Metropolis Healthcare | BUY

In line 1Q; Growth outlook remains strong

Metropolis delivered a strong performance in 1QFY26, with rev./EBITDA growth of 23%/14% YoY, in-line with estimates. EBITDA Margins at 23.2% (-190bps YoY) beat our est by 88 bps. PAT at Rs 451mn was up 19% YoY and 8%/10% beat on street/JMFe estimates. B2C revenues grew by 16% YoY, with patient volumes +9% YoY and RPP +6% YoY, contributing to 56% rev., while B2B grew by 10% YoY with patient volumes +4% YoY and RPP +6% YoY, with incremental contribution from Core's business. With the hiving off of institutional business and Maharashtra B2C business growing 16% YoY, mngt expects B2C mix to contribute +60% in medium term. Considering that the business has also come out of heavy expansion phase, with plans for next 1-2 years to only grow collection centres via franchise model, and improving growth and contribution of the preventive test portfolio-Truhealth, EBITDA margins could expand by ~250bps over FY25-28. Overall, we expect the company to deliver 16%/20%/34% revenue/EBITDA/PAT CAGR over FY25-28. At 38x PE on FY27 EPS, the stock appears significantly cheaper than Dr. Lal (47x PE on FY27 EPS). Thus, we maintain a BUY rating with a target price (TP) of INR 2,537.

- Steady state organic business: MHL's organic business reported robust performance in 1Q with rev. +13.2% YoY (vs 23.2% cosol.), 24.7% margins (vs 23.1% consol.) and 13% PATM (vs 11.7% consol). Group level margins were lower due to Core's lower profitability and higher B2B share, which also brought consol B2C contribution down to 56% (vs 59% standalone). Organically, patient/test volumes grew 7%/8% respectively vs 11%/12% growth on group level.
- Strengthening inorganic expansion: Three acquired assets' integration is progressing smoothly and initial synergies seen in lab consolidation, procurement, and cost rationalization. Scientific and DAPIC revenue growth in line with company and slightly better margins, while Core has turned EBITDA positive with low-single-digit margins in 1Q and targeting high-single-digit margins in FY26, mainly through cost synergies and integration clean-up before focusing on revenue growth. Ambika, acquired after 2 year lab-on-lease arrangement, had FY25 revenue of INR80mn, standalone EBITDA of INR18mn (9.4x EV/EBITDA), which reflect INR34mn (5x EV/EBITDA) due to internal synergies; will be merged with Metropolis's Kolhapur lab to create a single strong regional hub. MHL continues to explore both small and large targets aligned with its culture and strategy. Integration of these assets is expected to support margin expansion in the near term and drive revenue acceleration from year two onwards.
- Expanding offerings: MHL is expanding its TruHealth portfolio (18% rev. contribution), by integrating blood diagnostics, non-blood vitals and basic radiology. Basic radiology like X-ray, ECG, and sonography rolled out across 240+ locations, with expansion using assetlight model. The company is also piloting digital engagement tools such as personalized health journeys, test suggestions, and real-time tracking through its app to improve B2C stickiness. Growth is driven in Tier 2 and 3 towns through new collection centers and franchisee models. Additionally, Metropolis is building a Center of Excellence in onco diagnostics and focussing on high-end specialty tests (genomics and molecular onco).

JM	FINANCIAL

Amey Chalke amey.chalke@jmfl.com | Tel: (91 22) 66303056 Abin Benny

abin.benny@jmfl.com | Tel: (91 22) 69703621

We acknowledge the support of **Gourav Bhama** (gourav.bhama@jmfl.com) in preparation of this report

Recommendation and Price Target	
Current Reco.	BUY
Previous Reco.	BUY
Current Price Target (12M)	2,537
Upside/(Downside)	27.2%
Previous Price Target	2,321
Change	9.3%

Key Data – METROHL IN	
Current Market Price	INR1,995
Market cap (bn)	INR103.3/US\$1.2
Free Float	50%
Shares in issue (mn)	50.9
Diluted share (mn)	51.2
3-mon avg daily val (mn)	INR297.7/US\$3.4
52-week range	2,318/1,315
Sensex/Nifty	80,623/24,596
INR/US\$	87.7

Price Performance			
%	1M	6M	12M
Absolute	7.3	8.4	-5.2
Relative*	11.4	4.7	-7.3

* To the BSE Sensex

Financial Summary					(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Sales	12,077	13,312	16,399	18,502	20,930
Sales Growth (%)	5.2	10.2	23.2	12.8	13.1
EBITDA	2,826	3,030	3,903	4,579	5,295
EBITDA Margin (%)	23.4	22.8	23.8	24.8	25.3
Adjusted Net Profit	1,278	1,450	2,069	2,689	3,467
Diluted EPS (INR)	25.0	28.3	40.5	52.6	67.8
Diluted EPS Growth (%)	-10.5	13.4	42.7	30.0	28.9
ROIC (%)	14.3	13.5	16.3	21.1	26.0
ROE (%)	12.3	11.9	14.7	17.0	19.4
P/E (x)	79.8	70.4	49.3	37.9	29.4
P/B (x)	9.3	7.7	6.9	6.1	5.4
EV/EBITDA (x)	35.6	33.2	25.3	21.1	17.9
Dividend Yield (%)	0.0	0.3	0.5	0.8	1.0

Source: Company data, JM Financial. Note: Valuations as of 07/Aug/2025

JM Financial Research is also available on: Bloomberg - JMFR <GO>, Thomson Publisher & Reuters, S&P Capital IQ, FactSet and Visible Alpha

Please see Appendix I at the end of this report for Important Disclosures and Disclaimers and Research Analyst Certification.



Source: Bloomberg

xhibit 2. 1QFY26 Revie		100/264	0/ 1/01/	1007/265	% Delta vs	1QFY26E	% Delta vs	400/254	0/ 0-0
Metropolis - P&L (INR mn)	1QFY25A	1QFY26A	% YoY	1QFY26E	JMFe	(cons)	cons	4QFY25A	% QoQ
Total Revenue	3,134	3,861	23%	3,800	2%	3,813	1%	3,453	12%
COGS	632	790	25%	730	8%			715	11%
Gross Profit	2,502	3,070	23%	3,070	0%			2,738	12%
Gross Profit margin (%)	79.8%	79.5%	-32 bps	80.8%	-127 bps			79.3%	24 bps
Staff Cost	717	923	29%	870	6%			822	12%
Other expenses	997	1,250	25%	1,350	-7%			1,293	-3%
EBITDA	788	898	14%	850	6%	879	2%	623	44%
EBITDA margin (%)	25.2%	23.2%	-190 bps	22.4%	88 bps	23.0%	21 bps	18.0%	521 bps
Other Income	25	75	206%	55	37%			70	8%
Finance Cost	47	52		47				46	
Depreciation	255	308		305				286	
PBT	511	612	20%	553	11%			360	70%
Exceptional Items	0	0		0				0	
Tax	130	160		141				68	
Tax Rate (%)	25.4%	26.1%		25.5%				18.9%	
Minority Interest	2	2		1				1	
Share of profit for equity accounted investees	0	0		0				0	
PAT (Reported)	379	451	19%	411	10%	417	8%	291	55%
PAT margin (%)	12.1%	11.7%	-43 bps	10.8%	86 bps	10.9%	72 bps	8.4%	323 bps
Metropolis - Cost margins	1QFY25A	1QFY26A	% YoY	1QFY26E	% Delta vs JMFe			4QFY25A	% QoC
COGS/sales	20.2%	20.5%	32 bps	19.2%	127 bps			20.7%	-24 bp:
Staff cost/sales	22.9%	23.9%	103 bps	22.9%	101 bps			23.8%	10 bp:
Other expenditure/sales	31.8%	32.4%	55 bps	35.5%	-315 bps			37.4%	-507 bp:

Source: JM Financial, Company

Financial Tables (Consolidated)

Income Statement				(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Sales	12,077	13,312	16,399	18,502	20,930
Sales Growth	5.2%	10.2%	23.2%	12.8%	13.1%
Other Operating Income	0	0	0	0	0
Total Revenue	12,077	13,312	16,399	18,502	20,930
Cost of Goods Sold/Op. Exp	2,426	2,687	3,493	3,913	4,437
Personnel Cost	2,758	3,137	3,755	4,181	4,667
Other Expenses	4,068	4,458	5,248	5,828	6,530
EBITDA	2,826	3,030	3,903	4,579	5,295
EBITDA Margin	23.4%	22.8%	23.8%	24.8%	25.3%
EBITDA Growth	-2.0%	7.2%	28.8%	17.3%	15.6%
Depn. & Amort.	945	1,087	1,243	1,257	1,208
EBIT	1,881	1,943	2,660	3,322	4,087
Other Income	91	151	320	500	800
Finance Cost	225	186	195	205	225
PBT before Excep. & Forex	1,747	1,909	2,785	3,617	4,662
Excep. & Forex Inc./Loss(-)	0	0	0	0	0
PBT	1,747	1,909	2,785	3,617	4,662
Taxes	462	453	710	922	1,189
Extraordinary Inc./Loss(-)	0	0	0	0	0
Assoc. Profit/Min. Int.(-)	-6	-5	-5	-5	-5
Reported Net Profit	1,278	1,450	2,069	2,689	3,467
Adjusted Net Profit	1,278	1,450	2,069	2,689	3,467
Net Margin	10.6%	10.9%	12.6%	14.5%	16.6%
Diluted Share Cap. (mn)	51.2	51.2	51.2	51.2	51.2
Diluted EPS (INR)	25.0	28.3	40.5	52.6	67.8
Diluted EPS Growth	-10.5%	13.4%	42.7%	30.0%	28.9%
Total Dividend + Tax	0	290	517	807	1,300
Dividend Per Share (INR)	0.0	5.7	10.1	15.8	20.3

Balance Sheet					(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Shareholders' Fund	10,962	13,310	14,862	16,744	18,959
Share Capital	102	104	104	104	104
Reserves & Surplus	10,859	13,206	14,758	16,641	18,855
Preference Share Capital	0	0	0	0	0
Minority Interest	31	37	42	48	48
Total Loans	0	142	146	151	156
Def. Tax Liab. / Assets (-)	674	913	913	913	913
Total - Equity & Liab.	11,667	14,401	15,963	17,856	20,075
Net Fixed Assets	9,969	12,767	12,024	11,267	10,559
Gross Fixed Assets	5,978	7,126	7,626	8,126	8,626
Intangible Assets	8,875	11,538	11,538	11,538	11,538
Less: Depn. & Amort.	4,883	5,897	7,140	8,397	9,605
Capital WIP	0	0	0	0	0
Investments	634	796	796	796	796
Current Assets	4,871	5,028	8,463	11,795	15,519
Inventories	387	478	650	733	829
Sundry Debtors	1,263	1,479	2,009	2,267	3,785
Cash & Bank Balances	626	404	2,225	4,757	6,337
Loans & Advances	63	73	90	101	114
Other Current Assets	2,532	2,593	3,490	3,937	4,454
Current Liab. & Prov.	3,807	4,190	5,320	6,002	6,790
Current Liabilities	2,185	2,327	3,026	3,414	3,862
Provisions & Others	1,622	1,863	2,294	2,589	2,928
Net Current Assets	1,063	838	3,143	5,793	8,729
Total – Assets	11,667	14,401	15,963	17,856	20,084

Source: Company, JM Financial

Source: Company, JM Financial

Cash Flow Statement				(NR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Profit before Tax	1,747	1,909	2,785	3,617	4,662
Depn. & Amort.	945	1,087	1,243	1,257	1,208
Net Interest Exp. / Inc. (-)	193	151	-125	-295	-575
Inc (-) / Dec in WCap.	55	-157	-484	-118	-1,356
Others	76	78	0	0	0
Taxes Paid	-374	-440	-710	-922	-1,189
Operating Cash Flow	2,641	2,627	2,708	3,539	2,750
Capex	-638	-434	-500	-500	-500
Free Cash Flow	2,003	2,193	2,208	3,039	2,250
Inc (-) / Dec in Investments	-278	-1,592	320	500	800
Others	22	16	0	0	0
Investing Cash Flow	-894	-2,011	-180	0	300
Inc / Dec (-) in Capital	0	0	0	0	0
Dividend + Tax thereon	-205	0	-517	-807	-1,040
Inc / Dec (-) in Loans	-791	-8	4	5	5
Others	-813	-849	-195	-205	-225
Financing Cash Flow	-1,809	-857	-708	-1,007	-1,261
Inc / Dec (-) in Cash	-62	-240	1,821	2,532	1,789
Opening Cash Balance	688	626	387	2,207	4,739
Closing Cash Balance	626	387	2,207	4,739	6,529

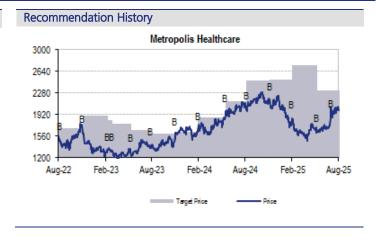
Dupont Analysis					
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Margin	10.6%	10.9%	12.6%	14.5%	16.6%
Asset Turnover (x)	0.9	0.9	1.0	1.0	1.0
Leverage Factor (x)	1.2	1.2	1.2	1.2	1.2
RoE	12.3%	11.9%	14.7%	17.0%	19.4%

Key Ratios					
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
BV/Share (INR)	214.3	260.2	290.6	327.4	370.7
ROIC	14.3%	13.5%	16.3%	21.1%	26.0%
ROE	12.3%	11.9%	14.7%	17.0%	19.4%
Net Debt/Equity (x)	-0.1	-0.1	-0.2	-0.3	-0.4
P/E (x)	79.8	70.4	49.3	37.9	29.4
P/B (x)	9.3	7.7	6.9	6.1	5.4
EV/EBITDA (x)	35.6	33.2	25.3	21.1	17.9
EV/Sales (x)	8.3	7.6	6.0	5.2	4.5
Debtor days	38	41	45	45	66
Inventory days	12	13	14	14	14
Creditor days	39	45	50	51	51

Source: Company, JM Financial

Source: Company, JM Financial

History of Recommendation and Target Price						
nistory of Reco	ommendation and Ta	arget Price				
Date	Recommendation	Target Price	% Chg.			
4-Jul-22	Buy	1,760				
11-Aug-22	Buy	1,700	-3.4			
9-Nov-22	Buy	1,895	11.5			
13-Feb-23	Buy	1,825	-3.7			
3-Mar-23	Buy	1,775	-2.7			
17-May-23	Buy	1,670	-5.9			
3-Aug-23	Buy	1,610	-3.6			
6-Nov-23	Buy	1,635	1.6			
5-Feb-24	Buy	1,865	14.1			
22-May-24	Buy	2,135	14.5			
13-Aug-24	Buy	2,490	16.6			
11-Nov-24	Buy	2,500	0.4			
6-Feb-25	Buy	2,740	9.6			
15-May-25	Buy	2,321	-15.3			
8-Jul-25	Buy	2,321	0.0			



APPENDIX I

JM Financial Institutional Securities Limited

Corporate Identity Number: U67100MH2017PLC296081

Member of BSE Ltd. and National Stock Exchange of India Ltd.

SEBI Registration Nos.: Stock Broker - INZ000163434, Research Analyst - INH000000610

Registered Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India.

Board: +91 22 6630 3030 | Fax: +91 22 6630 3488 | Email: jmfinancial.research@jmfl.com | www.jmfl.com Compliance Officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1743 | Email: sahil.salastekar@jmfl.com

Grievance officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1743 | Email: instcompliance@jmfl.com

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

Definition of ratings	
Rating	Meaning
Buy	Total expected returns of more than 10% for stocks with market capitalisation in excess of INR 200 billion and REITs* and more than 15% for all other stocks, over the next twelve months. Total expected return includes dividend yields.
Hold	Price expected to move in the range of 10% downside to 10% upside from the current market price for stocks with market capitalisation in excess of INR 200 billion and REITs* and in the range of 10% downside to 15% upside from the current market price for all other stocks, over the next twelve months.
Sell	Price expected to move downwards by more than 10% from the current market price over the next twelve months.

^{*} REITs refers to Real Estate Investment Trusts.

Research Analyst(s) Certification

The Research Analyst(s), with respect to each issuer and its securities covered by them in this research report, certify that:

All of the views expressed in this research report accurately reflect his or her or their personal views about all of the issuers and their securities; and

No part of his or her or their compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed in this research
report.

Important Disclosures

This research report has been prepared by JM Financial Institutional Securities Limited (JM Financial Institutional Securities) to provide information about the company(ies) and sector(s), if any, covered in the report and may be distributed by it and/or its associates solely for the purpose of information of the select recipient of this report. This report and/or any part thereof, may not be duplicated in any form and/or reproduced or redistributed without the prior written consent of JM Financial Institutional Securities. This report has been prepared independent of the companies covered herein.

JM Financial Institutional Securities is registered with the Securities and Exchange Board of India (SEBI) as a Research Analyst and a Stock Broker having trading memberships of the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). No material disciplinary action has been taken by SEBI against JM Financial Institutional Securities in the past two financial years which may impact the investment decision making of the investor. Registration granted by SEBI and certification from the National Institute of Securities Market (NISM) in no way guarantee performance of JM Financial Institutional Securities or provide any assurance of returns to investors.

JM Financial Institutional Securities renders stock broking services primarily to institutional investors and provides the research services to its institutional clients/investors. JM Financial Institutional Securities and its associates are part of a multi-service, integrated investment banking, investment management, brokerage and financing group. JM Financial Institutional Securities and/or its associates might have provided or may provide services in respect of managing offerings of securities, corporate finance, investment banking, mergers & acquisitions, broking, financing or any other advisory services to the company(ies) covered herein. JM Financial Institutional Securities and/or its associates might have received during the past twelve months or may receive compensation from the company(ies) mentioned in this report for rendering any of the above services.

JM Financial Institutional Securities and/or its associates, their directors and employees may; (a) from time to time, have a long or short position in, and buy or sell the securities of the company(ies) mentioned herein or (b) be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as a market maker in the financial instruments of the company(ies) covered under this report or (c) act as an advisor or lender/borrower to, or may have any financial interest in, such company(ies) or (d) considering the nature of business/activities that JM Financial Institutional Securities is engaged in, it may have potential conflict of interest at the time of publication of this report on the subject company(ies).

Neither JM Financial Institutional Securities nor its associates or the Research Analyst(s) named in this report or his/her relatives individually own one per cent or more securities of the company(ies) covered under this report, at the relevant date as specified in the SEBI (Research Analysts) Regulations, 2014.

The Research Analyst(s) principally responsible for the preparation of this research report and their immediate relatives are prohibited from buying or selling debt or equity securities, including but not limited to any option, right, warrant, future, long or short position issued by company(ies) covered under this report. The Research Analyst(s) principally responsible for the preparation of this research report or their immediate relatives (as defined under SEBI (Research Analysts) Regulations, 2014); (a) do not have any financial interest in the company(ies) covered under this report or (b) did not receive any compensation from the company(ies) covered under this report, or from any third party, in connection with this report or (c) do not have any other material conflict of interest at the time of publication of this report. Research Analyst(s) are not serving as an officer, director or employee of the company(ies) covered under this report.

While reasonable care has been taken in the preparation of this report, it does not purport to be a complete description of the securities, markets or developments referred to herein, and JM Financial Institutional Securities does not warrant its accuracy or completeness. JM Financial Institutional Securities may not be in any way responsible for any loss or damage that may arise to any person from any inadvertent error in the information contained in this report. This report is provided for information only and is not an investment advice and must not alone be taken as the basis for an investment decision.

This research report is based on the fundamental research/analysis conducted by the Research Analyst(s) named herein. Accordingly, this report has been prepared by studying/focusing on the fundamentals of the company(ies) covered in this report and other macro-economic factors. JM Financial Institutional Securities may have also issued or may issue, research reports and/or recommendations based on the technical/quantitative analysis of the company(ies) covered in this report by studying and using charts of the stock's price movement, trading volume and/or other volatility parameters. As a result, the views/recommendations expressed in such technical research reports could be inconsistent or even contrary to the views contained in this report.

The investment discussed or views expressed or recommendations/opinions given herein may not be suitable for all investors. The user assumes the entire risk of any use made of this information. The information contained herein may be changed without notice and JM Financial Institutional Securities reserves the right to make modifications and alterations to this statement as they may deem fit from time to time.

This report is neither an offer nor solicitation of an offer to buy and/or sell any securities mentioned herein and/or not an official confirmation of any transaction.

This report is not directed or intended for distribution to, or use by any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject JM Financial Institutional Securities and/or its affiliated company(ies) to any registration or licensing requirement within such jurisdiction. The securities described herein may or may not be eligible for sale in all jurisdictions or to a certain category of investors. Persons in whose possession this report may come, are required to inform themselves of and to observe such restrictions.

Additional disclosure only for U.S. persons: JM Financial Institutional Securities has entered into an agreement with JM Financial Securities, Inc. ("JM Financial Securities"), a U.S. registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA") in order to conduct certain business in the United States in reliance on the exemption from U.S. broker-dealer registration provided by Rule 15a-6, promulgated under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and as interpreted by the staff of the U.S. Securities and Exchange Commission ("SEC") (together "Rule 15a-6").

This research report is distributed in the United States by JM Financial Securities in compliance with Rule 15a-6, and as a "third party research report" for purposes of FINRA Rule 2241. In compliance with Rule 15a-6(a)(3) this research report is distributed only to "major U.S. institutional investors" as defined in Rule 15a-6 and is not intended for use by any person or entity that is not a major U.S. institutional investor. If you have received a copy of this research report and are not a major U.S. institutional investor, you are instructed not to read, rely on, or reproduce the contents hereof, and to destroy this research or return it to JM Financial Institutional Securities or to JM Financial Securities.

This research report is a product of JM Financial Institutional Securities, which is the employer of the research analyst(s) solely responsible for its content. The research analyst(s) preparing this research report is/are resident outside the United States and are not associated persons or employees of any U.S. registered broker-dealer. Therefore, the analyst(s) are not subject to supervision by a U.S. broker-dealer, or otherwise required to satisfy the regulatory licensing requirements of FINRA and may not be subject to the Rule 2241 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account.

Any U.S. person who is recipient of this report that wishes further information regarding, or to effect any transaction in, any of the securities discussed in this report, must contact, and deal directly through a U.S. registered representative affiliated with a broker-dealer registered with the SEC and a member of FINRA. In the U.S., JM Financial Institutional Securities has an affiliate, JM Financial Securities, Inc. located at 1325 Avenue of the Americas, 27th Floor, Office No. 2715, New York, New York 10019. Telephone +1 (332) 900 4958 which is registered with the SEC and is a member of FINRA and SIPC.

Additional disclosure only for U.K. persons: Neither JM Financial Institutional Securities nor any of its affiliates is authorised in the United Kingdom (U.K.) by the Financial Conduct Authority. As a result, this report is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the matters to which this report relates may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This report is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this report relates is available only to relevant persons and will be engaged in only with relevant persons.

Additional disclosure only for Canadian persons: This report is not, and under no circumstances is to be construed as, an advertisement or a public offering of the securities described herein in Canada or any province or territory thereof. Under no circumstances is this report to be construed as an offer to sell securities or as a solicitation of an offer to buy securities in any jurisdiction of Canada. Any offer or sale of the securities described herein in Canada will be made only under an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable securities laws or, alternatively, pursuant to an exemption from the registration requirement in the relevant province or territory of Canada in which such offer or sale is made. This report is not, and under no circumstances is it to be construed as, a prospectus or an offering memorandum. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon these materials, the information contained herein or the merits of the securities described herein and any representation to the contrary is an offence. If you are located in Canada, this report has been made available to you based on your representation that you are an "accredited investor" as such term is defined in National Instrument 45-106 Prospectus Exemptions and a "permitted client" as such term is defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Under no circumstances is the information contained herein to be construed as investment advice in any province or territory of Canada nor should it be construed as being tailored to the needs of the recipient. Canadian recipients are advised that JM Financial Securities, Inc., JM Financial Institutional Securities Limited, their affiliates and authorized agents are not responsible for, nor do they accept, any liability whatsoever for any direct or consequential lo