Consolidated financial statements of

**CANEX** 

March 31, 2016

### March 31, 2016

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## Deloitte.

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#### **Independent Auditor's Report**

To the Non-Public Property Board

We have audited the accompanying consolidated financial statements of CANEX, which comprise the consolidated balance sheet as at March 31, 2016 and the consolidated statements of income (loss), retained earnings and of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Canadian accounting standards for private enterprises, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of CANEX as at March 31, 2016 and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

#### Other Matter

The consolidated financial statements of CANEX for the year ended March 31, 2015 were audited by another auditor who expressed an unmodified opinion on those statements on December 16, 2015.

Chartered Professional Accountants Licensed Public Accountants

Jelaite LLP

November 3, 2016

### Consolidated balance sheet as at March 31, 2016 (in thousands of Canadian dollars)

	2016	2015
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	6,697	6,898
Due from Canadian Forces Central Fund (Note 3)	26,168	30,487
Account and accrued receivable	918	994
Inventory	21,167	18,492
Prepaid expenses	393	545
	55,343	57,416
Property and equipment (Notes 4 and 12)	30,345	22,503
	85,688	79,919
Liabilities Current liabilities Accounts payable and accrued liabilities	8,800	6,943
Current portion of loans payable (Note 5)	2,467	1,968
	11,267	8,911
Asset retirement obligation (Note 12)	691	678
Loans payable (Note 5)	18,651	17,577
	30,609	27,166
Equity		
Contributed capital	23,280	23,280
Deferred loss on currency exchange	(1,058)	(3,572)
Retained earnings	32,857	33,045
	55,079	52,753
	85,688	79,919

Contingencies (Notes 10 and 11)

Approved on behalf of the Non-Public Property Board

# Consolidated statement of income (loss) year ended March 31, 2016 (in thousands of Canadian dollars)

	2016	2015
	\$	\$
Sales	132,713	126,195
Cost of sales	103,877	98,752
Gross profit	28,836	27,443
Other revenues (Notes 3 and 6)	12,025	13,018
	40,861	40,461
Operating expenses		
Payroll and benefits (Note 8)	18,536	17,607
Other operating expenses (Note 9)	14,567	13,189
Amortization of property and equipment (Note 12)	3,319	3,160
Interest on loans payable (Note 5)	754	806
Levies (Note 7)	69	313
	37,245	35,075
Income before royalties and contributions	3.616	5,386
Royalties and contributions (Note 9)	(3,804)	(3,756)
Net income (loss)	(188)	1,630

# Consolidated statement of retained earnings year ended March 31, 2016 (in thousands of Canadian dollars)

	2016	2015
	\$	\$
Balance, beginning of year	33,045	31,415
Net income (loss)	(188)	1,630
Balance, end of year	32,857	33,045

### Consolidated statement of cash flows year ended March 31, 2016 (in thousands of Canadian dollars)

1		
	2016	2015
	\$	\$
Operating activities		
Net income (loss)	(188)	1,630
Items not affecting cash		
Amortization of property and equipment	3,319	3,160
Loss on disposal of property and equipment	130	435
	3,261	5,225
Changes in non-cash operating working capital items (Note 14)	3,727	(3,950)
	6,988	1,275
Investing activities		
Investing activities	(44.400)	(4.602)
Purchase of property and equipment	(11,198)	(1,682) 10
Proceeds on disposal of property and equipment	<u>3</u> (11,195)	(1,672)
	(11,133)	(1,072)
Financing activities		
Issuance of loans payable	3,581	717
Repayment of loans payable	(1,994)	(2,174)
	1,587	(1,457)
Effect of exchange rate on foreign currency translation adjustment	2,419	(3,632)
	.,	
Net cash outflow	(201)	(5,486)
Cash and cash equivalents, beginning of year	6,898	12,384
Cash and cash equivalents, end of year	6,697	6,898
Cash and cash equivalents comprised of:		
Cash	6,405	6,031
Short-term investments	292	867
	6,697	6,898

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 1. Basis of organization

Nature of business

The Canadian Forces Exchange System ("CANEX") is a commercial activity of the Canadian Forces Morale and Welfare Services (CFMWS) operating under the authority of the Chief of the Defence Staff (CDS) in their Non-Public Property (NPP) capacity. Responsibility for directing the affairs of CANEX rests with the Director General Morale and Welfare Services as delegated by the CDS.

The level of public support provided to CANEX is outlined in Chapter 5 of the Department of National Defence (DND) Manual A-PS-110-001/AG-002, *Public Support of Personnel Support Programs*, and under Treasury Board Directive No. 689194, which states in part that:

"A reasonable level of goods, services and recreation facilities should be available to Canadian Forces personnel in their area of service. Where the levels are inadequate, the Department's responsibility, as an employer, to ensure their availability, where practical and desirable, may be discharged through a system of non-public fund organizations."

The DND provides direct and indirect public support to CANEX based on the location of the Bases, Wings and Units. Bases, Wings and Units are classified as remote, rural, semi-urban or urban, with each classification having a specified level of DND public fund support.

As at March 31, 2016, the Canadian Forces Central Fund (CFCF) had committed to an amount of \$3,057 (2015 - \$4,815) in work-in-progress relating to a new location or improvement of the current location. Rights and obligations are transferred to CANEX at the earliest of project completion or when 80% of approved budget is reached.

In Canada, business consists of merchandising operations at Canadian Forces Bases, Wings and Units operating under the name CANEX. In Germany, similar businesses are operated at the NATO Air Base at Geilenkirchen ("NATO Air Base") under the name NATEX, in accordance with the concession contract ("NATEX contract") between CANEX and the NAEWF E-3A Component headquarters. CANEX also operates an automotive sales transaction office in Germany under the name AMSTO.

CANEX distributes royalties through CFMWS to the Bases, Wings and Units at which CANEX operates. NATEX distributes royalties to the NATO Air Base in accordance with the NATEX contract.

#### 2. Summary of significant accounting policies

These consolidated financial statements have been prepared in accordance with Canadian accounting standards for private enterprises as issued by the Canadian Accounting Standards Board. These consolidated financial statements reflect the following significant accounting policies.

#### Financial presentation

These consolidated financial statements include the sales, cost of sales, operating expenses, assets and liabilities of CANEX, NATEX and AMSTO. These entities are collectively referred to as CANEX for the purposes of these consolidated financial statements. All significant transactions and balances between these entities have been eliminated.

#### Revenue recognition

Revenue from the sale of merchandise is recorded upon acceptance by the customer. CANEX records revenue from Canadian sales under its credit plan when the customer takes possession of the merchandise and collectability is assured. Credit plan balances are transferred to the CFCF (Note 3). Concession revenues, revenues from the Personnal Insurance Company and administrative fees are recognized each period in accordance with the terms of the agreements.

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 2. Summary of significant accounting policies (continued)

#### Cash and cash equivalents

Cash and cash equivalents include cash and short-term investments with original maturities of three months or less. CANEX uses both the CFCF banking facility and local banking arrangements. Since CFCF banking facilities are not controlled by CANEX, all amounts in this facility have been classified as "Due from Canadian Forces Central Fund" (Note 3).

#### Inventory

Inventory, which is composed of retail products, is recorded at the lower of cost and net realizable value. The cost method for inventory is substantially determined using average cost. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale, which correspond to the direct cost of the inventory.

Inventory allowances are recorded in the period in which management determines the inventory to be excess or obsolete.

#### Property and equipment

Property and equipment are recorded at cost and are amortized on a straight-line basis over their estimated useful lives at the following annual rates.

Buildings	5%
Motor vehicles and computer equipment	24%
Point of sale system	17%
Fixtures and equipment	12%
Building improvements	9%

Construction in progress is amortized when the asset is substantially completed.

#### Impairment of property and equipment

Property and equipment are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized when their carrying value exceeds the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. No impairment loss was recorded for the years ended March 31, 2016 and 2015.

#### Asset retirement obligation

Asset retirement obligations relate to estimated future costs to remove underground motor fuel storage tanks and are based on CANEX's prior experience in removing these fuel tanks, the fuel tanks' estimated useful life, external estimates and governmental regulatory requirements. A discounted liability is recorded for the fair value of an asset retirement obligation with a corresponding increase to the carrying value of the related long-lived asset at the time an underground storage fuel tank is installed. To determine the initial recorded liability, the future estimated cash flows would be discounted at a rate representing the CFCF banking facility and local banking arrangement rates, taking into consideration inflation. The amount that would be added to property and equipment is amortized.

Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased to reflect the passage of time and then adjusted for variations in the current market-based discount rate or the scheduled underlying cash flows required to settle the liability.

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 2. Summary of significant accounting policies (continued)

#### Employee future benefits

CANEX participates in the Canadian Forces Non-Public Funds Employees' Pension Plan (the "Plan"), which is a multiemployer, contributory, defined benefit plan. The Plan provides retirement benefits relating to contributions and years of service of staff of all Non-Public Funds. Substantially all CANEX employees are eligible to be members of the Plan.

CANEX's portion of the Plan is accounted for as a defined contribution plan as there is insufficient information available to use defined benefit plan accounting. As a result, CANEX's contributions to the Plan are included as an expense in the consolidated statement of income (loss). A pension asset has not been recorded on the consolidated balance sheet.

#### Income taxes

CANEX is a Crown NPP entity and is therefore not subject to income taxes in Canada or Germany. Accordingly, no provision for income taxes has been recorded in these consolidated financial statements.

#### Foreign currency translation

CANEX's reporting and functional currency is the Canadian dollar. The functional currency of NATEX and AMSTO is the Euro. NATEX and AMSTO are considered self-sustaining foreign operations.

NATEX and AMSTO's monetary assets and liabilities have been translated into Canadian dollars at the rates of exchange prevailing at the consolidated balance sheet date. NATEX and AMSTO's revenues and expenses are translated at the average rate of exchange for the year. Gains and losses resulting from translation of the accounts of NATEX and AMSTO are recorded in a separate component of equity as deferred loss on currency exchange.

#### Financial instruments

Financial assets and financial liabilities are initially recognized at fair value when the Company becomes a party to the contractual provisions of the financial instrument. Subsequently, all financial instruments are measured at amortized cost. The Company recognizes in net earnings an impairment loss, if any, when there are indicators of impairment and it determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows. When the extent of impairment of a previously written-down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to net earnings in the period the reversal occurs.

#### Use of estimates

The preparation of consolidated financial statements in accordance with Canadian accounting standards for private enterprises requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods presented. Key components of the consolidated financial statements requiring management to make estimates include useful lives of property and equipment, asset retirement obligation, allowance for doubtful accounts, and inventory obsolescence. Actual results could differ from those estimates.

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 3. Amount due from Canadian Forces Central Fund

The CFCF, which provides banking services and financial assistance to NPP activities at Bases, Wings and Units as well as to CANEX, is a separate entity under the directional responsibility of the NPP Board, which also has ultimate responsibility for CANEX. The amount due from the CFCF is non-interest bearing and due on demand with the exception of \$17,841 (2015 - \$16,566). For the period of April 1, 2015 to December 31, 2015, 60% of these funds earned interest based on the CFCF Rate of Return less 0.50% and 40% of the funds earned interest based on the Bank of Montreal prime rate plus 0.25%. For the period of January 1, 2016 to March 31, 2016, 80% of these funds earned interest based on the CFCF Rate of Return less 0.50% and 20% of the funds earned interest at 3%. Interest earned during the year ended March 31, 2016 amounted to \$1,082 (2015 - \$1,548) and is included in other revenue.

The CFCF assumes all trade payables from CANEX for consideration at their fair value. In addition, the risks and rewards of receivable collection related to the credit plan and other trade receivables are assumed by the CFCF for consideration at their fair value. All credit plan balances and other trade receivables and all trade payables are assumed by the CFCF at fair value, with an annually reviewed average fee of 1.5% (2015 - 1%) charged to CANEX by the CFCF for credit losses on the receivables balance. On an annual basis, the fee charged will be evaluated based on the actual credit loss for the preceding year. Any amount charged as part of the fee in excess of actual credit losses can be returned to CANEX. Fees charged during the year ended March 31, 2016 amounted to \$516 (2015 - \$668).

#### 4. Property and equipment

			2016	2015
		Accumulated	Net book	Net book
	Cost	amortization	value	value
	\$	\$	\$	\$
Buildings	36,223	19,977	16,246	14,334
Motor vehicles and computer equipment	2,589	1,779	810	200
Point of sale system	3,098	2,591	507	640
Fixtures and equipment	10,580	8,885	1,695	1,929
Building improvements	25,509	18,312	7,197	5,387
Construction in progress	3,890	-	3,890	13
	81,889	51,544	30,345	22,503

#### 5. Loans payable

Loans payable held by the CFCF bear interest at a fixed rate of 4% (2015 - 4%) per annum and are unsecured. Principal repayments over the next five years and thereafter are as follows:

	\$
2017	2,466
2018	2,040
2019	1,726
2020	1,552
2021	1,522
Thereafter	11,812
	21,118
Less: current portion	2,467
Long-term portion	18,651

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 6. Other revenue

Other revenues are comprised of the following.

	2016	2015
THU CO. LEW	\$	\$
Concessions revenues	4,268	4,083
Revenue from the Personal Insurance Company	3,709	3,300
AMSTO revenues (including administrative fees)	1,188	1,838
NATEX other revenues (including interest)	1,085	1,867
Other commission revenues (duty free, post office)	803	1,099
Home heating oil revenues	293	260
Rental and delivery revenues	276	259
Other miscellaneous revenues	266	122
Advertising revenues	137	190
	12,025	13,018

#### 7. Levies

Levies on AMSTO revenue are paid to the CFCF at a rate of 20% of automotive revenue earned by AMSTO.

#### 8. Pension plan

CANEX's contributions to the Plan of \$824 (2015 - \$866) are included in payroll and benefits on the consolidated statement of income (loss).

Actuarial valuations prepared for accounting purposes as at December 31, 2015 indicated the following information about the Plan:

	December 31, 2015	December 31, 2014
	\$	\$
Fair value of plan assets	287,554	266,829
Accrual benefits obligation	(229,948)	(208,772)
Surplus	57,606	58,057

In addition, the Plan was actuarially valued at December 31, 2015 on a going concern basis as well as on the solvency basis.

Under the going concern basis, this valuation compares the relationship between the value of the Plan's assets and the present value of the expected future benefit cash flows in respect of accrued service, assuming the Plan will be maintained indefinitely. Under this scenario, the valuation resulted in a surplus of \$57.9 million (2014 - \$47.4 million).

Conversely, under the hypothetical solvency (or wind up) basis, the Plan is assumed to be wound up and settled on the valuation date, assuming benefits are settled in accordance with the existing taxation rules and under circumstances producing the maximum wind up liabilities on the valuation date. This valuation resulted in a deficit of \$48.2 million (2014 - \$42.1 million).

These valuations are utilized to assess monthly and annual employer contributions. The Plan is required to have its next actuarial valuation performed as at December 31, 2016.

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 9. Related party transactions

Royalties and contributions

During the year ended March 31, 2016, CANEX contributed an amount of \$3,167 (2015 - \$3,151) to enhance NPP Morale and Welfare Programs at Canadian Forces Bases, Wings and Units.

During the year ended March 31, 2016, NATEX contributed \$637 (2015 - \$605) to the NATO Air Base. NATEX's contributions are based on various percentages of consumer sales, in accordance with the NATEX contract.

Department of National Defence (DND)

During the year ended March 31, 2016, the DND contributed \$2,605 (2015 - \$2,600) to CANEX towards payroll costs, travel and supplies. All amounts received are recorded against the corresponding operating expense in the consolidated statement of income (loss).

The DND provides certain facilities and land. It also pays for and provides other services on behalf of, and at no cost to, CANEX. These services include payment in lieu of taxes and the use of legal, environmental and other advisory services. The fair value of the facility and services provided to CANEX by the DND has not been determined and has not been recorded in these consolidated financial statements.

Canadian Forces Morale and Welfare Services (CFMWS)

The CFMWS provides accounting, information technology, and human resources services to CANEX. These transactions occurred in the normal course of operations and are recorded in other operating expenses at the exchange amount of \$3,433 (2015 - \$3,473) for the year ended March 31, 2016. This is the amount of consideration established and agreed to by the related parties.

#### 10. Contingencies

From time to time, CANEX is involved in claims in the normal course of business. Management assesses such claims and where considered likely to result in a material exposure and where the amount of the claim is quantifiable, provisions for loss are made based on management's assessment of the likely outcome. CANEX does not provide for claims that are considered unlikely to result in a significant loss, claims for which the outcome is not determinable or claims where the amount of the loss cannot be reasonably estimated. Any settlement or awards under such claims are provided for when reasonably determinable.

#### 11. Environmental liabilities

CANEX has assessed that sites operated as gas stations under the old Shell program but not released yet to the DND/Canadian Forces might become a source of an eventual environmental liability if it was determined that leaks had occurred and caused the contamination of these sites. Due to the uncertainty of a possible contamination of these sites, CANEX has concluded that the occurrence of this contingency is not determinable at this time and any eventual liability cannot be reasonably estimated.

#### 12. Asset retirement obligation

As at March 31, 2016, the discounted value of the asset retirement cost included in the Buildings category of property and equipment is estimated at \$348 (2015 - \$404). The amortization of this asset has generated an expense of \$56 in 2016 (2015 - \$55). The total undiscounted amount of estimated cash flows to settle the asset retirement obligation is approximately \$810 (discounted value - \$691) and is expected to be incurred over the next 20 years. Should changes occur in estimated future removal costs, fuel tank useful lives or governmental regulatory requirements, revisions to the liability shall be made. Of the total liability recorded in the consolidated balance sheet as at March 31, 2016, no amount is expected to be paid within the next 12 months.

In 2016, no amounts have been paid toward the retirement of fuel tanks (2015 - \$200).

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 13. Financial instruments and risk management

CANEX, through its financial assets and financial liabilities, is exposed to the following risks from its use of financial instruments: liquidity risk, credit risk and market risk. The following analysis provides a measurement of risks as at March 31, 2016:

#### Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

CANEX manages liquidity risk by maintaining adequate banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and financial liabilities. CANEX uses both the CFCF banking facility and local banking arrangements in Germany.

#### Credit risk

Credit risk refers to the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

CANEX provides credit to its customers through its credit plan. CANEX has credit evaluation, approval and monitoring processes intended to mitigate potential credit risks. As at March 31, 2016, no financial instruments are past due or impaired (Note 3).

The credit risk on cash and cash equivalents is limited because the counterparties are chartered banks with high credit ratings assigned by national credit rating agencies.

#### Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, CANEX is exposed mainly to interest rate risk and currency risk.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. CANEX's financial assets which are exposed to interest rate risk consist of cash and cash equivalents invested at short-term interest rates and the amount due from the CFCF (Note 3). The loans payable bear interest at fixed rates. Consequently, the loans payable only have a fair value exposure and are not exposed to cash flow fluctuations (Note 5). The interest-bearing temporary investments included in cash and cash equivalents have limited exposure to interest rate risk due to their short-term maturity.

#### Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. CANEX earns certain revenue and incurs certain expenses in currencies other than its functional currency and is therefore subject to foreign currency risk. Included in other operating expenses is a foreign exchange gain of \$125 (2015 - gain of \$945). The carrying amounts of CANEX's foreign currency-denominated financial assets and financial liabilities as at March 31, 2016 and 2015 are as follows:

	Curre	nt assets	Curre	ent assets	Current li	abilities	Current	liabilities
		2016		2015		2016		2015
	€	\$	€	\$	€	\$	€	\$
NATEX	13,129	19,398	12,820	17,465	296	437	391	532
AMSTO	9,453	13,967	11,190	15,244	641	947	2,904	3,956

# Notes to the consolidated financial statements March 31, 2016

(in thousands of Canadian dollars)

#### 13. Financial instruments and risk management (continued)

Fair value

#### Establishing fair value

The fair values of amount due from the CFCF, account and accrued receivables, and accounts payable and accrued liabilities approximate their carrying amounts in the consolidated financial statements due to the relatively short period to maturity of these financial instruments.

The fair value of the loans payable is comparable to their book value given their competitive terms and conditions.

#### 14. Net change in non-cash operating working capital items

S	2016	2015
	\$	\$
Due from CFCF	4,319	47
Account and accrued receivables	103	387
Inventory	(2,337)	(1,173)
Prepaid expenses	165	(396)
Accounts payable and accrued liabilities	1,477	(2,815)
	3,727	(3,950)

#### 15. NATEX/AMSTO operations

Included in the consolidated financial statements of CANEX are the results of operations for NATEX and AMSTO. The financial information for NATEX and AMSTO is summarized as follows:

	2016					2015
	€	\$	%	€	\$	%
Total assets	23,385	34,551	40	24,900	33,922	42
Sales and other revenue Earnings before royalties	13,105	18,971	13	14,346	20,616	15
and contributions	1,728	2,502	69	2,343	3,367	63