilities

The Company applies judgments in determining the discount rate used to measure the lease liability at the commencement date. The discount rate is estimated using the Company's incremental borrowing rate, which reflects the interest that the Company would have to pay to borrow the funds necessary to obtain a similar asset at a similar term, with a similar security, in a similar economic environment.

The Company applies judgments in determining the lease term for certain leases which contain extension or termination options. Judgment is required in the determination of whether it is reasonably certain that these options will be exercised, and therefore reflected in the lease term for purposes of calculating the lease liability and right-of-use asset.

Classification and measurement of loan receivable from associate

The Company has determined the business model of the loan receivable from associate as being held-to-collect, based on management's intent and strategic objective to collect contractual cash flows on the financial instrument. In evaluating whether its contractual cash flows represent solely payments of principal and interest ("SPPI"), the Company considers the contractual terms of the instrument, including assessing whether the financial asset contains contractual terms that could change the timing or amount of contractual cash flows such that they would not be consistent with a basic lending arrangement. The Company has determined the loan receivable from associate would not meet the SPPI test given the conversion option of the loan. Accordingly, the Company classifies and measures the financial asset as fair value through profit and loss ("FVTPL"). Refer to Note 10 for additional information on the method and assumptions used to determine fair value and Note 11 for additional information on the terms of the loan.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

1. Basis of presentation (continued):

Fair value of acquired intangible assets

The Company estimates the fair value of acquired technology, customer relationships and brand acquired in a business combination based on the present value of expected future cash flows. These valuation techniques involve significant judgment as a result of a high degree of subjectivity and estimation uncertainty associated with the selection of the appropriate valuation methodology and the determination of the significant assumptions used to determine the fair value of the acquired intangible assets at the acquisition date. The assumptions relate to projected future revenues and expenses attributable to the acquired technology, customer relationships, or brand; software technology migration rates; expected research and development costs to maintain the acquired technology; customer attrition rates; royalty rates; economic useful lives; future growth rates; tax rates; margin rates; and discount rates.

Fair value of contingent consideration

The Company measures the contingent consideration payable in a business combination at the estimated fair value upon initial measurement and at each subsequent reporting date. The fair value is estimated using the most likely outcome and the resulting expected contingent consideration to be paid, discounted to its present value.

2. Material accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

(a) Revenue recognition:

The Company generates revenue from two primary sources: (i) subscription and support revenue, which is comprised of fees from customers accessing the Company's learning technologies and from customers purchasing additional support beyond that included in the basic subscription fees; and (ii) professional services and other revenue, which is comprised of fees from consultation services to support the implementation of, integration of and training related to the Company's learning technologies, and related learning consulting and content development services. Revenue is recognized when control of these services is transferred to the Company's customers, in an amount that reflects the total transaction price as allocated to the performance obligations according to their relative SSP.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

The Company determines revenue recognition through application of the following steps:

- Identify the contract(s) with the customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognize revenue when (or as) the entity satisfies a performance obligation.

The following describes the nature of the Company's primary types of revenue and the revenue recognition policies and significant payment terms as they pertain to the types of transactions the Company enters into with customers.

Subscription and support revenue:

Subscription and support revenue is derived from fees earned from customers for accessing the Company's learning technologies, from purchases of additional product support, and from fees earned for usage beyond contracted user counts. The subscription and support agreement term lengths typically range from 12 to 60 months. The terms of the Company's subscriptions do not provide customers the right to take possession of the software. Accordingly, subscription and support revenue is generally recognized rateably over the contract term.

The Company's contracts with customers typically include a fixed amount of consideration and are generally non-cancelable, or cancelable with penalty, and without any refund-type provisions.

Amounts that have been invoiced are recorded in trade receivables and in deferred revenue and recognized as revenue when the revenue recognition criteria have been met. Amounts not yet invoiced but for which revenue recognition criteria have been met are recorded as a contract asset in uninvoiced revenue on the consolidated statements of financial position and as revenue on the consolidated statements of comprehensive income.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

Professional services and other revenue:

Professional services and other revenue includes fees from consultation services to support the implementation of, integration of, and training related to the learning technologies, as well as complementary services such as content creation and learning consultancy, and, occasionally, termination fees due when contracts are cancelled for convenience. These professional services are either delivered at or around the inception of the contract with the customer when the subscription and support agreement commences, or as follow-on services during the term of the subscription and support agreement. The Company's professional services are typically considered distinct from the related subscription and support services as the promise to transfer the subscription can be fulfilled independently from the promise to deliver the professional services. (i.e., customer receives standalone functionality from the subscription and the customer obtains the intended benefit of the subscription without the professional services). The Company recognizes the revenue over time based on services rendered.

Contracts with multiple performance obligations:

Many of the Company's contracts with customers contain multiple performance obligations. Individual performance obligations are accounted for separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative SSP basis. The SSP reflects the price the Company would charge for a specific product or service if it was sold separately in similar circumstances and to similar customers. The Company typically establishes a narrow SSP range for its products and services and assesses this range on a periodic basis or when material changes in facts and circumstances warrant a review. If the SSP is not directly observable, then the Company estimates the amount using the residual approach. Estimating SSP requires judgment that could impact the classification, amount, and timing of revenue recognized.

The Company determines the SSP based on its overall pricing objectives by reviewing its significant pricing practices, including discounting practices, the customer type, price lists and historical selling prices.

(b) Cost of revenue:

Cost of revenue primarily consists of costs related to providing the Company's cloud-based applications and the delivery of support and professional services. Significant expenses included in cost of revenue include cloud technology and networking expenses, employee wages and benefits expenses, payments to outside service providers and partners, and amortization of acquired intangible assets.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

(c) Deferred commissions:

The Company defers commission costs that are incremental and directly related to the acquisition of customer contracts, provided they are expected to be recoverable. Commission costs are accrued and capitalized upon execution of the sales contract by the customer. Payments to partners and sales personnel are made monthly following the execution of the sales contracts. Deferred commissions are amortized on a straight-line basis over the expected period of benefit, which the Company has determined to be five years. For certain contract renewals or professional service contracts with a shorter expected period of benefit, deferred commissions are amortized over a corresponding period of twelve months. The Company determined the period of benefit by taking into consideration its customer contracts and customer life, its technology and other factors. Where the expected amortization period for all performance obligations in a customer contract is one year or less, the Company applies a practical expedient and related commission costs are expensed when incurred.

(d) Financial instruments:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Trade receivables are initially measured at the transaction price. All other financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in the consolidated statements of comprehensive income (loss).

Financial assets:

All financial assets are recognized and de-recognized on a trade date basis, the date on which the Company commits to purchase or sell the investment. The Company determines the classification of its financial assets on the basis of both the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows, and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and is not designated as at FVTPL.

Financial asset	Classification under IFRS 9
Cash and cash equivalents	Amortized cost
Trade and other receivables	Amortized cost
Uninvoiced revenue	Amortized cost
Loan receivable from associate	FVTPL

Amortized cost:

Subsequent to initial recognition, financial assets at amortized cost are measured using the effective interest method, less any impairment. Interest income is recognized by applying the effective interest rate except for short-term receivables where the interest revenue would be immaterial. Interest income, foreign exchange gains and losses, impairment and any gain or loss on de-recognition are recognized in the consolidated statements of comprehensive income.

FVTPL:

A financial asset is classified as FVTPL if it is classified as held for trading, or it is designated as such, on initial recognition. Financial assets are measured at fair value and net gains and losses, including any interest income, are recognized in profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model.

De-recognition of financial assets:

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. Any difference between the carrying amount of the financial asset derecognized and the consideration received is recognized in the consolidated statements of comprehensive income.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

Impairment of financial assets:

The Company measures a loss allowance based on the lifetime expected credit losses. Lifetime expected credit losses are estimated based on factors such as the Company's past experience of collecting payments, the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables, financial difficulty of the borrower, and it becoming probable that the borrower will enter bankruptcy or financial re-organization. Financial assets are written off when there is no reasonable expectation of recovery.

Financial liabilities:

The Company determines the classification of its financial liabilities at initial recognition. The Company's financial liabilities are classified as follows:

Financial liability	Classification under IFRS 9
Accounts payables and accrued liabilities	Amortized cost
Contingent consideration	FVTPL

Amortized cost:

Financial liabilities at amortized cost are measured using the effective interest rate method. Interest expenses and foreign exchange gains and losses are recognized in the consolidated statements of comprehensive income. Any gain or loss on derecognition is also recognized in the consolidated statements of comprehensive income.

FVTPL:

A financial liability is classified as FVTPL if it is classified as held for trading, it is a derivative, or it is designated as such, on initial recognition. Financial liabilities are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. The Company assesses whether embedded derivative financial instruments are required to be separated from host contracts when the Company first becomes party to the contract.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

De-recognition of financial liabilities:

The Company de-recognizes financial liabilities when the Company's obligations are discharged, cancelled or they expire.

(e) Property and equipment:

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed on a straight-line basis over the estimated asset's useful life. The estimated useful lives by asset classification are as follows:

Furniture and equipment	5 years
Computer hardware and software	3 - 4 years
Leasehold improvements	lesser of useful life or term of lease

(f) Intangible assets:

Certain of the Company's intangible assets, including acquired technology, customer relationships and brand, were acquired in a business combination. These intangible assets are recorded at their fair values at the acquisition date. After initial recognition, intangible assets are measured at cost less any accumulated amortization and impairment losses. Intangible assets with an indeterminable benefit period are not amortized. Amortization is based on the estimated useful lives using the straight-line method and the following periods:

Domains	Indefinite life
Patents	Remaining life of patent
Acquired technology	5 - 7 years
Customer relationships	8 - 10 years
Brand	Indefinite life

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

(g) Impairment of long-lived assets:

The Company evaluates its property and equipment and intangible assets with finite useful lives for impairment whenever there is any indication that the asset(s) may be impaired. Intangible assets with indefinite useful lives are tested for impairment annually at the cash-generating unit ("CGU") level, or more frequently when events or changes in circumstances indicate that their carrying amount may not be recoverable. This includes but is not limited to: significant adverse changes in business climate, market conditions, current period cash flow or operating losses, or other events that indicate an asset's carrying amount may not be recoverable. If the Company determines that the carrying amount of an asset or a CGU is not recoverable based on its estimated undiscounted future cash flows expected to be generated from the use of the asset or asset group and its eventual disposal, the Company records an impairment loss equal to the excess of carrying amount over the estimated fair value of the asset or CGU. Any impairment losses are recognized immediately in the consolidated statements of comprehensive income. An impairment loss may be reversed only to the extent that the asset or CGU's carrying amount does not exceed the carrying amount that would have been determined (net of amortization or depreciation) had no impairment loss been previously recognized for the asset or CGU.

(h) Goodwill:

Goodwill arises from a business combination as the excess of the consideration transferred over the identifiable net assets acquired. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to the CGU that is expected to benefit from the related business combination. The Company as a whole has been assessed as a single CGU. The CGU is tested for impairment annually and whenever there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit. The recoverable amount is the higher of fair value less costs to sell and value in use. An impairment loss is recognized immediately in the consolidated statements of comprehensive income. Any impairment loss in respect of goodwill is not reversed.

(i) Leases:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method as this most closely reflects the expected pattern of consumption of the future economic benefits. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The Company evaluates its right-of-use assets for impairment whenever there is any indication that the asset(s) may be impaired.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability.

The Company has elected to apply the practical expedient to account for each lease component and any non-lease components as a single lease component.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the consolidated statements of comprehensive income if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to apply the practical expedient not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

(j) Stock-based compensation:

The Company's stock-based compensation plans provide for the issuance of awards to employees, non-employee directors and certain service providers. The expense relating to awards under these plans is recognized over the vesting period in which the applicable service and/or performance conditions are fulfilled. Each tranche of an award with a distinct vesting period is accounted for separately. The cumulative expense recognized at each reporting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of awards that will ultimately vest. Estimated forfeitures are based on historical forfeiture rates and expectations of future forfeiture rates.

No expense is recognized for awards that do not ultimately vest because service and/or non-market performance conditions are not met.

The cost of an equity-settled award is measured at fair value at the grant date and recognized as an expense, together with a corresponding increase in additional paid-in capital, over the vesting period.

When shares are issued upon the exercise or redemption of an equity-settled award, the amount of proceeds, if any, together with the amount recorded in additional paid-in capital in respect of the award, is recorded to share capital.

The cost of a cash-settled award is initially measured at fair value at the grant date and remeasured to fair value at each reporting date until settlement. The cost is recognized as an expense, together with a corresponding liability, over the vesting period.

(k) Income taxes:

Current and deferred income taxes are recognized as an expense or recovery in the consolidated statements of comprehensive income, except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income (loss) or directly in shareholders' equity), in which case the tax is also recognized outside of profit or loss.

Current income tax:

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date, in the countries where the Company operates and generates taxable income.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

Deferred income tax:

Deferred income tax assets and liabilities are recorded for the temporary differences between transactions that have been included in the consolidated financial statements or income tax returns. Deferred income taxes are provided for using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between the tax and financial statement bases of assets and liabilities and for certain carry-forward items. Deferred income tax assets are recognized only to the extent that, in the opinion of management, it is probable that the deferred income tax assets will be realized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the years when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of the enactment or substantive enactment. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Income tax uncertainties:

If there is uncertainty about an income tax treatment, then the Company considers whether it is probable that a tax authority will accept the entity's tax treatment included or planned to be included in its tax filing based on its technical merits. If probable, it measures current and deferred taxes consistently with the tax treatment used or planned to be used in the income tax filing. If it is not probable that the tax authority will accept its tax treatment, then the Company reflects the effect of that tax uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. To do so, the Company uses either the most likely amount or the expected value method—whichever better predicts the resolution of the uncertainty.

(l) Foreign currency translation:

These consolidated financial statements are presented in U.S. dollars which is the functional currency of the Company and its subsidiaries except where otherwise noted.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

Foreign currency transactions:

The functional currency of the Company's significant, wholly-owned subsidiaries is generally the local currency. Transactions in currencies other than the functional currency are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated to the functional currency at the rates prevailing at that date. Exchange differences on monetary items are recognized in the consolidated statements of comprehensive income in the period in which they arise. Non-monetary items carried at fair value that are denominated in foreign currencies are translated to the functional currency of the subsidiary at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated to the functional currency using the rates at the date of the transaction.

Foreign operations:

The consolidated financial statements of the Company include the accounts of its foreign, wholly-owned subsidiaries. The functional currencies of the wholly-owned subsidiaries are disclosed in note 1(b) "Basis of presentation".

Assets and liabilities of non-U.S. dollar functional currency subsidiaries have been translated into U.S. dollars using the exchange rates prevailing at the end of each reporting period. Income and expense items are translated using the average monthly exchange rates for the reporting period. All resultant exchange differences arising, if any, are recognized in other comprehensive income (loss) and accumulated in shareholders' equity.

(m) Provisions:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The expense relating to any provision is accounted for in the consolidated statements of comprehensive income, net of any reimbursement.

If the known expected settlement date exceeds 12 months from the date of recognition, provisions are discounted using a current pre-tax interest rate that reflects the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a financial expense in the consolidated statements of comprehensive income. Provisions are reviewed periodically and adjusted as appropriate.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

(n) Research and development costs:

Research and development costs are expensed as incurred unless the criteria for capitalization are met. No research or development costs have been capitalized to date.

(o) Government grants and investment tax credits:

Government grants and refundable investment tax credits for scientific research and experimental development related to current expenses, if any, are recorded as a reduction of the related expenses in the period to which the claim relates. Government grants and refundable investment tax credits, if any, are recognized when there is reasonable assurance that: the Company has complied with, and will continue to comply with, all conditions necessary to obtain the grants or credits; and that the grants or credits have been or will be received.

(p) Employee benefits:

The Company maintains defined contribution plans for which it pays fixed contributions to administered pension plans on a mandatory, contractual or voluntary basis. The Company has no legal or constructive obligation to pay further amounts if the fund does not hold sufficient assets to pay the benefits to all employees. Obligations for contributions to defined contribution pension plans are recognized as employee compensation as the services are provided.

(q) Earnings per share:

Basic earnings per share is calculated by dividing profit or loss by the weighted average number of Subordinate Voting Shares and Multiple Voting Shares outstanding during the reporting period. Diluted earnings per share are calculated similar to basic earnings per share except the weighted average number of outstanding shares is adjusted for the effects of all dilutive potential securities, which are comprised of additional shares from the assumed exercise or settlement of stock options, restricted share units ("RSU"), performance share units ("PSU"), and deferred share units ("DSU").

(r) Business combinations:

The Company accounts for business combinations using the acquisition method. Goodwill arising on acquisitions is measured as the fair value of the consideration transferred less the net recognized amount of the estimated fair value of identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. Acquisition-related costs that the Company incurs in connection with a business combination are expensed as incurred.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

The Company uses its best estimates and assumptions to reasonably value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, and these estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with a corresponding offset to goodwill. Upon conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the consolidated statements of comprehensive income.

(s) Investment in associate:

Entities over which the Company has significant influence (i.e. investments in associates) are accounted for using the equity method. Significant influence is assumed when the Company's interests are 20% or more, unless qualitative factors overcome this assumption. Significant influence represents the ability of the Company to participate in the financial and operating policy decisions of the investee but does not control or have joint control over those policies.

Where a consolidated subsidiary is disposed and an equity method investment is retained, the investment is measured at its fair value at the time of disposal. Any difference between the carrying amount of the investment upon the loss of control and the fair value of the retained investment plus proceeds from disposal, if any, is recognized in profit or loss.

The consolidated financial statements include the Company's share of the income and expenses and equity changes of its equity accounted investees, from the date that significant influence commences until the date that significant influence ceases. If the Company's interest is reduced to zero, additional losses are provided for, and a liability is recognized, only to the extent that the Company has incurred legal or constructive obligations or has made payments on behalf of the investee. If the investee subsequently reports profits, the Company resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized.

After application of the equity method, the Company determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognizes the loss within Other income (expense) in the consolidated statements of comprehensive income.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

2. Material accounting policies (continued):

Upon the date that significant influence ceases, the Company measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon the loss of significant influence and the fair value of the retained investment plus proceeds from disposal, if any, is recognized in profit or loss.

(t) Recently issued accounting pronouncements:

New and amended standards and interpretations adopted by the Company

Effective February 1, 2025, the Company adopted the following amended accounting standard.

- Amendments to IAS 21, The Effects of Changes in Foreign Exchange Rates, which clarify the impact of using an estimated exchange rate on financial statements when a currency is not exchangeable. The adoption of the amendments to this standard did not have a material impact on the Company's consolidated financial statements.

New and amended standards and interpretations issued not yet effective

The IASB has issued the following new and amended standards and interpretations that will become effective in a future year and these could have an impact on the consolidated financial statements of the Company in future periods:

- The IASB published amendments to IFRS 9, Financial Instruments, and IFRS 7, Classification and Measurement of Financial Instruments. The amendments clarify when a financial asset or a financial liability is recognized and derecognized and to provide an exception for certain financial liabilities settled using an electronic payment system. The amendments will be effective for annual periods beginning on or after February 1, 2026. The Company is currently assessing the impact of these amendments and is not expecting any significant impacts to its consolidated financial statements.
- The IASB published IFRS 18, Presentation and Disclosure in Financial Statements (replacing IAS 1, Presentation of Financial Statements), which includes improvements on how information is communicated in the financial statements, with a focus on information in the statement of income. The new standard is effective for annual periods beginning on or after February 1, 2027. The Company is currently assessing the impacts this standard will have on its consolidated financial statements.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

3. Cash and cash equivalents:

Cash and cash equivalents include cash and short term highly liquid investments in money market mutual funds with original maturities of three months or less from the date of acquisition.

4. Trade and other receivables:

The trade and other receivables, net of allowance for doubtful accounts, are as follows:

	2026	2025
Trade receivables	\$ 26,368,632	\$ 26,088,607
Allowance for doubtful accounts	(801,388)	(430,245)
Net trade receivables	25,567,244	25,658,362
Other receivables	1,154,077	1,194,813
Trade and other receivables	\$ 26,721,321	\$ 26,853,175
Comprised of:		
Current	\$ 26,446,779	\$ 26,430,586
Non-current	\$ 274,542	\$ 422,589

The Company typically invoices its customers annually in advance upon execution of the contract or subsequent renewals, and its invoices are typically due within 30 days from the invoice date. For all customers, the Company bases its allowance for doubtful accounts on its historical collection experience and an evaluation of the potential risk of loss associated with specific accounts. When the Company becomes aware of circumstances that may decrease the likelihood of collection, it records a specific allowance against amounts due, which reduces the receivables to the amount the Company reasonably believes will be collected. The Company's general and administrative expenses during the year include bad debt expense of \$782,714 (2025 - \$723,311). Historically, actual write-offs for uncollectible accounts have not significantly differed from the Company's estimates. The Company derecognizes previously recorded receivables and the associated allowances when they are deemed permanently uncollectible.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

4. Trade and other receivables (continued):

As at January 31, 2026, other receivables are comprised primarily of sublease receivables, tax credit receivables, and interest receivables. As at January 31, 2025, other receivables are comprised primarily of sublease receivables, income tax receivables, and interest receivables. All receivables are classified as current for the years ended January 31, 2025 and 2026, with the exception of a portion of the sublease receivables classified as non-current, in line with the timing of contractual sublease payments. The Company assesses the need for an allowance against other receivables at each reporting date. In each period presented, the Company has concluded that the other receivables balances are collectible and accordingly has not recorded an allowance.

5. Revenue from contracts with customers:

(a) Transaction price allocated to the remaining performance obligations:

Transaction price allocated to remaining performance obligations represents contracted revenue that has not yet been recognized, which includes deferred revenue and non-cancellable amounts that will be invoiced and recognized as revenue in future periods.

As at January 31, 2026, the total remaining non-cancellable performance obligations under contracts with customers was approximately \$400,000,000 (2025 – \$374,000,000). The Company expects to recognize revenue on approximately 35% of these remaining performance obligations over the following 12 months and 27% in the 12 months thereafter, with the balance to be recognized beyond 24 months.

(b) Uninvoiced revenue:

Uninvoiced revenue, which is a contract asset, relates to revenue recognized when transferred services exceed the amount billed for the customer contract. Uninvoiced revenue balances typically exist only for contracts with non-standard payment terms where revenue recognition may occur in advance of the Company's right to bill.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

5. Revenue from contracts with customers (continued):

The following table presents changes in uninvoiced revenue:

	2026	2025
Balance, beginning of year	\$ 2,756,998	\$ 3,971,861
Amounts transferred to trade receivables from the balance at the beginning of the year	(2,756,998)	(3,971,861)
Revenue in excess of billings, net of amounts transferred to trade receivables during the year	3,301,220	2,879,487
Effects of movement in exchange rates	64,184	(122,489)
Balance, end of year	\$ 3,365,404	\$ 2,756,998

(c) Deferred revenue:

Deferred revenue, which is a contract liability, consists of billings or payments received in advance of revenue recognition and is recognized as the revenue recognition criteria are met. The Company generally invoices its customers annually in advance. Accordingly, the deferred revenue balance does not represent the total contract value of multi-year, non-cancellable subscription agreements.

Revenue recognized that was included in the deferred revenue balance at the beginning of the years ended January 31, 2026 and 2025 was \$94,960,257 and \$90,090,000, respectively.

(d) Deferred commissions:

The following table presents the changes in deferred commission contract assets during the periods:

	2026	2025
Balance, beginning of year	\$ 12,016,415	\$ 13,065,588
Additions	6,649,727	5,291,042
Amortization to sales and marketing expense	(6,047,730)	(5,577,539)
Impairment	(115,162)	(214,278)
Effects of movement in exchange rates	654,660	(548,398)
Balance, end of year	\$ 13,157,910	\$ 12,016,415
Comprised of:		
Current	\$ 6,046,380	\$ 5,106,976
Non-current	\$ 7,111,530	\$ 6,909,439

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

5. Revenue from contracts with customers (continued):

For the periods presented, impairment was recorded on deferred commission balances that relate to customers agreements that were terminated prior to the end of their amortization period.

6. Property and equipment:

	Computer hardware/ software	Furniture and equipment	Leasehold improvements	Total
Cost				
Balance, January 31, 2024	\$ 7,669,372	\$ 1,966,839	\$ 7,275,861	\$ 16,912,072
Additions	690,016	—	233,018	923,034
Disposals	(120,429)	(84,688)	(14,515)	(219,632)
Additions through acquisition (note 22)	—	10,777	—	10,777
Effects of movement in exchange rates	(532,268)	(145,180)	(547,942)	(1,225,390)
Balance, January 31, 2025	7,706,691	1,747,748	6,946,422	16,400,861
Additions	660,437	99,003	11,608	771,048
Disposals	(79,398)	(339,273)	—	(418,671)
Effects of movement in exchange rates	496,988	117,827	441,241	1,056,056
Balance, January 31, 2026	\$ 8,784,718	\$ 1,625,305	\$ 7,399,271	\$ 17,809,294
Accumulated depreciation				
Balance, January 31, 2024	\$ 6,569,500	\$ 1,137,697	\$ 777,141	\$ 8,484,338
Depreciation	739,442	208,697	754,768	1,702,907
Disposals	(120,429)	(84,688)	(14,515)	(219,632)
Effects of movement in exchange rates	(505,207)	(96,012)	(90,805)	(692,024)
Balance, January 31, 2025	6,683,306	1,165,694	1,426,589	9,275,589
Depreciation	634,212	211,888	752,268	1,598,368
Disposals	(79,398)	(339,273)	—	(418,671)
Effects of movement in exchange rates	449,629	83,102	108,828	641,559
Balance, January 31, 2026	\$ 7,687,749	\$ 1,121,411	\$ 2,287,685	\$ 11,096,845
Carrying Amounts				
January 31, 2025	\$ 1,023,385	\$ 582,054	\$ 5,519,833	\$ 7,125,272
January 31, 2026	\$ 1,096,969	\$ 503,894	\$ 5,111,586	\$ 6,712,449

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

7. Intangible assets:

	Acquired Technology	Patents	Customer Relationships	Domains	Brand	Total
Cost						
Balance, January 31, 2024	\$ 6,809,688	\$ 241,112	\$ 257,586	\$ 171,032	—	\$ 7,479,418
Additions through acquisition (note 22)	11,800,000	—	4,300,000	—	2,100,000	18,200,000
Effects of movement in exchange rates	(528,894)	(17,597)	(170,642)	(12,483)	(61,268)	(790,884)
Balance, January 31, 2025	18,080,794	223,515	4,386,944	158,549	2,038,732	24,888,534
Effects of movement in exchange rates	1,194,815	14,256	447,977	10,113	208,187	1,875,348
Balance, January 31, 2026	\$ 19,275,609	\$ 237,771	\$ 4,834,921	\$ 168,662	\$ 2,246,919	\$ 26,763,882
Accumulated amortization						
Balance, January 31, 2024	\$ 6,543,698	\$ 140,864	\$ 24,149	—	—	\$ 6,708,711
Amortization	1,000,526	17,205	267,803	—	—	1,285,534
Effects of movement in exchange rates	(188,952)	(11,128)	(41,160)	—	—	(241,240)
Balance, January 31, 2025	7,355,272	146,941	250,792	—	—	7,753,005
Amortization	1,781,075	17,014	462,249	—	—	2,260,338
Effects of movement in exchange rates	122,673	9,761	40,475	—	—	172,909
Balance, January 31, 2026	\$ 9,259,020	\$ 173,716	\$ 753,516	—	—	\$ 10,186,252
Carrying Amounts						
January 31, 2025	\$ 10,725,522	\$ 76,574	\$ 4,136,152	\$ 158,549	\$ 2,038,732	\$ 17,135,529
January 31, 2026	\$ 10,016,589	\$ 64,055	\$ 4,081,405	\$ 168,662	\$ 2,246,919	\$ 16,577,630

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

7. Intangible assets (continued):

During the year ended January 31, 2025, D2L Europe Ltd, an indirect subsidiary of the Company, acquired H5P as described in note 22. The acquired intangible assets include acquired technology, customer relationships and brand.

Future amortization expense associated with definite-life intangible assets recognized as of January 31, 2026 is expected to be as follows:

2027	\$ 2,166,427
2028	2,162,036
2029	2,162,036
2030	2,162,036
2031 and beyond	5,509,514
	<u>\$ 14,162,049</u>

8. Goodwill:

	2026	2025
Balance, beginning of year	\$ 25,286,222	\$ 10,440,091
Acquisition of Connected Shopping	—	294,000
Acquisition of H5P (note 22)	—	15,628,167
Effects of movement in exchange rates	2,333,451	(1,076,036)
Balance, end of year	<u>\$ 27,619,673</u>	<u>\$ 25,286,222</u>

The annual impairment test of goodwill was performed using a fair value less costs to dispose model and did not result in an impairment loss. The fair value measurement was determined based on a market approach for the Company's single CGU. The carrying value of the Company was compared with its recoverable amount (fair value less costs to dispose) to test for impairment. No reasonably possible change in the key assumptions used in determining the recoverable amount would result in any impairment of goodwill.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

9. Leases:

The Company leases certain properties under non-cancellable lease agreements that relate to office space. The expected remaining lease terms are between 1 and 8 years. The Company also subleased certain properties to third parties during the years ended January 31, 2026 and 2025.

(a) As a lessee:

The following reconciles the right-of-use assets as at January 31, 2026 and 2025:

	2026	2025
Carrying amount, beginning of year	\$ 7,450,545	\$ 8,774,960
Additions	516,027	800,780
Additions through acquisition (note 22)	—	77,020
Modifications to lease contracts	880,301	(33,461)
Depreciation	(1,452,005)	(1,273,607)
Leasehold incentive received	—	(99,080)
Terminations	—	(231,801)
Effects of movement in exchange rates	484,698	(564,266)
Carrying amount, end of year	\$ 7,879,566	\$ 7,450,545

The following reconciles the lease liabilities as at January 31, 2026 and 2025:

	2026	2025
Carrying amount, beginning of year	\$ 11,179,545	\$ 12,709,998
Additions	516,027	735,988
Additions through acquisition (note 22)	—	77,020
Modifications to lease contracts	880,301	(3,314)
Lease payments	(2,080,113)	(1,657,536)
Interest expensed	542,074	580,873
Terminations	—	(231,801)
Effects of movement in exchange rates	721,551	(1,031,683)
Carrying amount, end of year	\$ 11,759,385	\$ 11,179,545
Current	\$ 1,641,257	\$ 1,201,604
Non-current	\$ 10,118,128	\$ 9,977,941

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

9. Leases (continued):

Net expenses relating to short-term leases excluded from lease liabilities due to the election of the practical expedient were \$58,838 for the year ended January 31, 2026 (2025 – \$93,874). Variable lease payments not included in the measurement of lease liabilities were \$453,276 for the year ended January 31, 2026 (2025 – \$502,407).

The total future undiscounted lease payments for the Company are as follows:

February 1, 2026 - January 31, 2027	\$ 2,142,878
February 1, 2027 - January 31, 2028	1,771,960
February 1, 2028 - January 31, 2029	1,695,907
February 1, 2029 - January 31, 2030	1,758,788
February 1, 2030 – July 31, 2033	6,456,563
Total future undiscounted lease payments	13,826,096
Less: impact of discounting	(2,066,711)
Lease liability recorded on consolidated statements of financial position	\$ 11,759,385

(b) As a lessor:

For the year ended January 31, 2026, net receipts from the sublease receivable were \$160,426 (2025 – \$22,076). For the year ended January 31, 2026, \$23,633 was recognized as interest income on subleases (2025 – \$27,027).

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

10. Financial instruments:

(a) Fair value of financial instruments:

Fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The Company measures fair value on a recurring basis based on a fair value hierarchy that requires it to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instruments' categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of inputs that may be used to measure fair value are as follows:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Unobservable inputs.

Observable inputs are based on market data obtained from independent sources.

The Company estimated the fair value of its financial instruments as described below:

The carrying values of cash and cash equivalents, trade and other receivables, uninvoiced revenue and accounts payable and accrued liabilities approximate their fair values due to their short-term nature.

The loan receivable from the associate and the contingent consideration are classified as Level 3 financial instruments as the inputs are not observable and there is no market-based activity. There were no changes in the categorization of financial instruments in the current or prior years of these financial statements.

The fair value of the loan receivable from associate was determined using valuation techniques, including a discounted cash flow model for future expected cash flows of the instrument at a rate commensurate with an estimated market rate for a debt instrument with similar terms and features to value the principal and interest payments. The discount rate applied reflects significant management judgment and incorporates an assessment of the associate's credit risk. The Black-Scholes valuation model is used to determine the value of the conversion feature. These valuation techniques involve significant judgment as a result of a high degree of subjectivity and estimation uncertainty associated with the determination of the significant assumptions used. Refer to note 11 for additional information on the assumptions and estimates used, as well as the changes in the loan receivable from associate balance during the year.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

10. Financial instruments (continued):

The fair value of the contingent consideration has been calculated based on expected future revenue from existing customers and discount rates. The following table shows a reconciliation from the opening balance to the ending balance as at January 31, 2026 for contingent consideration. As at January 31, 2026, the Company has fully paid the contingent consideration in the amount of \$5,103,665 to the selling shareholders, representing the final settlement of obligations arising from the two acquisitions completed in prior years.

Balance at January 31, 2025	\$ 4,927,193
Payments made during the year relating to Connected Shopping	(203,665)
Payments made during the year relating to H5P (note 22)	(4,900,000)
Fair value change through other income	(25,073)
Accretion expense through interest expense	199,916
Effects of movement in exchange rates	1,629
Balance at January 31, 2026	—

(b) Currency risk:

A portion of the Company's revenue and operating costs are realized in currencies other than its functional currency. Significant currencies to which the Company has transaction exposure include the Canadian dollar, British pound sterling, Australian dollar, Singapore dollar, Brazilian real, Euro, and Norwegian krone. Thus, the Company is exposed to currency risk on these transactions. For the year ended January 31, 2026, if those currencies had strengthened 5% against the U.S. dollar, with all other variables held constant, operating income for the years would have been an estimated \$4,045,094 lower (2025 - \$3,879,950). Conversely, if those currencies had weakened 5% against the U.S. dollar with all other variables held constant, there would be an equal, and opposite impact, on operating income.

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

10. Financial instruments (continued):

Additional operating income volatility arises from the translation of monetary assets and liabilities denominated in foreign currencies at the rate of exchange on each date of the consolidated statements of financial position, the impact of which is reported as a foreign exchange gain or loss. The summary quantitative data about the Company's exposure to currency risk is as follows (in local currency):

January 31, 2026	CAD	GBP	AUD	SGD	BRL	EUR	NOK
Cash and cash equivalents	5,195,450	5,334,240	12,475,201	5,007,087	34,289,564	4,628,598	63,713,561
Trade and other receivables	6,302,353	787,238	908,198	842,693	2,079,745	779,233	613,319
Uninvoiced revenue	1,774,555	57,297	152,155	121,278	1,928,801	2,852	—
Accounts payable and accrued liabilities	24,526,024	1,297,696	2,039,855	272,291	1,062,510	54,914	12,154,143
January 31, 2025	CAD	GBP	AUD	SGD	BRL	EUR	NOK
Cash and cash equivalents	10,618,489	1,948,128	15,960,662	4,631,629	27,117,320	5,674,766	51,468,233
Trade and other receivables	7,703,229	2,273,436	1,093,118	391,493	1,893,599	491,746	501,630
Uninvoiced revenue	1,428,097	64,521	24,693	327,449	2,878,654	—	—
Accounts payable and accrued liabilities	22,738,628	2,866,540	2,129,382	299,910	733,899	37,622	10,866,211

The Company did not enter into any arrangements to hedge its foreign currency risk exposure during the period.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

10. Financial instruments (continued):

(c) Credit risk:

Financial instruments potentially exposing the Company to concentration of credit risk consist primarily of cash and cash equivalents and trade and other receivables.

Although the Company deposits its cash with multiple reputable financial institutions, its deposits, at times, may exceed federally insured limits.

The Company maintains an allowance for doubtful accounts balance. The allowance is based upon expected credit losses, with consideration of historical loss patterns, the number of days that billings are past due, and an evaluation of the potential risk of loss associated with problem accounts. The Company has credit risk from trade and other receivables and uninvoiced revenue. Credit risk arising from trade and other receivables and uninvoiced revenue is mitigated due to the large number of customers comprising the Company's customer base. Collectability of other receivables, comprising of sub-lease receivables and tax credit receivables, is not considered to have significant credit risk by the Company.

In addition, the Company has credit risk exposure related to the loan receivable from associate. The loan receivable is measured at FVTPL, and accordingly, changes in credit risk are reflected in the fair value measurement rather than through an expected credit loss allowance. The loan is secured by all assets of the associate.

Activity in the allowance for doubtful accounts balance was as follows:

	2026	2025
Balance, beginning of year	\$ 430,245	\$ 310,395
Additions through acquisition	—	60,195
Provision for uncollectible receivables	782,714	723,311
Write-offs	(411,571)	(663,656)
Balance, end of year	\$ 801,388	\$ 430,245

As at January 31, 2026, there was no customer that exceeded 10% of the Company's net trade receivables balances (January 31, 2025 – there was no customer that accounted for more than 10% of net trade receivables).

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

10. Financial instruments (continued):

As at January 31, 2026 and 2025, the aging of net trade receivables were as follows:

	2026	2025 ⁽¹⁾
Current	\$ 16,498,391	\$ 19,255,707
Past due 1 - 30 days	5,543,559	2,540,440
Past due 31 - 60 days	792,215	1,090,731
Past due > 60 days	3,534,467	3,201,729
	26,368,632	26,088,607
Less: allowance for doubtful accounts	(801,388)	(430,245)
Balance, end of year	\$ 25,567,244	\$ 25,658,362

(1) The prior year comparative has been reclassified to separately present the allowance for doubtful accounts.

(d) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk associated with its financial liabilities through the use of cash flows generated from operations, combined with strategic issuance of additional equity or borrowings as required, to meet the capital requirements of maturing financial liabilities. As at January 31, 2026, the Company had a cash and cash equivalents balance of \$119,210,190 (2025 - \$99,184,514), and current trade and other receivables of \$26,446,779 (2025 - \$26,430,586) available to settle current liabilities (excluding deferred revenue) of \$41,698,525 (2025 - \$36,632,882).

The Company's accounts payable have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company continues to anticipate that its cash and cash equivalents will be sufficient to fund its anticipated cash requirements for working capital, contractual commitments, capital expenditures and operating needs over the next 12 months.

11. Loan receivable from associate:

Pursuant to the transaction outlined in Note 17, during the year ended January 31, 2025, the Company provided a loan to SkillsWave (the "SkillsWave Loan") in the principal amount of \$9,500,000 maturing in five years and bearing interest at the Canadian prime rate per annum. Principal and interest are payable at maturity. The principal and accrued interest are convertible at the option of the Company, in whole or in part, into non-voting shares of SkillsWave at a pre-determined price per share, to the extent that such shares, together with any shares acquired at closing and retained by the Company, do not exceed a maximum 37.5% ownership interest in SkillsWave on a fully diluted basis. The SkillsWave Loan is secured by all assets of SkillsWave constituting a first priority security interest, subject only to permitted liens.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

11. Loan receivable from associate (continued):

The SkillsWave Loan was initially measured at its fair value and has subsequently been measured at fair value through profit or loss. The fair value of the loan receivable from associate reflects the value of the discounted principal and interest payments, and the value of the conversion option. The Company uses the Black-Scholes valuation model to determine the fair value of the conversion option. Inputs into this model include the fair value of the underlying share price, the exercise price of the option, the expected term of the loan, the expected dividend yield, the risk-free interest rates, and the expected volatility of the fair value of the underlying share price. The Company estimated the fair value of the underlying share price used in the Black-Scholes model based on an enterprise valuation of SkillsWave using a discounted cash flow methodology, reflecting assumptions around its forecast results and its ability to access external financing.

Assumptions were used for certain inputs into the Black-Scholes model. The fair value of the non-controlling and non-voting shares, which considered both a non-voting discount and an illiquidity discount, was used to reflect the share price at the valuation date. The expected term of the loan was the remaining loan term at the valuation date. The risk-free rate used was based on Government of Canada bond yields consistent with the remaining loan term at the valuation date. The expected volatility was determined by using the historical volatility of publicly traded comparable companies. The number of conversion options exercisable into non-voting shares of SkillsWave was based on the 37.5% maximum ownership interest limit in SkillsWave, reflecting the marketability and liquidity of the underlying shares given its current status as an early-stage, private company.

As at January 31, 2026, the Company re-assessed the fair value of the loan receivable. Certain valuation inputs used in measuring the fair value of the SkillsWave Loan were updated, including the discount rate applied to the principal and interest payments based on SkillsWave's current credit risk, the number of conversion options exercisable into non-voting shares and the fair value of the underlying share price to assess the value of the conversion option.

During the year ended January 31, 2026, the Company recognized a fair value loss of \$4,301,599 (2025 – \$376,601, which was reclassified from other income (expense) to reflect current year presentation) within the consolidated statements of comprehensive income. The fair value loss was computed based on the fair value of the conversion option using the aforementioned inputs and the present value of the expected future cash flows from the loan receivable principal and interest. The ending loan receivable balance of \$4,821,800 (2025 – \$9,123,399) is recorded as "Loan receivable from associate" in the consolidated statements of financial position.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

11. Loan receivable from associate (continued):

Assumptions used in the fair value of the loan receivable from associate are assessed by the Company on a quarterly basis. Key unobservable inputs include the discount rate applied to the principal and interest payments and the number of conversion options exercisable into non-voting shares of SkillsWave. The estimated fair value of the loan receivable decreases as the discount rate increases. The estimated fair value of the loan receivable increases as the number of conversion options exercisable into non-voting shares of SkillsWave increases, implying an increase in the assumed marketability and liquidity of the underlying shares. The estimated sensitivity to changes in the discount rate applied on the principal and interest payments to the estimated fair value of the loan, holding all other inputs constant, are presented below. Negative figures represent an increase to the fair value loss recorded within the consolidated statements of comprehensive income for the year ended January 31, 2026.

Assumption	Sensitivity	Increase (decrease) to income before income taxes
Discount rate on principal and interest payments	+10%	\$ (350,365)
Discount rate on principal and interest payments	-10%	\$ 386,949

12. Share capital:

(a) Authorized share capital as at January 31, 2026 and 2025:

- Unlimited number of Subordinate Voting Shares, entitled to one vote per share, non-cumulative participating dividend rights, not convertible into any other class of shares
- Unlimited number of Multiple Voting Shares, entitled to 10 votes per share, non-cumulative participating dividend rates, convertible into Subordinate Voting Shares at the option of the holder and automatically in certain situations, subject to certain restrictions
- Unlimited number of preferred shares, issuable in series. The Board of Directors may, subject to certain restrictions, fix the number of preferred shares in a series and determine the designation of certain rights, including but not limited to: any right to receive dividends; any terms or conditions of redemption or purchase; any conversion rights; any retraction rights; and any rights on the Company's liquidation, dilution and winding up.

D2L INC.

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Years ended January 31, 2026 and 2025

12. Share capital (continued):

(b) Issued:

As at January 31, 2026, the Company had 27,081,697 Subordinate Voting Shares and 27,390,588 Multiple Voting Shares issued and outstanding. No preferred shares were issued and outstanding.

As at January 31, 2025, the Company had 27,262,586 Subordinate Voting Shares and 27,390,588 Multiple Voting Shares issued and outstanding. No preferred shares were issued and outstanding.

(c) Normal course issuer bid:

On December 4, 2024, the Company renewed its normal course issuer bid ("NCIB"). The Company can repurchase for cancellation up to 1,745,338 of the Company's Subordinate Voting Shares, representing approximately 10% of the "public float" (within the meaning of the rules of the TSX), during the twelve-month period commencing December 9, 2024.

On December 9, 2025, the Company renewed its NCIB. The Company can repurchase for cancellation up to 1,474,527 of the Company's Subordinate Voting Shares, representing approximately 10% of the "public float" (within the meaning of the rules of the TSX), during the twelve-month period commencing December 12, 2025.

In connection with the NCIB, the Company entered into an automatic share purchase plan ("ASPP"), pursuant to which the Company may provide, in advance, a form to instruct its broker to make purchases under the NCIB during self-imposed trading blackout periods, without consultation with the Company. The form provides the broker with predefined trading terms, including share price, time period and other limitations as may be imposed in advance by the Company, subject to rules and policies of the TSX and applicable securities laws. In addition to a daily purchase restriction, the ASPP permits the broker to make a weekly block purchase within the parameters set by the Company, to facilitate more efficient execution of the NCIB.

During the year ended January 31, 2026, the Company repurchased and cancelled 992,700 (2025 – 401,480) Subordinate Voting Shares under the NCIB for an aggregate purchase price of \$10,998,947 (2025 - \$3,564,436). The excess of the repurchase price over the average book value of the common shares, amounting to \$22,122 for the year ended January 31, 2026 (2025 – nil), was charged to deficit, with the remaining amount recorded as a reduction of share capital.

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

12. Share capital (continued):

As at January 31, 2025, the Company recognized a liability of \$1,097,603 for the repurchase of Subordinate Voting Shares under an ASPP within accounts payable and accrued liabilities, as an estimate of the maximum number of shares that could be repurchased during the then-current blackout period. As at January 31, 2026, the Company has recorded the liability as \$6,097,244 for the repurchase of Subordinate Voting Shares under an ASPP within accounts payable and accrued liabilities, as an estimate to the maximum number of shares that could be repurchased during the then-current blackout period. This resulted in a change of the liability made as at January 31, 2025 in the amount of \$4,999,641 (2025 – \$1,166,807), reflective of an increased authorized share repurchase capacity year-over-year, which was charged to deficit in the current period.

13. Earnings per share:

Earnings per share is calculated by dividing earnings for the years by the weighted average number of Subordinate Voting Shares and Multiple Voting Shares outstanding throughout the years:

	2026		2025	
Income for the year	\$	8,963,974	\$	25,721,683
Weighted average number of outstanding shares - basic		54,763,425		54,347,672
Weighted average number of outstanding shares - dilutive		56,077,147		55,814,610
Earnings per share – basic	\$	0.16	\$	0.47
Earnings per share – dilutive	\$	0.16	\$	0.46

The Company has four categories of potentially dilutive securities: stock options, RSUs, PSUs, and DSUs.

For the year ended January 31, 2026, 232,539 potentially dilutive instruments (2025 – 334,084 potentially dilutive instruments) have been excluded from the weighted average number of diluted common shares as their effect would have been anti-dilutive.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

14. Stock-based compensation:

Total stock-based compensation expense recognized in the Company's consolidated statements of comprehensive income was as follows:

	2026	2025
Cost of subscription and support	\$ 292,673	\$ 266,303
Cost of professional services and other	388,642	329,503
Sales and marketing	1,910,032	1,175,879
Research and development	3,147,077	2,651,208
General and administrative	4,611,709	5,272,382
	<u>\$ 10,350,133</u>	<u>\$ 9,695,275</u>

During the year ended January 31, 2026, total stock-based compensation expense consists of \$62,165 (2025 – \$167,545) relating to stock options, \$9,269,256 (2025 – \$8,717,034) relating to RSUs, \$39,800 (2025 – nil) relating to PSUs, and \$978,912 (2025 – \$810,696) relating to DSUs.

(a) Legacy stock option plan:

The D2L Stock Option Plan (the “Legacy Stock Option Plan”), adopted by the Company on August 24, 2012 and subject to subsequent amendment and restatement, authorized the issuance of options to purchase Subordinate Voting Shares. Effective November 3, 2021, no further grants under the Legacy Stock Option Plan are permitted.

Outstanding stock options generally vest 25% after a one-year period from the grant date, with the remaining 75% vesting quarterly thereafter over the next 4 years and expire after 10 years.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

14. Stock-based compensation (continued):

The Company's Legacy Stock Option Plan provides for the issuance of up to 11,200,000 options to purchase Subordinate Voting Shares. As of January 31, 2026, 843,002 stock options (2025 – 1,133,642) were issued and outstanding and nil (2025 – nil) remained available for grant under the Legacy Stock Option Plan. A summary of stock option activity is presented below:

	Number of stock options outstanding	Weighted average exercise price	Weighted average remaining contractual life (years)
Balance, January 31, 2024	2,103,812	\$ 6.25	4.63
Options forfeited	(171,234)	5.54	–
Options exercised	(798,936)	5.19	–
Balance, January 31, 2025	1,133,642	\$ 7.11	4.43
Options forfeited	(31,906)	7.31	–
Options exercised	(258,734)	5.52	–
Balance, January 31, 2026	843,002	\$ 7.58	4.07
Exercisable, end of year	840,077	\$ 7.58	4.07

Options outstanding and options exercisable as at January 31, 2026 by range of exercise price are as follows:

Range of exercise prices	Options outstanding			Options exercisable	
	Weighted average exercise price	Number of stock options	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of stock options
\$5.00 - \$6.00	\$ 5.16	381,393	2.92	\$ 5.16	381,393
\$6.01 - \$7.00	6.50	200,847	4.68	6.50	200,847
\$8.01 - \$9.00	8.48	42,792	4.78	8.48	42,792
\$9.01 - \$10.00	9.55	57,970	5.03	9.55	55,045
\$10.01 - \$14.00	13.77	160,000	5.51	13.77	160,000
	\$ 7.58	843,002	4.07	\$ 7.58	840,077

The Company uses the Black-Scholes pricing model to determine the fair value of stock options. The fair value of each option grant is estimated on the date of the grant.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

14. Stock-based compensation (continued):

(b) Long Term Incentive Plan:

The D2L Long Term Incentive Plan (the "LTIP Plan"), adopted by the Company on November 3, 2021, authorizes the issuance of options, RSUs, PSUs, stock appreciation rights and restricted stock to employees and certain service providers. The combined number of Subordinate Voting Shares issued or issuable under the LTIP Plan and all other stock-based compensation arrangements (including the DSU Plan discussed below but excluding the Legacy Stock Option Plan) cannot exceed ten percent of the Company's issued and outstanding Subordinate Voting Shares and Multiple Voting Shares, in aggregate. Subordinate Voting Shares related to awards that terminate or are cancelled without being settled are available for subsequent grant. As at January 31, 2026, RSUs and PSUs have been granted under the LTIP Plan.

Restricted Share Units

RSUs represent a right to receive, upon settlement, (a) a Subordinate Voting Share for each vested RSU, (b) a cash payment equal to the market price of vested RSUs, or (c) a combination thereof. The manner of settlement is at the sole discretion of the board of directors of the Company and the Company has no history of settling RSUs in cash. Accordingly, RSUs are accounted for as equity awards. Dividend equivalent RSUs may be granted in respect of Subordinate Voting Shares covered by RSUs and would be subject to the same terms and conditions as the corresponding RSUs. Outstanding RSUs generally vest one-third annually over a three-year period. The fair value of RSUs is based on the Subordinate Voting Share volume weighted average price during the trading day immediately preceding the date of grant. RSUs will generally be settled upon or shortly after vesting.

	Number of RSUs outstanding	Weighted average grant date fair value per RSU (in CAD)
Balance, January 31, 2024	2,720,188	\$ 8.48
RSUs granted	1,647,800	10.22
RSUs forfeited	(402,918)	8.98
RSUs settled	(1,126,590)	9.06
Balance, January 31, 2025	2,838,480	\$ 9.19
RSUs granted	1,404,917	12.56
RSUs forfeited	(446,360)	9.93
RSUs settled	(1,296,766)	8.76
Balance, January 31, 2026	2,500,271	\$ 11.18
Vested but not yet settled, January 31, 2026	—	—

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

15. Income taxes:

Income before income taxes is earned in the following jurisdictions:

	2026	2025
Income (loss) before income taxes:		
Canada	\$ 11,193,768	\$ 9,164,361
United States	1,763,196	1,729,913
Other countries	120,837	(1,407,726)
	<u>\$ 13,077,801</u>	<u>\$ 9,486,548</u>

Income tax expense (recovery):

	2026	2025
Current income taxes:		
Current period	\$ 2,578,249	\$ 1,005,276
Change in estimates of prior periods	291,140	214,465
	<u>2,869,389</u>	<u>1,219,741</u>
Deferred income taxes (recovery):		
Current period	\$ 2,548,719	\$ 3,945,136
Recognition of previously unrecognized temporary differences	(940,349)	—
Recognition of previously unrecognized tax losses	—	(14,039,772)
Recognition of previously unrecognized tax credits	(1,100,443)	(1,710,900)
Utilization of previously unrecognized tax losses	—	(2,073,968)
Utilization of previously unrecognized tax credits	—	(3,611,491)
Foreign tax credits	669,909	—
Change in estimates of prior periods	66,602	36,119
	<u>1,244,438</u>	<u>(17,454,876)</u>
	<u>\$ 4,113,827</u>	<u>\$ (16,235,135)</u>

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

15. Income taxes (continued):

The following tables present the tax effects of temporary differences and carry-forwards, as well as the movements in deferred tax balances, which have been recognized by the Company:

	January 31, 2025	Recognized in profit or loss	Recognized directly in equity	Recognized in FX	January 31, 2026
<u>Deferred tax assets:</u>					
Operating losses carried forward	\$ 8,331,313	\$ (4,002,232)	—	—	\$ 4,329,081
Other temporary differences	608,282	(700,013)	—	778,628	686,897
Lease liability	2,143,440	979,621	—	—	3,123,061
SRED deduction pool	8,207,840	(226,784)	—	—	7,981,056
Investment tax credits	1,710,899	1,154,249	—	—	2,865,148
Stock-based compensation	1,562,308	890,874	(579,895)	—	1,873,287
Intangible assets	778,610	123,912	—	—	902,522
Property and equipment	59,065	5,913	—	—	64,978
Non-deductible reserve for deferred revenue	—	93,676	—	—	93,676
	23,401,757	(1,680,784)	(579,895)	778,628	21,919,706
<u>Deferred tax liabilities:</u>					
Intangible assets	3,632,537	(107,875)	—	—	3,524,662
Non-deductible reserve for deferred revenue	355,681	(355,681)	—	—	—
Tax on SRED investment tax credit	527,887	231,377	—	—	759,264
Right-of-use assets	2,138,285	72,950	—	—	2,211,235
Deferred commissions and other expenses	616,939	9,303	—	—	626,242
Goodwill	146,563	42,732	—	—	189,295
Property and equipment	182,124	(144,730)	—	—	37,394
Unrealized foreign exchange gain on intercompany loan	1,796,041	(184,422)	—	—	1,611,619
	9,396,057	(436,346)	—	—	8,959,711
Net deferred tax assets (liabilities)	\$ 14,005,700	\$ (1,244,438)	\$ (579,895)	\$ 778,628	\$ 12,959,995

As presented on the consolidated statements of financial position:

Deferred tax assets	\$ 18,115,730	\$ 16,447,851
Deferred tax liabilities	(4,110,030)	(3,487,856)
Net deferred tax assets	\$ 14,005,700	\$ 12,959,995

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

15. Income taxes (continued):

	January 31, 2024	Recognized in profit or loss	Recognized directly in equity	Current year acquisition	Recognized in FX	January 31, 2025
<u>Deferred tax assets:</u>						
Operating losses carried forward	\$ 1,911,336	\$ 6,419,977	—	—	—	\$ 8,331,313
Other temporary differences	771,796	(163,514)	—	—	—	608,282
Lease liability	2,482,341	(338,901)	—	—	—	2,143,440
SRED deduction pool	—	8,207,840	—	—	—	8,207,840
Investment tax credits	—	1,710,899	—	—	—	1,710,899
Stock-based compensation	—	811,787	750,521	—	—	1,562,308
Intangible assets	—	778,610	—	—	—	778,610
Property and equipment	63,978	(4,913)	—	—	—	59,065
	5,229,451	17,421,785	750,521	—	—	23,401,757
<u>Deferred tax liabilities:</u>						
Intangible assets	124,856	(634,615)	—	4,261,479	(119,183)	3,632,537
Non-deductible reserve for deferred revenue	109,969	245,712	—	—	—	355,681
Tax on SRED investment tax credits	—	527,887	—	—	—	527,887
Right-of-use assets	2,482,341	(344,056)	—	—	—	2,138,285
Deferred commissions and other expenses	555,460	61,479	—	—	—	616,939
Goodwill	121,563	25,000	—	—	—	146,563
Property and equipment	—	182,124	—	—	—	182,124
Unrealized foreign exchange gain on intercompany loan	1,892,663	(96,622)	—	—	—	1,796,041
	5,286,852	(33,091)	—	4,261,479	(119,183)	9,396,057
Net deferred tax assets (liabilities)	\$ (57,401)	\$ 17,454,876	\$ 750,521	\$ (4,261,479)	\$ 119,183	\$ 14,005,700
As presented on the consolidated statements of financial position:						
Deferred tax assets	\$ 529,674					\$ 18,115,730
Deferred tax liabilities	(587,075)					(4,110,030)
Net deferred tax assets (liabilities)	\$ (57,401)					\$ 14,005,700

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

15. Income taxes (continued):

IAS 12 provides for the recognition of deferred tax assets to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized. During the current year, the Company revised its estimates of future taxable profits and the Company recognized the remaining previously unrecognized non-refundable investment tax credits and other deductible temporary differences on the basis of the Company's reassessment of the amounts of its deferred tax assets that are probable to be realized (2025 – the Company recognized previously unrecognized tax losses, previously unrecognized pool of deductible SR&ED expenditures and previously unrecognized non-refundable investment tax credits). In reviewing the carrying amounts of the deferred tax assets at the end of January 31, 2026 and 2025, the Company considered all available evidence, both positive and negative, including historical levels of income, legislative developments, expectations and risks associated with estimates of future taxable income, and ongoing prudent and feasible tax planning strategies.

The provision (recovery) for income taxes varies from the expected provision at the statutory rates for the reasons detailed in the table below:

	2026	2025
Combined basic Canadian statutory rates	26.5%	26.5%
Income tax expense (recovery) based on the above rates	\$ 3,465,617	\$ 2,513,935
Increase (decrease) in income taxes resulting from:		
Permanent differences	1,297,225	2,316,142
Effect of tax rate differences	(20,614)	49,134
Change in estimates of prior periods	357,742	250,584
Changes in unrecognized benefits of deferred tax assets	(163,411)	–
Recognition of previously unrecognized temporary differences	(940,349)	–
Recognition of previously unrecognized tax losses*	–	(16,113,740)
Recognition of previously unrecognized tax credits**	(1,100,443)	(5,322,391)
Origination and reversal of temporary differences	481,213	499,122
Stock-based compensation	(128,145)	(763,405)
Current year losses for which no deferred tax asset is recognized	240,585	606,661
Foreign tax credits	669,909	–
Other	(45,502)	(271,177)
Income tax expense (recovery)	\$ 4,113,827	\$ (16,235,135)

* For the year ended January 31, 2025, the recognition of previously unrecognized tax losses included \$2,073,968 that were utilized in the period.

** For the year ended January 31, 2025, the recognition of previously unrecognized tax credits included \$3,611,491 that were utilized in the period.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

15. Income taxes (continued):

The Company has certain Canadian-based deferred tax attributes, but has not recognized a deferred tax asset, in respect of the following deductible temporary differences and losses:

	2026	2025
Operating losses carried forward	255,290	—
Capital losses carried forward	5,812,762	3,513,841
Unrealized foreign exchange loss on intercompany loan	9,018,017	10,191,981
Intangible assets	—	30,507
Leases	—	3,110,551
Deferred financing fees	830,454	1,360,830
Investment in associate	438,098	438,098
Loan receivable from associate	5,343,669	584,063
Other temporary differences	—	194,673
Total	\$ 21,698,290	\$ 19,424,544

The Company has Canadian capital losses carry forward of \$5,812,762 (2025 - \$3,513,841) for which no deferred tax asset has been recognized. These losses do not expire. Other unrecognized deductible temporary differences do not expire.

As at January 31, 2026, the Company has available Canadian federal non-refundable investment tax credits of nil (2025 - \$1,407,434) related to research and development expenditures which may be used to reduce income taxes payable in future years for which no deferred tax asset has been recognized.

The Company has not recognized deferred tax liabilities associated with investments in subsidiaries with aggregate temporary differences of \$11,751,426 (2025 - \$7,270,546) as the company controls whether the liability will be incurred.

16. Commitments and contingencies:

(a) Commitments:

During the current and prior periods, the Company has signed various lease agreements, primarily for its global office locations. The total committed spend is \$13.8 million over the next 8 years.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

16. Commitments and contingencies (continued):

During the current and prior periods, the Company has signed various third-party, technology services agreements. Below is a summary of the future minimum payments for our contractual commitments that are not recognized as liabilities as at January 31, 2026:

February 1, 2026 - January 31, 2027	\$ 23,833,327
February 1, 2027 - January 31, 2028	20,953,500
February 1, 2028 - January 31, 2032	77,531,616
Total undiscounted commitment	\$ 122,318,443

(b) Contingencies:

The learning technologies offered by the Company are typically warranted to function in a manner materially consistent with applicable documentation under normal use and circumstances.

The Company's customers are given service level commitments regarding levels of uptime and permitting such customers to receive credits in the event that such commitments are not met. To date, the Company has not incurred any material costs as a result of such commitments and has not accrued any material liabilities related to such obligations.

Arrangements with customers also generally include provisions indemnifying customers against certain liabilities, including if the Company's products or services infringe a third-party's intellectual property rights. The Company may also incur liabilities if it breaches the security and/or confidentiality obligations in its contracts. The Company has not incurred any material costs as a result of such indemnifications and has not accrued any liabilities related to such obligations.

The Company has agreed to indemnify its respective directors and officers for costs incurred by any of these persons in any proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as the Company's director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer insurance coverage that may enable the Company to recover a portion of any future amounts paid.

The Company, from time to time, is subject to other claims and suits relating to matters in the ordinary course of business. The Company believes that any ultimate liability resulting from any such litigation will not have a material adverse effect on the Company's consolidated results of operations, cash flows or financial position.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

17. Related party transactions:

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. The following transactions were carried out with related parties:

- (a) The Company recognized revenue of \$88,136 for the year ended January 31, 2026 (2025 - \$81,582) related to service agreements with Virtual High School Ontario ("VHS"), a corporation controlled by family members of John Baker, the Company's Chief Executive Officer ("CEO"), and in which John Baker had a minority interest. As at January 31, 2026, the Company had nil (2025 - nil) in trade receivables from this related party. The VHS Agreement was renewed on November 23, 2023 for an additional three-year term and was further amended on December 6, 2024 to extend the term to July 30, 2027.
- (b) On October 15, 2021, D2L Corporation, a subsidiary of the Company, entered into a lease agreement with Catalyst 137 Kitchener L.P. ("Catalyst") for office space in Kitchener, Ontario (the "Kitchener Lease"). John Baker, the Company's CEO, has a minority interest in Catalyst. The Catalyst transactions were approved by the independent members of the Board of Directors, John Baker abstaining, following declaration of his conflict of interest. John Baker did not participate in the negotiation of the terms of the Kitchener Lease.

The term of the Kitchener Lease is 11.5 years, which commenced on February 1, 2022. The Company recognized lease-related expenses, including right-of-use asset amortization, interest expense and common area maintenance fees, of \$1,587,679 for the year ended January 31, 2026 (2025 - \$1,751,477).

The Company infrequently rents additional space at Catalyst for ad hoc events. The ad hoc rental costs paid by D2L were \$7,743 in 2026 (2025 - nil).

During the year ended January 31, 2026, the Company received a lease incentive amounting to nil (2025 - \$99,080). The lease incentive represents a reimbursement from the lessor for applicable leasehold improvements. The lease incentive was recorded as a reduction to the right-of-use asset.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

17. Related party transactions (continued):

D2L Corporation has the following cash flow commitment relating to the Kitchener Lease:

	CAD	USD
February 1, 2026 - January 31, 2027	\$ 1,937,954	\$ 1,423,020
February 1, 2027 - January 31, 2028	2,020,311	1,483,494
February 1, 2028 - January 31, 2029	2,106,390	1,546,701
February 1, 2029 - January 31, 2030	2,196,192	1,612,642
February 1, 2030 - July 31, 2033	8,433,473	6,192,613
Total undiscounted commitment	\$ 16,694,320	\$ 12,258,470

- (c) On June 28, 2024, a corporation owned by John Baker, the Company's CEO, acquired 70% of the equity interest in SkillsWave from the Company in exchange for cash consideration of \$809,038 (C\$1,120,000). SkillsWave was a wholly-owned subsidiary of the Company which operates in Canada and provides upskilling solutions to employers.

Upon the loss of control of SkillsWave, the Company determined that it has significant influence over SkillsWave as a result of its remaining 30% equity interest and the retention of its right to minority Board representation. Accordingly, during the year ended January 31, 2025, the Company recognized the fair value of its retained investment in SkillsWave of \$438,098 (see Note 21 for additional details), and derecognized the carrying value of the net assets of SkillsWave of \$329,741, which included cash of \$1,483,357, deferred revenue of \$993,656 and accrued liabilities of \$159,960. The disposal transaction resulted in a gain of \$917,395 recorded as a "Gain on SkillsWave disposal transaction" in the statements of comprehensive income during the year ended January 31, 2025. The calculation of the gain is set out below:

	June 28, 2024
Fair value of the consideration received	\$ 809,038
Fair value of the retained investment in SkillsWave	438,098
Carrying value of net assets of SkillsWave disposed of	(329,741)
Gain on disposal of 70% interest in SkillsWave	\$ 917,395

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

17. Related party transactions (continued):

On June 28, 2024, the Company also entered into the following arrangements with SkillsWave: (i) the SkillsWave Loan (see Note 11 for additional details); (ii) a Shared Technology License Agreement permitting SkillsWave the use of a perpetual, irrevocable, non-exclusive, royalty-free, non-transferrable and non-sublicensable license to use certain technology of D2L in connection with the conduct of its business; (iii) an Assignment and Guarantee Agreement whereby D2L assigns and transfers its rights, obligations, interests and liabilities in a customer agreement to SkillsWave, and in consideration of the assignment and release, D2L guarantees for the benefit of the customer all of SkillsWave's financial obligations and liabilities in respect of the period from the effective date of June 28, 2024 to August 21, 2026 under and subject to the terms and conditions of the customer agreement; further, and as a result of entering into such arrangement, SkillsWave cross-indemnifies D2L for any claims made under the Assignment and Guarantee Agreement; and (iv) a Transition Services Agreement ("TSA") with SkillsWave to provide administrative services on a cost recovery basis to support the orderly transition of the upskilling education business (the "Wave Service Offering") from the Company to SkillsWave. The TSA terminated prior to January 31, 2025. The Company recognized nil in connection with the provision of administrative services during the year ended January 31, 2026 (2025 – \$34,315) in Other income (expense) in the consolidated statements of comprehensive income.

Subsequent to the disposal of SkillsWave on June 28, 2024, D2L received upskilling education services from SkillsWave in the amount of \$407,264 for the year ended January 31, 2026 (2025 - \$272,642). As at January 31, 2026, the Company had \$30,323 (2024 – \$155,126) in trade and other payables to this related party. The services received by D2L during the current period are consistent with the services it had previously received from the Wave Service Offering, prior to the transition of the Wave Service Offering from the Company to SkillsWave on June 28, 2024.

The Company also entered into a customer contract with SkillsWave for use of the Company's products and services dated September 18, 2024 for a term of 28 months which began on October 1, 2024 and will end on January 31, 2027. The Company recognized revenue of \$15,917 for the year ended January 31, 2026 (2025 – \$7,855) and had \$9,715 in trade receivables as at January 31, 2026 (2025 - nil) from this related party.

As at January 31, 2026, the Company recognized an amount payable of \$56,642 owed to SkillsWave, relating to an outstanding liability arising from the original disposal transaction and in accordance with the Asset Purchase Agreement dated June 28, 2024. Excluding the amount owing, the Company does not expect any further obligations from this transaction. Subsequent to January 31, 2026, the payable was settled in full.

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

17. Related party transactions (continued):

Compensation of key management personnel:

The Company defines key management as the Board of Directors and the Company's executive officers. The compensation paid or payable to key management is shown in the following table. The remuneration of key management personnel during the year, was as follows:

	2026	2025
Salaries and other short-term benefits	\$ 4,458,790	\$ 5,425,313
Stock-based payments	5,439,953	5,068,060
	<u>\$ 9,898,743</u>	<u>\$ 10,493,373</u>

The remuneration of key management personnel is determined by the Board of Directors having regard to the performance of individuals and market trends.

18. Capital management:

The Company's capital is composed of shareholders' equity. The Company's objectives in managing its capital is to maintain financial stability and sufficient liquidity to increase shareholder value through organic growth and investment in sales, marketing and product development, and inorganic growth when it supports our growth strategy. The Company's senior management is responsible for managing the capital through regular review of financial information to ensure sufficient resources are available to meet operating requirements and investments to support its growth strategy. The Board of Directors is responsible for overseeing this process. The capital structure of the Company is adjusted on a timely basis, in line with its risk tolerance levels, depending on changes in the economic environment and in the risks of the underlying assets. In order to maintain or adjust its capital structure, the Company could issue new shares, repurchase shares, approve special dividends or issue debt.

The Company is not subject to externally imposed capital requirements.

19. Employee benefits:

The total employee compensation comprising of salaries and benefits, excluding grants and tax credits, for the year ended January 31, 2026 was \$121,722,559 (2025 - \$118,240,491).

The Company has a defined contribution pension plan for its eligible employees. The total cost recognized for the Company's defined contribution plan is \$3,090,925 (2025 - \$2,853,062).

D2L INC.

Notes to Consolidated Financial Statements (continued)
(In U.S. dollars)

Years ended January 31, 2026 and 2025

20. Operating segments:

The Company reports segment information based on internal reports used by the chief operating decision maker ("CODM") to make operating and resource decisions and to assess performance. The CODM is the Chief Executive Officer. The CODM makes decisions and assesses performance of the Company on a consolidated basis such that the Company is a single reportable operating segment.

Geographic information:

Revenue by geographic region, based on the physical location of the customer, is as follows:

	2026	2025
Canada	\$ 51,038,509	\$ 49,225,189
United States	121,472,718	116,467,817
Rest of world	44,960,004	39,583,236
Total	\$ 217,471,231	\$ 205,276,242

For each fiscal year presented, there was no single customer with revenue in excess of 10% of the Company's total revenue.

Non-current assets includes property and equipment, right-of-use assets, intangible assets, and goodwill that are attributable to individual geographic segments, based on the location of the respective operations:

Property and equipment:

	2026	2025
Canada	\$ 6,467,260	\$ 6,891,302
Rest of world	245,189	233,970
Total	\$ 6,712,449	\$ 7,125,272

Right-of-use assets:

	2026	2025
Canada	\$ 7,375,965	\$ 7,283,950
Rest of world	503,601	166,595
Total	\$ 7,879,566	\$ 7,450,545

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

20. Operating segments (continued):

Intangible assets:

	2026	2025
Canada	\$ 373,880	\$ 426,800
United Kingdom	16,203,750	16,708,729
Total	\$ 16,577,630	\$ 17,135,529

Goodwill:

	2026	2025
Canada	\$ 6,995,793	\$ 6,573,234
United Kingdom	20,623,880	18,712,988
Total	\$ 27,619,673	\$ 25,286,222

21. Investment in associate:

Upon the disposal of its controlling interest in SkillsWave as discussed in Note 17 above, the Company recognized an equity investment related to its remaining 30% interest in SkillsWave which has been accounted for using the equity method of accounting. The following table provides the summarized financial information of the Company's investment in SkillsWave:

	2026	2025
Total assets	\$ 6,687,975	\$ 10,858,243
Total liabilities	(11,474,161)	(11,652,175)
Total equity	\$ (4,786,186)	\$ (793,932)
Company's share of equity (30%)	\$ (1,435,856)	\$ (238,180)
Company's share of net loss (30%)	\$ (1,196,466)	\$ (676,456)

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

21. Investment in associate (continued):

As a result of the Company's share of SkillsWave's cumulative net losses, the investment in associate was reduced to nil during the year ended January 31, 2025. Accordingly, the Company has recorded nil (2025 – \$438,098) reflecting its share of the losses recognized by SkillsWave within 'Other income (expense)' in the consolidated statements of comprehensive income. The Company had unrecognized losses of SkillsWave of \$1,196,466 for the year ended January 31, 2026 (\$238,358 for the year ended January 31, 2025). The Company's cumulative unrecognized share of losses in SkillsWave as of January 31, 2026 was \$1,434,824. The associate had no contingent liabilities or capital commitments as at January 31, 2026.

22. Acquisition of H5P Group AS:

On July 9, 2024, D2L Europe Ltd, an indirect subsidiary of the Company, acquired all of the outstanding shares of H5P, a provider of interactive content creation software used by educators and organizations globally to improve learning by creating and enriching course materials. The transaction aligns with the Company's commitment to expand its learning platform with a focus on technologies to improve learning outcomes. The operating results of the acquired company have been consolidated into the Company's results subsequent to the acquisition date.

The acquisition was accounted for as a business combination under the acquisition method. The purchase price consists of initial cash consideration of \$26,067,103, a purchase price holdback of \$896,285, and contingent consideration with a fair value at the date of acquisition of \$4,529,000, resulting in total consideration of \$31,492,388. The purchase price holdback was subject to a post-closing purchase price adjustment based on H5P's final working capital and debt balances on close. During the year ended January 31, 2025, the Company paid \$673,299 of the purchase price holdback to the selling shareholders. During the year ended January 31, 2026, the Company paid the remaining purchase price holdback of \$222,986 to the selling shareholders.

The contingent consideration of \$4,529,000 reflected the present value of the expected contractual payment of \$4,900,000. During the year ended January 31, 2026, the Company fully paid the contingent consideration in the amount of \$4,900,000 to the selling shareholders.

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

22. Acquisition of H5P Group AS (continued):

The Company has prepared a final purchase price allocation of the assets acquired and the liabilities assumed of H5P based on management's best estimates of fair value:

Cash	\$	3,758,176
Net trade and other receivables		655,110
Prepaid expenses		93,295
Property and equipment		10,777
Right-of-use assets		77,020
Intangible assets:		
Acquired technology		11,800,000
Customer relationships		4,300,000
Brand		2,100,000
Total assets		22,794,378
Less:		
Accounts payable and accrued liabilities		(702,483)
Deferred revenue		(1,889,175)
Lease liabilities		(77,020)
Deferred income taxes		(4,261,479)
Total liabilities		(6,930,157)
Separately identifiable net assets	\$	15,864,221
Goodwill		15,628,167
Total consideration	\$	31,492,388

Accounts receivable, representing a portion of the 'Trade and other receivables' line above, comprise gross total contractual amounts due of \$715,280, all of which had been collected in full as of January 31, 2026.

Amortization of the customer relationships and acquired technology that was acquired is calculated using the straight-line method over their respective useful lives of ten and seven years, respectively. The brand was determined to have an indefinite useful life.

The goodwill recognized upon acquisition is attributable to expected synergies in adding H5P to the Company's product offerings, and the estimated fair value of an assembled workforce. The entire goodwill balance is not deductible for tax purposes.

There are also payments of up to \$2,500,000 in the form of post-combination compensation due 60 days after the first anniversary date following the acquisition, subject to the continued employment of specific employees throughout the period. During the year ended January 31, 2026, the Company paid \$1,875,000 to the selling shareholders, settling the obligation.

D2L INC.

Notes to Consolidated Financial Statements (continued)
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Years ended January 31, 2026 and 2025

22. Acquisition of H5P Group AS (continued):

The Company incurred acquisition-related costs for the year ended January 31, 2026 of \$809,976 (2025 – \$1,978,188), consisting of post-combination compensation in the current year, compared to the prior year which included both professional fees and post-combination compensation. These costs are recorded within 'General and Administrative' expenses in the consolidated statements of comprehensive income.

If this acquisition had occurred on February 1, 2024, the Company estimates that the pro-forma consolidated revenue and pro-forma consolidated net income would have been \$207,494,127 and \$24,846,185 respectively, for the year ended January 31, 2025. In determining these amounts, management has assumed that the fair value adjustments, determined provisionally, that arose on the date of acquisition would have been the same had the acquisition occurred on February 1, 2024. The pro-forma net income includes the impact of a full year of post-combination expenses, including post-combination compensation and amortization from acquired intangible assets.