



# SECOND QUARTER REPORT

For the period ended June 30, 2021



THE BRAND  
BEHIND YOUR BRAND

## **Letter to Shareholders**

Dear Fellow shareholders,

### **Second Quarter Results**

In my first full quarter with DCM, our leadership team was focused on establishing plans to accelerate our transition from a “print first” to a “digital first” company. As I recently shared during our AGM presentation in June, we have thirteen active change management projects within five strategic pillars. We believe these initiatives will not only help us build a bigger business, but a better business.

While consumer movements during the second quarter were slow to return to normal, we continued to stay focused on building a better business.

Our SG&A expenses of \$14.9 million in Q2 2021 were down 3% from a year ago and the prior quarter, despite a charge of approximately \$2.0 million for mark-to market adjustments related to our long-term incentive plan compensation. If we exclude that one-time charge for deferred compensation, our SG&A was down \$2.6 million or 16% versus last year and the prior quarter.

For the first time in many years, our headcount now sits below 1,000 associates, which is a reduction of more than 130 since the end of 2020. This continued focus on building a better business has resulted in average revenue per head of \$260,000 vs. \$213,000 in 2015, which is a full 22% productivity improvement.

These reductions, along with other operational effectiveness efforts underway, position us well for improved margins in the second half of the year with an expected recovery in the economy.

The second quarter is typically the seasonally weakest of the year for us, and this trend continued in 2021. Extended COVID-19 closures and restrictions impacted our production, or reported, revenue, as clients seemed to be taking a wait and see approach before replenishing stocks. Product shipments (i.e. finished goods we ship to clients) were actually comparable to levels last year; higher shipment revenue relative to production revenue helped lower finished goods in the warehouse (primarily related to our “bill as released” finished goods) and helped significantly boost cash flow.

With consumer movements in the economy still restricted outside of essential retail, our revenues were impacted by (13.7)% in Q2 2021 compared to Q2 2020, and came in at \$55.2 million. In Q2 2020, we benefited from non-core sales of COVID-19 related PPE products early in the pandemic, when supply chains were significantly disrupted which created some artificially high revenue last year. With more and more retail and offices now opening up across the country, we are seeing increased optimism in our client outlook which is indicating a strong second half of the year.

Product mix continued to be very good in the quarter, however with revenue headwinds and shortfalls in production compared to shipments, our gross margin was slightly impacted. Gross margin was 28.7% of revenue, and gross profit was \$15.8 million, down from 30.7% and \$19.6 million, respectively, a year ago.

We delivered adjusted EBITDA of \$7.3 million in Q2 2021, or 13.2% of revenue, compared to \$13.5 million, or 21.1% of revenue in Q2 2020. However, \$2.0 million of the gap is explained by the higher mark-to-market compensation expenses and \$2.1 million is explained by lower government grant income compared to last year.

We continue to be very pleased with our cash flow performance. Cash flow from operations and continued working capital improvements generated \$16.4 million of funds in the first half of this year from \$15.3 million this time last year. We repaid the \$1.9 million balance of promissory notes previously outstanding during the second quarter along with \$1.5 million of our amortizing fixed term debt. Total debt at the end of June 2021 was \$39.1 million, down 19% vs. year end 2020 or a reduction of \$9.1 million.

A couple of additional highlights in the quarter include:

1. We continued to accelerate our pace of digital development in the second quarter, to enhance our current offering of tech-enabled services and marketing workflow capabilities. This includes continued development of our DCM | Flex platform, plus standing up our enterprise digital asset management solution.
2. As we reviewed at our AGM, our objective is to grow our tech-enabled services offering to 75% of revenue over the next five years, from slightly more than 30% in 2020. I'm pleased to report that our commercial team, our customer technology team, and most importantly our client base, are all highly engaged in this initiative.

## 2021 SECOND QUARTER REPORT

While we are still early in this evolution, our commercial team has already built a strong client penetration pipeline of more than \$20 million of tech-enabled marketing workflow opportunities. I am personally pleased with our accelerated pace to digital.

As we look out through the second half of the year, as long as the economy continues to open with the current pace, and consumer movements follow, we are extremely optimistic of building a bigger business. Our pipeline of new opportunities and RFPs that we capture in our forecast and CRM system is currently up over 25% compared to the same time last year.

In closing, I would like to personally thank our talented and highly engaged team at DCM for continuing to drive performance in this dynamic marketplace. With our focus on talent, business intelligence, operational excellence, client engagement and importantly our technology-enabled services, I'm confident in our outlook for success going forward. Our team is relentlessly committed to building both a bigger and better business.

For a full description of our financial results for the second quarter of 2021, please refer to our unaudited, condensed, interim consolidated financial statements for the three month periods ended June 30, 2021 and management's related discussion and analysis, copies of which are available at [www.sedar.com](http://www.sedar.com).

Yours truly,

(Signed) "*Richard Kellam*"

Richard C. Kellam  
President & CEO  
DATA Communications Management Corp.  
August 2021

**Management's discussion and analysis of financial condition and results of operations**

The following management's discussion and analysis ("MD&A") is intended to assist readers in understanding the business environment, strategies, performance and risk factors of DATA Communications Management Corp. (TSX: DCM) and its subsidiaries (referred to herein as "DCM" or the "Company") for the three and six months ended June 30, 2021. This MD&A should be read in conjunction with the MD&A of DCM for the year ended December 31, 2020, the unaudited condensed interim consolidated financial statements and accompanying notes of DCM for the three and six months ended June 30, 2021 and the audited consolidated financial statements and accompanying notes of DCM for the year ended December 31, 2020. Additional information about the Company, including its most recently filed audited consolidated financial statements, Annual Information Form and Management Information Circular may also be obtained on SEDAR ([www.sedar.com](http://www.sedar.com)). Unless otherwise indicated, all amounts are expressed in Canadian dollars.

The Company's Board of Directors, on the recommendation of its Audit Committee, approved the contents of this MD&A on August 10, 2021. This MD&A reflects information as of August 10, 2021.

**Basis of presentation**

DCM prepares its consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial reports, including International Accounting Standard ("IAS") 34 "*Interim Financial Reporting*". The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in DCM's consolidated financial statements for the year ended December 31, 2020, except for certain new accounting pronouncements which have been adopted by DCM on January 1, 2021 and disclosed in note 3. Where applicable, DCM has consistently applied the same accounting policies throughout all periods presented, as if these policies had always been in effect.

The accounting policies applied in these condensed interim consolidated financial statements are based on IFRS effective for the year ending December 31, 2021, as issued and outstanding as of August 10, 2021, the date the Board of Directors ("Board") approved these financial statements.

**Forward-looking statements**

Certain statements in this MD&A constitute "forward-looking" statements that involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, objectives or achievements of DCM, or industry results, to be materially different from any future results, performance, objectives or achievements expressed or implied by such forward-looking statements. When used in this MD&A, words such as "may", "would", "could", "will", "expect", "anticipate", "estimate", "believe", "intend", "plan", and other similar expressions are intended to identify forward-looking statements. These statements reflect DCM's current views regarding future events and operating performance, are based on information currently available to DCM, and speak only as of the date of this MD&A. These forward-looking statements involve a number of risks, uncertainties and assumptions and should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such performance or results will be achieved. Many factors could cause the actual results, performance,

objectives or achievements of DCM to be materially different from any future results, performance, objectives or achievements that may be expressed or implied by such forward-looking statements. The principal factors, assumptions and risks that DCM made or took into account in the preparation of these forward-looking statements include: risks relating to the continuing impact of the COVID-19 pandemic, the impact of which could be material on DCM's business, liquidity and results of operations; DCM's ability to continue as a going concern is dependent upon its ability to comply with its financial covenants for at least the next twelve months which is contingent on management's ability to meet forecast revenue, profitability and cash collection targets; risks relating to DCM's ability to access sufficient capital, including, without limitation, under its existing revolving credit facility, on favourable terms to fund its liquidity and business plans from internal and external sources; the risk that DCM will not be successful in negotiating amendments to the terms of its existing credit facilities including, without limitation, the financial covenants of DCM under these facilities; the limited growth in the traditional printing industry and the potential for further declines in sales of DCM's printed business documents relative to historical sales levels for those products; the risk that changes in the mix of products and services sold by DCM will adversely affect DCM's financial results; the risk that DCM may not be successful in reducing the size of its legacy print business, realizing the benefits expected from restructuring and business reorganization initiatives, reducing costs, reducing and repaying its long term debt, and growing its digital and marketing communications businesses; the risk that DCM may not be successful in managing its organic growth; DCM's ability to invest in, develop and successfully market new digital and other products and services; competition from competitors supplying similar products and services, some of whom have greater economic resources than DCM and are well-established suppliers; DCM's ability to grow its sales or even maintain historical levels of its sales of printed business documents; the impact of economic conditions on DCM's businesses; risks associated with acquisitions and/or investments in joint ventures by DCM; the failure to realize the expected benefits from the acquisitions it has made and risks associated with the integration and growth of such businesses; increases in the costs of paper and other raw materials used by DCM; and DCM's ability to maintain relationships with its customers and suppliers.

Additional factors are discussed elsewhere in this MD&A under the headings "Liquidity and capital resources" and "Risks and Uncertainties" and in DCM's publicly available disclosure documents, as filed by DCM on SEDAR ([www.sedar.com](http://www.sedar.com)). Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated or expected. Unless required by applicable securities law, DCM does not intend and does not assume any obligation to update these forward-looking statements.

**Non-IFRS measures**

This MD&A includes certain non-IFRS measures as supplementary information. Except as otherwise noted, when used in this MD&A, EBITDA means earnings before interest and finance costs, taxes, depreciation and amortization and Adjusted EBITDA means EBITDA adjusted for restructuring expenses, other income, and one-time business reorganization costs. Adjusted net income (loss) means net income (loss) adjusted for restructuring expenses, other income, one-time business reorganization costs and the tax effects of those items. Adjusted net income (loss) per share (basic and diluted) is calculated by dividing Adjusted net income (loss) for the period by the weighted average number of common shares of DCM (basic and diluted) outstanding during the period. In addition to net income (loss), DCM uses non-IFRS measures including Adjusted net income (loss), Adjusted net income (loss) per share, EBITDA and Adjusted EBITDA to provide investors with supplemental measures of DCM's operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. DCM also believes that securities analysts, investors, rating agencies and other interested parties frequently use non-IFRS measures in the evaluation of issuers. DCM's management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets and assess its ability to meet future debt service, capital expenditure and working capital requirements. Adjusted net income (loss), Adjusted net income (loss) per share, EBITDA and Adjusted EBITDA are not earnings measures recognized by IFRS and do not have any standardized meanings prescribed by IFRS. Therefore, Adjusted net income (loss), Adjusted net income (loss) per share, EBITDA and Adjusted EBITDA are unlikely to be comparable to similar measures presented by other issuers.

Investors are cautioned that Adjusted net income (loss), Adjusted net income (loss) per share, EBITDA and Adjusted EBITDA should not be construed as alternatives to net income (loss) determined in accordance with IFRS as an indicator of DCM's performance. For a reconciliation of net income (loss) to EBITDA and a reconciliation of net income (loss) to Adjusted EBITDA, see Table 3 below. For a reconciliation of net income (loss) to Adjusted net income (loss) and a presentation of Adjusted net income (loss) per share, see Table 4 below.

**Business of DCM****OVERVIEW**

DCM is a communication solutions partner that adds value for large enterprises by creating more meaningful connections with their customers. Our technology-enabled content and workflow management capabilities solve the complex branding, communications, logistics and regulatory requirements of Canada's leading enterprises. We pair customer insights and thought leadership with cutting-edge products, modular enabling technology, and services to power our clients' go-to-market strategies. We help our clients manage how their brands come to life, determine which channels are right for them, manage multimedia campaigns, deploy location-specific and 1:1 marketing, execute custom loyalty programs, and fulfill their commercial printing needs all in one place.

Our extensive experience has positioned us as experts at providing communication solutions across many verticals, including the financial, retail, healthcare, cannabis, energy, and public sectors. Thanks to our locations throughout Canada and in the United States, we meet our clients' varying needs with scale, speed, and efficiency – no matter how large or complex the ask - delivered through our technology-enabled service model.

Customer agreements and terms typically include provisions consistent with industry practice, which allow DCM to pass along increases in the cost of paper and other raw materials used to manufacture products.

DCM's revenue is subject to mailing patterns of certain customers. Typically, higher revenues and profit are generated in the first quarter relative to the other three quarters, however this can vary from time to time by changes in customers' purchasing decisions throughout the year. As a result, DCM's revenue and financial performance for any single quarter may not be indicative of revenue and financial performance which may be expected for the full year.

DCM has approximately 950 employees in Canada and the United States and had revenues of \$259.3 million in 2020. Website: [www.datacm.com](http://www.datacm.com).

## **RECENT DEVELOPMENTS**

### **COVID-19 GLOBAL PANDEMIC**

Management of DCM has been closely monitoring and responding to developments related to COVID-19, including the current and potential impact on global and local economies in the jurisdictions where it operates. While safeguarding the well-being of individuals is the Company's principal concern, it remains focused on continuity plans and preparedness measures at each of its locations. Several measures designed to mitigate the financial impact on our business have been implemented to date, including temporary layoffs, shift reductions, reductions in non-essential spending and deferral of other expenses and payments where practical. The Company continues to evaluate and assess further actions that may be required.

To date, DCM has not experienced any material disruptions in its supply chain due to COVID-19. Nor has DCM experienced any material credit collection delinquencies related to COVID-19, although certain customers have stretched their payment terms.

### **GOVERNMENT GRANTS**

DCM has qualified for, and received, approximately \$3.8 million in 2021 under the Canada Emergency Wage Subsidy or CEWS and \$0.5 million under the Canada Emergency Rent Subsidy or CERS. DCM continues to assess whether it may meet the CEWS or CERS eligibility criteria for future periods, as well as other subsidies that may be available due to the impact of COVID-19 on its business.

## **REVENUE RECOGNITION POLICY**

DCM recognizes revenue when control of the products or services it provides to its customers has been transferred. The following is a description of principal activities from which DCM generates its revenue, along with the corresponding revenue recognition accounting policies.

### **PRODUCT SALES**

DCM manufactures customized products based on specifications pre-approved by its customers. At its customers' request, DCM will also purchase product from third-party vendors and resell that to its customers. DCM recognizes

revenue upon the completion of production or when product is purchased from a third-party vendor and inducted into its warehouses. Given manufactured products are customized or purchased specifically at the customer's request, product returns are insignificant.

In some instances, DCM's customers obtain the product directly from DCM following completion of production. In other instances, DCM's contracts involve the provision of warehousing and shipment services, in addition to manufacturing or purchasing of third-party products. Based on DCM's contractual arrangements with its customers, DCM has identified three key distinct performance obligations: product sales, warehousing services and shipment services. DCM stores customized or purchased product at the request of the customer; the product is identifiable as the customer's product; the product is ready for transfer to the customer upon the customer's request; and DCM cannot re-direct the product nor use the product to fulfill another customer's product order under the contract. DCM recognizes product revenues when control has transferred over the product upon product manufacture by DCM or upon receipt of third-party product into DCM's warehouses. For bundled pricing arrangements, DCM allocates the transaction price to each performance obligation based on their relative stand alone selling prices. Management applied significant judgment in determining the stand-alone selling prices in allocating revenue between the various performance obligations.

#### WAREHOUSING SERVICES

DCM provides custodial services to store customer product in its warehouse over a specified agreed upon period of time. Warehousing services represent a distinct performance obligation and accordingly, revenues are recognized over the period that warehousing services are provided to the customer.

#### FREIGHT SERVICES

DCM provides services to ship customer product from its warehouse to a location specified by the customer. This represents a distinct performance obligation and revenue is recognized when performance of the shipping service has occurred.

#### MARKETING SERVICES

DCM generates revenue from providing marketing solutions to its customers which include business and brand strategy, consumer insights, strategic marketing and design services. Typically, these services are contracted with fixed-fees and are provided over a period of time equal to one year or less. Revenue is measured based on the consideration DCM expects to be entitled to in exchange for providing services. Most of DCM's marketing contracts include a single performance obligation because the promise to transfer the individual services are not separately identifiable from other promises in the contract and therefore are not distinct. DCM transfers control of the services it provides to its customers over time and therefore recognizes revenue progressively as the services are performed based on the percentage of completion method. Under this method, the stage of completion is measured using costs incurred to date as a percentage of total estimated costs for each contract and the percentage of completion is applied to the total estimated revenue.

**COST OF REVENUES AND OTHER EXPENSES**

DCM's cost of revenues primarily consists of raw materials, manufacturing salaries and benefits, occupancy costs, depreciation of owned equipment, and depreciation of the right-of-use asset ("ROU Asset") for property leases and equipment leases. DCM's raw material costs consist primarily of paper, carbon and ink. Manufacturing salaries and benefits costs primarily consist of employee salaries and health benefits at DCM's printing and warehousing facilities. Occupancy costs consist primarily of depreciation of the ROU Asset for property leases, and costs related to utilities, insurance and building maintenance. DCM's expenses consist of selling, depreciation and amortization, and general and administration expenses. Selling expenses consist primarily of employee salaries, health benefits and commissions, and include related costs for travel, corporate communications, trade shows, and marketing programs. Depreciation and amortization represent the allocation to income of the cost of property, plant and equipment, the ROU Asset, and intangible assets over their estimated useful lives. General and administration expenses consist primarily of employee salaries, health benefits, and other personnel related expenses for executive, financial and administrative personnel, as well as depreciation of the ROU Asset for property leases, telecommunications, pension plan expenses and professional service fees.

DCM has incurred restructuring expenses which primarily consisted of severance costs associated with headcount reductions and costs related to the closure of certain facilities.

**Selected Consolidated Financial Information**

The following tables set out summary consolidated financial information and supplemental information for the periods indicated. The summary condensed interim and financial information for each of fiscal 2021 and 2020 has been derived from consolidated financial statements, prepared in accordance with IFRS. The unaudited financial information presented has been prepared on a basis consistent with our audited consolidated financial statements. In the opinion of management, such unaudited financial data reflects all adjustments, consisting of normal and non-recurring adjustments, necessary for a fair presentation of the results for those periods.

**TABLE 1** The following table sets out selected historical consolidated financial information for the periods noted.

<b>For the periods ended June 30, 2021 and 2020</b>				
<i>(in thousands of Canadian dollars, except share and per share amounts, unaudited)</i>	<b>April 1 to June 30, 2021</b>	April 1 to June 30, 2020	<b>January 1 to June 30, 2021</b>	January 1 to June 30, 2020
Revenues	\$ 55,207	\$ 63,936	\$ 117,568	\$ 141,351
Cost of revenues	39,365	44,306	82,933	100,080
Gross profit	15,842	19,630	34,635	41,271
Selling, general and administrative expenses	14,924	15,441	30,429	32,626
Restructuring expenses	918	265	4,325	1,008
	15,842	15,706	34,754	33,634
(Loss) income before finance costs, other income, and income taxes	—	3,924	(119)	7,637
Finance costs				
Interest expense, net	1,716	1,911	3,128	4,012
Debt modification (gains) losses	—	629	—	625
Amortization of transaction costs	176	151	321	261
	1,892	2,691	3,449	4,898
Other Income				
Other income	—	—	1,452	—
Government grant income	2,411	4,547	4,319	6,169
Income before income taxes	519	5,780	2,203	8,908
Income tax expense				
Current	1,126	590	1,672	590
Deferred	(794)	958	(968)	1,876
	332	1,548	704	2,466
Net income for the period	\$ 187	\$ 4,232	\$ 1,499	\$ 6,442
Basic earnings per share	\$ 0.00	\$ 0.10	\$ 0.03	\$ 0.15
Diluted earnings per share	\$ 0.00	\$ 0.10	\$ 0.03	\$ 0.15
Weighted average number of common shares outstanding, basic	43,926,019	43,047,030	43,926,019	43,047,030
Weighted average number of common shares outstanding, diluted	46,174,209	43,047,030	45,750,869	43,047,030

TABLE 1 CONTINUED

<b>As at June 30, 2021 and December 31, 2020</b> <i>(in thousands of Canadian dollars, unaudited)</i>	<b>As at June 30, 2021</b>	As at December 31, 2020
Current assets	\$ 66,763	\$ 75,903
Current liabilities	56,584	60,949
Total assets	148,693	163,921
Total non-current liabilities	79,161	93,013
Shareholders' equity	12,948	9,959

**TABLE 2** The following table sets out selected historical consolidated financial information for the periods noted.  
See "Non-IFRS Measures" section above for more details.

<b>For the periods ended June 30, 2021 and 2020</b> <i>(in thousands of Canadian dollars, unaudited)</i>	<b>April 1 to June 30, 2021</b>	April 1 to June 30, 2020	<b>January 1 to June 30, 2021</b>	January 1 to June 30, 2020
<b>Revenues</b>	\$ 55,207	\$ 63,936	\$ 117,568	\$ 141,351
<b>Gross profit</b>	15,842	19,630	34,635	41,271
<b>Gross profit, as a percentage of revenues</b>	28.7 %	30.7 %	29.5 %	29.2 %
<b>Selling, general and administrative expenses</b>	14,924	15,441	30,429	32,626
As a percentage of revenues	27.0 %	24.2 %	25.9 %	23.1 %
<b>Adjusted EBITDA (see Table 3)</b>	7,292	13,459	16,579	23,938
As a percentage of revenues	13.2 %	21.1 %	14.1 %	16.9 %
<b>Net income for the period</b>	187	4,232	1,499	6,442
<b>Adjusted net income (see Table 4)</b>	870	4,686	3,637	7,450
As a percentage of revenues	1.6 %	7.3 %	3.1 %	5.3 %

**TABLE 3** The following table provides reconciliations of net income to EBITDA and of net income to Adjusted EBITDA for the periods noted. See “Non-IFRS Measures” section above for more details.

### EBITDA and Adjusted EBITDA reconciliation

<b>For the periods ended June 30, 2021 and 2020</b>				
<i>(in thousands of Canadian dollars, unaudited)</i>	<b>April 1 to June 30, 2021</b>	April 1 to June 30, 2020	<b>January 1 to June 30, 2021</b>	January 1 to June 30, 2020
Net income for the period	\$ 187	\$ 4,232	\$ 1,499	\$ 6,442
Interest expense, net	1,716	1,911	3,128	4,012
Debt modification losses	—	629	—	625
Amortization of transaction costs	176	151	321	261
Current income tax (recovery) expense	1,126	590	1,672	590
Deferred income tax expense (recovery)	(794)	958	(968)	1,876
Depreciation of property, plant and equipment	776	927	1,582	1,869
Amortization of intangible assets	1,019	1,035	2,065	2,111
Depreciation of the ROU Asset	2,168	2,413	4,407	4,796
<b>EBITDA</b>	<b>\$ 6,374</b>	<b>\$ 12,846</b>	<b>\$ 13,706</b>	<b>\$ 22,582</b>
Restructuring expenses	918	265	4,325	1,008
Other income	—	—	(1,452)	—
One-time business reorganization costs <sup>(1)</sup>	—	348	—	348
<b>Adjusted EBITDA</b>	<b>\$ 7,292</b>	<b>\$ 13,459</b>	<b>\$ 16,579</b>	<b>\$ 23,938</b>

**TABLE 4** The following table provides reconciliations of net income to Adjusted net income and a presentation of Adjusted net income per share for the periods noted. See “Non-IFRS Measures” section above for more details.

### Adjusted net income reconciliation

<b>For the periods ended June 30, 2021 and 2020</b> <i>(in thousands of Canadian dollars, except share and per share amounts, unaudited)</i>	<b>April 1 to June 30, 2021</b>	April 1 to June 30, 2020	<b>January 1 to June 30, 2021</b>	January 1 to June 30, 2020
Net income for the period	<b>187</b>	4,232	<b>1,499</b>	6,442
Restructuring expenses	<b>918</b>	265	<b>4,325</b>	1,008
One-time business reorganization costs <sup>(1)</sup>	—	348	—	348
Other income	—	—	<b>(1,452)</b>	—
Tax effect of the above adjustments	<b>(235)</b>	(159)	<b>(735)</b>	(348)
<b>Adjusted net income</b>	<b>870</b>	4,686	<b>3,637</b>	7,450
<b>Adjusted net income per share, basic and diluted</b>	<b>0.02</b>	0.11	<b>0.08</b>	0.17
<b>Weighted average number of common shares outstanding, basic</b>	<b>43,926,019</b>	43,047,030	<b>43,926,019</b>	43,047,030
<b>Weighted average number of common shares outstanding, diluted</b>	<b>46,174,209</b>	43,047,030	<b>45,750,869</b>	43,047,030
<b>Number of common shares outstanding, basic</b>	<b>43,953,831</b>	43,047,030	<b>43,953,831</b>	43,047,030
<b>Number of common shares outstanding, diluted</b>	<b>45,768,784</b>	43,047,030	<b>46,186,871</b>	43,047,030

### Results of operations

#### REVENUES

For the three months ended June 30, 2021, DCM recorded revenues of \$55.2 million, a decrease of \$8.7 million or 13.7% compared with the same period in 2020. For the six months ended June 30, 2021, DCM recorded revenues of \$117.6 million, a decrease of \$23.8 million or 16.8% compared with the same period in 2020. The decrease in revenues for the three and six months ended June 30, 2021 was primarily attributable to lower demand resulting from the impact of the COVID-19 pandemic in the first half of 2021, particularly in the financial services, retail and government sectors. During the prior year comparative period, revenue was higher during the first quarter of 2020 as there was no material impact from the COVID-19 impact, and during the second quarter of 2020 due to one-time, non-core sales of COVID-19 related PPE products.

#### COST OF REVENUES AND GROSS PROFIT

For the three months ended June 30, 2021, cost of revenues decreased to \$39.4 million from \$44.3 million for the same period in 2020, resulting in a \$4.9 million or 11.2% decrease over the same period in 2020. Gross profit for the three months ended June 30, 2021 was \$15.8 million, which represented a decrease of \$3.8 million or 19.3% from \$19.6 million for the same period in 2020. Gross profit as a percentage of revenues decreased to 28.7% for the three months ended June 30, 2021, compared to 30.7% for the same period in 2020.

For the six months ended June 30, 2021, cost of revenues decreased to \$82.9 million from \$100.1 million for the same period in 2020, resulting in a \$17.1 million or 17.1% decrease over the same period in 2020. Gross profit for the six months ended June 30, 2021 was \$34.6 million, which represented a decrease of \$6.6 million or 16.1% from \$41.3 million for the same period in 2020. Gross profit as a percentage of revenues increased to 29.5% for the six months ended June 30, 2021, compared to 29.2% for the same period in 2020.

Gross profit as a percentage of revenues for the six months ended June 30, 2021 remained consistent with the prior year despite the revenue shortfall due to the impact of the COVID-19 pandemic thereby resulting in weaker absorption of fixed overhead costs, primarily salaries and wages. However offsetting this gross margin was positively impacted by (i) realizing the full benefits from the cost saving initiatives implemented throughout 2020 and 2021, resulting in a reduction in salaries and wages, (ii) other temporary lay-offs, reduction in casual labour and other cost saving measures in reaction to the impact of COVID-19 on the business, (iii) improved management of purchasing inventory and other direct costs, and (iv) continued discipline to improve pricing with customers, including improvement in freight pricing to achieve positive margins. Gross profit as a percentage of revenues for the three months ended June 30, 2021 decreased over the prior year due to lower revenue during the quarter thereby resulting in weaker absorption of fixed overhead costs, primarily salaries and wages. The decrease was offset by improvement in gross margin as a percentage of revenues for the same reasons noted for the six months ended June 30, 2021.

#### **SELLING, GENERAL AND ADMINISTRATIVE EXPENSES**

Selling, general and administrative (“SG&A”) expenses decreased \$0.5 million or 3.3% to \$14.9 million, or 27.0% of total revenues, for the three months ended June 30, 2021 compared to \$15.4 million, or 24.2% of total revenues for the same period in 2020.

Selling, general and administrative (“SG&A”) expenses decreased \$2.2 million or 6.7% to \$30.4 million, or 25.9% of total revenues, for the six months ended June 30, 2021 compared to \$32.6 million, or 23.1% of total revenues for the same period in 2020.

SG&A expenses for the three and six months ended June 30, 2021 benefited from a reduction in selling, commissions and other sales expenses of \$0.7 million and \$1.7 million, respectively, and a change in general and administrative expenses of an increase of \$0.2 million and decrease of \$0.5 million, respectively. The decrease in SG&A for the three and six months ended June 30, 2021 was primarily attributable to the reduction in salaries and wages realized from the full benefits from the cost saving initiatives implemented throughout 2020 and 2021, including the departure of senior executive team members, and other temporary lay-offs and a reduction in casual labour in reaction to the impact of COVID-19 on the business. Specifically for general and administrative expenses, there was a reduction in the expense due to one-time related projects in the prior year, including ERP project related expenses that were no longer eligible for capitalization, professional fees surrounding the implementation of the ERP system and consulting expenses for other one-time projects that are no longer required in the current year. This decline in SG&A was offset by an increase in compensation expense recognized for the long-term incentive plan compensation for a mark-to-market adjustment to account for the significant increase in share price during the second quarter of 2021. Excluding the effects of the fair market value adjustments, SG&A (primarily general and administrative expenses) would have seen a further improvement by approximately \$2.0 million compared to the prior year.

**RESTRUCTURING EXPENSES**

Cost reductions and enhancement of operating efficiencies have been an area of focus for DCM in order to improve margins and better align costs with the declining revenues experienced by the Company in its business, a trend being faced by the traditional printing industry for several years now.

For the three months ended June 30, 2021, DCM incurred restructuring expenses of \$0.9 million compared to \$0.3 million in the same period in 2020. The restructuring costs for the three months ended June 30, 2021 related to headcount reductions predominately for direct and indirect labour across DCM's various facilities, in addition to certain SG&A functions.

For the six months ended June 30, 2021, DCM incurred restructuring costs of \$4.3 million compared to \$1.0 million in the same period in 2020. The restructuring expenses for the six months ended June 30, 2021 related primarily to the departure of senior executive team members in Q1 2021, and included other headcount reductions to direct and indirect labour from various facilities across DCM as cost savings initiatives to improve gross margin. Restructuring costs for the three and six months ended June 30, 2020 related to headcount reductions due to combining billing and credit/collections into one team for greater synergies across the cash management process and other various headcount reductions to indirect labour as cost savings initiatives to improve gross margin.

DCM will continue to evaluate its operating costs for further efficiencies as part of its commitment to improving its gross margins and lowering its selling, general and administration expenses.

**OTHER INCOME**

Other income includes government grant income received from the CEWS and CERS (see (note 16) of the interim condensed consolidated financial statements). DCM has qualified for, and received, approximately \$4.3 million with \$1.9 million of that amount attributable to the first quarter of 2021 and the balance of \$2.4 million attributable to the second quarter of 2021 compared to \$6.2 million in 2020. Other income also includes a one-time gain of \$1.5 million in the first quarter of 2021, of which \$1.2 million relates to the termination of an option agreement with an arms' length third party and a former subsidiary, and \$0.3 million relates to settlement of an outstanding litigation.

**ADJUSTED EBITDA**

For the three months ended June 30, 2021, Adjusted EBITDA was \$7.3 million or 13.2% of revenues, after adjusting EBITDA for \$0.9 million in restructuring charges, compared to \$13.5 million or 21.1% of revenues in the same period in 2020, after adjusting EBITDA for \$0.3 million in restructuring charges. For the six months ended June 30, 2021, Adjusted EBITDA was \$16.6 million or 14.1% of revenues, after adjusting EBITDA for \$4.3 million in restructuring charges, compared to \$23.9 million or 16.9% of revenues in the same period in 2020, after adjusting EBITDA for \$1.0 million in restructuring charges. The one-time gain of \$1.5 million noted above in the first quarter of 2021 was deducted from EBITDA.

The decrease in Adjusted EBITDA for the three and six months ended June 30, 2021 over the prior year comparative periods was primarily attributed to a reduction in revenue due to lower demand resulting from the impact of COVID-19, resulting in lower gross margin percentage due to weaker absorption of fixed overhead costs. Temporary

lay-offs and reductions in compensation and discretionary spending in response to the impact of COVID-19 on the business, and receipt of the CEWS and CERS grant income mitigated the impact on our financial performance.

### **FINANCE COSTS**

Finance costs including interest on debt outstanding under DCM's credit facilities, interest accretion expense and income related to certain debt obligations discounts / premiums, interest on pension obligations, debt modification gains/losses, amortization of debt transaction costs and interest expense on lease liabilities under IFRS 16 was \$1.9 million for the three months ended June 30, 2021 compared to \$2.7 million for the same period in 2020, and was \$3.4 million for the six months ended June 30, 2021 compared to \$4.9 million for the same period in 2020. Interest expense for the three and six months ended June 30, 2021 decreased due to a reduction in levels drawn under the Bank Credit Facility throughout the latter half of 2020 and the first half of 2021 with a balance of \$1.3 million as of June 30, 2021 compared to \$27.5 million as of June 30, 2020, and a reduction in the FPD credit facilities through scheduled repayments over the course of the year, thereby reducing the interest expense on all facilities. Interest expense on leases liabilities was also lower than the prior year as DCM modified certain leases to reduce the lease terms and terminate extension options for cost saving initiatives, reducing the lease obligation and associated interest expense. This was partially offset by lower accretion income recorded on the Bank Credit Facility as a direct result of the lower revolver balance, and recognition of a one-time accelerated accretion expense for early repayment on the related party promissory notes in the second quarter of 2021. Along with the related party promissory notes, DCM also repaid the balances owing on the Bolder VTB during the first quarter of 2021 and the Perennial VTB during the second quarter of 2021. All repayment of the three promissory notes will have further interest savings during the latter half of 2021 as compared to 2020.

### **INCOME TAXES**

DCM reported income before income taxes of \$0.5 million and a net income tax expense of \$0.3 million for the three months ended June 30, 2021 compared to income before income taxes of \$5.8 million and a net income tax expense of \$1.5 million for the same period in 2020. DCM reported income before income taxes of \$2.2 million and a net income tax expense of \$0.7 million for the six months ended June 30, 2021 compared to income before income taxes of \$8.9 million and a net income tax expense of \$2.5 million for the same period in 2020.

The deferred income tax expense was adjusted for any changes in estimates of future reversals of temporary differences, including estimated changes in tax loss carryforwards.

### **NET INCOME**

Net income for the three months ended June 30, 2021 was \$0.2 million compared to a net income of \$4.2 million for the same period in 2020. Net income for the six months ended June 30, 2021 was \$1.5 million compared to a net income of \$6.4 million for the same period in 2020

The decrease in comparable profitability for the three and six months ended June 30, 2021 was primarily due to a reduction in revenue due to lower demand resulting from the impact of COVID-19, resulting in lower gross margin percentage due to weaker absorption of fixed overhead costs (receipt of \$2.4 million and \$4.3 million of CEWS and CERS, respectively, mitigated the impact on its financial performance) and an increase in restructuring costs incurred

for the departure of certain members of the senior management team, and other headcount reductions to direct and indirect labour from various facilities across DCM. This was offset by a reduction in SG&A realized from the benefits of cost saving initiatives implemented throughout 2020 and 2021, reduction in interest expense and receipt of other income of \$1.5 million from the termination of an equity option and settlement of a lawsuit during the first quarter of 2021. The reduction in SG&A was offset by an increase in the mark-to-market adjustment of the long-term incentive plan compensation of approximately \$2.0 million to reflect the significant increase in the share price during the second quarter of 2021.

### **ADJUSTED NET INCOME**

Adjusted net income for the three months ended June 30, 2021 was \$0.9 million compared to adjusted net income of \$4.7 million for the same period in 2020. Adjusted net income for the six months ended June 30, 2021 was \$3.6 million compared to adjusted net income of \$7.5 million for the same period in 2020.

Adjusted net income decreased with the comparative period for the three and six months ended June 30, 2021 was primarily due to a reduction in revenue and gross margin as noted above. This was offset by a reduction in SG&A and interest expense.

### **Liquidity and capital resources**

#### **CREDIT AGREEMENTS**

##### **BANK FACILITIES**

DCM has established a revolving credit facility (as amended, the "Bank Credit Facility") with a Canadian chartered bank (the "Bank"). Under the terms of the Bank Credit Agreement, the maximum principal amount available under the Bank Credit Facility is \$35.0 million and the Bank Credit Facility matures on January 31, 2023. Advances under the Bank Credit Facility may not, at any time, exceed the lesser of \$35.0 million and a fixed percentage of DCM's aggregate accounts receivable and inventory (less certain amounts). Advances under the amended Bank Credit Facility are subject to floating interest rates based upon the Canadian prime rate plus an applicable margin of 0.6%. As at June 30, 2021, DCM had access to \$12.7 million of available credit under the Bank Credit Facility.

##### **FPD FACILITIES**

DCM has three amortizing term loan facilities with Fiera Private Debt Fund III L.P., Fiera Private Debt Fund IV L.P., and Fiera Private Debt V L.P., funds managed by Fiera Private Debt Fund GP Inc.

Under the terms of the FPD Credit Agreements, the maximum aggregate principal amount which may be outstanding under the FPD Credit Facilities, the Bank Credit Facility and Crown Facility (as defined below), calculated on a consolidated basis ("Total Funded Debt"), cannot exceed \$93.0 million.

#### CROWN FACILITY

DCM has a non-revolving term loan facility with Crown Capital Partner Funding, LP, a fund managed by Crown Capital LP Partner Funding Inc. The total advances under this facility is \$19.0 million. Interest of \$2.2 million (2020 - \$1.9 million) has been deferred and capitalized to the outstanding principal obligation, increasing the total advances to \$21.2 million (2020 - \$20.9 million). These advances are repayable on maturity on May 7, 2023 and currently bear interest at 12% per annum, payable quarterly. DCM's obligations under the Crown Facility are subordinated to its other senior credit facilities and secured by a conventional security on all of the assets of DCM and its subsidiaries.

A total of 1,510,000 warrants were issued to Crown in connection with these loans, of which 960,000 warrants entitle Crown to acquire one DCM common share per warrant at an exercise price of \$0.26 and 550,000 warrants entitle Crown to acquire one DCM common share per warrant at an exercise price of \$0.26. The warrants expire on maturity of the loan on May 7, 2023.

The Crown Facility can be prepaid in full at any time. The prepayment fees are: (a) 2% prepayment penalty fee on the principal loan outstanding if the prepayment option is exercised prior to May 2022 or (b) 1% prepayment penalty fee on the principal loan outstanding if the prepayment option is exercised thereafter.

#### AMENDMENT TO CREDIT FACILITIES

On January 22, 2021, DCM entered into a ninth amendment to its Bank Credit Facility ("the "Bank Ninth Amendment"). The interest rate on DCM's borrowings under the Bank Credit Facility was reduced by 0.75% for an interest rate of 3.05%. The Minimum Cash Flow Requirement covenant (as defined in the Sixth Amending Agreement) has been terminated.

#### COVENANT REQUIREMENTS

Each of the Bank Credit Agreement, the FPD Credit Agreements and the Crown Facility contain customary representations and warranties, as well as restrictive covenants which limit the discretion of the Board and management with respect to certain business matters including the declaration or payment of dividends on the common shares of DCM without the consent of the Bank, FPD III, FPD IV, FPD V and Crown, as applicable. As of June 30, 2021, DCM was in compliance with the amended covenants.

#### LIQUIDITY

In assessing DCM's liquidity requirements, DCM takes into account its level of cash, together with currently projected cash to be provided by operating activities, cash available from its unused credit facilities, cash from investing activities such as sales of redundant assets, access to the capital markets and anticipated reductions in operating costs projected to result from existing restructuring activities, as well as its ongoing cash needs for its existing operations.

Market conditions and DCM's financial condition and capital structure could affect the availability and terms of any replacement credit facilities or other funding sought by DCM from time to time or upon the maturity of the amended Bank Credit Facility, the Amended FPD A&R Credit Facilities, the Crown Facility, as amended, or other indebtedness of DCM.

The Company's liquidity position and financial results have improved over the past few years, due to: (i) improving margins from cost containment initiatives, (ii) the support of the Federal government's Canada Emergency Wage Subsidy program, (iii) better matching of the timing of production and invoicing by converting clients from a legacy billing practice of billing on shipment (known as "bill as released" or BAR) to billing on production and (iv) improvement in aged collections, billing accuracies and cash flow management, all of which have contributed to a reduction in outstanding credit facility balances. In addition, the ability to weather the COVID storm in 2020 and 2021 through new business opportunities, cost containment and cash flow management, has given the Company additional confidence and financial strength to sustain through the extended pandemic. However, there continues to be significant uncertainty as to the length and long-term impact that the current COVID-19 pandemic could have on the Company's financial performance including the amount of further government financial support that could be available to the Company, and accordingly its ability to meet its future financial covenants, as there is no forecasted headroom in certain financial covenants over the next twelve months if sales do not recover from the levels experienced since the COVID pandemic began, in the event that the Company does not take additional actions.

The continuing ability to comply with financial covenants for at least the next twelve months is contingent on management's ability to meet forecast revenue, profitability and take actions to address operating and financial challenges resulting from COVID-19, or continue to obtain financial covenant waivers from such lenders' as may otherwise be necessary. DCM management plans to continue its focus on finding additional operating efficiencies, reducing selling, general and administrative expenses, continuing to convert clients away from BAR, and streamlining our invoicing and collections processes. To the extent practical, management intends to seek waivers in advance of anticipated covenant breaches.

The estimate of future cash flows in the Company's latest forecasts include a number of key assumptions to support the financial covenant calculations, specifically related to revenues and gross margins (which in turn impact earnings before interest, income taxes, depreciation and amortization (EBITDA)). The estimates of forecasted compliance with financial covenants are sensitive to those assumptions particularly to the ongoing impact of the COVID-19 pandemic, the effects and duration of which are difficult to project with respect to the Company's business and financial results.

There can be no assurances that DCM will be successful in meeting its financial covenants for at least the next twelve months or that future waivers will be provided by the lenders if the covenants are not met.

#### **CASH FLOW FROM OPERATIONS**

During the six months ended June 30, 2021, cash flows generated by operating activities were \$16.4 million compared to cash flows generated by operating activities of \$15.3 million during the same period in 2020. Current period cash flow from operations, before adjusting for changes in working capital, generated a total of \$12.4 million compared with \$18.7 million for the same period in 2020. Current period cash flows from operations before adjusting for changes in working capital, were lower than the previous period primarily due to a decrease in revenues from lower demand resulting from the impact of the COVID-19 pandemic in the first half of 2021, thereby reducing net income and cash inflow. Contributions to defined benefit pension plans and payments for severances related to DCM's restructuring initiatives were fairly consistent with the prior year, however income tax payments were higher by \$0.8 million compared to the same period in 2020.

Changes in working capital during the six months ended June 30, 2021 generated \$4.0 million in cash compared with \$3.4 million of cash used in the prior period. In the same period in 2020, DCM initiated clean-up efforts to address the inaccurate billings previously issued as a result of the ERP system implemented in June 2019. This constrained the invoicing team and caused further delays in timely billing and deteriorated collection efforts. Throughout the remainder of 2020, DCM started to see an inflow of cash from its billing efforts resulting in a decrease in trade receivables. During the first half of 2021, DCM had a cash inflow of \$10.0 million from trade receivables which is more in line with pre-ERP collection efforts. This increase is offset by a cash outflow of \$5.1 million for trade and accrued liabilities for payments to vendors in the normal course of operations.

### **INVESTING ACTIVITIES**

For the six months ended June 30, 2021, \$1.4 million in cash flows were used for investing activities compared with \$0.1 million during the same period in 2020. The low level of capital expenditures for property, plant and equipment is consistent with DCM's initiative to reduce spend during the continuing COVID pandemic. DCM incurred expenditures for intangible assets for development of a new digital development project which commenced substantially in the second quarter of 2021.

### **FINANCING ACTIVITIES**

For the six months ended June 30, 2021, cash flow used in financing activities was \$15.4 million compared with \$14.6 million used during the same period in 2020.

A total of \$7.4 million was repaid in the six months ended June 30, 2021 on DCM's credit facilities compared to repayment of \$8.2 million during the comparative period. In the first half of 2021, DCM continued to improve its collections efforts and increased its cash flow from operations to draw down the Credit Facility revolver balance to \$1.4 million as of June 30, 2021. \$2.2 million was repaid for promissory notes (including the related party promissory notes, Perennial VTB final payment and Bolder VTB) during the six months ended June 30, 2021 compared to \$0.5 million repaid on the Perennial VTB in 2020. Lastly, lease payments were slightly higher by \$0.4 million from the prior period due to timing and inflationary increase in property rent payments.

### **Outstanding share data**

At August 10, 2021, June 30, 2021 and December 31, 2020, there were 44,062,831, 43,953,831, and 43,867,030, respectively, common shares of DCM ("Common Shares") outstanding.

At August 10, 2021 and June 30, 2021, there were options outstanding to purchase up to 4,212,486 Common Shares. At December 31, 2020, there were options outstanding to purchase up to 1,587,486 Common Shares.

During the three months ended June 30, 2021, options to purchase up to 125,000 common shares were awarded to the Chief Financial Officer ("CFO"). Once vested, the options are exercisable for a period of seven years from the grant date at an exercise price of \$0.85 per share, representing the fair value of the Common Shares on the date of grant. All 125,000 options vest at a rate of 1/3 each year beginning on May 14, 2021.

At August 10, 2021 and at June 30, 2021, there were warrants outstanding to purchase up to 1,863,607 and 1,972,607 Common Shares, respectively. At December 31, 2020, there were warrants outstanding to purchase up to 1,920,092 Common Shares.

During the three months ended March 31, 2021, DCM issued 67,866 warrants in connection with the Related Party Promissory Notes. Each warrant entitles the holder to acquire one Common Share at an exercise price of \$0.32 for a period of 2.25 years, commencing on February 3, 2021.

### Contractual obligations

DCM believes it will have sufficient resources from its operating cash flow, existing cash resources and borrowing under available credit facilities to meet its contractual obligations as they become due. Contractual obligations have been defined as contractual commitments in existence but not paid for as at June 30, 2021. Short-term commitments such as month-to-month office leases, which are easily cancelled, are excluded from this definition.

DCM believes that its existing cash resources and projected cash flows from operations will be sufficient to fund its currently projected operating requirements and that it will continue to remain compliant with its covenants and other obligations under its credit facilities.

### Summary of eight quarter results

**TABLE 5** The following table summarizes quarterly financial information for the past eight quarters.

*(in thousands of Canadian dollars, except per share amounts, unaudited)*

	2021		2020				2019	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenues	\$ 55,207	\$ 62,361	\$ 60,589	\$ 57,374	\$ 63,936	\$ 77,415	\$ 71,489	\$ 63,215
Net income (loss) attributable to shareholders	187	1,312	2,925	2,139	4,232	2,210	(4,013)	(5,897)
Basic earnings (loss) per share	0.00	0.03	0.07	0.05	0.10	0.05	(0.18)	(0.27)
Diluted earnings (loss) per share	0.00	0.03	0.07	0.05	0.10	0.05	(0.18)	(0.27)

The variations in DCM's quarterly revenues and net income (loss) over the eight quarters ended June 30, 2021 can be attributed to several principal factors: the impact of COVID-19 which commenced in the second quarter of 2020 through to the second quarter of 2021, revenue declines in DCM's traditional print business due to production volume declines largely related to technological change, price concessions and competitive activity, seasonal variations in customer spending, refinement of DCM's pricing discipline, the impact of paper and other raw materials price increases and compressed margins on contracts with certain existing customers, debt modification losses, and restructuring expenses and business reorganization costs related to DCM's ongoing productivity improvement and cost reduction initiatives.

DCM's net income for the second quarter of 2021 included reduction in revenues and margins due to COVID-19, one-time fair market value adjustment of RSUs and DSUs of approximately \$2.0 million included in cost of sales and SG&A, receipt of CEWS and CERS of \$2.4 million, and restructuring expenses of \$0.9 million. DCM's net income for the second quarter of 2020 included improved margins due to restructuring initiatives from the third and fourth quarter of 2019, receipt of CEWS of \$4.5 million, restructuring expenses of \$0.3 million, and \$0.3 million of one-time business reorganization costs that did not qualify as a restructuring expense.

DCM's net income for the first quarter of 2021 included reduction in revenues due to COVID-19, improved margins due to cost saving initiatives implemented throughout 2020 and the first quarter of 2021, receipt of CEWS and CERS of \$1.9 million, restructuring expenses of \$3.4 million, and \$1.5 million of other income. DCM's net income for the first quarter of 2020 included improved margins due to restructuring initiatives from the third and fourth quarter of 2019, and restructuring expenses of \$0.7 million related to its cost reduction initiatives

DCM's net income for the fourth quarter of 2020 included reduction in revenues due to COVID-19, improved margins due to COVID-19 related cost saving initiatives and restructuring initiatives from the third and fourth quarter of 2019, receipt of CEWS of \$1.8 million, and restructuring expenses of \$0.7 million. DCM's net loss for the fourth quarter of 2019 included reduction in revenue and higher costs due to disruptions caused by the transition to the new ERP system, restructuring recovery of \$0.1 million related to its cost reduction initiatives and debt modification losses totaling \$3.8 million as a result of the amendments to its senior credit facilities.

DCM's net income for the third quarter of 2020 included reduction in revenues due to COVID-19, improved margins due to COVID-19 related cost saving initiatives and restructuring initiatives from the third and fourth quarter of 2019, receipt of CEWS of \$2.8 million, restructuring expenses of \$1.1 million, and \$0.1 million of one-time business reorganization costs that did not qualify as a restructuring expense. DCM's net loss for the third quarter of 2019 included reduction in revenue and higher costs due to disruptions caused by the transition to the new ERP system and restructuring expenses of \$2.8 million related to its cost reduction initiatives.

## **Accounting policies**

### **CHANGES IN ACCOUNTING POLICIES**

The accounting policies and critical accounting estimates and judgments as disclosed in DCM's audited annual consolidated financial statements have been applied consistently in the preparation of its unaudited condensed interim consolidated financial statements, with the exception of the accounting standards implemented in 2021 which are outlined in note (note 3) of the Notes to the condensed interim consolidated financial statements of DCM for June 30, 2021.

**NEW AND AMENDED STANDARDS ADOPTED****IFRS 16 COVID-19-RELATED RENT CONCESSIONS**

In May 2020, the IASB issued an amendment to IFRS 16 to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. This amendment to IFRS 16 was adopted effective January 1, 2021 and did not have an impact on the condensed interim consolidated financial statements.

**IBOR REFORM**

In recent years, global regulators have prioritized the reform and replacement of benchmark interest rates such as LIBOR and other interbank offered rates (IBORs). As a result, public authorities and other market participants are selecting new benchmark interest rates in key currencies with the objective that such rates will be based on liquid underlying market transactions. With this reform, the IASB have provided amendments to IFRS 9 - Financial Instruments, IFRS 7 - Financial Instruments: Disclosures and IAS 39 - Financial Instruments: Recognition and Measurement. The amendments were adopted effective January 1, 2021 and applied retrospectively and the adoption did not have an impact on the condensed interim consolidated financial statements.

**FUTURE ACCOUNTING STANDARDS NOT YET ADOPTED****CONFIGURATION OR CUSTOMIZATION COSTS IN A CLOUD COMPUTING ARRANGEMENT (IAS 38)**

In April 2021 the IFRS Interpretations Committee published an agenda decision clarifying how configuration and customisation costs incurred in implementing a cloud computing arrangement should be accounted for. In that agenda decision certain configuration and customisation activities undertaken in implementing such arrangements may give rise to a separate asset in limited circumstances where the company controls the intellectual property of the underlying software code (e.g. the development of bridging modules to existing on-premise systems or bespoke additional software capability). In all other instances, configuration and customisation costs are to be expensed as incurred as an operating expense.

The company previously capitalised \$12.0 million of costs as an intangible asset relating to the 2019 implementation of its cloud based ERP system and the net book value of those costs at June 30, 2021 was \$6.8 million.

Unlike new accounting standards with a specific future application date with some lead time, IFRIC agenda decisions have no effective date. The International Accounting Standards Board and the IFRIC refer to entities being entitled to 'sufficient time' to implement changes that result from an agenda decision published by the IFRIC. Management is in the process of analysing and determining the appropriate accounting treatment of previously capitalised customization and configuration costs in light of this new agenda decision and will reflect any adjustments required in its financial statements later this year.

Where a change in accounting policy is required, comparative financial information will be retrospectively restated to derecognise previously capitalised costs in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

### **IAS 1 PRESENTATION OF FINANCIAL STATEMENTS: CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT**

In January 2020, the IASB issued Classification of Liabilities as Current or Non-current (Amendments to IAS 1). The amendments aim to promote consistency in applying the requirements by helping companies determine whether debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2022, with earlier application permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

### **IFRS 3 REFERENCE TO CONCEPTUAL FRAMEWORK**

In May 2020, the IASB issued an amendment to IFRS 3 to (i) clarify references to the 2018 Conceptual Framework in order to determine what constitutes an asset or liability in a business combination, (ii) add an exception for certain liabilities and contingent liabilities to refer to IAS 37 or IFRIC 21 and (iii) clarify that an acquirer should not recognize contingent assets at the acquisition date. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

### **IAS 37 ONEROUS CONTRACTS: COST OF FULFILLING A CONTRACT**

In May 2020, the IASB issued an amendment to IAS 37 to clarify which costs to include in estimating the cost of fulfilling a contract for the purpose of assessing whether that contract is onerous. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have a significant impact on the interim condensed consolidated financial statements.

### **IFRS 9 FINANCIAL INSTRUMENTS: FEES IN THE '10 PER-CENT' TEST FOR DERECOGNITION OF FINANCIAL LIABILITIES**

In May 2020, the IASB issued Annual Improvements to IFRS Standards 2018 - 2020. This amendment clarifies which fees an entity includes when it applies the '10 per cent' test of IFRS 9 in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The mandatory effective date would be for annual periods beginning on or after January 1, 2022 with early application permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

There are no other IFRS or International Financial Reporting Interpretations Committee ('IFRIC') interpretations that are not yet effective that would be expected to have a significant impact on DCM.

## **Management's report on internal controls over financial reporting**

### **DISCLOSURE CONTROLS AND PROCEDURES**

DCM maintains a set of disclosure controls and procedures (as defined in Multilateral Instrument 52-109) designed to provide reasonable assurance that information required to be disclosed in its public filings or otherwise under securities legislation is recorded, processed, summarized and reported on a timely basis and that such controls and procedures are designed to ensure that information required to be so disclosed is accumulated and communicated to its management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure. With the supervision and participation of DCM's senior management team, the Chief Executive Officer of DCM and the Chief Financial Officer ("CFO") of DCM have evaluated the effectiveness of disclosure controls and procedures of DCM as of June 30, 2021. Based on that evaluation, those officers have concluded that, as of June 30, 2021, such disclosure controls and procedures were effective to provide reasonable assurance that (i) material information relating to DCM was made known to management and (ii) information required to be disclosed by DCM in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation.

### **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Multilateral Instrument 52-109 requires the CEO and CFO to certify they are responsible for establishing and maintaining internal control over financial reporting ("ICFR") for the Company and that ICFR has been designed and is effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. The CEO and CFO are also responsible for disclosing any changes to the Company's internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting. DCM's internal control over financial reporting is a process designed by, or under the supervision of, the CEO and CFO, or persons performing similar functions, and effected by DCM's Board of Directors, management and other personnel. DCM's internal control over financial reporting includes those policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of DCM's annual or interim financial statements will not be prevented or detected on a timely basis.

### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

As at June 30, 2021, there were no changes in the Company's internal control over financial reporting that occurred during the three months ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, DCM's internal control over financial reporting.

**Outlook**

"In my first full quarter with DCM, our leadership team was focused on establishing plans to accelerate our transition from a "print first" to a "digital first" company. While consumer movements during the second quarter were slow to return to normal, we continued to stay focused on building a better business. As we look out through the second half of the year, as long as the economy continues to open with the current pace, and consumer movements follow, we are extremely optimistic about building a bigger business. Our pipeline of new opportunities and RFPs that we capture in our forecast and CRM system is currently up over 25% compared to the same time last year," says Richard Kellam, CEO and President of DCM.

We are pleased with the financial results and cash flow performance despite the ongoing COVID-19 pandemic. Our efforts to reduce headcount, continued focus to pay down our long-term debt with scheduled repayments of FPD Credit Facilities of approximately \$1.5 million per quarter and other operations effectiveness efforts, including continued management of costs to drive down SG&A and improve our gross margins, position us well for improved financial performance in the second half of the year with an expected recovery in the economy.

**Risks and uncertainties**

An investment in DCM's securities involves risks. In addition to the other information contained in this report, investors should carefully consider the risks described in DCM's most recent Annual Information Form and other continuous disclosure filings made by DCM with Canadian securities regulatory authorities before investing in securities of DCM. The risks described in this report, the Annual Information Form and those other filings are not the only ones facing DCM. Additional risks not currently known to DCM, or that DCM currently believes are immaterial, may also impair the business, results of operations, financial condition and liquidity of DCM.

**Condensed interim consolidated statements of financial position**

<i>(in thousands of Canadian dollars, unaudited)</i>	<b>June 30, 2021</b>	<b>December 31, 2020</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 163	\$ 578
Trade receivables (note 4)	55,257	65,290
Inventories	9,054	8,514
Prepaid expenses and other current assets	1,419	1,521
Income taxes receivable	870	—
	<b>66,763</b>	<b>75,903</b>
<b>NON-CURRENT ASSETS</b>		
Other non-current assets	561	581
Deferred income tax assets	3,588	3,163
Restricted cash	515	515
Property, plant and equipment	8,558	9,783
Right-of-use assets (note 5)	37,012	42,341
Pension assets	1,284	203
Intangible assets	13,439	14,459
Goodwill (note 6)	16,973	16,973
	<b>\$ 148,693</b>	<b>\$ 163,921</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade payables and accrued liabilities	\$ 34,906	\$ 39,999
Current portion of credit facilities (notes 1 and 9)	6,385	6,172
Current portion of promissory notes	—	1,154
Current portion of lease liabilities (note 8)	7,178	8,032
Provisions (note 7)	2,627	1,186
Income taxes payable	3,154	1,608
Deferred revenue	2,334	2,798
	<b>56,584</b>	<b>60,949</b>
<b>NON-CURRENT LIABILITIES</b>		
Provisions (note 7)	—	90
Credit facilities (notes 1 and 9)	32,199	39,567
Promissory notes	—	975
Lease liabilities (note 8)	35,637	40,321
Deferred income tax liabilities	101	282
Pension obligations	7,647	8,271
Other post-employment benefit plans	3,577	3,507
	<b>\$ 135,745</b>	<b>\$ 153,962</b>
<b>EQUITY</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Shares (note 10)	\$ 256,321	\$ 256,260
Warrants (note 10)	879	850
Contributed surplus	2,706	2,354
Translation Reserve	141	192
Deficit	(247,099)	(249,697)
	<b>\$ 12,948</b>	<b>\$ 9,959</b>
	<b>\$ 148,693</b>	<b>\$ 163,921</b>

General information, basis of preparation and going concern (note 1); Commitments and contingencies (note 13); Subsequent events (note 18)

**Approved by Board of Directors**

(Signed) "J.R. Kingsley Ward" Director

(Signed) "Richard Kellam" Director

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Condensed interim consolidated statements of operations***(in thousands of Canadian dollars, except per share amounts, unaudited)*

	For the three months ended June 30, 2021	For the three months ended June 30, 2020
<b>REVENUES (note 15)</b>	<b>\$ 55,207</b>	<b>\$ 63,936</b>
<b>COST OF REVENUES</b>	<b>39,365</b>	<b>44,306</b>
<b>GROSS PROFIT</b>	<b>15,842</b>	<b>19,630</b>
<b>EXPENSES</b>		
Selling, commissions and expenses	<b>6,137</b>	6,841
General and administration expenses	<b>8,787</b>	8,600
Restructuring expenses (note 7)	<b>918</b>	265
	<b>15,842</b>	15,706
<b>INCOME BEFORE FINANCE COSTS, OTHER INCOME, AND INCOME TAXES</b>	<b>—</b>	<b>3,924</b>
<b>FINANCE COSTS</b>		
Interest expense on long term debt and pensions, net	<b>1,088</b>	1,097
Interest expense on lease liabilities (note 8)	<b>628</b>	814
Debt modification (gains) losses	<b>—</b>	629
Amortization of transaction costs	<b>176</b>	151
	<b>1,892</b>	2,691
<b>OTHER INCOME</b>		
Government grant income (note 16)	<b>2,411</b>	4,547
<b>INCOME BEFORE INCOME TAXES</b>	<b>519</b>	<b>5,780</b>
<b>INCOME TAX EXPENSE</b>		
Current	<b>1,126</b>	590
Deferred	<b>(794)</b>	958
	<b>332</b>	1,548
<b>NET INCOME FOR THE PERIOD</b>	<b>\$ 187</b>	<b>\$ 4,232</b>
<b>BASIC EARNINGS PER SHARE (note 11)</b>	<b>\$ 0.00</b>	<b>\$ 0.10</b>
<b>DILUTED EARNINGS PER SHARE (note 11)</b>	<b>\$ 0.00</b>	<b>\$ 0.10</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Condensed interim consolidated statements of operations***(in thousands of Canadian dollars, except per share amounts, unaudited)*

	For the six months ended June 30, 2021	For the six months ended June 30, 2020
<b>REVENUES (note 15)</b>	<b>\$ 117,568</b>	<b>\$ 141,351</b>
<b>COST OF REVENUES</b>	<b>82,933</b>	<b>100,080</b>
<b>GROSS PROFIT</b>	<b>34,635</b>	<b>41,271</b>
<b>EXPENSES</b>		
Selling, commissions and expenses	12,803	14,456
General and administration expenses	17,626	18,170
Restructuring expenses (note 7)	4,325	1,008
	<b>34,754</b>	<b>33,634</b>
<b>(LOSS) INCOME BEFORE FINANCE COSTS, OTHER INCOME, AND INCOME TAXES</b>	<b>(119)</b>	<b>7,637</b>
<b>FINANCE COSTS</b>		
Interest expense on long term debt and pensions, net	1,806	2,308
Interest expense on lease liabilities (note 8)	1,322	1,704
Debt modification (gains) losses	—	625
Amortization of transaction costs	321	261
	<b>3,449</b>	<b>4,898</b>
<b>OTHER INCOME</b>		
Other income (note 17)	1,452	—
Government grant income (note 16)	4,319	6,169
<b>INCOME BEFORE INCOME TAXES</b>	<b>2,203</b>	<b>8,908</b>
<b>INCOME TAX EXPENSE</b>		
Current	1,672	590
Deferred	(968)	1,876
	<b>704</b>	<b>2,466</b>
<b>NET INCOME FOR THE PERIOD</b>	<b>\$ 1,499</b>	<b>\$ 6,442</b>
<b>BASIC EARNINGS PER SHARE (note 11)</b>	<b>\$ 0.03</b>	<b>\$ 0.15</b>
<b>DILUTED EARNINGS PER SHARE (note 11)</b>	<b>\$ 0.03</b>	<b>\$ 0.15</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Condensed interim consolidated statements of comprehensive income***(in thousands of Canadian dollars, unaudited)*

	<b>For the three months ended June 30, 2021</b>	For the three months ended June 30, 2020
<b>NET INCOME FOR THE PERIOD</b>	<b>\$ 187</b>	<b>\$ 4,232</b>
<b>OTHER COMPREHENSIVE INCOME:</b>		
<b>ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO NET INCOME</b>		
Foreign currency translation	(28)	(64)
	<b>(28)</b>	<b>(64)</b>
<b>ITEMS THAT WILL NOT BE RECLASSIFIED TO NET INCOME</b>		
Re-measurements of pension and other post-employment benefit obligations	205	(4,419)
Taxes related to pension and other post-employment benefit adjustment above	(44)	1,116
	<b>161</b>	<b>(3,303)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX</b>	<b>\$ 133</b>	<b>\$ (3,367)</b>
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>\$ 320</b>	<b>\$ 865</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Condensed statements of comprehensive income***(in thousands of Canadian dollars, unaudited)*

	<b>For the six months ended June 30, 2021</b>	<b>For the six months ended June 30, 2020</b>
<b>NET INCOME FOR THE PERIOD</b>	<b>\$ 1,499</b>	<b>\$ 6,442</b>
<b>OTHER COMPREHENSIVE INCOME:</b>		
<b>ITEMS THAT MAY BE RECLASSIFIED SUBSEQUENTLY TO NET INCOME</b>		
Foreign currency translation	(51)	(42)
	<b>(51)</b>	<b>(42)</b>
<b>ITEMS THAT WILL NOT BE RECLASSIFIED TO NET INCOME</b>		
Re-measurements of pension and other post-employment benefit obligations	1,461	88
Taxes related to pension and other post-employment benefit adjustment above	(362)	(22)
	<b>1,099</b>	<b>66</b>
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	<b>\$ 1,048</b>	<b>\$ 24</b>
<b>COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>\$ 2,547</b>	<b>\$ 6,466</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

**Condensed interim consolidated statements of changes in shareholders' equity (deficit)**

<i>(in thousands of Canadian dollars, unaudited)</i>	Shares	Warrants	Contributed surplus	Translation reserve	Deficit	Total equity (deficit)
Balance as at December 31, 2019	\$ 256,045	\$ 853	\$ 2,300	\$ 254	\$ (260,493)	\$ (1,041)
Net income for the period	—	—	—	—	6,442	6,442
Other comprehensive income for the period	—	—	—	(42)	66	24
Total comprehensive income for the period	—	—	—	(42)	6,508	6,466
Issuance of warrants (note 10)	—	39	—	—	—	39
Share-based compensation expense (note 10)	—	—	38	—	—	38
<b>BALANCE AS AT JUNE 30, 2020</b>	<b>\$ 256,045</b>	<b>\$ 892</b>	<b>\$ 2,338</b>	<b>\$ 212</b>	<b>\$ (253,985)</b>	<b>\$ 5,502</b>
<b>BALANCE AS AT DECEMBER 31, 2020</b>	<b>\$ 256,260</b>	<b>\$ 850</b>	<b>\$ 2,354</b>	<b>\$ 192</b>	<b>\$ (249,697)</b>	<b>\$ 9,959</b>
Net income for the period	—	—	—	—	1,499	1,499
Other comprehensive loss for the period	—	—	—	(51)	1,099	1,048
Total comprehensive income for the period	—	—	—	(51)	2,598	2,547
Issuance of common shares (note 10)	40	—	—	—	—	40
Issuance of warrants, net (note 10)	—	40	—	—	—	40
Exercise of warrants (note 10)	21	(11)	—	—	—	10
Share-based compensation expense (note 10)	—	—	352	—	—	352
<b>BALANCE AS AT JUNE 30, 2021</b>	<b>\$ 256,321</b>	<b>\$ 879</b>	<b>\$ 2,706</b>	<b>\$ 141</b>	<b>\$ (247,099)</b>	<b>\$ 12,948</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**Condensed interim consolidated statements of cash flows***(in thousands of Canadian dollars, unaudited)*

	For the six months ended June 30, 2021	For the six months ended June 30, 2020
<b>CASH PROVIDED BY</b>		
<b>OPERATING ACTIVITIES</b>		
Net income for the period	\$ 1,499	\$ 6,442
Items not affecting cash		
Depreciation of property, plant and equipment	1,582	1,869
Amortization of intangible assets	2,065	2,111
Depreciation of right-of-use-assets (note 5)	4,407	4,796
Interest expense on lease liabilities (note 8)	1,322	1,704
Share-based compensation expense	352	38
Pension expense	239	261
Provisions (note 7)	4,325	1,008
Amortization of transaction costs and debt modification losses (note 9)	291	886
Accretion of non-current liabilities and capitalized interest expense	(35)	372
Other post-employment benefit plans, net	70	69
Income tax expense	704	2,466
	<b>16,821</b>	<b>22,022</b>
Changes in working capital (note 12)	3,989	(3,373)
Contributions made to pension plans, net	(483)	(518)
Provisions paid (note 7)	(2,974)	(2,684)
Income taxes paid	(996)	(149)
	<b>16,357</b>	<b>15,298</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	(357)	(105)
Purchase of intangible assets	(1,045)	—
	<b>(1,402)</b>	<b>(105)</b>
<b>FINANCING ACTIVITIES</b>		
Exercise of warrants	10	—
Repayment of credit facilities (note 9)	(7,355)	(8,167)
Repayment of other liabilities	—	(200)
Repayment of promissory notes	(2,185)	(535)
Transaction costs (note 9)	—	(227)
Lease payments (note 8)	(5,868)	(5,435)
	<b>(15,398)</b>	<b>(14,564)</b>
<b>CHANGE IN CASH (BANK OVERDRAFT) DURING THE PERIOD</b>	<b>(443)</b>	<b>629</b>
<b>CASH AND CASH EQUIVALENTS (BANK OVERDRAFT) - BEGINNING OF PERIOD</b>	<b>\$ 578</b>	<b>\$ (1,093)</b>
<b>EFFECTS OF FOREIGN EXCHANGE ON CASH BALANCES</b>	<b>28</b>	<b>(13)</b>
<b>CASH AND CASH EQUIVALENTS / (BANK OVERDRAFT) - END OF PERIOD</b>	<b>\$ 163</b>	<b>\$ (477)</b>

*The accompanying notes are an integral part of these condensed interim consolidated financial statements.*

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***1 General information, basis of preparation and going concern**

DATA Communications Management Corp ("DCM" or the "Company") is a communications solutions partner that provides a suite of comprehensive on and offline communication solutions to its clients including multi media campaign management, location-specific marketing, 1:1 marketing, execution of custom loyalty programs, brand management, as well as fulfilling their commercial printing needs. The Company has locations throughout Canada and in the United States (Chicago, Illinois).

DCM's revenue is subject to mailing patterns of certain customers. Typically, higher revenues and profit are generated in the first quarter relative to the other three quarters, however this can vary from time to time by changes in customers' purchasing decisions throughout the year. As a result, DCM's revenue and financial performance for any single quarter may not be indicative of revenue and financial performance which may be expected for the full year.

These financial statements have been prepared using International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

The Company's liquidity position and financial results have improved over the past few years, due to: (i) improving margins from cost containment initiatives, (ii) the support of the Federal government's Canada Emergency Wage Subsidy program (note 16), (iii) better matching of the timing of production and invoicing by converting clients from a legacy billing practice of billing on shipment (known as "bill as released" or BAR) to billing on production and (iv) improvement in aged collections, billing accuracies and cash flow management, all of which have contributed to a reduction in outstanding credit facility balances. In addition, the ability to weather the COVID storm in 2020 and 2021 through new business opportunities, cost containment and cash flow management, has given the Company additional confidence and financial strength to sustain through the extended pandemic. However, there continues to be significant uncertainty as to the length and long-term impact that the current COVID-19 (see COVID-19 section below) pandemic could have on the Company's financial performance including the amount of further government financial support that could be available to the Company, and accordingly its ability to meet its future financial covenants, as there is no forecasted headroom in certain financial covenants over the next twelve months if sales do not recover from the levels experienced since the COVID pandemic began, in the event that the Company does not take additional actions. These factors may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to comply with its financial covenants for at least the next twelve months which is contingent on management's ability to meet forecast revenue, profitability and take actions to address operating and financial challenges resulting from COVID-19, or continue to obtain financial covenant waivers from such lenders' as may otherwise be necessary. DCM management plans to continue its focus on finding additional operating efficiencies, reducing selling, general and administrative expenses, continuing to convert clients away from BAR, and streamlining our invoicing and collections processes. To the extent practical, management intends to seek waivers in advance of anticipated covenant breaches.

The estimate of future cash flows in the Company's latest forecasts include a number of key assumptions to support the financial covenant calculations, specifically related to revenues and gross margins (which in turn impact earnings before interest, income taxes, depreciation and amortization (EBITDA)). The estimates of forecasted compliance with financial covenants are sensitive to those assumptions particularly to the ongoing impact of the COVID-19 pandemic, the effects and duration of which are difficult to project with respect to the Company's business and financial results (note 9).

There can be no assurances that DCM will be successful in meeting its financial covenants for at least the next twelve months or that future waivers will be provided by the lenders if the covenants are not met.

**Notes to The Condensed Interim Consolidated Financial Statements**

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

**COVID-19**

On March 11, 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, ("COVID-19"), a global pandemic. Governments in affected areas in which the Company operates have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, quarantines and cancellations of gatherings and events. The impacts on the global economy have been far-reaching, however, due to the speed with which the situation developed and the uncertainty of its magnitude, outcome and duration it is not possible to quantify the impact this pandemic may have on the financial results and condition of DCM in future periods.

Management of DCM has been closely monitoring developments related to COVID-19, including the current and potential impact on global and local economies in the jurisdictions where it operates. While safeguarding the well-being of individuals is the Company's principal concern, it remains focused on continuity plans and preparedness measures at each of its locations. Several measures designed to ensure continued operation were implemented including temporary layoffs, shift reductions, reductions in non-essential spending and deferral of other expenses and payments where practical and application for certain government programs (note 16) and the Company continues to evaluate and assess further actions. In addition, the Company sharpened its focus on working capital and lowering its accounts receivable balance. Despite these efforts it is possible that during an extended pandemic the operation of one or more of DCM's production facilities could be disrupted. In these circumstances DCM may need to limit operations or be temporarily shut down. Although many of DCM customers' products serve essential everyday needs, it is likely that the customer demand for these customer products could continue to deteriorate due to the slowing economy.

Despite DCM's business continuing to operate as an essential services provider to a number of industries, including the healthcare, financial services and supply chain sectors, the Company has experienced a reduction in demand from certain clients and sectors due to the pandemic, particularly in its retail related business and from smaller and more transactional clients. During 2020, the Company was able to offset partially the impact of the pandemic through sales of personal protective equipment ("PPE"), COVID signage and other prevention products. While the Company is anticipating sales to start to recover in the second half of 2021 as vaccines are rolled out and businesses reopen, it is not currently possible to accurately quantify the long-term impact of the pandemic on the Company's operations or financial results. These possible impacts can be caused by both the pandemic itself as well as by the extensive public restrictions to continue limiting the spread of the virus and may differ in various business areas and DCM's operating locations and timing of the loosening of various restrictions on businesses and the general public.

During the third COVID Ontario province wide shut down, the Company continued to pursue new business and renewed several key customer contracts. To date, DCM has not experienced any material disruptions in its supply chain due to COVID-19. Nor has DCM experienced any material credit collection delinquencies related to COVID-19, although certain customers have stretched their payment terms.

The common shares of DCM are listed on the Toronto Stock Exchange ("TSX") under the symbol "DCM". The address of the registered office of DCM is 9195 Torbram Road, Brampton, Ontario. These condensed interim consolidated financial statements were approved by the Board of Directors ("Board") of DCM, on August 10, 2021.

**Notes to The Condensed Interim Consolidated Financial Statements**

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***2 Basis of presentation and significant accounting policies**

DCM prepares its condensed interim consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial reports, including International Accounting Standard ("IAS") 34 "*Interim Financial Reporting*". The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in DCM's consolidated financial statements for the year ended December 31, 2020, except for certain new accounting pronouncements which have been adopted by DCM on January 1, 2021 and disclosed in (note 3). Where applicable, DCM has consistently applied the same accounting policies throughout all periods presented, as if these policies had always been in effect.

The accounting policies applied in these condensed interim consolidated financial statements are based on IFRS effective for the year ending December 31, 2020, as issued and outstanding as of August 10, 2021, the date the Board of Directors ("Board") approved these condensed interim consolidated financial statements.

The condensed interim consolidated financial statements should be read in conjunction with DCM's consolidated annual financial statements for the year ended December 31, 2020 which have been prepared in accordance with IFRS.

**3 Change in accounting policies***a) New and amended standards adopted***IFRS 16 COVID-19-RELATED RENT CONCESSIONS**

In May 2020, the IASB issued an amendment to IFRS 16 to provide lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. This amendment to IFRS 16 was adopted effective January 1, 2021 and did not have an impact on the condensed interim consolidated financial statements.

**IBOR REFORM**

In recent years, global regulators have prioritized the reform and replacement of benchmark interest rates such as LIBOR and other interbank offered rates (IBORs). As a result, public authorities and other market participants are selecting new benchmark interest rates in key currencies with the objective that such rates will be based on liquid underlying market transactions. With this reform, the IASB have provided amendments to IFRS 9 - Financial Instruments, IFRS 7 - Financial Instruments: Disclosures and IAS 39 - Financial Instruments: Recognition and Measurement. The amendments were adopted effective January 1, 2021 and applied retrospectively and the adoption did not have an impact on the condensed interim consolidated financial statements.

**Notes to The Condensed Interim Consolidated Financial Statements**

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*c) *Future accounting standards not yet adopted***CONFIGURATION OR CUSTOMIZATION COSTS IN A CLOUD COMPUTING ARRANGEMENT (IAS 38)**

In April 2021 the IFRS Interpretations Committee published an agenda decision clarifying how configuration and customisation costs incurred in implementing a cloud computing arrangement should be accounted for. In that agenda decision certain configuration and customisation activities undertaken in implementing such arrangements may give rise to a separate asset in limited circumstances where the company controls the intellectual property of the underlying software code (e.g. the development of bridging modules to existing on-premise systems or bespoke additional software capability). In all other instances, configuration and customisation costs are to be expensed as incurred as an operating expense.

The company previously capitalised \$12,037 of costs as an intangible asset relating to the 2019 implementation of its cloud based ERP system and the net book value of those costs at June 30, 2021 was \$6,813.

Unlike new accounting standards with a specific future application date with some lead time, IFRIC agenda decisions have no effective date. The International Accounting Standards Board and the IFRIC refer to entities being entitled to 'sufficient time' to implement changes that result from an agenda decision published by the IFRIC. Management is in the process of analysing and determining the appropriate accounting treatment of previously capitalised customization and configuration costs in light of this new agenda decision and will reflect any adjustments required in its financial statements later this year.

Where a change in accounting policy is required, comparative financial information will be retrospectively restated to derecognise previously capitalised costs in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

**IAS 1 PRESENTATION OF FINANCIAL STATEMENTS: CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT**

In January 2020, the IASB issued *Classification of Liabilities as Current or Non-current* (Amendments to IAS 1). The amendments aim to promote consistency in applying the requirements by helping companies determine whether debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current. The amendments include clarifying the classification requirements for debt a company might settle by converting it into equity. The amendments are effective for annual reporting periods beginning on or after January 1, 2022, with earlier application permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

**IFRS 3 REFERENCE TO CONCEPTUAL FRAMEWORK**

In May 2020, the IASB issued an amendment to IFRS 3 to (i) clarify references to the 2018 Conceptual Framework in order to determine what constitutes an asset or liability in a business combination, (ii) add an exception for certain liabilities and contingent liabilities to refer to IAS 37 or IFRIC 21 and (iii) clarify that an acquirer should not recognize contingent assets at the acquisition date. The mandatory effective date would be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

**IAS 37 ONEROUS CONTRACTS: COST OF FULFILLING A CONTRACT**

In May 2020, the IASB issued an amendment to IAS 37 to clarify which costs to include in estimating the cost of fulfilling a contract for the purpose of assessing whether that contract is onerous. The mandatory effective date would

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*

be annual periods beginning on or after January 1, 2022, with early adoption permitted. The amended standard is not expected to have a significant impact on the interim condensed consolidated financial statements.

**IFRS 9 FINANCIAL INSTRUMENTS: FEES IN THE '10 PER-CENT' TEST FOR DERECOGNITION OF FINANCIAL LIABILITIES**

In May 2020, the IASB issued Annual Improvements to IFRS Standards 2018 - 2020. This amendment clarifies which fees an entity includes when it applies the '10 per cent' test of IFRS 9 in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The mandatory effective date would be for annual periods beginning on or after January 1, 2022 with early application permitted. The amended standard is not expected to have a significant impact on the condensed interim consolidated financial statements.

There are no other IFRS or International Financial Reporting Interpretations Committee ('IFRIC') interpretations that are not yet effective that would be expected to have a significant impact on DCM.

**4 Trade receivables**

	June 30, 2021	December 31, 2020
Trade receivables	\$ 56,011	\$ 65,942
Provision for expected credit losses	(754)	(652)
	<b>\$ 55,257</b>	<b>\$ 65,290</b>

As at June 30, 2021, trade receivables include unbilled receivables of \$16,947 (2020 – \$18,895), net of an expected credit loss allowance of \$300 (2020 – \$300).

**5 Right-of-use asset**

The following tables present changes in the right-of-use ("ROU") assets for the six months ended June 30, 2021:

	Property	Office Equipment	Production Equipment	Total
Balance - Beginning of period	\$ 33,698	\$ 682	\$ 7,961	\$ 42,341
Additions for the period	—	96	—	96
Modifications for the period	(1,282)	(2)	296	(988)
Depreciation for the period	(2,079)	(508)	(1,820)	(4,407)
Effect of movement in exchange rates	(23)	—	(7)	(30)
<b>Closing net book value</b>	<b>\$ 30,314</b>	<b>\$ 268</b>	<b>\$ 6,430</b>	<b>\$ 37,012</b>

**As at June 30, 2021**

Cost	\$ 40,661	\$ 2,535	\$ 15,520	\$ 58,716
Accumulated depreciation	(10,347)	(2,267)	(9,090)	(21,704)
<b>Net book value</b>	<b>\$ 30,314</b>	<b>\$ 268</b>	<b>\$ 6,430</b>	<b>\$ 37,012</b>

During the six months ended June 30, 2021, DCM modified certain leases by entering into renewal and/or amending agreements to extend or reduce a lease term and/or increase/reduce the lease payments. During the six months

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ended June 30, 2021, DCM reduced the assumed duration of various leased facilities to exclude extension options as management determined that it was no longer considered reasonably certain that they would be exercised.

## 6 Goodwill

DCM performs an annual impairment analysis of goodwill at the end of each fiscal year, or more frequently if events or changes in circumstances indicate that the cash generating units ("CGU") to which goodwill has been allocated may be impaired. The goodwill CGU recoverable amounts in the Company's previous annual impairment test, significantly exceeded the carrying amounts and in managements assessment, no events have occurred during the period that would eliminate those differences and require the recoverable amounts to be re-estimated.

In prior years the Company's goodwill was allocated to four cash generating units - DCM and its previously acquired businesses, DCM Burlington, Thistle and Perennial. In Q1 2021, the Company changed the structure of its internal organization and senior leadership team under the leadership of the new CEO as DCM continues to evolve into an integrated marketing and business solutions provider to its customers. As a consequence, DCM now has a single operating segment, being the Company as a whole, which is the level at which goodwill is now monitored for internal management purposes reflecting the way DCM is now managing its operations.

## 7 Provisions

	Termination provisions
Balance – Beginning of period	\$ 1,276
Additional charge during the period	4,325
Utilized during the period	(2,974)
Balance - June 30, 2021	\$ 2,627
Less: Current portion of provisions	(2,627)
Balance - Long-term portion of provisions	\$ —
	Termination provisions
Balance – December 31, 2019	\$ 4,078
Additional charge during the period	1,008
Utilized during the period	(2,684)
Balance - June 30, 2020	\$ 2,402
Less: Current portion of provisions	(2,106)
Balance - Long-term portion of provisions	\$ 296

### TERMINATION PROVISIONS

During the six months ended June 30, 2021, DCM continued its restructuring and ongoing productivity improvement initiatives to reduce its cost of operations. During the six months ended June 30, 2021, these initiatives resulted in \$4,325 of additional restructuring expenses due to headcount reduction across DCM's operations including senior executive management in the condensed interim consolidated statement of operations.

During the six months ended June 30, 2020, total restructuring initiatives resulted in costs incurred of \$1,008 due to headcount reduction across DCM's operations.

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During the six months ended June 30, 2021, cash payments of \$2,974 (2020 - \$2,684) were made to former employees for severances and for other restructuring costs. The remaining severance and restructuring accruals of \$2,627 at June 30, 2021 are expected to be paid in 2021 and 2022.

**8 Lease liabilities**

DCM currently leases office space, office equipment and production equipment. A lease liability has been recognized equal to the present value of remaining lease payments discounted at the interest rate implicit in the lease, or if that rate cannot be readily determined, DCM's weighted average incremental borrowing rate.

	Property	Office Equipment	Production Equipment	Total
Balance - Beginning of period	\$ 39,033	\$ 1,018	\$ 8,302	\$ 48,353
Additions during the period	—	96	—	96
Modifications during the period	(1,281)	(2)	228	(1,055)
Payments during the period	(3,262)	(506)	(2,100)	(5,868)
Interest charge for the period	1,074	21	227	1,322
Effect of movement in exchange rates	(7)	—	(26)	(33)
<b>As at June 30, 2021</b>	<b>\$ 35,557</b>	<b>\$ 627</b>	<b>\$ 6,631</b>	<b>\$ 42,815</b>

The contractual undiscounted cash flows of DCM's lease liabilities are as follows:

	Contractual Cash Flows	Extension Options	Total as at June 30, 2021
Not later than one year	\$ 9,222	\$ —	\$ 9,222
Later than one and not later than five years	22,787	1,429	24,216
Later than five years	1,041	25,744	26,785
Total undiscounted lease liabilities	\$ 33,050	\$ 27,173	\$ 60,223
Discounted using the incremental borrowing rate			(17,408)
Lease liabilities			\$ 42,815
Current			\$ 7,178
Non-current			\$ 35,637

All extension options that are reasonably certain to be exercised have been included in the measurement of the lease obligation. The Company reassessed the likelihood of extension option to be exercised when there was a significant event or change in circumstances. During the six months ended June 30, 2021, extension options that are not reflected in the measurement of the lease liability total \$11,465 (December 31, 2020 - \$5,715).

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***9 Credit facilities**

	<b>June 30, 2021</b>	December 31, 2020
Term loans		
- 6.10% term debt, maturing October 15, 2022, (FPD III Credit Facility)	\$ 2,259	\$ 2,760
- 6.95% term debt, maturing March 10, 2023, (FPD IV Credit Facility)	11,592	13,678
- 6.95% term debt, maturing May 15, 2023, (FPD V Credit Facility)	2,662	3,109
- 12.00% term debt, maturing May 7, 2023, (Crown Facility)	21,220	20,911
Revolving facilities		
- floating rate debt, maturing January 31, 2023, (Bank Credit Facility)	1,366	5,687
Credit facilities	\$ 39,099	\$ 46,145
Unamortized debt premiums and discount	521	921
Unamortized transaction costs	(1,036)	(1,327)
	\$ 38,584	\$ 45,739
Less: Current portion of Credit facilities	(6,385)	(6,172)
Credit facilities	\$ 32,199	\$ 39,567

**CREDIT AGREEMENTS****BANK FACILITIES**

DCM has established a revolving credit facility (as amended, the "Bank Credit Facility") with a Canadian chartered bank (the "Bank"). Under the terms of the Bank Credit Agreement, the maximum principal amount available under the Bank Credit Facility is \$35,000 and the Bank Credit Facility matures on January 31, 2023. Advances under the Bank Credit Facility may not, at any time, exceed the lesser of \$35,000 and a fixed percentage of DCM's aggregate accounts receivable and inventory (less certain amounts). Advances under the amended Bank Credit Facility are subject to floating interest rates based upon the Canadian prime rate plus an applicable margin of 0.6% for a rate of 3.05%. As at June 30, 2021, DCM had access to \$12,698 of available credit under the Bank Credit Facility.

**FPD FACILITIES**

DCM has three amortizing term loan facilities with Fiera Private Debt Fund III L.P., Fiera Private Debt Fund IV L.P., and Fiera Private Debt V L.P., funds managed by Fiera Private Debt Fund GP Inc.

Under the terms of the FPD Credit Agreements, the maximum aggregate principal amount which may be outstanding under the FPD Credit Facilities, the Bank Credit Facility and Crown Facility (as defined below), calculated on a consolidated basis ("Total Funded Debt"), cannot exceed \$93,000.

**CROWN FACILITY**

DCM has a non-revolving term loan facility with Crown Capital Partner Funding, LP, a fund managed by Crown Capital LP Partner Funding Inc. The total advances under this facility is \$19,000. Interest of \$2,220 (2020 - \$1,911) has been deferred and capitalized to the outstanding principal obligation, increasing the total advances to \$21,220 (2020 - \$20,911). These advances are repayable on maturity on May 7, 2023 and currently bear interest at 12% per annum, payable quarterly. DCM's obligations under the Crown Facility are subordinated to its other senior credit facilities and secured by a conventional security on all of the assets of DCM and its subsidiaries.

**Notes to The Condensed Interim Consolidated Financial Statements**

For the periods ended June 30, 2021 and 2020

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A total of 1,510,000 warrants were issued to Crown in connection with these loans, of which 960,000 warrants entitle Crown to acquire one DCM common share per warrant at an exercise price of \$0.26 and 550,000 warrants entitle Crown to acquire one DCM common share per warrant at an exercise price of \$0.26. The warrants expire on maturity of the loan on May 7, 2023.

The Crown Facility can be prepaid in full at any time. The prepayment fees are: (a) 2% prepayment penalty fee on the principal loan outstanding if the prepayment option is exercised prior to May 2022 or (b) 1% prepayment penalty fee on the principal loan outstanding if the prepayment option is exercised thereafter

**AMENDMENT TO CREDIT FACILITIES**

On January 22, 2021, DCM entered into a ninth amendment to its Bank Credit Facility ("the "Bank Ninth Amendment"). The interest rate on DCM's borrowings under the Bank Credit Facility was reduced by 0.75% for an interest rate of 3.05%. The Minimum Cash Flow Requirement covenant (as defined in the Sixth Amending Agreement) has been terminated.

**COVENANT REQUIREMENTS**

Each of the Bank Credit Agreement, the FPD Credit Agreements and the Crown Facility contain customary representations and warranties, certain financial covenant requirements, as well as certain restrictive covenants which limit the discretion of the Board and management with respect to certain business matters including the declaration or payment of dividends on the common shares of DCM without the consent of the Bank, FPD III, FPD IV, FPD V and Crown, as applicable. As of June 30, 2021, DCM was in compliance with all of its financial covenants.

A failure by DCM to comply with its obligations under the Bank Credit Agreement, the FPD Credit Agreements or the Crown Facility, together with certain other events, including a change of control of DCM and a change in DCM's Chief Executive Officer, President or Chief Financial Officer (unless a replacement officer acceptable to FPD, acting reasonably, is appointed within 60 days of the effective date of such officer's resignation), could result in an event of default which, if not cured or waived, could permit acceleration of the indebtedness outstanding under each of those agreements. DCM anticipates it will be in compliance with the covenants in its credit facilities for the next twelve months or that it shall be able to receive waivers from its lenders to the extent required; however there can be no assurance that DCM will be successful in achieving the results targeted in its operating plans or in complying with its covenants, or obtaining waivers from its lenders over the next twelve months (see note 1).

**INTER-CREDITOR AGREEMENT**

DCM's obligations under its Credit Facilities are secured by conventional security charging all of the property and assets of DCM and its subsidiaries. DCM entered into an inter-creditor agreement between the Bank, FPD III, FPD IV, FPD V, Crown and the VTB Noteholders, respectively, which, among other things, establishes the rights and priorities of the respective liens of the Bank, FPD III, FPD IV, FPD V, Crown and the VTB Noteholders on the present and after-acquired property of DCM and its subsidiaries.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

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The movement in credit facilities during the six months ended June 30, 2021 and for the year ended December 31, 2020 are as follows:

	<b>June 30, 2021</b>	December 31, 2020
Balance - Beginning of period / year, net of transaction costs and debt premiums and discounts	\$ 45,739	\$ 78,647
<b>Changes from financing cash flows</b>		
Repayment of credit facilities	(7,355)	(32,865)
Transaction costs	—	(227)
Total change from financing cash flows	<b>38,384</b>	45,555
<b>Non-cash movements</b>		
Amortization of transaction costs	291	553
Debt modification losses	—	634
Accrued interest	309	1,911
Accretion of premium and discount	(400)	(2,914)
Balance - End of period / year, net of transaction costs and debt premiums and discounts	\$ 38,584	\$ 45,739

The scheduled principal repayments on the long-term debt are as follows:

	<b>June 30, 2021</b>
2021	\$ 3,363
2022	7,042
2023	28,694
	<b>\$39,099</b>

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***10 Shares and warrants****SHARES**

DCM is authorized to issue an unlimited number of common shares. The common shares have a stated capital of one dollar. Each common share is entitled to one vote at any meeting of shareholders. Each holder of the common shares will be entitled to receive dividends if, as and when declared by the Board. In the event of the liquidation, dissolution, winding up of DCM or other distribution of assets of DCM among its shareholders for the purpose of winding up its affairs, the holders of the common shares will be entitled to receive assets of DCM upon such a distribution. Such distribution will be made in equal amounts per share on all the common shares at the time outstanding without preference or distinction.

The following summarizes the change in number of issued and outstanding common shares during the periods below:

	Number of Common shares		Amount
Balance – January 1, 2021	43,867,030	\$	256,260
Shares issued - January 18, 2021	35,725		20
Shares issued - February 18, 2021	35,725		20
Exercise of warrants - June 20, 2021	15,351	\$	21
<b>Balance – June 30, 2021</b>	<b>43,953,831</b>	<b>\$</b>	<b>256,321</b>

	Number of Common shares		Amount
Balance – January 1, 2020 and June 30, 2020	43,047,030	\$	256,045

**WARRANTS**

A summary of warrant activities for the six months ended June 30, 2021 and the year ended December 31, 2020 is as follows:

	2021		2020	
	Number of Warrants	Weighted average Exercise Price	Number of Warrants	Weighted average Exercise Price
Warrants outstanding - beginning of period / year	1,920,092	\$ 0.33	1,688,571	\$ 0.35
Granted	67,866	0.32	715,450	0.19
Anti-dilution adjustment	—	—	16,071	0.99
Exercised	(15,351)	(0.69)	(500,000)	(0.19)
Warrants outstanding - end of period / year	1,972,607	\$ 0.32	1,920,092	\$ 0.33

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

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The outstanding warrants had an exercise price range as follows:

	<b>June 30, 2021</b>	December 31, 2020
	<b>Number of Warrants</b>	Number of Warrants
\$0.99	<b>186,078</b>	194,642
\$0.32	<b>61,079</b>	—
\$0.26	<b>1,510,000</b>	1,510,000
\$0.185	<b>215,450</b>	215,450
<b>Warrants outstanding</b>	<b>1,972,607</b>	1,920,092

On February 3, 2021, DCM issued 67,866 warrants in connection with the Related Party Promissory Notes. Each warrant entitles the holder to acquire one Common Share at an exercise price of \$0.32 for a period of 2.25 years, commencing on February 3, 2021. The fair value of the warrants issued was estimated to be \$40 using the Black-Scholes option-pricing model, assuming a risk-free interest of 0.58%, a weighted average life of 2.25 years, a dividend yield of nil and an expected volatility of 40.00% based on comparable companies and adjusted using a discount rate of 5% for the statutory hold period.

**SHARE-BASED COMPENSATION**

DCM has adopted a Long-Term Incentive Plan ("LTIP") to: recruit and retain highly qualified directors, officers, employees and consultants (the "Participants"); provide Participants with an incentive for productivity and an opportunity to share in the growth and the value of DCM; and, align the interests of Participants with those of the shareholders of DCM. Awards to Participants are primarily based on the financial results of DCM and services provided. The aggregate maximum number of common shares available for issuance from DCM's treasury under the LTIP is 4,395,383 common shares or 10% of the issued and outstanding common shares of DCM. The shares to be awarded will be authorized and unissued shares.

DCM's share-based compensation plan consists of five types of awards: restricted share unit ("RSUs"), options, deferred share unit ("DSUs"), restricted shares or stock appreciation right ("SARs") awards. No SARs have been granted to date.

## (a) Restricted share unit ("RSU")

Under the RSU portion of the LTIP, selected employees are granted RSUs where each RSU represents the right to receive a distribution from DCM in an amount equal to the fair value of one DCM common share. RSUs granted are performance and non-performance based. The performance component is based on Company specific financial targets approved by the Board and the non-performance component is based on continued employment. RSUs generally vest over three years, require continued employment with DCM for the duration of the vesting period and settle in cash upon final vesting.

A liability for RSUs is measured at fair value on the grant date and is subsequently adjusted for changes in fair value. The liability is recognized on a graded vesting basis over the vesting period, with a corresponding charge to compensation expense, as a component of costs of revenues, selling, commissions and expenses, and general and administration expenses. The RSUs payable are included in trade payables and accrued liabilities. Compensation expenses for RSUs incorporate an estimate for expected forfeiture rates based on which the fair value is adjusted.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*

	June 30, 2021	December 31, 2020
	Number of RSUs	Number of RSUs
Balance - beginning of period/year	2,662,561	707,950
Units granted	1,452,990	7,054,214
Units forfeited	(687,598)	(4,941,372)
Units paid out	(1,001,782)	(158,231)
Balance - end of period/year	2,426,171	2,662,561

During the six months ended June 30, 2021, the Chief Executive Officer ("CEO") of DCM was granted 302,529 RSUs (2020 – 2,799,707 RSUs) and 1,150,461 RSUs (2020 – 4,254,507 RSUs) were awarded to other members of DCM's management.

Of the total outstanding RSUs at June 30, 2021, nil (December 31, 2020 – nil) have vested and are payable. The carrying amount of the liability relating to the RSUs at June 30, 2021 was \$1,432 (December 31, 2020 – \$769).

During the six months ended June 30, 2021, compensation expense of \$1,084 (2020 – \$32) was recognized in the interim condensed statement of operations related to vesting of RSUs granted, and fair value adjustments. RSUs and DSUs are categorized as level 2 inputs in the fair value hierarchy given their valuations include inputs other than quoted prices for which all significant inputs are observable, either directly or indirectly. There were no transfers between levels 1, 2 or 3 during the period.

*(b) Options ("Options")*

A summary of Options activities for the six months ended June 30, 2021 and the year ended December 31, 2020 is as follows:

	2021		2020	
	Number of Options	Weighted average Exercise Price	Number of Options	Weighted average Exercise Price
Options outstanding - beginning of period/year	1,587,486	\$ 1.33	1,456,409	\$ 1.45
Granted	2,625,000	0.70	—	—
Anti-dilution adjustment	—	—	131,077	1.33
Options outstanding - end of period/year	4,212,486	\$ 0.94	1,587,486	\$ 1.33
Exercisable	2,576,586	\$ 1.08	1,522,087	\$ 1.44

The outstanding Options had an exercise price range as follows:

	June 30, 2021	December 31, 2020
	Number of Options	Number of Options
\$0.69	2,500,000	—
\$0.85	125,000	—
\$1.38	671,886	671,886
\$1.29	915,600	915,600
Options outstanding	4,212,486	1,587,486

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*

The Black-Scholes option-pricing model inputs used to compute compensation expense for the options granted under the fair value-based method are as follows:

	<b>June 30, 2021</b>
Expected life (years)	<b>7.0</b>
Expected volatility	<b>40 %</b>
Dividend yield	<b>— %</b>
Risk free rate of return	<b>1.23</b>
Weighted average fair value of options granted	<b>\$0.36</b>
Forfeiture rate	<b>10 %</b>

During the three months ended June 30, 2021, options to purchase up to 125,000 common shares were awarded to the Chief Financial Officer ("CFO"). Once vested, the options are exercisable for a period of seven years from the grant date at an exercise price of \$0.85 per share, representing the fair value of the Common Shares on the date of grant. All 125,000 options vest at a rate of 1/3 each year beginning on May 14, 2021.

During the six months ended June 30, 2021, compensation expense of \$352 (2020 – \$38) was recognized in the condensed interim consolidated statement of operations related to the vesting of options granted.

*(c) Deferred share unit ("DSU")*

Each director is required to receive at least half of his or her annual retainer in DSUs and has the option to elect to receive all or part of his or her other compensation in DSUs.

Each DSU represents the right to receive a distribution from DCM in an amount equal to the fair value of one DCM common share on the date of the termination of service of the respective director. The number of DSUs payable to each director is determined by multiplying the total Director Fees payable by the percent elected to be paid in DSUs and dividing the product by the Fair Value of one DCM common share on the grant date. A liability for DSUs is measured at fair value on the grant date and is subsequently adjusted for changes in fair value. The DSUs payable is included in trade payables and accrued liabilities.

During the six months ended June 30, 2021, 177,721 (2020 - 666,428) DSUs were granted and 183,510 were paid out (2020 - nil). The carrying amount of the liability relating to the 1,949,782 DSUs outstanding at June 30, 2021 was \$2,769 (2020 – \$1,232 and 1,955,571 DSUs outstanding).

During the six months ended June 30, 2021, an expense of \$1,874 (2020 – \$288) was recognized in the condensed interim consolidated statement of operations related to DSUs granted, and fair value adjustments.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***11 Earnings per share**

	<b>For the three months ended June 30, 2021</b>		For the three months ended June 30, 2020	
<b>BASIC EARNINGS PER SHARE</b>				
Net income for the period attributable to common shareholders	\$	187	\$	4,232
Weighted average shares		43,926,019		43,047,030
Basic earnings per share	\$	0.00	\$	0.10

<b>DILUTED EARNINGS PER SHARE</b>				
Net income for the period attributable to common shareholders	\$	187	\$	4,232
Weighted average shares		46,174,209		43,047,030
Diluted earnings per share	\$	0.00	\$	0.10

	<b>For the six months ended June 30, 2021</b>		For the six months ended June 30, 2020	
<b>BASIC EARNINGS PER SHARE</b>				
Net income for the period attributable to common shareholders	\$	1,499	\$	6,442
Weighted average shares		43,926,019		43,047,030
Basic earnings per share	\$	0.03	\$	0.15

<b>DILUTED EARNINGS PER SHARE</b>				
Net income for the period attributable to common shareholders	\$	1,499	\$	6,442
Weighted average shares		45,750,869		43,047,030
Diluted earnings per share	\$	0.03	\$	0.15

For the three and six months ended June 30, 2021, options to purchase up to 1,587,486 common shares where the average market price of the common shares was less than the exercise price were excluded from the computation of diluted earnings per share as their effect would have been anti-dilutive. For the six months ended June 30, 2021, warrants to purchase up to 186,078 common shares were excluded from the computation of diluted earnings per share as they were out-of-the-money as of June 30, 2021.

For the three and six months ended June 30, 2020, options to purchase up to 1,587,486 common shares where the average market price of the common shares was less than the exercise price were excluded from the computation of diluted earnings per share as their effect would have been anti-dilutive. Warrants to purchase up to 2,420,092 common shares were excluded from the computation of diluted earnings per share as they were out-of-the-money as of June 30, 2020.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***12 Changes in working capital**

	<b>For the six months ended June 30, 2021</b>	For the six months ended June 30, 2020
Trade receivables	\$ 10,033	\$ 2,267
Inventories	(540)	865
Prepaid expenses and other current and non current assets	53	(207)
Trade and accrued liabilities	(5,093)	(6,178)
Deferred revenue	(464)	(120)
	<b>\$ 3,989</b>	<b>\$ (3,373)</b>

**13 Commitments and Contingencies**

DCM and its subsidiaries are subject to various claims, potential claims and lawsuits. While the outcome of these matters is not determinable, DCM's management does not believe that the ultimate resolution of such matters will have a material adverse impact on DCM's financial position.

Directors and officers are indemnified by the Company for various items including, but not limited to, costs to settle lawsuits or actions due to their association with the Company, subject to certain restrictions. DCM has purchased directors' and officers' liability insurance to mitigate the costs of any potential future lawsuits or actions. The term of the indemnification covers the period during which the indemnified party served as a director or officer of the Company.

In the normal course of business, DCM has entered into agreements that include indemnities in favour of third parties, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, leasing contracts and license agreements. These indemnification arrangements may sometimes require such third parties to compensate counterparties for losses as a result of breaches in representations, covenants and warranties provided by the Company or as a result of litigation or other third party claims or statutory sanctions that may be suffered by the counterparties as a consequence of the relevant transaction. In some instances, the terms of these indemnities are not explicitly defined. No accruals have been required to be made as at June 30, 2021 with respect to these agreements.

Executive employment agreements allow for additional payments of approximately \$1,785 if the individuals are terminated without cause, and approximately \$1,785 in the event of a change in control.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***14 Related party transactions**

In January 2020, DCM disposed of its' wholly owned subsidiary Perennial Brands Inc. ("PBI"), a non-core developer of branded products, to a former employee and entered into an option agreement to purchase an equity interest in PBI on or before December 31, 2021. In January 2021, the option agreement was terminated (note 16).

**COMPENSATION OF KEY MANAGEMENT**

Key management personnel are deemed to be Directors on DCM's Board, the CEO, the President, the Chief Financial Officer and other members of the senior executive team. Compensation awarded to key management personnel, excluding compensation awarded to Directors which are described below, included:

	<b>For the six months ended June 30, 2021</b>	<b>For the six months ended June 30, 2020</b>
Salaries and other short-term employee benefits	\$ 1,777	\$ 1,565
Termination and retirement benefits	2,726	—
Post-employment benefits	16	12
Share-based compensation expense	1,207	223
<b>Total</b>	<b>\$ 5,726</b>	<b>\$ 1,800</b>

During the six months ended June 30, 2021, key management personnel (excluding compensation awarded to Directors) were granted 844,996 RSUs (2020 – 5,988,890 RSUs), and 479,265 RSUs (2020 – 4,149,264 RSUs) were forfeited. Key management personnel (excluding compensation awarded to Directors) were also granted options to purchase up to 2,625,000 Common Shares (2020 – 64,533 Common Shares) (see note 10). During the six months ended June 30, 2021, DCM's general and administration expenses include a charge of \$351 (2020 – \$30) for these share-based compensation awards.

During the six months ended June 30, 2021, DCM's general and administration expenses include a charge of \$1,874 (2020 – \$288) for the duties performed by DCM's Board, of which an expense of \$1,649 (2020 – \$64) relates to DSU expense (note 10). Directors were also granted options to purchase up to nil Common Shares (2020 - 66,544 Common Shares) (see note 10). During the six months ended June 30, 2021, DCM's general and administration expenses include a charge of \$1 (2020 – \$8) for these share-based compensation awards.

**15 Segmented information**

The CEO of DCM is the chief operating decision maker ("CODM").

Previously the Company had separate operating segments for DCM and its previously acquired businesses, DCM Burlington, Thistle and Perennial. The print businesses (DCM, DCM Burlington and Thistle) were aggregated into one reportable segment as they had similar economic characteristics as they offer a portfolio of similar products and services, alike customers, and similar production processes and distribution methods. Perennial, a design firm focused on creating and delivering design strategies for major retail brands was considered a separate operating segment but was not disclosed separately as it did not meet the quantitative thresholds stipulated by IFRS 8.

In Q1 2021, the Company changed the structure of its internal organization and senior leadership team under the leadership of the new CEO as DCM continues to evolve into an integrated marketing and business solutions provider to its customers. As a consequence, DCM now has a single operating segment, being the Company as a whole, reflecting the manner in which the operating results are being reviewed by the CODM to make decisions about resources to be allocated and to assess the Company's performance.

## Notes to The Condensed Interim Consolidated Financial Statements

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)*

Management evaluates the performance of the reportable segments based on income before finance costs, other income and income taxes. Corporate expenses, certain non-recurring expenses, interest expense, finance costs and income taxes are not taken into account in the evaluation of the performance of the reporting segment.

All significant external sales are to customers located in Canada. DCM established operations in Chicago, Illinois in order to service the U.S. operations of a large customer and is seeking to grow its U.S. sales, however at June 30, 2021, U.S. sales were not significant to disclose separately.

DCM has disclosed revenue on a disaggregated basis based on the nature of the major products and services it provides to its customers as follows:

<i>(in thousands of Canadian dollars, unaudited)</i>	<b>For the three months ended June 30, 2021</b>	For the three months ended June 30, 2020
Product sales	\$ 49,096	\$ 57,608
Warehousing services	1,878	1,843
Freight services	1,730	1,904
Marketing and other services	2,503	2,581
	<b>\$ 55,207</b>	<b>\$ 63,936</b>

<i>(in thousands of Canadian dollars, unaudited)</i>	<b>For the six months ended June 30, 2021</b>	For the six months ended June 30, 2020
Product sales	\$ 105,822	\$ 128,099
Warehousing services	3,869	3,960
Freight services	3,488	4,647
Marketing and other services	4,389	4,645
	<b>\$ 117,568</b>	<b>\$ 141,351</b>

## 16 Government Grant Income

On April 11, 2020, the Canadian government launched the Canada Emergency Wage Subsidy (the "CEWS"), an emergency economic relief program to lessen the financial fallout on Canadian businesses from the effects of COVID-19.

The CEWS program is designed to help businesses struggling with the economic effects of the coronavirus retain and/or rehire their employees. The subsidy is intended to make it easier for eligible employers to avoid laying off or terminating employees, as well as to bring back staff that were laid-off due to COVID-19 by significantly lessening the organization's payroll costs.

The CEWS commenced March 15, 2020 and now extends through to October 2021, however DCM does not expect to qualify for CEWS during the second half of 2021. The CEWS is a program that subsidizes a portion of eligible remuneration paid by an eligible employer that qualifies, to each eligible employee.

DCM also applied for the Canada Emergency Rent Subsidy ("CERS") during 2021.

DCM qualified for subsidies of approximately \$4,319 (2020 - \$6,100), of which \$2,411 relates to second quarter and \$1,908 relates to CEWS in the first quarter of 2021.

**Notes to The Condensed Interim Consolidated Financial Statements**

For the periods ended June 30, 2021 and 2020

*(in thousands of Canadian dollars, except percentages, shares and per share amounts, unaudited)***17 Other income**

On January 4, 2021, DCM entered into an agreement with PBI, an arms' length third party and former subsidiary of DCM, pursuant to which DCM agreed to terminate an option to purchase an equity interest in PBI acquired by DCM in connection with the prior disposition of PBI. DCM received total gross proceeds of \$1,152 as consideration for terminating the option.

In February 2021, DCM settled an outstanding litigation for total proceeds of \$300.

**18 Subsequent event**

On July 2, 2021, 109,000 warrants were exercised at an exercise price of \$0.99.

# CORPORATE INFORMATION

## DIRECTORS AND OFFICERS

**J.R. Kingsley Ward** <sup>3</sup>  
Chairman, Director

**Gregory J. Cochrane** <sup>2,3</sup>  
Vice Chairman, Director

**Merri L. Jones** <sup>1,3</sup>  
Director

**James J. Murray** O.Ont., SIOR <sup>2</sup>  
Director

**Michael G. Sifton** <sup>1,2</sup>  
Director

**Derek J. Watchorn** <sup>1,2</sup>  
Director

**Richard Kellam**  
Director & Officer

**James E. Lorimer**  
Officer  
Chief Financial Officer &  
Corporate Secretary

## DCM LEADERSHIP TEAM

**Richard Kellam**  
President & Chief  
Executive Officer

**James E. Lorimer**  
Chief Financial Officer

**Phil Hammond**  
Chief Revenue Officer

**Shelly Anwyll**  
Senior Vice President,  
North America & Emerging  
Markets Practice Leader

**Patrick Aussant**  
Vice President, IT Operations

**Christine Custodio**  
Vice President, Operations

**Geneviève Gravel**  
Vice President,  
People & Culture

**Barbara Franovic-Wilkins**  
Vice President, Marketing

**Asem Moqbel**  
Vice President, Procurement

**Karen Redfern**  
Vice President,  
Customer Technology Solutions

**Jason Sharpe**  
Vice President,  
Commercial Acceleration

**Sharad Verma**  
Senior Vice President, Strategy

## CORPORATE INFORMATION

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**Transfer Agent**  
Computershare Investor  
Services Inc.

**Corporate Counsel**  
McCarthy Tétrault LLP

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**Website**  
datacm.com

**Toronto Stock  
Exchange Symbol**  
DCM

<sup>1</sup>Member, Audit Committee  
(Chairperson is Michael G. Sifton)

<sup>2</sup>Member, Corporate  
Governance Committee  
(Chairperson is Derek J. Watchorn)

<sup>3</sup>Member, Human Resources &  
Compensation Committee  
(Chairperson is J.R. Kingsley Ward)

