

# The North West Company Inc.

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2020 Annual Information Form

APRIL 7, 2021



# Annual Information Form

Unless otherwise indicated, all information provided in this Annual Information Form ("AIF") is as at January 31, 2021.

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# Glossary of Terms and Abbreviations

The following terms in this Annual Information Form have the meanings set forth below:

**"AC"** means the Alaska Commercial Company banner;

**"AIF"** means the Annual Information Form;

**"ATM"** Automated Teller Machine;

**"Basic Earnings per Share"** or **"Basic EPS"** are calculated by dividing the net earnings attributable to the shareholders of The North West Company Inc. by the weighted-average number of common shares outstanding during the period;

**"Basis Point"** means unit of measure that is equal to 1/100<sup>th</sup> of one percent;

**"Board" or "Board of Directors"** means the Board of Directors of The North West Company Inc.;

**"BVI"** means British Virgin Islands;

**"CBCA"** means the *Canada Business Corporations Act*;

**"Canadian Operations"** means the Company's retail stores offering food and everyday consumer goods and services to rural and developing small population communities in northern Canada. It also includes the Company's wholesale, logistics and distribution operations in Canada;

**"CUL"** means the Cost-U-Less banner;

**"Company"** and **"North West"**, **"we"**, **"us"** and **"our"** refers to The North West Company Inc. and/or its subsidiaries, and where such references are made prior to January 1, 2011, its predecessors the Fund and/or its subsidiaries;

**"Debt Covenants"** means restrictions written into banking facilities, senior notes and loan agreements that prohibit the Company from taking certain actions that may negatively impact the interest of its lenders;

**"Diluted Earnings per Share"** or **"Diluted EPS"** is determined by dividing net earnings by the weighted-average number of common shares outstanding after adjusting for the effects of all potentially dilutive shares, which comprise shares issued under the Share Option Plan, Performance Share Unit Plan and Director Deferred Share Unit Plan;

**"Earnings Before Interest, Income Taxes, Depreciation and Amortization"** or **"EBITDA"** means net earnings before interest, income taxes, depreciation and amortization. It provides an indication of the Company's performance before allocating the cost of interest, income tax and capital investments. See Non-GAAP Financial Measures section of the Company's 2020 Annual Report for additional information;

**"Earnings From Operations"** or **"EBIT"** means net earnings before interest and income taxes. It provides an indication of the Company's performance prior to interest expense and income taxes;

**"Fair Value"** is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act;

**"Fund"** means North West Company Fund, and/or its subsidiaries. Prior to January 1, 2011, the business operated under an income trust structure;

**"Gross Profit"** means sales less cost of goods sold and inventory shrinkage;

**"Gross Profit Rate"** means gross profit divided by sales;

**"GTSL"** means Giant Tiger Stores Limited;

**"Hedge"** is a risk management technique used to manage interest rates, foreign currency exchange or other exposures arising from business transactions;

**"IFRS"** means International Financial Reporting Standards, as issued by the International Accounting Standards Board;

**"International Operations"** means the Company's retail stores which offer food and everyday consumer goods and services to rural communities and urban neighbourhoods in Alaska, the South Pacific and the Caribbean. It also includes the Company's wholesale and distribution operations outside of Canada;

**"IT"** Information Technology;

**"LIBOR"** London Interbank Offered Rate;

**"LRP"** Long-Range Plans;

**"MD&A"** Management Discussion & Analysis;

**"MMS"** Merchandise Management System;

**"NSA"** means North Star Air Ltd., a regional airline providing cargo and passenger services;

**"Nutrition North Canada"** or **"NNC"** is a Canadian federal product cost subsidy program for nutritious, perishable food sold in northern Canada;

**"POS"** means Point-of-Sale System;

**"RTW"** means the Roadtown Wholesale Trading Ltd., collectively consisting of the Riteway Food Markets banner, a Cash and Carry store and a significant wholesale operation;

**"SEDAR"** refers to the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators;

**"Senior Notes"** has the meaning set out in "Capital Structure: Debt";

**"TMS"** Transportation Management System;

**"TNI"** Transport Nanuk Inc.;

**"TSX"** refers to the Toronto Stock Exchange;

**"US\$"** United States dollars;

**"WFM"** means Workforce Management System;

**"Working Capital"** means total current assets less total current liabilities; and

**"Year"** means the Company's fiscal year which ends on January 31. The years ended January 31, 2021, January 31, 2017 and January 31, 2013 respectively had 366 days due to the February 29 leap year. All other fiscal years referenced herein have 365 days.

## Presentation of our Financial Information

Financial information in this Annual Information Form ("AIF") has been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. All financial information is presented in Canadian dollars, unless otherwise stated, and has been rounded to the nearest thousand.

Additional financial information is provided in the 2020 Annual Report available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.northwest.ca](http://www.northwest.ca).

## Forward-looking Statements

This AIF contains forward-looking statements about the Company including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts" or negative versions thereof and other similar expressions, or future or conditional future financial performance (including sales, earnings, growth rates, capital expenditures, dividends, debt levels, financial capacity, access to capital and liquidity), ongoing business strategies or prospects, the Company's intentions regarding a normal course issuer bid, the anticipated impact of the COVID-19 pandemic on the Company's operations and the Company's related business continuity plans, the realization of expected savings from administrative cost reduction plans and possible future action by the Company.

Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the retail industry in general. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Company due to, but not limited to, important factors such as general economic, political and market factors in North America and internationally including the duration and the impact of the COVID-19 pandemic, interest and foreign exchange rates, changes in accounting policies and methods used to report financial condition, including uncertainties associated with critical accounting assumptions and estimates, the effect of applying future accounting changes, business competition, technological change, changes in government regulations and legislation, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, the Company's ability to complete capital projects, strategic transactions and integrate acquisitions, the Company's ability to realize benefits from investments in information technology ("IT") and systems, including IT system implementations or unanticipated results from these initiatives, and the Company's success in anticipating and managing the foregoing risks.

The reader is cautioned that the foregoing list of important factors is not exhaustive. Other risks are outlined in the section entitled "Description of the Business - Risk Factors" in this AIF, under the heading "Risk Management" in our Annual Report and in our most recent consolidated financial statements, management information circular, material change reports and news releases. The reader is also cautioned to consider these and other factors carefully and not place undue reliance on forward-looking statements. Other than as specifically required by applicable law, the Company is under no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

Additional information on the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.northwest.ca](http://www.northwest.ca).

## The North West Company Inc.

The North West Company Inc. ("North West" or the "Company") is a corporation amalgamated under the Canada Business Corporations Act ("CBCA") and governed by the laws of Canada. Operations commenced in 1987 when the Company's predecessor purchased 178 stores comprising the Northern Stores Division of the Hudson's Bay Company. Today, it is a leading retailer to rural and developing small population communities in northern Canada, rural Alaska, the South Pacific and the Caribbean.

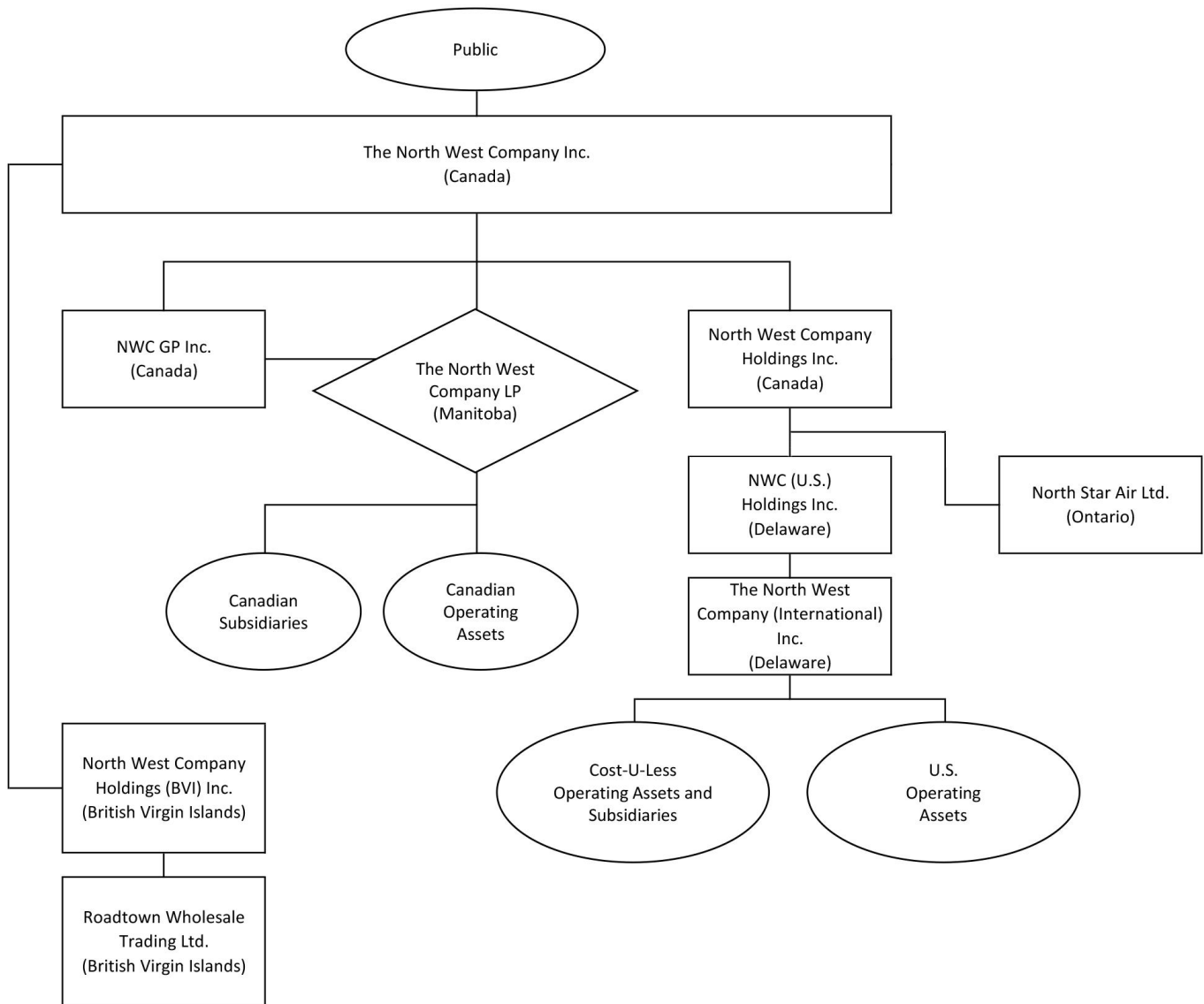
North West is the successor to the North West Company Fund (the "Fund"), following the completion of the reorganization of the Fund from an income trust structure to a corporate structure by way of a court-approved plan of arrangement under section 192 of the CBCA (the "Plan of Arrangement"). Under the Plan of Arrangement, unitholders of the Fund received one common share of the Company for each trust unit held. Consequently, unitholders of the Fund became common shareholders of the Company and the Fund and NWC Trust were liquidated and dissolved. Accordingly, references to The North West Company Inc. or the Company in this AIF for the periods prior to January 1, 2011 are references to the Fund and/or its subsidiaries.

The head office of the Company is located at Gibraltar House, 77 Main Street, Winnipeg, Manitoba, R3C 2R1.

Copies of the AIF, as well as the Company's 2020 Annual Report can be obtained at [www.sedar.com](http://www.sedar.com) or on the Company's corporate website at [www.northwest.ca](http://www.northwest.ca).

# Intercorporate Relationships

The chart below illustrates on a simplified basis, the corporate structure of the Company as at January 31, 2021. In each case the Company controls each subsidiary listed below, either directly or indirectly.



## General Development of the Business - Overview

The North West Company is a leading retailer to rural and developing small population communities in northern Canada, rural Alaska, the South Pacific and the Caribbean. Its stores offer a broad range of products and services with an emphasis on food. The Company's mission is to be a trusted provider of goods and services within harder-to-access, developing communities. Its vision is to help our customers live better by doing its job well, with their interests as its first priority. This starts with its customers' ability and desire to shop locally for the widest possible range of products and services to meet their everyday needs.

The strategies at North West are aligned with a total return approach to investment performance. The delivery of top-quartile total returns through an equal emphasis on growth and dividend yield is a key long-term objective of the Company, just as it has been a key feature of the Company's performance over the past 34 years.

The Company has a rich enterprising legacy as one of the longest continuing retail enterprises in the world. The history of the Company dates back to 1668 with the establishment of one of North America's early trading posts at Waskaganish on James Bay. This store was the first of many fur-trading outlets established by the Hudson's Bay Company throughout what is now northern Canada. In 1821, the Hudson's Bay Company merged with its rival, The North West Company. Over time, the original fur-trading outlets diversified their product lines eventually operating as the Northern Stores Division of the Hudson's Bay Company. In 1987, a group of private investors partnered with management and employees to purchase the Northern Stores Division of the Hudson's Bay Company and operate it as Northern Stores Inc. The Company's name was subsequently changed to The North West Company Inc., its shares listed on the Winnipeg and Toronto Stock Exchanges and a public offering made in 1992.

In 1992, the Company acquired Alaska Commercial Company which served remote markets in rural Alaska. Alaska Commercial Company traces its roots back to the Russian-American Company, a semi-official colonial trading company chartered by Tsar Paul in 1799. In January 2017, Alaska Commercial Company celebrated its 150<sup>th</sup> anniversary of service to rural Alaska, dating back to the purchase of Alaska from Russia in 1867, and its 25<sup>th</sup> year under The North West Company's ownership.

In 1997, the Company was reorganized into an income trust pursuant to a Plan of Arrangement whereby the outstanding shares of The North West Company Inc. were exchanged on a one-for-one basis for trust units of the North West Company Fund.

In 2002, the Company signed a 30-year Master Franchise Agreement ("MFA") with Giant Tiger Stores Limited, granting it the exclusive right to open Giant Tiger stores in western Canada. In 2015, the MFA was amended to extend its term to July 31, 2040 and affirm the Company's exclusive right to open and operate Giant Tiger stores, subject to meeting a minimum store opening commitment. Under the agreement, Giant Tiger Stores Limited provides product sourcing, merchandising, systems and administration support in return for a royalty based on sales. The Company is responsible for opening, owning, operating and providing food buying and distribution services to these stores. See below.

In 2007, the Company acquired Cost-U-Less, Inc., a U.S. public company traded on the Nasdaq Capital Market. Through this acquisition, the Company operates a chain of mid-size warehouse format stores serving islands in the South Pacific and Caribbean.

On January 1, 2011, the North West Company Fund converted from an income trust to a corporation called The North West Company Inc. pursuant to a Plan of Arrangement.

On February 9, 2017, the Company acquired 77% of the outstanding common shares of Roadtown Wholesale Trading Ltd. ("RTW"), operating primarily as Riteway Food Markets in the British Virgin Islands ("BVI"). RTW is the leading retailer in the BVI with eight retail outlets, one Cash and Carry store and a significant wholesale operation.

On June 15, 2017, the Company acquired 100% of the outstanding common shares of North Star Air Ltd. ("NSA"). NSA is a Thunder Bay based airline, providing cargo and passenger services within the following regions of Canada: northwestern Ontario, northern Manitoba and Nunavut through its hubs in Pickle Lake, Red Lake, Sioux Lookout and Kapuskasing, Ontario and Thompson, Manitoba. The acquisition was completed to gain efficiencies in its logistics network and enable faster, more consistent delivery of merchandise to its stores in northern Canada. The Company's shareholders approved a variable voting share structure to comply with Canadian ownership rules for airlines under the Canada Transportation Act.

On July 5, 2020, the Company completed the sale of 36 of the Company's 46 Giant Tiger stores to Giant Tiger Stores Limited and terminated the MFA. For additional information on the Giant Tiger Transaction see "Description of the Business - General: Canadian Operations" or the Company's 2020 Annual Report.



# General Development of the Business - Three Year History

The Company's strategies are developed in multi-year cycles and are reviewed and adjusted as required at the senior management and Board levels. The focus is on the following areas: optimizing sales through Pure Retail disciplines, investing in our physical store network, building stronger logistics and data links to our stores, and identifying growth opportunities.

The Company's key priorities are summarized below:

- **COVID-19 Risks and Opportunities** is urgent, high priority work focused on providing a safe, reliable service to our customers and employees, mitigating other risks and capturing sales opportunities;
- **Pure Retail/Top Store Teams** refers to top store teams, lean processes, and customer-driven, store centric support throughout our organization. The goal is to optimize store sales and net performance by creating more ability and freeing up more time to get sales at store level;
- **Investing in Pricing** focuses on investing in lower prices in product categories with the most market share upside;
- **Building a Superior Logistics Capability** recognizes the unique importance of logistics to our business and we continue to build a superior capability in this area. Our focus is to optimize air cargo to provide faster, more reliable and lower cost transportation service to our stores and customers in remote markets;
- **Next Generation Merchandise and Store Systems ("Project Enterprise")** is focused on implementing higher capability point-of-sale ("POS"), merchandise management system ("MMS") which includes pricing, promotions, category management and vendor revenue management, and workforce management ("WFM") systems. This initiative is expected to deliver improvements in pricing and margins, inventory and store staff productivity, aligned with the company's "Top" strategies;
- **Support Office Administrative Cost Reduction** is focused on achieving \$17 million in administrative cost savings which can be reinvested in lower prices in the Company's Canadian retail business as outlined above; and
- **Giant Tiger Transaction** is work related to completing the sale of 36 of the Company's Giant Tiger stores to Giant Tiger Stores Limited and implementing reciprocal product supply and distribution agreements.

The following is an update on the strategic initiatives and key business developments over the past three fiscal years ending January 31:

## DEVELOPMENTS FOR 2020

### (1) COVID-19 Risks and Opportunities

- Store safety and business continuity was exceptional with minimal employee COVID-19 cases and service disruptions;
- Across North West, our employees' actions embodied our Principles, especially within frontline and production roles; and
- Superior in-stock performance and enterprising responses to new opportunities delivered leading same store sales growth rates.

### (2) Pure Retail/Top Store Teams

- Training center activity was curtailed and replaced by e-learning due to COVID-19 protocols;
- Over 180 "COVID-19 relief" employees were brought into stores to provide key role support;
- Store management turnover improvements exceeded targets, partially achieved because of COVID-19-related conditions; and
- A new weekly playbook that provides information on merchandising programs and operational tasks was successfully launched in Canadian stores.

### (3) Investing in Food Pricing

Price investments were made in approximately 20% of the Company's Northern stores in the first quarter, but the full testing and roll-out was delayed until 2021-2022 due to the impact of COVID-19-related factors and other priorities.

### (4) Building a Superior Logistics Capability

- NSA's cargo aircraft utilization rates exceeded annual targets and delivered safe, consistent service to northern Canada stores and to external customers, all within a more demanding COVID-19 environment;
- "Next Gen" efficiency work progressed with the launch of the lighter pallet program, double-decker truck to plane loads and investments in store cargo receiving and handling; and
- NSA's cargo performance was partially offset by a decline in passenger revenues due to COVID-19-related travel restrictions.

## **(5) Next Generation Merchandise and Store Systems ("Project Enterprise")**

The new POS system was installed in the remaining AC stores and has been installed in 18 Northern stores however, the Canadian roll-out could not be completed in 2020 due to COVID-19-related travel restrictions. This work will resume in the third quarter of 2021 and be completed in 2022. The supplier management component of MMS was implemented in Canada in the fourth quarter. The implementation of MMS in International Operations was planned for 2020 but is now deferred until 2021 due to COVID-19-related business priorities.

## **(6) Support Office Administrative Cost Reduction**

In the first quarter of 2020, the Company announced its plans to reduce administration costs in Canada. By the end of the year, the Company achieved its \$17 million annualized savings target.

## **(7) Giant Tiger Transaction**

On July 5, 2020, the Company completed the sale of 36 of its Giant Tiger stores to Giant Tiger Stores Limited which resulted in a pre-tax gain of \$24.7 million or \$20.0 million net of tax. Further information on the Giant Tiger Transaction is provided in the Company's 2020 Annual Report. The reciprocal supply agreements were implemented in 2020, which are expected to provide further upside in 2021.

## **DEVELOPMENTS FOR 2020 - BUSINESS HIGHLIGHTS**

On November 10, 2020, the Company received approval from the Toronto Stock Exchange to proceed with a Normal Course Issuer Bid ("NCIB"). Under the NCIB, the Company may acquire up to a maximum of 4,807,437 of its shares, or approximately 10% of its float for cancellation over the following 12 months. During the year ended January 31, 2021, the Company purchased 180,744 common shares having a book value of \$0.6 million for cash consideration of \$6.0 million.

In Canadian Operations, the Company completed the sale of 36 of the Company's 46 Giant Tiger stores (the "Acquired Stores") to Giant Tiger Stores Limited ("GTSL") for cash consideration of \$45.0 million, subject to working capital adjustments, payable in installments on the second, third and fourth, anniversaries of the transaction closing date and, subject to meeting certain profitability milestones, additional contingent consideration payable on the fourth and fifth anniversaries of the closing date of up to \$22.5 million. In addition to the Giant Tiger Transaction, the Company opened one Northern store and pharmacy, re-opened a 46,000 square foot warehouse that replaced a warehouse destroyed by fire in 2018, converted a store closed as part of the Giant Tiger Transaction to a Valu Lots discount store, and opened a modular convenience store in Inukjuak, Quebec.

In International Operations a convenience store was opened in Bethel, Alaska and an RTW store destroyed by hurricane Irma in 2017 was re-opened.

## **DEVELOPMENTS FOR 2019**

### **(1) Pure Retail/Top Store Teams**

Top Store Teams work continued to make improvements compared to 2018 and while retention improved, annual targets were not achieved. A store Training Center opened in Winnipeg, Manitoba in March 2019 and graduated 129 store key role trainees by year-end.

### **(2) Investing in Top Markets and Top Categories**

Two convenience stores and a Motorsports store were opened in northern Canada. Two Top Market store replacements and remodels were completed as planned for a total of 25 projects completed under this initiative. Overall, Top Markets have delivered above average sales growth. Top Market investments are expected to continue to roll-out at a pace of 2-4 stores per year over 2020-2022.

Top Categories sales, which include convenience and fresh food, big-ticket, and health products and services, were up 5.0% compared to last year, achieving sales and margin targets overall. Convenience food was the largest dollar growth contributor with an increase of 3.1% followed by fresh food at 7.0%, health products which were up 15.9% and big-ticket motorized and home furnishings sales which increased 6.2%.

### **(3) Building a Superior Logistics Capability**

North Star Air operating margin performance was \$4.5 million below target mainly due to higher charter cargo aircraft usage resulting from Basler and ATR downtime, higher parts expense and an increase in insurance costs primarily related to Basler insurance claims.

#### **(4) Next Generation Merchandise and Store Systems ("Project Enterprise")**

The new POS was installed in all CUL stores and 28 northern stores. The POS roll-out was expected to be completed in all AC stores during the first quarter of 2020 however COVID-19 travel restrictions will now delay the completion to the fourth quarter. Full roll out in northern Canada is now expected to be in 2021 due to the previously noted COVID-19 impact. The category management component of MMS was implemented in 2019 and the remaining supplier management component is expected to be completed in the third quarter of 2020. The implementation of MMS in International Operations was planned for 2020 but is now deferred until 2021 due to COVID-19 related business priorities.

#### **(5) Support Office Structure and Administrative Cost Reduction**

The International store operations support office in Bellevue, Washington was closed and relocated to Anchorage, Alaska and Boca Raton, Florida serving our AC and CUL banners respectively. In the first quarter of 2020, the Company began to reduce administration costs in Canada by approximately \$17 million on an annualized basis effective as of the end of the second quarter of 2020.

#### **(6) Giant Tiger Store Performance Improvement**

Giant Tiger did not achieve financial targets for the year due to continuing competitive food margin pressures and inconsistent operating standards within our corporate store model. In the first quarter of 2020, an agreement was reached to sell 36 GT stores to GTSL, retain five stores, close six locations and convert one location to a clearance centre.

### **DEVELOPMENTS FOR 2019 - BUSINESS HIGHLIGHTS**

In Canadian Operations, two Quickstop convenience stores and two Giant Tiger stores were opened. Under Other Formats a new Motorsports store and repair shop opened in Iqaluit, Nunavut, a pharmacy was acquired in Rankin Inlet, Nunavut and the Company made Top Markets investments related to major store renovation projects, new equipment, staff housing improvements and refrigeration upgrades. Finally, a store Training Centre was opened in Winnipeg, Manitoba that is expected to graduate over 100 individuals each year into store key roles.

In International Operations, a Cost-U-Less store in St. Thomas, USVI was re-opened on November 1, 2019 after being completely destroyed by hurricane Irma in the third quarter of 2017, Top Markets investments were made in fixtures and equipment and the support office was relocated from Bellevue, Washington to Anchorage, Alaska and Boca Raton, Florida. A new store in Barrow, Alaska was acquired, remodeled and opened replacing a larger store and convenience outlet which were closed.

### **DEVELOPMENTS FOR 2018**

#### **(1) Pure Retail**

Eliminated 297,000 hours in low-value work compared to a target of 250,000 on an annualized basis. The hours saved were reinvested in getting sales through merchandising and execution at store level which contributed to a 2.0% increase in same store sales led by a 3.2% sales gain in general merchandise and a 1.7% increase in same store food sales. Sales gains as noted under the Top Markets and Top Categories initiative below were also a key contributor to the sales growth. Top Store teams work did not achieve its key role retention targets and this will be a priority focus in 2019.

#### **(2) Investing in Top Markets and Top Categories**

Seven convenience stores and a pharmacy were opened in northern Canada. Four Top Market store replacements and remodels were completed as planned for a total of 23 projects completed under this initiative. Overall, Top Markets have met financial projections and have delivered above average sales growth. Top Market investments are expected to continue to roll-out at a pace of 3-5 stores per year over 2019-2021, with continuous learnings from prior investments.

Top Categories sales, which include convenience and fresh food, big-ticket and health products and services, were up 4.1% compared to last year. Convenience food was the largest dollar growth contributor with an increase of 4.7% followed by big-ticket motorized and home furnishings sales which were up 10.7% compared to last year.

#### **(3) Building a Superior Logistics Capability**

North Star Air exceeded revenue targets but operating margin performance was \$6.0 million below target mainly due to excessive aircraft downtime resulting from delays by third-party maintenance providers, higher than planned use of back-up leased aircraft and unplanned ramp-up costs related to building in-house aircraft maintenance capability.

#### **(4) Next Generation Merchandise and Store Systems ("Project Enterprise")**

The development of custom financial services functionality was completed and POS was piloted in 5 stores in northern Canada. The POS roll-out is expected to be completed in Alaskan stores in the fourth quarter of 2019 and approximately 40% of northern Canadian stores by the end of the year with the remainder completed in 2020. The pricing component of the MMS was implemented in Canadian Operations in February 2018 and the category and supplier management components are expected to be implemented in the third quarter of 2019. The implementation of MMS in International Operations is planned for 2020.

#### **(5) Identifying Complimentary Growth Opportunities**

This work was slowed in 2018 to enable other priority initiatives but will continue into 2019.

### **DEVELOPMENTS FOR 2018 - BUSINESS HIGHLIGHTS**

In Canadian Operations, a "Top Markets" project was completed in Garden Hill, Manitoba replacing a store that was located on an island and a new permanent store was opened in Shamattawa, Manitoba replacing a temporary facility that had served the community following a fire in September, 2016. A Top Market store remodel was completed in Pangnirtung, Nunavut. Giant Tiger stores were opened in Steinbach, Winnipeg, and Saskatoon. New convenience stores were opened in Pond Inlet, Gjoa Haven, Igloolik, Nauyasat and Cape Dorset, Nunavut featuring a significantly lower-cost, pre-built modular design and were shipped to these markets on sealift by the Company's shipping joint venture. New convenience stores were acquired in Norway House, Manitoba and Inuvik, Northwest Territories and a new pharmacy was acquired in Cambridge Bay, Nunavut. NSA's Thompson, Manitoba air base was completed on September 14, 2018. The facility consists of hangar, distribution, maintenance and office space and services NSA's northern Manitoba and Nunavut cargo networks.

In the International Operations, the Company's Cost-U-Less store in St. Maarten was fully re-opened on September 1, 2018. This store was extensively damaged by hurricane Irma in the third quarter of 2017 and had partially re-opened in November 2017. Two RTW stores also damaged by hurricane Irma were reopened in October 2018. The Company's Island Fresh store in Chalan Pago, Guam was converted into a Cost-U-Less Express store on January 5, 2019.

## **Description of the Business - General**

The North West Company is a leading retailer of food and everyday consumer goods and services to rural and developing small population communities in northern Canada, rural Alaska, the South Pacific and the Caribbean and the business is summarized under either Canadian Operations or International Operations.

The Company believes in a strong local identity. Local assortment is tailored to the size and need of the individual market. Food offerings consist of perishable and non-perishable products including groceries, dairy, produce, meat, convenience foods, food service, home meal replacement, health and beauty aids, paper products and cleaning supplies. Our general merchandise assortment is broad, and includes family apparel, housewares, sporting goods, toys, furniture, appliances, home entertainment, snowmobiles, all-terrain vehicles ("ATVs"), boats and outboard motors. The Company also offers other everyday products and services such as gasoline, pharmacy and financial services such as cheque cashing, ATMs and prepaid card products. Our business is focused on developing efficient sustainable processes to provide the widest possible range of products and services our customers require to help them live better and to provide these products and services on a consistent and reliable basis.

### **COVID-19**

As an essential service provider of food and everyday products and services, sales were positively impacted by COVID-19-related consumer spending changes in favor of in-community and at-home activities resulting from travel restrictions and restaurant closures, and were supported by enhanced government income support payments to individuals. The Company was able to maintain a good in-stock position by working with our vendor partners and leveraging our supply chain management and logistical expertise which helped ensure an adequate supply of essential products in the communities we serve. These factors were partially offset by periodic government mandated COVID-19-related community curfews and store closures. The impact of increased sales on earnings was partially offset by wage premiums and bonuses paid to front-line associates to recognize their critical role in serving our customers, and expenses related to the purchase of protective equipment and enhanced sanitation procedures.

Additional financial information on the Company's Canadian and International Operations is provided in the Company's 2020 annual MD&A, which is incorporated by reference.

## CANADIAN OPERATIONS

The Canadian Operations operate retail stores primarily through its Canadian subsidiary, The North West Company LP. With 58% of consolidated revenue, Canada is the largest market for the Company. Its network of stores generated \$1.4 billion in revenues and \$206.5 million in EBITDA for the year ended January 31, 2021. The banners and formats that comprise our Canadian Operations at January 31, 2021 are described below.

### NORTHERN CANADA STORES

Banner	# of Locations	Format
Northern	118	Combination of food, financial services and general merchandise stores in remote communities
Quickstop	25	Convenience stores offering extended hours, ready-to-eat foods, fuel and related services
NorthMart	5	Expanded fresh foods, apparel and health products and services in larger northern markets

These stores are located across the Canadian north. Communities vary in size from small remote settlements to larger regional centres. Populations range from approximately 300 to 8,000 people. The average store has approximately 5,700 square feet of selling space and features a broad assortment of food, general merchandise and services, including financial services, proprietary credit programs and income tax preparation.

Selected Northern and NorthMart stores feature an expanded assortment of products and services that include convenience foods such as a Tim Hortons, Pizza Hut or KFC outlet. Expanded services may include pharmacies, fuel sales and post offices.

### RURAL CANADA STORES

Banner	# of Locations	Format
Giant Tiger	5	Junior discount stores offering food, family fashion and household products

On July 5, 2020, the Company completed the sale of 36 of the Company's 46 Giant Tiger stores (the "Acquired Stores") to Giant Tiger Stores Limited ("GTSL") for cash consideration of \$45.0 million, subject to working capital adjustments, payable in installments on the second, third and fourth anniversaries of the transaction closing date and, subject to meeting certain profitability milestones, additional contingent consideration payable on the fourth and fifth anniversaries of the closing date of up to \$22.5 million. The Company recorded a promissory note receivable with a fair value of \$49.0 million comprised of the net present value of the installments and estimated additional contingent consideration. The Giant Tiger Transaction resulted in a pre-tax gain of \$24.7 million or \$20.0 million net of tax in the second quarter of 2020.

Of the remaining 10 GT locations, the Company (i) retained and operates five key stores in northern market locations, (ii) converted one store to a Valu Lots clearance center, and (iii) closed four stores in the third quarter of 2020. The Company recorded a \$9.4 million asset impairment and store closure provision in the first quarter substantially related to a reduction in the carrying amount of fixtures and equipment and right-of-use assets. Further information on the Giant Tiger transaction and store closure provision is provided in Note 24 to the 2020 Annual Consolidated Financial Statements.

As part of the Giant Tiger Transaction, the Company and GTSL entered into reciprocal product supply and distribution agreements related to the supply of food-related products by the Company to the Acquired Stores and the supply of certain general merchandise and food products by GTSL to the Company's northern Canada stores. These agreements enable buying efficiencies for both parties and will provide the Company with access to an expanded general merchandise assortment.

The remaining five stores are located in larger, rural centres and have on average, 18,000 square feet of selling space. Giant Tiger stores offer a selection of food, family apparel, trend-right fashion apparel and general merchandise in a convenient, easy-to-shop environment.

### NORTH STAR AIR LTD.

On June 15, 2017, the Company acquired 100% of the outstanding common shares of North Star Air Ltd. ("NSA"). NSA is a Thunder Bay based airline, providing cargo and passenger services in the following regions of Canada: northwestern Ontario, northern Manitoba and Nunavut through its hubs in Pickle Lake, Red Lake, Sioux Lookout and Kapuskasing, Ontario and Thompson, Manitoba. The acquisition was completed to gain efficiencies in our logistics network and enable the Company to provide faster, more consistent delivery of merchandise to our stores in northern Canada that are generally inaccessible by all-weather roads. NSA's current fleet comprises 16 aircraft, including three Basler BT-67, eight Pilatus PC-12, four ATR 72 and a Dash 8. These aircraft have been selected for their ability to deliver cargo, fuel and passengers to northern Canada on a cost efficient basis.

## OTHER - CANADA

Banner	# of Locations	Format
NWC Motorsports	1	Dealership offering sales, service, parts and accessories for Ski-doo, Honda, Can-am and other premier brands
Valu Lots	2	Discount centers and direct-to-customer food distribution outlets for remote communities
Solo Market	1	Full service grocery and pharmacy serving a road accessible northern community
Drug Stores	2	Stand-alone pharmacy and convenience stores in northern markets

The Company also operates complementary businesses that apply its knowledge of the north. These include:

- Crescent Multi foods, a distributor of produce and fresh meats, serving the Company's stores and third-party customers in Saskatchewan, Manitoba and northwestern Ontario;
- Amdocs, a physician services provider to remote northern communities;
- North West Telepharmacy Solutions, a leading provider of contract tele-pharmacist services across Canada; and
- A 50% ownership interest in Transport Nanuk Inc., a Canadian shipping company serving communities in the eastern Arctic.

## INTERNATIONAL OPERATIONS

The Company's International Operations operate primarily through its U.S. subsidiary, The North West Company (International) Inc., its Cost-U-Less ("CUL") operating subsidiaries and Roadtown Wholesale Trading Ltd. The International Operations comprise 42% of consolidated revenue. Its network of 53 stores together with its wholesale operations generated \$983.1 million in revenues and \$94.9 million in EBITDA for the year-ended January 31, 2021. The banners and formats that comprise our International Operations at January 31, 2021 are described below.

### RURAL ALASKA

Banner	# of Locations	Format
Alaska Commercial	27	Combination of food and general merchandise offered to remote and rural regions
Quickstop	5	Convenience stores offering extended hours, ready-to-eat foods and related services

These retail stores are located in the remote and rural regions of Alaska whose populations range from approximately 375 to 9,000 people. The average selling square footage of the Alaska Commercial Company stores is approximately 8,000 square feet. These stores offer a broad assortment of food and general merchandise similar to the Northern and NorthMart stores in Canada.

The Company's International Operations operate Pacific Alaska Wholesale, a complimentary business that provides wholesale food and general merchandise to independent grocery stores, commercial accounts and individual households in rural Alaska. It also operates Span Elite, an e-commerce platform that specializes in providing groceries to rural Alaskan residents.

### SOUTH PACIFIC ISLANDS AND CARIBBEAN

Banner	# of Locations	Format
Cost-U-Less	12	Mid-size warehouse format stores offering discount food and general merchandise
Riteway Food Markets	9	Leading retail and wholesale operation in the BVI

The CUL stores are mid-size warehouse style retail stores located in the South Pacific and Caribbean serving communities ranging from 37,000 to 285,000 people. RTW is the leading retailer in the BVI with eight retail outlets, one Cash and Carry store and a significant wholesale operation. The CUL and RTW stores offer a variety of U.S. and other branded food and general merchandise, in addition to merchandise purchased locally. The average selling square footage of the CUL and RTW stores is approximately 28,700 square feet and 7,000 square feet respectively.

## DISTRIBUTION AND INFRASTRUCTURE

The Company's Canadian Operations include both a wholly owned and third party distribution centre in Winnipeg, Manitoba. AC operates a distribution centre in the Port of Tacoma, Washington and a distribution centre in Anchorage, Alaska. CUL operates a distribution centre in San Leandro, California and uses third party facilities in both Florida and California. RTW operates a wholesale facility in Tortolla, BVI and uses third party facilities in Florida.

Due to the vast geography of the store network, transportation is an important element of operations. In Canada, 108 stores are inaccessible by all-weather roads. All of the Alaska Commercial Company stores are serviced by air or water transportation. The CUL stores, RTW retail and RTW wholesale operations rely on air and long-haul water transportation. All available modes of transportation including sealift, long-haul water transportation, barge, trucks including via winter roads, rail and air are used. In addition to owning NSA, the Company also has a 50% ownership interest in Transport Nanuk Inc. ("TNI"), a Canadian shipping company servicing the eastern Arctic and purchases freight handling and shipping services from TNI and its subsidiaries.

The Company operates 212 stores of which 142 are owned and the remaining stores are located in leased facilities. The Company also has a significant investment in staff housing in northern Canada which is required due to the limited availability of third party rental units and low vacancy rates across the north.

The Company's Canadian Operations source both food and general merchandise through its head office in Winnipeg, Manitoba from distributors and manufacturers located primarily in Canada and the United States. In the International Operations, the Company's buying offices in Anchorage, Alaska, Boca Raton, Florida and Tortolla, BVI source food and general merchandise predominantly from U.S. distributors and manufacturers. In addition to suppliers in Canada and the United States, the Company also sources a portion of its general merchandise from China and some merchandise is purchased from regional or local suppliers serving the CUL and RTW markets.

In 2019, the Company relocated its International store operations support office from Bellevue, Washington to Anchorage, Alaska and Boca Raton, Florida. These relocations were completed by the end of the third quarter of 2019 and resulted in our International Operations executives and store support teams being closer to the markets they serve.

## REAL ESTATE AND STORE DEVELOPMENT

Real estate and store development services required to support North West's network of retail, distribution and administrative facilities is managed by Company employees. The Company uses both internal and external resources in the construction, development and maintenance of its properties.

## FINANCIAL SERVICES

Customers are offered convenient, local access to a variety of financial services. Northern, NorthMart and Alaska Commercial Company stores each offer a proprietary, revolving credit card for day-to-day purchases within its stores, similar to those offered by major department store chains. An extended payment program is also available to finance larger purchases at the stores. In addition to revolving credit, these stores also offer financial services such as prepaid card products, ATMs, cheque cashing, debit card cash withdrawal, cash transfer, bill payment, personal income tax preparation, money order and gift card services.

Day-to-day credit decisions are centralized at the Company's head office, freeing up store manager time for the marketing of products and services. The store manager's knowledge of the local economic conditions and their personal acquaintances with their customers continue to provide valuable input into the credit decision process. A central credit management system helps ensure consistency in the application of credit verification procedures, including policies governing: credit approvals, limits, collections and fraud prevention. It also allows for the continuous monitoring of account activity and balances at the head office so that credit specialists can provide advice to store managers. The Company does not have any individual customer accounts greater than 10% of total accounts receivable and provides an impairment allowance for potentially uncollectible accounts receivable.

## CUSTOMERS

The Company operates the majority of its stores in developing small population Canadian and Alaskan communities. The Company's largest customer segment in these remote markets is largely dependent on government transfer payments in the form of social assistance, child care benefits, old age security, and supplemental nutrition assistance programs. A major source of employment income in these markets is generated from local government and spending on public infrastructure. This includes housing, schools, health care facilities, military facilities, roads and sewers. Income levels are also influenced by activities such as fishing, resource exploration, pipeline construction, tourism and hydroelectricity development and related construction activity. Income levels of CUL and RTW customers range from lower-income to affluent. In several CUL markets, the economy is dependent on tourism, resource development and government subsidies. In the British Virgin Islands, served by our RTW banner, the economy is highly dependent on tourism.

## STORES AND OTHER FACILITIES

The table below sets out the number of stores, location of stores by region and whether the stores are owned or leased as at January 31, 2021.

	Owned	Leased	Total
<b>CANADA</b>			
Alberta	3	—	3
Newfoundland/Labrador	6	—	6
Manitoba	21	11	32
Northwest Territories	17	4	21
Nunavut	32	7	39
Ontario	8	15	23
Quebec	17	2	19
Saskatchewan	11	5	16
<b>Total Canada</b>	<b>115</b>	<b>44</b>	<b>159</b>
<b>INTERNATIONAL</b>			
Alaska	19	13	32
Caribbean	7	8	15
South Pacific	1	5	6
<b>Total International</b>	<b>27</b>	<b>26</b>	<b>53</b>
<b>Total</b>	<b>142</b>	<b>70</b>	<b>212</b>

The table below sets out the number of stores and selling square footage under our various retail formats as at January 31, 2021.

Banner	Number of Stores		Selling SQF	
	2020	2019	2020	2019
Northern	118	117	693,389	689,051
Quickstop	25	24	29,946	29,208
NorthMart	5	5	128,185	116,156
Giant Tiger	5	46	90,470	754,523
Other formats	6	6	44,097	27,842
<b>Total Canada</b>	<b>159</b>	198	<b>986,087</b>	1,616,780
Alaska Commercial	27	27	249,212	249,212
Quickstop	5	4	11,078	9,301
Cost-U-Less	12	12	344,695	344,695
Riteway Food Markets	9	8	61,899	58,650
<b>Total International</b>	<b>53</b>	51	<b>666,884</b>	661,858
<b>Total</b>	<b>212</b>	249	<b>1,652,971</b>	2,278,638

Selling areas of stores in small population developing communities in Canada and Alaska range in size from 900 square feet to 14,600 square feet. In regional and rural communities in Canada and Alaska, selling areas range from 3,000 square feet to 47,000 square feet. In the CUL stores, selling areas range from 19,500 square feet to 35,500 square feet. The Company owns employee residences and staff houses, which are typically located adjacent to the more remote store locations.



## COMPETITION

In the vast majority of the northern and small market developing communities that it serves, the Company's stores are the leading providers of food, everyday and seasonal general merchandise and financial services. It has established a leading competitive position supported by high barriers to entry. Local competition consists of stores operated by independent store owners and local co-operatives, some of which are associated with regional or national buying groups. The strength of independent store competition varies considerably depending on the management skills, financial strength and scale of local operators. Additionally, the commitment of local staff to the store and to customer relationships, and the ability to maintain consistent standards are other key factors influencing their success. In Canada, all of the communities in which the Company operates have access to on-line mail order services such as those provided by Amazon, Wal-Mart, Costco and smaller regional and specialized competitors. In the International Operations, this type of competition is generally more intense and includes on-line mail-order sales from retailers such as Amazon, Safeway, Wal-Mart and Costco. The CUL stores face equally highly competitive local, national and international discount and grocery retailers. RTW is the leading retailer in the BVI and faces competition from local independent store owners. Giant Tiger stores are located in larger northern market locations and are subject to a higher level of competitive intensity compared to more remote markets.

## INVESTING ACTIVITIES

Net cash used in investing activities was \$66.9 million compared to \$104.3 million in 2019 and \$80.8 million in 2018. This decrease is mainly due to lower investments in store-based property and equipment due to COVID-19 travel restrictions. Net investing in Canadian Operations was \$55.0 million net of \$5.3 million in insurance proceeds compared to \$63.2 million net of \$11.8 million in insurance proceeds in 2019 and \$69.2 million in 2018. Investing in International Operations was \$11.9 million compared to \$41.1 million, net of \$5.5 million in insurance proceeds in 2019 and \$11.6 million net of \$18.8 million in insurance proceeds in 2018.

Additional information on the Company's capital expenditures is included in the Company's MD&A and Consolidated Annual Audited Financial Statements for the fiscal year ended January 31, 2021, which are filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.northwest.ca](http://www.northwest.ca).

## MANAGEMENT SALES AND OPERATIONS

Each store employs a full-time manager who has the primary accountability to monitor daily operations, maximize selling opportunities and safeguard the Company's assets. All stores have direct access to sales and operations support, procurement and marketing, logistics, accounting, finance, legal, human resources, information technology, store development and real estate services provided by its support offices located in Winnipeg, Manitoba; Anchorage, Alaska; Boca Raton, Florida; Tortolla, BVI and Thunder Bay, Ontario.

The Company's Canadian and International retail operations report to their respective President. A team of Vice-Presidents and Directors are accountable for the execution of corporate strategies, policies and programs at store level along with supporting specialist teams.

## EMPLOYEES

At January 31, 2021, the Company employed 6,939 people, including 2,204 in its International Operations. Of these, approximately one-third are indigenous and of the indigenous employees, approximately 120 hold managerial positions. The Company is active in the recruitment of indigenous people for positions in stores, corporate offices and distribution centres.

Training and development of employees is a major focus of the Company with a particular emphasis on building highly capable, thoroughly trained store teams. The sales and operations teams for Canadian and International Operations, together with support from Human Resources and Training and Development, are accountable for providing training on best practices to the store managers and their teams and for ensuring compliance with operational standards. The Company continues to invest in the development of training programs and is building greater store level capability and execution through the Manager-In-Training and the Department Manager-in-Training programs. These programs provide training to potential store managers and department managers on store operating processes, standards and policies, community relations, and the Company's management systems prior to them managing a store or a department within a store. In 2019, a store Training Centre was opened in Winnipeg, Manitoba that is able to graduate up to 100 individuals each year into store key roles. In 2020, Training Centre activity was curtailed and replaced by e-learning due to COVID-19 protocols.

## INTANGIBLE PROPERTIES

The Company protects its trademarks and the design presentations associated with the trademarks which are material to the business including those associated with its store banners, financial services, proprietary brands, domain names and packaging designs. All intellectual property and associated rights are considered to be important assets of the Company and are enforced vigorously where appropriate.

## SEASONALITY

The Company's business follows a seasonal pattern where historically, the first quarter sales are the lowest and fourth quarter sales are the highest, reflecting consumer buying patterns. Due to the remote location of many of the Company's stores, weather conditions are often more extreme compared to other retailers and can affect sales in any quarter. In 2020, the decrease in sales in the third and fourth quarter compared to the first two quarters of the year is primarily due to the Giant Tiger Transaction. Net earnings generally follow higher sales, but can be dependent on changes in merchandise sales blend, promotional activity in key sales periods, variability in share-based compensation costs related to changes in the Company's share price and other factors which can affect net earnings.

The following table is a summary of selected quarterly financial information for the past two fiscal years:

(\$ in millions, except per share amounts)	Fiscal 2020				Fiscal 2019			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Sales	\$ 565.2	\$ 553.0	\$ 648.5	\$ 592.6	\$ 553.1	\$ 519.5	\$ 527.3	\$ 494.5
EBITDA <sup>(1)</sup>	71.4	75.7	110.9	43.4	50.4	59.3	51.6	58.2
Earnings from operations	49.1	52.9	87.8	19.5	26.7	37.0	29.6	37.0
Net earnings	32.8	35.9	62.6	12.3	17.3	24.8	17.9	26.2
Net earnings attributable to shareholders of the Company	32.1	34.6	61.9	11.3	16.3	24.1	17.2	25.1
Basic EPS	0.66	0.71	1.27	0.23	0.34	0.49	0.35	0.52
Diluted EPS	0.63	0.71	1.25	0.23	0.33	0.49	0.35	0.51

(1) See Non-GAAP Financial Measures section of the Company's 2020 Annual Report for additional information.

## REORGANIZATION - CONVERSION TO A SHARE CORPORATION

Effective January 2011, the Fund completed a Plan of Arrangement which resulted in the conversion from an income trust structure into a dividend paying publicly traded corporation named The North West Company Inc. Unitholders of the Fund received, for each unit of the Fund held, one common share of The North West Company Inc. On the same date, units of the Fund were delisted from the Toronto Stock Exchange and trading of the common shares of the Company on the Toronto Stock Exchange commenced under the symbol "NWF". On May 2, 2011, the Company commenced trading its common shares under the symbol "NWC". This symbol is more reflective of the Company's corporate identity and is consistent with the trading symbol of the Company prior to converting to an income trust in 1997.

Further details respecting the nature of this reorganization are set forth in the Company's Management Information Circular dated April 29, 2010, and in the Company's AIF for the year ended January 31, 2011 which is filed on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.northwest.ca](http://www.northwest.ca).

## ENVIRONMENT

The Company is subject to environmental regulations pursuant to federal, provincial and state legislation. Environmental legislation provides for restrictions and prohibitions on releases or emissions of various substances handled. A breach of such legislation may result in the imposition of fines and penalties. The Company has operating, training, monitoring and testing procedures and also retains environmental consulting engineers to help ensure compliance with applicable environmental laws. The Company believes it is in substantial compliance with applicable environmental laws and regulations.

## Description of the Business - Risk Factors

The mandate of the Board of Directors includes ensuring that processes are in place to identify and manage the principle risks of the business, including environmental and climate-related risks, for which the Board has delegated primary responsibility to the Audit Committee. The North West Company maintains an Enterprise Risk Management ("ERM") program which assists in identifying, evaluating and managing risks that may reasonably have an impact on the Company. Management is accountable for completing an annual ERM assessment to evaluate risks and the potential impact that the risks may have on the Company's financial performance and ability to execute its strategies and achieve its objectives. The results of this annual assessment and quarterly updates are presented to the Audit Committee and reported to the Board of Directors. The principle risks, including environmental and climate-related risks, and related mitigation strategies are incorporated into the Company's strategic planning process.

The North West Company is exposed to a number of risks in its business. The descriptions of the risks below are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company deems immaterial, may also impair the operations of the Company. If any of such risks actually occur, the business, financial condition, liquidity and results of operations of the Company could be materially adversely affected. Readers of this AIF are also encouraged to refer to the Company's Annual Management's Discussion and Analysis which provides further information on the risk factors facing the Company and our most recent consolidated financial statements, management information circular, quarterly reports, material change reports and news releases. While the Company employs strategies to minimize these risks, these strategies do not guarantee that events or circumstances will not occur that could negatively impact the Company's financial condition and performance.

### PANDEMIC

A pandemic outbreak of a contagious disease could result in a widespread health crisis that could have an adverse effect on the Company's operations and financial condition. A pandemic could impact the health and wellness of the Company's employees and customers which could negatively impact the Company's ability to operate its business. A pandemic may also result in the temporary closure of the Company's stores, distribution facilities, airline or support offices and could result in interruptions to the Company's supply chain, including reduced availability of product or the temporary closure of suppliers and transportation companies that are critical to the operation of the business. Furthermore, a pandemic could result in an economic downturn, restrictions on travel and trade, disruptions to financial markets and negatively impact the availability and cost of capital, which in turn could have an adverse impact on the Company's financial results and condition.

On March 11, 2020, the World Health Organization declared the rapidly spreading novel coronavirus ("COVID-19") a pandemic. This contagious disease outbreak has resulted in material disruption to businesses globally and significant economic uncertainty. In response, governments worldwide have enacted emergency measures to both combat the spread of the virus and stabilize economic conditions. Most of the Company's products and services are considered to be essential by the applicable government authorities. As such, the Company's focus is on business continuity and safety plans to help mitigate the health impact of COVID-19 on employees and customers. This includes the implementation of physical spacing, including the installation of plexiglass barriers at checkouts and enhanced sanitation protocols in stores, distribution centers and support offices. The Company is also continuing to work closely with governments, suppliers and communities to help ensure the uninterrupted flow of merchandise and continuous operation of our stores. COVID-19 is a rapidly changing situation and the Company continues to adjust and adapt its operations as required and has increased communications with our customers and community leaders to help understand their expectations and protocols.

The food and everyday products the Company provides are essential, non-discretionary services in the communities we serve. The Company has business continuity plans and safety protocols, including a cross-functional steering committee who are accountable for monitoring the impact of COVID-19 and mitigating the risk posed to employees, customers and the business however, there can be no assurance that these plans and protocols will be sufficient to minimize the impact.

The future impact of COVID-19 is uncertain and the Company is not able to reliably forecast the severity and duration of the impact on the economy, the financial markets, the availability of capital and on the Company's employees, customers, and suppliers, including the possible temporary closure of stores or interruptions to the Company's supply chain. Although the Company foresees continued demand for the products and services it provides based on its role as an essential service, the full impact of COVID-19 is not determinable at this time and there can be no assurance that COVID-19 will not have an adverse impact on the Company's operations and financial condition. Further information on the potential impact of COVID-19 is provided in the Company's 2020 Annual Report.

## EMPLOYEE DEVELOPMENT AND RETENTION

Attracting, retaining and developing high caliber employees is essential to effectively managing our business, executing our strategies and meeting our objectives. Due to the vast geography, small size and remoteness of the Company's markets, there is an ongoing need for capable staffing, particularly at the store management level. The degree to which the Company is not successful in retaining and developing employees and establishing appropriate succession plans could lead to a lack of knowledge, skills and experience required to effectively run our operations and execute our strategies and could negatively affect financial performance. The Company's overall priority on building and sustaining store people capacity reflects the importance of mitigating against this risk. In addition to compensation programs and investments in staff housing that are designed to attract and retain qualified personnel, the Company also continues to implement and refine initiatives such as comprehensive store-based manager-in-training programs as part of the Pure Retail initiative.

In addition to employee development and retention risks related to the Company's retail operations, these risks also impact the Company's airline operations. Transport Canada issued new Canadian Airline Regulations ("CAR") with respect to pilot fatigue and flight duty times on December 12, 2018. The implementation of these new regulations are being phased in from December 2020 to December 2022 based on the type of aircraft.

These regulations may result in an increase in the number of pilots required by NSA which may result in higher recruitment and compensation costs and have a negative impact on the Company's financial performance. NSA is continuing to assess the impact of the new regulations on the business. Changes to flight schedules, operating schedules, fatigue management systems and employee recruiting, compensation and training programs are expected to help mitigate the impacts of the new regulations and employee development and retention risk.

## BUSINESS MODEL

The Company sells a broad range of products and services across geographically and culturally diverse markets. Operational scale can be difficult to achieve and the complexity of the Company's business model is higher compared to more narrowly-focused or larger retailers. Management continuously assesses the strength of its customer value offer to ensure that specific markets, products and services are financially attractive. The Company's Pure Retail initiative is focused on simplifying work across the Company, with a focus on stores. To the extent the Company is not successful in developing and executing its strategies, it could have an adverse effect on the financial condition and performance of the Company.

## COMPETITION

The Company has a leading market position in a large percentage of the markets it serves. Sustaining and growing this position depends on our ability to continually improve customer satisfaction while identifying and pursuing new sales opportunities. We actively monitor competitive activity and we are proactive in enhancing our value offer elements, ranging from in-stock position to service and pricing. To the extent that the Company is not effective in responding to consumer trends or enhancing its value offer, it could have a negative impact on financial performance. Furthermore, the entry of new competitors, an increase in competition, both local and outside the community, a significant expansion of E-Commerce, or the introduction of new products and services in the Company's markets could also negatively affect the Company's financial performance.

## COMMUNITY RELATIONS

A portion of the Company's sales are derived from communities and regions that restrict commercial land ownership and usage by non-indigenous or non-local owned businesses or which have enacted policies and regulations to support locally-owned businesses. We successfully operate within these environments through initiatives that promote positive community and customer relations. These include store lease arrangements with community-based development organizations and initiatives to recruit local residents into management positions and to incorporate community stakeholder advice into our business at all levels. Further information on community relations is provided under Corporate Social Responsibility and Sustainable Development. To the extent the Company is not successful in maintaining these relations or is unable to renew lease agreements with community-based organizations, or is subject to punitive fees or operating restrictions, it could have an adverse effect on the Company's reputation and financial performance.

## INFORMATION TECHNOLOGY

The Company relies on information technology ("IT") to support the current and future requirements of the business. A significant or prolonged disruption in the Company's current IT systems could negatively impact day-to-day operations of the business which could adversely affect the Company's financial performance and reputation.

The Company is in the process of completing the implementation of new point-of-sale and merchandise management systems which are described further in Developments for 2020 under Project Enterprise. In 2021, the Company will be implementing the merchandise management system in International Operations as part of Project Enterprise. The failure to successfully upgrade legacy systems, or to migrate from legacy systems to new IT systems, could have an adverse effect on the Company's operations, reputation and financial performance. There is also a risk that the anticipated benefits, cost savings or operating efficiencies related to upgrading or implementing new IT systems may not be realized which could adversely affect the Company's operations, financial performance or reputation. To help mitigate these risks, the Company uses a combination of specialized internal and external IT resources as well as a strong governance structure and disciplined project management.

The Company also depends on accurate and reliable information from its IT systems for decision-making and operating the business. As the volume of data and the complexity and integration of IT systems increases, there is a greater risk of errors in data or misinterpretation of the data which could negatively impact decision making and in turn, have an adverse effect on the Company's financial performance.

## **CYBER-SECURITY**

The Company relies on the integrity and continuous availability of its IT systems. In the ordinary course of business, the Company collects, processes, transmits and retains confidential and personal information (collectively "Confidential Information") regarding the Company and its customers, employees and suppliers. The Company's IT systems are exposed to the risks of "cyber-attack", including viruses that can disrupt, paralyze or prevent access to IT systems or result in unauthorized access to Confidential Information.

The Company has implemented security software and measures, including monitoring, testing and employee training, to prevent unauthorized access to its IT systems and Confidential Information, and to reduce the likelihood of disruptions. Cyber-attacks are constantly evolving and are becoming more frequent and sophisticated in nature and there is a risk that the Company's security measures may be breached or unauthorized access may not be detected on a timely basis. Furthermore, employee error, faulty password management or malfeasance may result in unauthorized access to IT systems and Confidential Information. Any prolonged failure relating to IT system availability, breaches of IT system security, a significant loss of data, an impairment of data integrity or unauthorized access to Confidential Information, could adversely affect the financial performance, operations and reputation of the Company and may result in regulatory enforcement actions or litigation.

## **LOGISTICS AND SUPPLY CHAIN**

The Company relies on a complex and elongated outbound supply chain due to the remoteness of the Company's stores. The delivery of merchandise to a substantial portion of the Company's stores involves multiple carriers and multiple modes of transportation including trucks, trains, aircraft, ships and barges through various ports and transportation hubs. The Company's reputation and financial performance can be negatively impacted by supply chain events or disruptions outside of the Company's control, including changes in foreign and domestic regulations which increase the cost of transportation; the quality of transportation infrastructure such as roads, ports and airports; labour disruptions at transportation companies; the impact of a pandemic, including COVID-19, that reduces or restricts transportation to the communities the Company serves; or the consolidation, financial difficulties or bankruptcy of transportation companies. To help mitigate these risks, the Company owns an airline, North Star Air Ltd. and has an investment in Transport Nanuk Inc., an arctic shipping company, which provides the Company with greater control over key components of our logistics network and service to our stores in northern Canada.

## **CLIMATE CHANGE, NATURAL DISASTERS AND FIRE**

The Company's operations are exposed to extreme weather conditions ranging from blizzards to hurricanes, typhoons and cyclones which can cause loss of life, damage to or destruction of key stores and facilities, or temporary business disruptions. The stores located in the South Pacific, Caribbean and coastal areas of Alaska are also at risk of earthquakes and tsunamis which can result in loss of life and destruction of assets. The destruction of assets and the impact on the local economy resulting from these types of extreme weather conditions, particularly where more than one location is impacted, could have a material adverse effect on the operations and financial condition and performance of the Company. Severe weather conditions can also have a negative impact on NSA's operations by disrupting the transportation of merchandise and passengers.

The impact of warmer ocean water temperatures has increased the risk of frequency, severity and duration of hurricanes and typhoons especially in the northeastern Caribbean. Collectively the stores in this region have sales of \$349 million and assets of \$153 million for the year-ended January 31, 2021. In 2017, islands in this region were devastated by two category five hurricanes which resulted in the destruction of the Company's CUL store in St. Thomas and three RTW stores and significantly damaged a CUL store in St. Maarten. Rebuilding has significantly increased resiliency to future hurricanes, however, certain markets remain exposed to this risk.

The Company completed a specific climate-related risk management assessment of its stores in the northeastern Caribbean and upgraded its most hurricane-vulnerable stores to improve the building construction to a category five hurricane resiliency level. These improvements should help mitigate the impact of hurricanes on the Company's stores however, there can be no certainty that the damage from hurricanes will not include significant damage to or loss of stores and warehouses. In addition, hurricanes can result in significant damage to or destruction of important infrastructure, including residences, which in turn may result in people relocated from an island. Any prolonged reduction in population in the communities the Company operates in could have a material impact on the financial performance of the Company.

Longer-term global warming conditions would also have a more pronounced effect, both positive and negative, on the Company's most northern latitude stores. On the downside, global warming will result in rising sea levels, which will cause flooding, and melting permafrost which could damage or destroy the Company's stores, warehouses and housing. The Company operates in 71 communities in northern Canada and 16 communities in Alaska that are potentially exposed to changes in permafrost. Collectively these stores have sales of \$779 million and assets of \$302 million for the year-ended January 31, 2021. Rising sea levels and melting permafrost would also have the same negative impact on our customers which, combined with the potential damage to our facilities, could have a material adverse effect on the Company's operations, financial condition and performance. The Company has in-depth knowledge of and expertise in construction in northern markets and continues to incorporate new engineering and construction techniques in designing buildings and facilities to help mitigate the impact of changing permafrost conditions and minimize damage to the permafrost.

The Company relies upon the availability of winter roads to 40 communities in northern Canada. Global warming conditions may shorten or eliminate the availability of winter roads which would result in higher transportation costs to these remote locations. To the extent that higher transportation costs cannot be offset by other cost reductions or passed on through higher prices, this may result in lower operating margins which may have an adverse effect on the Company's financial performance. This risk related to the availability of winter roads is partially mitigated by the utilization of the Company's wholly-owned airline to transport merchandise to its stores.

On the upside, global warming could result in higher economic growth in the Company's northern markets and would reduce some operating costs such as enabling the Company to use lower-cost sealift year-round to transport merchandise to the Company's stores compared to higher cost air transportation.

The Company's stores in northern Canada and Alaska are exposed to the risk of wild fires and other fire related losses. In many of the Company's remote northern markets, there is limited fire fighting equipment and capability. In the event of a fire there is a high risk of a complete loss of the building, equipment and inventory. In 2018, the Company had three fires in northern Canada which destroyed one store and significantly damaged two other stores. Two of the fires were caused by electrical malfunction and one was arson-related. The Company was able to re-open the stores with reduced selling square footage and a limited merchandise assortment while reconstruction and repairs were being completed. The Company completed an independent review of its fire mitigation policies and procedures to identify opportunities to improve fire prevention in its northern Canada stores and has upgraded facilities to reduce the risk of fire-related losses.

In addition to the risk mitigation activities previously noted, the Company also maintains insurance to help mitigate the impact of losses however, there can be no assurance that one or more large claims or that any given loss will be mitigated in all circumstances. Further information on insurance risk is provided below.

## ECONOMIC ENVIRONMENT

External factors which affect customer demand and personal disposable income, and over which the Company exercises no influence, include government fiscal health, general economic growth, changes in commodity prices, inflation, unemployment rates, personal debt levels, levels of personal disposable income, interest rates and foreign exchange rates. Changes in inflation rates and foreign exchange rates are unpredictable and may impact the cost of merchandise and the prices charged to consumers which in turn could negatively impact sales and net earnings.

Our largest customer segments derive most of their income directly or indirectly from government infrastructure spending or direct payment to individuals in the form of social assistance, child care benefits and old age security. While these tend to be stable sources of income, independent of economic cycles, a decrease in government income transfer payments to individuals, a recession, or a significant and prolonged decline in consumer spending could have an adverse effect on the Company's operations and financial performance.

Furthermore, customers in many of the Company's markets benefit from product cost subsidies through programs such as Nutrition North Canada ("NNC"), the U.S. Supplemental Nutrition Assistance Program ("SNAP") and the by-pass mail system in Alaska which contribute to lower living costs for eligible customers. A change in government policy could result in a reduction in financial support for these programs which would have a significant impact on the price of merchandise and consumer demand and could have an adverse effect on the Company's operations and financial condition.

A major source of employment income in the remote markets where the Company operates is generated from local government and spending on public infrastructure. This includes housing, schools, health care facilities, military facilities, roads and sewers. Local employment levels will fluctuate from year-to-year depending on the degree of infrastructure activity and a community's overall fiscal health. A similar fluctuating source of income is employment related to tourism and natural resource development. A significant or prolonged reduction in government transfers, spending on infrastructure projects, natural resource development and tourism spending would have a negative impact on consumer income which in turn could result in a decrease in sales and gross profit, particularly for more discretionary general merchandise items.

Management regularly monitors economic conditions and considers factors which can affect customer demand in making operating decisions and the development of strategic initiatives and long-range plans.

## FUEL AND UTILITY COSTS

Compared to other retailers, the Company is more exposed to fluctuations in the price of energy, particularly oil. Due to the vast geography and remoteness of the store network, expenses related to aviation fuel, diesel-generated electricity and heating fuel costs are a more significant component of the Company's and its customers' expenses. To the extent that escalating fuel and utility costs cannot be offset by alternative energy sources, energy conservation practices or offsetting productivity gains, this may result in higher retail prices or lower operating margins which may affect the Company's financial performance. In this scenario, consumer retail spending could also be negatively affected by higher household energy-related expenses which could have an adverse effect on the Company's financial performance.

## ENVIRONMENTAL

The Company owns a large number of facilities and real estate, particularly in remote locations, and is subject to environmental risks associated with the contamination of such facilities and properties. The Company operates retail fuel outlets in a number of locations and uses fuel to heat stores and housing. The Company also has aviation fuel storage containers and operates aviation fuel dispensing equipment. Contamination resulting from gasoline, heating and aviation fuel is possible. The Company employs operating, training, monitoring and testing procedures to minimize the risk of contamination. The Company also operates refrigeration equipment in its stores and distribution centres which, if the equipment fails, could release gases that may be harmful to the environment. The Company has monitoring and preventative maintenance procedures to reduce the risk of this contamination occurring. Even with these risk mitigation policies and procedures, the Company could incur increased or unexpected costs related to environmental incidents and remediation activities, including litigation and regulatory compliance costs, all of which could have an adverse effect on the reputation and financial performance of the Company.

## LAWS, REGULATIONS AND STANDARDS

The Company is subject to various laws, regulations and standards administered by federal, provincial and foreign regulatory authorities, including but not limited to income, commodity and other taxes, securities laws, duties, currency repatriation, health and safety, employment standards and minimum wage laws, Payment Card Industry ("PCI") standards, anti-money laundering ("AML") regulations, licensing requirements, product packaging and labeling regulations and zoning laws. New accounting standards and pronouncements or changes in accounting standards may also impact the Company's financial results.

These laws, regulations and standards and their interpretation by various courts and agencies are subject to change. In the course of complying with such changes, the Company may incur significant costs. Failure by the Company to fully comply with applicable laws, regulations and standards could result in financial penalties, assessments, sanctions, loss of operating licenses or legal action that could have an adverse effect on the reputation and the financial performance of the Company.

The Company is also subject to various privacy laws and regulations regarding the protection of personal information of its customers and employees. Any failure in the protection of this information or non-compliance with laws or regulations could negatively affect the Company's reputation and financial performance.

A portion of the Company's sales and net earnings are derived from financial services and pharmacy operations, which are subject to laws, regulations and standards. Changes in legislation regarding financial services fees, including but not limited to ATM, prepaid Visa card and cheque-cashing fees and fees earned on customer accounts receivable, could have an adverse impact on the Company's financial performance if other fees or offsetting cost reductions cannot be implemented. In Canada, on-going prescription drug reform and changes in dispensing fees could have an adverse effect on the Company's financial performance if other fees or offsetting cost reductions cannot be implemented.

The airline industry is also subject to extensive legal, regulatory and administrative controls and oversight, including airline safety standards. Failure by the Company to comply with these laws, regulations and standards could result in the loss of operating licenses and could have an adverse effect on the Company's financial performance and reputation.

Furthermore, changes in legislation, including carbon taxes and the implementation of other greenhouse gas reduction initiatives and regulations related to transitioning to a low-carbon and more climate resilient future, could result in additional costs which could have a negative impact on the Company's financial performance if the Company is not able to fully pass on these additional costs to its customers or identify other offsetting cost reductions and efficiencies.

## INCOME TAXES

In the ordinary course of business, the Company is subject to audits by tax authorities. The Company regularly reviews its compliance with tax legislation, filing positions, the adequacy of its tax provisions and the potential for adverse outcomes. While the Company believes that its tax filing positions are appropriate and supportable, the possibility exists that certain matters may be reviewed and challenged by the tax authorities. If the final outcome differs materially from the tax provisions, the Company's income tax expense and its earnings could be affected positively or negatively in the period in which the outcome is determined.

## FOOD, DRUG, PRODUCT AND SERVICE SAFETY

The Company is exposed to risks associated with food and drug safety, product handling and general merchandise product defects. The Company also operates pharmacies and provides tele-pharmacy services and is subject to risks associated with errors made through medication dispensing or patient services and consultation. Food sales represent approximately 75% of total Company sales. A significant outbreak of a food-borne illness or increased public concerns with certain food products could have an adverse effect on the reputation and financial performance of the Company and could lead to unforeseen liabilities from legal claims. The Company has food preparation, handling, dispensing and storage procedures which help mitigate these risks. The Company also has product recall procedures in place in the event of a food-borne illness outbreak or product defect. The existence of these procedures does not eliminate the underlying risks, and the ability of these procedures to mitigate risk in the event of a food-borne illness or product recall is dependent on their successful execution.

## SOCIAL

Social and political issues raise public awareness, perspectives and actions through protests and/or media campaigns. Issues that may relate to the Company's business include, but are not limited to food security, minimum wages, Indigenous rights, diversity and inclusion, local and ethical sourcing, nutritional labelling and the environment. Ineffective action or inaction on these matters could adversely affect the Company's reputation or financial performance.

## INSURANCE

The Company manages its exposure to certain risks through an integrated insurance program which combines an appropriate level of self-insurance and the purchase of various insurance policies. The Company's insurance program is based on various lines and limits of coverage and is arranged with financially stable insurance companies as rated by professional rating agencies. Global insurance market conditions are more challenging as insurance companies limit their capacity for underwriting risks in certain geographic areas such as the Caribbean and northern Canada or in sectors such as aviation. Insurance companies that do provide coverage in these areas are requiring significantly higher insurance premiums and higher self-insured retention levels from companies. These factors are expected to continue to result in higher insurance costs; and, changes in self-insured retention levels may result in greater earnings volatility in the event of future losses. There can be no assurance that the Company's insurance program will be sufficient to cover one or more large claims, or that any given risk will be mitigated in all circumstances. There can also be no assurance that the Company will be able to continue to purchase insurance coverage at reasonable rates or maintain its self-insured retention levels. To the extent that the Company's insurance policies do not provide sufficient coverage for a loss, it could have an adverse impact on the Company's operating results and financial condition.

## VENDOR AND THIRD PARTY SERVICE PARTNER MANAGEMENT

The Company relies on a broad base of manufacturers, suppliers and operators of distribution facilities to provide goods and services. Events, such as a pandemic, or disruptions affecting these suppliers outside of the Company's control could in turn result in delays in the delivery of merchandise to the stores and therefore negatively impact the Company's reputation and financial performance. A portion of the merchandise the Company sells is purchased offshore. Offshore sourcing could provide products that contain harmful or banned substances or do not meet the required standards. The Company uses offshore consolidators and sourcing agents to monitor product quality and reduce the risk of sub-standard products however, there is no certainty that these risks can be completely mitigated in all circumstances.

NSA also relies upon suppliers and third party service partners for specialized aviation parts and aircraft maintenance services. A prolonged disruption affecting the supply of parts or provision of maintenance services could negatively impact the availability of aircraft to service the Company's customers, or result in higher than anticipated costs, which could have an adverse effect on the Company's financial performance and reputation.



## LITIGATION AND CASUALTY LOSSES

In the normal course of business, the Company is subject to a number of claims and legal actions that may be made by its customers, suppliers and others. The Company records a provision for litigation claims if management believes the Company has liability for such claim or legal action. If management's assessment of liability or the amount of any such claim is incorrect, or the Company is unsuccessful in defending its position, any difference between the final judgment amount and the provision would become an expense or a recovery in the period such claim was resolved.

Consistent with risks inherent in the aviation industry, NSA could be subject to large liability claims arising out of major accidents or disasters involving aircraft which can result in serious injury, death or destruction of property. Accidents and disasters may occur from factors outside of the Company's control such as severe weather, lightning strikes, wind shear and bird strikes. Any such accident or disaster could have a material adverse effect on the Company's reputation, results from operations and financial condition.

## MANAGEMENT OF INVENTORY

Success in the retail industry depends on being able to select the right merchandise, in the correct quantities in proportion to the demand for such merchandise. A miscalculation of consumer demand for merchandise could result in having excess inventory for some products and missed sales opportunities for others which could have an adverse effect on operations and financial performance. Excess inventory may also result in higher markdowns or inventory shrinkage all of which could have an adverse effect on the financial performance of the Company.

## POST-EMPLOYMENT BENEFITS

The Company engages professional investment advisors to manage the assets in the defined benefit pension plans. The performance of the Company's pension plans and the plan funding requirements are impacted by the returns on plan assets, changes in the discount rate and regulatory funding requirements. If capital market returns are below the level estimated by management or if the discount rate used to value the liabilities of the plans decreases, the Company may be required to make contributions to its defined benefit pension plans in excess of those currently contemplated, which may have an adverse effect on the Company's financial performance.

The Company regularly monitors and assesses the performance of the pension plan assets and the impact of changes in capital markets, changes in plan member demographics, and other economic factors that may impact funding requirements, benefit plan expenses and actuarial assumptions. The Company makes cash contributions to the pension plan as required and also uses letters of credit to satisfy a portion of its funding obligations. Effective January 1, 2011, the Company entered into an amended and restated staff pension plan and added a defined contribution plan. Under the amended pension plan, all members who did not meet a qualifying threshold based on number of years in the pension plan and age were transitioned to the defined contribution pension plan effective January 1, 2011 and no longer accumulate years of service under the defined benefit pension plan. Further information on post-employment benefits is provided in Note 13 to the annual audited consolidated financial statements.

## DEPENDENCE ON KEY FACILITIES

There are five major distribution centres which are located in Winnipeg, Manitoba; Anchorage, Alaska; San Leandro, California; Port of Tacoma, Washington; and a third party managed facility in Fort Lauderdale, Florida. In addition, the Company's Canadian Operations support office is located in Winnipeg, Manitoba, NSA's support office is located in Thunder Bay, Ontario and the International Operations has support offices in Anchorage, Alaska and Boca Raton, Florida. A significant or prolonged disruption at any of these facilities due to fire, inclement weather or otherwise could have a material adverse effect on the financial performance of the Company.

## GEOPOLITICAL

Changes in the domestic or international political environment may impact the Company's ability to source and provide products and services. Acts of terrorism, riots, and political instability, especially in less developed markets, could have an adverse effect on the financial performance of the Company.

## ETHICAL BUSINESS CONDUCT

The Company has a Code of Business Conduct and Ethics policy which governs both employees and Directors. The Company also has a Whistleblower Policy that provides direct access to members of the Board of Directors. Unethical business conduct could negatively impact the Company's reputation and relationship with its customers, investors and employees, which in turn could have an adverse effect on the financial performance of the Company.

## FINANCIAL RISKS

In the normal course of business, the Company is exposed to financial risks that have the potential to negatively impact its financial performance. The Company manages financial risk with oversight provided by the Board of Directors, who also approve specific financial transactions. The Company uses derivative financial instruments only to hedge exposures arising in respect of underlying business requirements and not for speculative purposes. These risks and the actions taken to minimize the risks are described below. Further information on the Company's financial instruments and associated risks are provided in Note 15 to the annual audited consolidated financial statements.

## CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk primarily in relation to individual and commercial accounts receivable. The Company manages credit risk by performing regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. The Company does not have any individual customer accounts greater than 10% of total accounts receivable.

## LIQUIDITY RISK

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can do so only at excessive cost. The Company manages liquidity risk by maintaining adequate credit facilities to fund operating requirements, pension plan contributions and planned sustaining and growth-related capital expenditures, and regularly monitoring actual and forecasted cash flow and debt levels. At January 31, 2021, the Company had undrawn committed revolving loan facilities available of \$400.3 million (January 31, 2020 - \$189.8 million).

## 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. The Company is exposed to currency risk, primarily the U.S. dollar, through its net investment in International Operations and its U.S. dollar denominated borrowings. The Company manages its exposure to currency risk by hedging the net investment in foreign operations with a portion of U.S. dollar denominated borrowings. At January 31, 2021, the Company had US\$140.8 million in U.S. denominated debt compared to US\$99.7 million at January 31, 2020.

The Company is also exposed to currency risk relating to the translation of International Operations earnings to Canadian dollars. In 2020, the average exchange rate used to translate U.S. denominated earnings from the International Operations was 1.3390 compared to 1.3246 last year. The Canadian dollar's depreciation in 2020 compared to the U.S. dollar in 2019 positively impacted consolidated net earnings by \$0.5 million. In 2019, the average exchange rate was 1.3246 compared to 1.3041 in 2018 which resulted in an increase in 2019 consolidated net earnings of \$0.7 million compared to 2018.

## 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. The Company is exposed to interest rate risk primarily through its long-term borrowings. The Company manages exposure to interest rate risk through a combination of fixed and floating interest rate debt and may use interest rate swaps. Further information on long-term debt is provided in Note 12 to the annual audited consolidated financial statements. As at January 31, 2021, the Company had no outstanding interest rate swaps.

# Corporate Social Responsibility & Sustainable Development

The North West Company opened its first store in 1668 as a trading post in the Cree Nation of Waskaganish in northern Canada and many of our stores in northern Canada and Alaska have been in operation for over 200 years. Our continuing presence in the communities we serve is based on sustainable practices that reflect our adaptability and respect for the social license and underlying trust we must earn.

The Company's social responsibility and sustainability objectives are framed under the following four pillars:

- Stronger Communities;
- Better Quality of Life for our Customers;
- Empowered Employees; and
- Respect for the Environment.

A brief description of each pillar is as follows:

**Stronger Communities** We are committed to provide significant, meaningful social benefit to the diverse communities we serve. We believe that building strong, healthy and inclusive relationships through listening and collaboration is an approach that adds value for both the community and the Company in areas such as employment, capital investment and sponsorship.

**Better Quality of Life for our Customers** We are committed to provide reliable access to everyday products and services that meet the lifestyle needs of our customers and that are as affordable as possible. In addition, we advocate for inclusive policies and programs that improve the quality of life for the people and communities we serve. This goes to the heart of community and cultural sustainability and to our role in providing socio-economic benefits in the communities we serve.

**Empowered Employees** We are committed to enhance employee satisfaction and effectiveness through our Company values of customer service, trust, enterprising ideas, passion for what we do, accountability and personal balance. We strive to provide our diverse and talented employees with the best job experiences and opportunities, beginning with key roles in our stores.

**Respect for the Environment** We are committed to minimize our environmental footprint in a way that accommodates the conflicting realities of remote, costly-to-serve geographies populated by lower-income communities. We look for innovation across our business from efficient building design to eco-friendly energy alternatives and limiting product packaging and waste.

The Board of Directors are accountable for overseeing the Company's Corporate Social Responsibility and Sustainable Development initiatives which are integrated within the Company's risk management and strategic planning process. In addition to the information provided on climate change and environmental risk factors previously noted under Risk Management, further information on the Company's Sustainability Report is available on the Company's website at [www.northwest.ca](http://www.northwest.ca).

# Dividends and Distributions

## GENERAL

Past dividend practices at the Company are aligned with a total return approach to investment performance. The Company aims to deliver top quartile returns through an equal emphasis on growth and income yield. The Company has paid dividends or distributions for 33 consecutive years. In 2020, the Company paid dividends of \$0.33 per share in the first and second quarters, and \$0.36 per share in the third and fourth quarters or \$1.38 per share for the year. The payment of dividends on the Company's common shares is subject to the discretion of the Board of Directors, and will vary based on, among other factors, the financial performance of the Company, its current and anticipated future business needs and the satisfaction of solvency tests imposed by the CBCA for the declaration of dividends and other conditions existing at such future time.

The Company currently pays quarterly dividends to shareholders on the 15<sup>th</sup> day of April, July, September and January, or the first business day following the 15<sup>th</sup>. The record date for any dividend is on or about the last business day of the month preceding the dividend date, or such other day as may be determined by the Board of Directors. In accordance with stock exchange rules, an ex-dividend date occurs two trading days prior to the record date to permit time for settlement of trades of securities and dividends must be declared a minimum of seven trading days before the record date.

## DIVIDEND HISTORY

The following table shows the quarterly cash dividend per common share declared and paid by the Company for the past three fiscal years.

QUARTER	2020 (\$/share)	2019 (\$/share)	2018 (\$/share)
First Quarter	\$ 0.33	\$ 0.33	\$ 0.32
Second Quarter	0.33	0.33	0.32
Third Quarter	0.36	0.33	0.32
Fourth Quarter	0.36	0.33	0.32
<b>Total</b>	<b>\$ 1.38</b>	<b>\$ 1.32</b>	<b>\$ 1.28</b>

The dividends paid were designated as eligible dividends in accordance with the provisions of the Canadian Income Tax Act.

# Capital Structure

## DESCRIPTION

The Company's objectives in managing capital are to deploy capital to provide an appropriate total return to shareholders while maintaining a capital structure that provides the flexibility to take advantage of the growth opportunities of the business, maintain existing assets, meet obligations and financial covenants and enhance shareholder value. The capital structure of the Company consists of debt and shareholders' equity.

## DEBT

In June 2020, the Company issued US\$70.0 million senior notes in two tranches; US\$35.0 million due June 16, 2027 with a fixed interest rate of 2.88% and US\$35.0 million due June 16, 2032 with a fixed interest rate of 3.09%. These senior notes are secured by certain assets of the Company and rank *pari passu* with the Company's other senior debt comprised of the \$300.0 million Canadian Operations loan facilities, the \$100.0 million senior notes, the US\$52.0 million loan facilities and the US\$70.0 million senior notes that mature June 16, 2021 (collectively "Senior Debt"). The proceeds from the issuance of the senior notes were used to reduce amounts drawn on the Company's revolving loan facilities in Canadian Operations and provide additional capacity for growth opportunities that may arise during the COVID-19 pandemic environment or to repay the US\$70.0 million senior notes when they mature on June 16, 2021.

The Canadian Operations have US\$70.0 million senior notes that mature on June 16, 2021, and have a fixed interest rate of 3.27% on US\$55.0 million and a floating interest rate on US\$15.0 million based on U.S. LIBOR plus a spread, payable semi-annually. The Canadian Operations also have outstanding \$100.0 million senior notes that mature September 26, 2029 and have a fixed interest rate of 3.74%. All senior notes are secured by certain assets of the Company and rank *pari passu* with the Company's other Senior Debt. The US\$140.0 million senior notes have been designated as a hedge against the U.S. dollar investment in the International Operations.

The Canadian Operations have committed, revolving loan facilities of \$300.0 million that bear a floating rate of interest based on Bankers Acceptances rates plus a stamping fee and mature on September 26, 2022. These facilities are secured by certain assets of the Company and rank *pari passu* with the Company's other Senior Debt. At January 31, 2021, the Company had \$NIL drawn on these facilities (January 31, 2020 - \$176.7 million).

The Company has committed, revolving loan facilities of US\$52.0 million that bear interest at U.S. LIBOR plus a spread and mature on September 26, 2022. These loan facilities are secured by certain assets of the Company and rank *pari passu* with the Company's other Senior Debt. At January 31, 2021, the Company had drawn US\$NIL on these facilities (January 31, 2020 - US\$27.9 million).

The International Operations have an available, committed, revolving loan facility of US\$40.0 million for working capital and general business purposes that matures in February 2025. This facility bears a floating rate of interest based on U.S. LIBOR plus a spread and is secured by certain accounts receivable and inventories of the International Operations. At January 31, 2021, the Company had drawn US\$NIL on this facility (January 31, 2020 - US\$0.7 million).

## SHAREHOLDERS' EQUITY

On June 14, 2017, the Company's Common Shares were replaced by Variable Voting Shares and Common Voting Shares. The two classes of shares have equivalent rights as shareholders except for voting rights. Holders of Variable Voting Shares are entitled to one vote per share except where (i) the number of outstanding Variable Voting Shares exceeds 49% of the total number of all issued and outstanding Variable Voting Shares and Common Voting Shares, or (ii) the total number of votes cast by or on behalf of the holders of Variable Voting Shares at any meeting on any matter on which a vote is to be taken exceeds 49% of the total number of votes cast at such meeting.

If either of the above-noted thresholds is surpassed at any time, the vote attached to each Variable Voting Share will decrease automatically without further act or formality. Under the circumstances described in paragraph (i) above, the Variable Voting Shares as a class cannot carry more than 49% of the total voting rights attached to the aggregate number of issued and outstanding Variable Voting Shares and Common Voting Shares of the Company. Under the circumstances described in paragraph (ii) above, the Variable Voting Shares as a class cannot, for a given Shareholders' meeting, carry more than 49% of the total number of votes cast at the meeting.

Variable Voting Shares may only be held, beneficially owned or controlled, directly or indirectly, by persons who are not Canadians (within the meaning of the Canada Transportation Act). An issued and outstanding Variable Voting Share is converted into one Common Voting Share automatically and without any further act of the Company or the holder, if such Variable Voting Share becomes held, beneficially owned and controlled, directly or indirectly, otherwise than by way of security only, by a Canadian, as defined in the Canada Transportation Act ("CTA").

The Company is authorized to issue an unlimited number of shares. As at January 31, 2021, there were 32,234,280 (January 31, 2020 - 37,393,301) common voting shares and 16,379,039 (January 31, 2020 - 11,357,628) variable voting shares issued and outstanding. The total shares outstanding as of January 31, 2021 were 48,613,319 (January 31, 2020 - 48,750,929).

The rights, privileges, restrictions and conditions attached to the common shares of the Company are:

- (i) Voting Rights - The holders of the Company's shares are entitled to one vote per share at all meetings of the shareholders of the Company.
- (ii) Dividends - The holders of the Company's shares are entitled to receive any dividend declared by the Board on shares. See "Dividends and Distributions" section.
- (iii) Rights Upon Dissolution - In the event of liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of the Company's shares are entitled to receive, after payment of all liabilities of the Company, the remaining assets and property of the Company.

On November 10, 2020, the Company received approval from the Toronto Stock Exchange ("TSX") to proceed with a Normal Course Issuer Bid ("NCIB"). Under the NCIB, the Company may acquire up to a maximum of 4,807,437 of its shares, or approximately 10% of its float for cancellation over the following 12 months. During the year ended January 31, 2021, the Company purchased 180,774 common shares having a book value of \$0.6 million for cash consideration of \$6.0 million. The excess of the purchase price over the book value of the shares of \$5.4 million was charged to retained earnings. All shares purchased were cancelled.

In connection with the NCIB, the Company has established an automatic securities purchase plan with its designated broker to facilitate the purchase of shares under the NCIB at times when the Company would ordinarily not be permitted to purchase its shares due to regulatory restrictions or self-imposed blackout periods. Under the plan, before entering a self-imposed blackout period, North West may, but is not required to, ask the designated broker to make purchases under the NCIB within specific parameters.

On February 9, 2017, the Company acquired 76% of the outstanding common shares of Roadtown Wholesale Trading Ltd. ("RTW"), operating primarily as Riteway Food Markets in the British Virgin Islands for US\$27.0 million. In the first quarter of 2017, the Company issued 133,944 common shares as partial consideration for this acquisition in accordance with the form of consideration elected to be received by RTW shareholders. These shares were held in escrow by CST Trust Company pursuant to the terms of an escrow agreement until March 24, 2017.

The Company has granted Performance Share Units ("PSUs") to officers and senior management. Each PSU entitles the participant to receive either a cash payment equal to the market value of the number of notional units granted or one share of the Company for each notional unit granted at the end of the vesting period based on the achievement of specific performance based criteria. The PSU account for each participant includes the value of dividends from the Company as if reinvested in additional PSUs. PSU awards vest with the employee on the third fiscal year following the date of the grant to which the award relates. Compensation expense is measured based on the grant date fair market value of the award. The associated compensation expense is recognized over the vesting period based on the estimated total compensation to be paid out at the end of the vesting period factoring in the probability of the performance criteria being met during that period. The total number of PSUs outstanding at January 31, 2021 that may be settled in treasury shares is 322,910 (January 31, 2020 - 243,712). There were no PSUs settled in treasury shares during the year (January 31, 2020 - NIL).

The Company has a Share Option Plan that provides for the granting of options to certain officers and senior management. Options confer upon the holder a right to purchase one common share at a specific price described when the option is issued. The maximum number of shares available for issuance is a fixed number set at 4,354,020, representing 9.0% of the Company's issued and outstanding shares at January 31, 2021.

During fiscal 2020, 809,313 options were exercised for cash consideration and 43,164 common shares were issued under share-based payment plans. As at January 31, 2021, there were 2,052,638 options outstanding, a decrease of 767,175 options from January 31, 2020.

The Company also has a Director Deferred Share Unit Plan ("DDSU") available for independent Directors. Participants are credited with deferred share units for the amount of the annual equity retainer and fees each participant elects to allocate to the DDSU plan. Each deferred share unit entitles the holder to receive a share of the Company. The DDSUs are exercisable by the holder at any time but no later than December 31 of the first calendar year commencing after the holder ceases to be a Director. A participant may elect at the time of exercise of any DDSUs, subject to the consent of the Company, to have the Company pay an amount in cash equal to the aggregate current market value of the shares, determined based on the closing price of the shares on the TSX on the trading day preceding the exercise date. This cash payment is in consideration for the surrender by the participant to the Company the right to receive shares from exercising the DDSUs. Effective December 2016, the Plan was amended for those DDSUs credited to participants for the portion of the annual cash retainer and fees each participant elects to allocate to the Plan. The holder of these DDSUs is entitled to receive at the time of exercise, an amount in cash equal to the aggregate current market value of the shares, determined based on the closing price of the shares on the TSX on the trading day preceding the exercise date.

The total number of DDSUs outstanding at January 31, 2021 is 314,829 (January 31, 2020 - 318,227). There were 51,750 DDSUs exercised in cash during the year ended January 31, 2021 (January 31, 2020 - NIL).

# Market for Securities

## DESCRIPTION

The Company's common shares are listed and posted for trading on the TSX under the symbol "NWC". The following table provides trading information for the common shares for the period from February 1, 2020 to January 31, 2021 as reported by the TSX.

Month	High (\$)	Low (\$)	Close (\$)	Volume
February	28.23	25.15	25.69	3,381,916
March	26.25	16.06	22.42	8,164,413
April	27.45	20.88	26.30	6,686,326
May	26.95	24.60	26.79	3,751,233
June	32.01	25.81	29.68	7,950,775
July	31.37	29.23	29.80	3,798,119
August	30.83	28.47	28.50	2,591,538
September	36.92	27.78	36.40	6,069,307
October	36.50	32.22	32.85	5,418,210
November	35.36	32.70	33.60	3,647,464
December	35.97	32.34	32.44	4,858,310
January	33.63	31.40	32.37	4,509,466

## ESCROWED SECURITIES

To the Company's knowledge, no securities of the Company were held in escrow as at January 31, 2021.

# Directors and Executives of the Company

The name, jurisdiction of residence, position held at April 7, 2021 and principal occupation for each of our directors and executives are set out below. The term of office of each director expires at the next annual meeting of the Company.

## DIRECTORS

Name and Jurisdiction of Residence	Position with North West	Principal Occupation
<b>H. Sanford Riley<sup>(1)</sup></b> Winnipeg, Manitoba, Canada	Chair of the Board & Directors (Director since 2003)	Chairman, Richardson Financial Group Limited
<b>Brock Bulbuck, CPA, CA<sup>(2)(4)</sup></b> Winnipeg, Manitoba, Canada	Director (Director since 2018)	Executive Chair Boyd Group Services Inc.
<b>Deepak Chopra, FCPA, FCGA<sup>(2)(4)</sup></b> Toronto, Ontario, Canada	Director (Director since 2018)	Corporate Director
<b>Frank J. Coleman<sup>(2)(4)</sup></b> Corner Brook, Newfoundland and Labrador, Canada	Director (Director since 1999)	President and Chief Executive Officer, Coleman Group of Companies
<b>Wendy F. Evans<sup>(3)(4)</sup></b> Toronto, Ontario, Canada	Director (Director since 2005)	President, Evans and Company Consultants Inc.
<b>Stewart Glendinning<sup>(2)(3)</sup></b> Ocean Ridge, Florida, USA	Chair, Governance and Nominating Committee (Director since 2014)	Executive Vice President and CFO Tyson Foods, Inc.
<b>Edward S. Kennedy<sup>(1)</sup></b> Winnipeg, Manitoba, Canada	President & CEO (Director since 1996)	President & Chief Executive Officer, The North West Company Inc.
<b>Annalisa King<sup>(2)(3)</sup></b> Vancouver, British Columbia, Canada	Chair, Audit Committee and Director (Director since 2014)	Corporate Director
<b>Violet A. M. Konkle<sup>(3)(4)</sup></b> Fenwick, Ontario, Canada	Chair, Human Resources, Compensation and Pension Committee and Director (Director since 2014)	Corporate Director
<b>Jennefer Nepinak<sup>(2)(4)</sup></b> Winnipeg, Manitoba, Canada	Director (Director since 2019)	Senior Advisor, Canadian Museum for Human Rights
<b>Eric L. Stefanson, FCPA, FCA<sup>(2)(3)</sup></b> Winnipeg, Manitoba, Canada	Director (Director since 2012)	Corporate Director
<b>Victor Tootoo, CPA, CGA<sup>(2)(3)</sup></b> Iqaluit, Nunavut, Canada	Director (Director since 2015)	Vice President, NVision Insight Group

(1) The Chair of the Board is not a member of any Board Committee, but attends all meetings in an ex-officio capacity. The President and Chief Executive Officer is not a member of any Board Committee, but attends these meetings as an invited guest.

(2) Member of the Audit Committee.

(3) Member of the Governance and Nominating Committee.

(4) Member of the Human Resources, Compensation and Pension Committee.



Each of the directors listed have held their respective positions and offices with the same, predecessor or associated firms or organizations as their principal occupation for the past five years, except as follows:

**Brock Bulbuck** is the Executive Chair of Boyd Group Services Inc. Since joining Boyd in 1993, Mr. Bulbuck has played a leading role in the overall development and growth of Boyd Group's business, including serving as CEO from 2010 to 2019. In addition to his executive management position at Boyd, Mr. Bulbuck also serves on the Board of Directors of Boyd Group Services Inc. He is also a past Chairperson of the Winnipeg Football Club Board of Directors, a past member of the Canadian Football League Board of Governors and a current director of the Pan Am Clinic Foundation. Mr. Bulbuck has a Bachelor of Commerce (Honors) degree from the University of Manitoba and is a Chartered Professional Accountant.

**Deepak Chopra** most recently served as President and Chief Executive Officer of Canada Post Corporation from February 2011 to March 2018. Mr. Chopra has more than 30 years of global experience in the financial services, technology, retail and logistics & supply-chain industries. Prior to that he worked for Pitney Bowes Inc., a NYSE-traded technology company known for postage meters, mail automation and location intelligence services, for more than 20 years. He served as President of Pitney Bowes Canada and Latin America from 2006 to 2010. He held a number of increasingly senior executive roles in Europe, Asia Pacific and Middle East regions. Mr. Chopra is a director of Celestica, Inc. and Descartes Systems Group. He has previously served on the boards of Canada Post Corporation, Purolator Holdings Ltd., SCI Group, the Canada Post Community Foundation and the Toronto Region Board of Trade. Mr. Chopra is a Fellow of the Institute of Chartered Professional Accountants of Canada.

**Stewart Glendinning** has been the Executive Vice President and Chief Financial Officer of Tyson Foods since 2018. Prior to that he worked with Molson Coors Brewing Company beginning in 2005 where he held the positions of (i) Chief Financial Officer, Molson Coors UK, (ii) Global Chief Financial Officer Molson Coors Brewing Company, (iii) President and Chief Executive Officer, Molson Coors UK, (iv) President and Chief Executive Officer, Molson Coors Canada, and (v) President and Chief Executive Officer of Molson Coors International. Before joining Molson Coors, Mr. Glendinning worked with KPMG and The Hackett Group, both professional services companies where he held various senior audit and consulting roles, working with a broad array of multinational clients. He has also served with various organizations within the U.S. Naval Reserve.

**Annalisa King** is currently the Chair of the Board for the Vancouver Airport Authority. Prior to that, Ms. King was Senior Vice President and Chief Financial Officer of Best Buy Canada Ltd., serving in this position from 2008 through 2016. Before her role at Best Buy Canada Ltd., she was Senior Vice-President of Business Transformation for Maple Leaf Foods Inc. She has also held senior positions, primarily in finance, throughout her career at consumer packaged goods companies, Kraft and Pillsbury Canada. Ms. King is a director of Saputo Inc., First Capital Real Estate Investment Trust and Templeton DOC General Partnership Ltd. Ms. King obtained her ICD.D designation from the Institute of Corporate Directors in 2013, and obtained fellowship from the National Association of Corporate Directors in 2018.

**Violet A. M. Konkle** is the past President and Chief Executive Officer of The Brick Ltd. Prior to joining The Brick in 2010 as President of Business Support; she held a number of positions with Walmart Canada, including Chief Operating Officer and Chief Customer Officer. Ms. Konkle also held a number of senior executive positions with Loblaw Companies Ltd., including Executive Vice President, Atlantic Wholesale Division. Ms. Konkle is a director of Boyd Group Services Inc., GFL Environmental Inc., Bailey Metal Products, Elswood Investment Corporation and Abarta. She is a past director of Longo's Fruit Markets Inc., Dare Foods, The Brick Ltd., Trans Global Insurance, the Canadian Chamber of Commerce and Habitat for Humanity. Ms. Konkle obtained her ICD.D designation from the Institute of Corporate Directors in 2014.

**Jennefer Nepinak** is an experienced Advisor and lawyer and is the Associate Vice-President, Indigenous Engagement at The University of Winnipeg. She is a citizen of the Minegozhiibe Anishinabe (Pine Creek First Nation) and is fluent in Ojibwe. Ms. Nepinak has held leadership roles at the Canadian Museum for Human Rights, the Treaty Relations Commission of Manitoba, and with various First Nation governments, as well as with the governments of Canada and Manitoba. A passionate leader firmly rooted in the Indigenous community her efforts are founded in a balanced approach focused on ensuring that Indigenous ways of knowing and being are recognized and incorporated. Ms. Nepinak has over 25 years of political, government and business experience and is skilled at initiating collaborative processes that involve numerous cross-sector partners and stakeholders. With extensive governance experience, she has served on various boards including the Assembly of Manitoba Chiefs, the Treaty Legacy Foundation, Rossbrook House, the Helen Betty Osborne Memorial Foundation, The University of Winnipeg Board of Regents, the Canadian Education Coalition and Manitoba Hydro. Ms. Nepinak received a Bachelor of Arts in Sociology (1997), completed her Law degree at the University of Manitoba and Osgoode Hall Law School at York University (2000) and received her designation with the Institute of Corporate Directors at Rotman School of Management (2018). She is currently pursuing a Master of Arts in Indigenous Governance and is also a practising member of the Manitoba Law Society.

**Victor Tootoo** is the Vice-President of NVision Insight Group, which specializes in empowering Indigenous communities and works with all levels of government and Inuit organizations in northern Canada. He is also President of Northern Allied Nunavut Travel Inc., a travel management company which caters to corporations in northern Canada; President of AV Nunavut Fuels Inc., which purchases and distributes fuel to northern Canada; President of Kivallingmiut and Auyuitiq Aviation, which provides helicopter and charter services in northern Canada; and President of Nahanni Nunavut Construction, which provides civil project management and general contractor services. Prior to launching his commercial career, Mr. Tootoo held numerous positions with various governments in the north. Mr. Tootoo holds a Chartered Professional Accountants designation and also attended Assiniboine Community College where he obtained a Diploma in Business Administration.

## EXECUTIVES

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Name and Jurisdiction of Residence	Principal Occupation with North West
<b>Edward S. Kennedy</b> Winnipeg, Manitoba, Canada	President & Chief Executive Officer (Executive since 1989)
<b>Daniel G. McConnell</b> Boca Raton, Florida, USA	President, International Retail (Executive since 2008)
<b>Alex S. Yeo</b> Winnipeg, Manitoba, Canada	President, Canadian Retail (Executive since 2018)
<b>John D. King, CPA, CA, CMA</b> Winnipeg, Manitoba, Canada	Executive Vice-President & Chief Financial Officer (Executive since 2006)
<b>Gary Merasty</b> Winnipeg, Manitoba, Canada	Executive Vice-President, Chief Development Officer (Executive since 2018)
<b>Kyle A. Hill</b> Anchorage, Alaska, USA	Executive Vice-President, Procurement & Marketing, Alaska Commercial Company (Executive since 2018)
<b>Cole J. A. Akerstream</b> Winnipeg, Manitoba, Canada	Vice-President, Corporate Development (Executive since 2019)
<b>Michael T. Beaulieu</b> Winnipeg, Manitoba, Canada	Vice-President, Canadian Store Operations (Executive since 2013)
<b>Steven J. Boily</b> Winnipeg, Manitoba, Canada	Vice-President, Information Services (Executive since 2016)
<b>David M. Chatyrbok</b> Winnipeg, Manitoba, Canada	Vice-President, Canadian Procurement & Marketing (Executive since 2009)
<b>Leanne G. Flewitt</b> Winnipeg, Manitoba, Canada	Vice-President, Logistics, Supply Chain & Distribution (Canadian Operations) (Executive since 2013)
<b>Matt D. Johnson</b> Boca Raton, Florida, USA	Vice-President, Cost-U-Less Procurement & Marketing (Executive since 2014)
<b>Laurie J. Kaminsky</b> Winnipeg, Manitoba, Canada	Vice-President, NWC Health Products & Services (Executive since 2014)
<b>Frank W. Kelner</b> Thunder Bay, Ontario, Canada	Chairman & Chief Executive Officer, North Star Air Ltd. (Executive since 2017)
<b>Thomas J. Meilleur</b> Thunder Bay, Ontario, Canada	Vice-President, North Star Air Ltd. (Executive since 2017)
<b>Walter E. Pickett</b> Eagle River, Alaska, USA	Vice-President & General Manager, Alaska Commercial Company (Executive since 2005)
<b>Kevin T. Sie, CPA, CA</b> Winnipeg, Manitoba, Canada	Vice-President, Finance (Executive since 2019)

Name and Jurisdiction of Residence	Principal Occupation with North West
<b>Jeffrey B. Stout</b> Thunder Bay, Ontario, Canada	President & Chief Operating Officer, North Star Air Ltd. (Executive since 2017)
<b>Amanda E. Sutton</b> Winnipeg, Manitoba, Canada	Vice-President, Legal & Corporate Secretary (Executive since 2017)
<b>James W. Walker</b> Anchorage, Alaska, USA	Vice-President & General Manager, Wholesale Operations (International Operations) (Executive since 2008)

All of the executives have held their present positions with the Company during the past five years, except as follows:

**Daniel G. McConnell** joined the Company in 2002 and has held various roles within the Real Estate and Store Development department including Executive Vice-President and Chief Development Officer and Vice-President, Real Estate and Store Development. Mr. McConnell was promoted to the position of President, International Retail in December 2017.

**Alex S. Yeo** joined the Company in 2018 as President, Canadian Retail. Previously, Mr. Yeo had a progressive and varied career, spending seven years with the Government of Singapore in progressively senior roles in the Ministries of Defense, Education and Community Development. From there, he joined McDonald's Corporation, taking over as the Managing Director of McDonald's Singapore at the age of 31 before taking on the position of Chief Restaurant Officer for China. Most recently, Mr. Yeo spent four years with international consulting firm McKinsey & Company working on operations and digital transformation projects for various financial service and retail companies. Mr. Yeo has a Bachelor and Masters' Degree in Political Science from the University of Michigan and an MBA from the University of Toronto.

**Gary Merasty** joined the Company in 2018 as Executive Vice-President & Chief Development Officer, accountable for Real Estate, Construction, Community Relations, Health Products & Services and new venture development. He brings years of diverse political and business leadership experience gained from senior roles within northern enterprises, indigenous partnerships, external relations and as a Member of Parliament, combined with his tenure of seven years on the Company's Board of Directors. Mr. Merasty is originally from the Peter Ballantyne Cree Nation community of Pelican Narrows in northeastern Saskatchewan.

**Kyle A. Hill** joined the Company in 2018, as Vice-President of Strategy and Special Projects and was promoted to Executive Vice-President in 2019. In 2020, he took on the role of Vice-President of Procurement and Marketing with the Alaska Commercial Company business unit and retained his role of Executive Vice-President with the North West Company. Mr. Hill's previous experience includes positions at Google and NASA followed by three years at the Boston Consulting Group. Most recently Mr. Hill co-founded and was Executive Director of Teach for Canada, a non-profit organization that partners with northern First Nations to recruit, train, and support teachers. He has a Bachelor, Masters and Doctorate degrees in physics and mathematics and was a Rhodes Scholar at the University of Oxford.

**Cole J. A. Akerstream** joined the Company in 2009 as Manager, Store Development. He was promoted in 2012 to Senior Manager, Real Estate & Store Development, and appointed Director, Real Estate, Store Development & Staff Housing in 2016. In July 2019, Mr. Akerstream assumed his current role, Vice-President, Corporate Development.

**Michael T. Beaulieu** joined the Company in 1993 in our Northern Stores where he advanced to Store Manager and then to District and Regional Store Management positions before joining Procurement and Marketing as a Director. In 2013, Mr. Beaulieu was promoted to Vice-President, NWC Services and in 2016 was appointed to Vice-President, Canadian Sales & Operations, Northern Canada Retail, Central Division before assuming his current role in 2020.

**Steven J. Boily** joined the Company in 2016 as Vice-President, Information Services, bringing with him over 20 years of broad IT experience. Mr. Boily has held a number of progressively senior IT roles with various retailers including Chief Information Officer at United Farmers of Alberta, in addition to senior IT roles with both Canadian Tire and Hudson's Bay Company.

**David M. Chatyrbok** joined the Company in 2000 and held various management positions, including Senior Category Manager and Director within the procurement and marketing division. In 2007, Mr. Chatyrbok was promoted to Vice-President of Marketing for the Alaska Commercial Company and in 2009 returned to Canada as Vice-President, Grocery, Procurement & Marketing for the Company. In 2016, Mr. Chatyrbok moved to operations as Vice-President, Canadian Sales & Operations, Northern Canada Retail, NorthMart/Major Markets Division before assuming his current role in 2020.

**Leanne G. Flewitt** joined the Company in May 1993 as Associate Buyer in the Food Marketing group. Ms. Flewitt progressed through roles in Procurement and Marketing and Supply Chain, holding the positions of Inventory Manager, Category Manager, Senior Category Manager, Project Business Lead and Director of Supply Chain Services. She had previously held the roles of Vice-President, Merchandise Performance Services and Vice-President, Project Enterprise before assuming her current role as Vice-President, Logistics, Supply Chain & Distribution (Canadian Operations).

**Matt D. Johnson** returned to the Company in 2014 as Vice-President, Fresh/Food Service Procurement & Marketing and assumed his current role in 2019. Mr. Johnson had previously been with the Company as a Meat Assistant Category Manager and over six years progressed to Category Manager Meat/Seafood/Deli/Food Service. In 2010, Mr. Johnson joined Price Chopper in upstate New York and was promoted to the position of Vice-President, Meat Merchandising. Prior to joining the Company Mr. Johnson had most recently been with Ahold USA.

**Frank W. Kelner** joined the Company in 2017 as President & CEO of North Star Air Ltd. Prior to 2017, Mr. Kelner was the CEO and majority owner of NSA. Mr. Kelner brings with him over 30 years of aviation experience including over 15,000 flying hours and a successful track record of building new businesses, including present-day Wasaya Airways and Levaero Aviation.

**Thomas J. Meilleur** joined the Company in 2017 as Vice-President, North Star Air Ltd. with the NSA acquisition. Prior to joining NSA in his current capacity in 2012, Mr. Meilleur was President/CEO of NAC Air and has held a number of operations and management positions with Austin Airways, Air Ontario (present day Air Canada Jazz) and Wasaya Airways.

**Kevin T. Sie** joined the Company in 2008 as Corporate Controller and in 2019, was promoted to Vice-President, Finance. Prior to joining North West he was a Senior Manager at KPMG LLP where he worked in Canada and internationally providing audit and advisory services for over 10 years in Canadian, US and European markets. Mr. Sie has a B. Comm (Honours) from the University of Manitoba and is a member of the Chartered Professional Accountants of Manitoba, obtaining his CPA, CA designation in 2000.

**Jeffrey B. Stout** joined the Company in 2017 as Vice-President, NSA Commercial Operations, bringing a combination of aviation sales, finance and operational insight to the Company and was promoted to President & Chief Operating Officer in 2020. Prior to the acquisition, Mr. Stout had previously been with NSA as a dispatcher and was promoted to Operations Centre Manager in 2014.

**Amanda E. Sutton** joined the Company in 2017 as Vice-President, Legal and Corporate Secretary after being employed as Senior Legal Counsel at The Wawanesa Mutual Insurance Company. Prior to joining Wawanesa, Ms. Sutton was the Vice-President and General Counsel at Trimac Transportation Ltd., a publicly-traded company, Trimac Equipment Leasing Inc. and TMS (GP) Inc. Ms. Sutton also worked in the corporate departments of two top-tier Canadian based international business law firms.

As at January 31, 2021, the foregoing directors and officers, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 1,031,618 common shares or approximately 2.1% of the issued and outstanding common shares of the Company. The information as to shares beneficially owned, not being with our knowledge, has been furnished by the respective individuals.

As at January 31, 2021, based on public filings, there were no shareholders who beneficially owned, or controlled or directed, directly or indirectly, more than 10.0% of the Company's issued and outstanding common shares.

## CORPORATE CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS

Other than as noted in the declarations set forth below, no Director or executive of the Company is, or has been within the past 10 years, a Director or executive officer or promoter of any other company that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days;
- (ii) was subject to an event that resulted, after the person ceased to be a Director or executive officer, in the issuer being the subject of a cease trade order or similar order or an order denying statutory exemption; or
- (iii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

No Director or executive of the Company has, within the 10 years preceding the date hereof, been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

No Director or executive is, or has become, within the 10 years preceding the date hereof, bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

# Audit Committee

## DESCRIPTION

The Audit Committee is appointed annually by the Company's Board of Directors. The responsibilities and duties of the Audit Committee are set out in the Audit Committee Mandate attached hereto as Appendix A. The following table sets out the name of each of the current members of our Audit Committee, whether such member is independent and financially literate, as those terms are defined in National Instrument 52-110 *Audit Committees*. It also summarizes the relevant education and experience of each member.

Name	Independent	Financially Literate	Relevant Education and Experience
Annalisa King, ICD.D	✓	✓	Chair of the Board for the Vancouver Airport Authority. Prior to that, Ms. King was Senior Vice President and Chief Financial Officer of Best Buy Canada Ltd., serving in this position from 2008 through 2016. Before her role at Best Buy Canada Ltd., she was Senior Vice-President of Business Transformation for Maple Leaf Foods Inc. She has also held senior positions, primarily in finance, throughout her career at consumer packaged goods companies, Kraft and Pillsbury Canada. Ms. King is a director of Saputo Inc., First Capital Real Estate Investment Trust and Templeton DOC General Partnership Ltd. Ms. King obtained her ICD.D designation from the Institute of Corporate Directors in 2013 and obtained fellowship from the National Association of Corporate Directors in 2018.
Brock Bulbuck, CPA, CA	✓	✓	Mr. Bulbuck is the Executive Chair of Boyd Group Services Inc. Since joining Boyd in 1993, Mr. Bulbuck has played a leading role in the overall development and growth of Boyd Group's business, including serving as CEO from 2010 to 2019. In addition to his executive management position at Boyd, Mr. Bulbuck also serves on the Board of Directors of Boyd Group Services Inc. He is also a past Chairperson of the Winnipeg Football Club Board of Directors, a past member of the Canadian Football League Board of Governors and a current Director of the Pan Am Clinic Foundation. Mr. Bulbuck has a Bachelor of Commerce (Honors) degree from the University of Manitoba and is a Chartered Professional Accountant.
Deepak Chopra, FCPA, FCGA	✓	✓	Mr. Chopra most recently served as President and Chief Executive Officer of Canada Post Corporation from February 2011 to March 2018. Mr. Chopra has more than 30 years of global experience in the financial services, technology, retail and logistics & supply-chain industries. Prior to that he worked for Pitney Bowes Inc., a NYSE-traded technology company known for postage meters, mail automation and location intelligence services, for more than 20 years. He served as President of Pitney Bowes Canada and Latin America from 2006 to 2010. He held a number of increasingly senior executive roles in Europe, Asia Pacific and Middle East regions. Mr. Chopra is a director of Celestica, Inc. and Descartes Systems Group. He has previously served on the boards of Canada Post Corporation, Purolator Holdings Ltd., SCI Group, the Canada Post Community Foundation and the Toronto Region Board of Trade. Mr. Chopra is a Fellow of the Institute of Chartered Professional Accountants of Canada.
Frank J. Coleman	✓	✓	President and Chief Executive Officer of the Coleman Group of Companies since 1991. This includes retail food, retail furniture and clothing operations throughout the Province of Newfoundland and Labrador. He is a past director of the Distribution Council of Canada, The Canadian Federation of Independent Grocers, Emera Newfoundland and Labrador Holdings Incorporated, Fishery Products Ltd., and Newfoundland Power (a subsidiary of Fortis). He is currently a director of Rocky Mountain Liquor Inc. and has served as the Honorary Lieutenant Col. of the Royal Newfoundland Regiment Battalion 2.
Stewart Glendinning	✓	✓	Executive Vice President and Chief Financial Officer of Tyson Foods since 2018. Prior to that he worked with Molson Coors Brewing Company beginning in 2005 where he held the positions of (i) Chief Financial Officer, Molson Coors UK, (ii) Global Chief Financial Officer Molson Coors Brewing Company, (iii) President and Chief Executive Officer, Molson Coors UK, (iv) President and Chief Executive Officer, Molson Coors Canada, and (v) President and Chief Executive Officer of Molson Coors International. Before joining Molson Coors, Mr. Glendinning worked with KPMG and The Hackett Group, both professional services companies where he held various senior audit and consulting roles, working with a broad array of multinational clients. He has also served with various organizations within the U.S. Naval Reserve.

Name	Independent	Financially Literate	Relevant Education and Experience
Jennefer J. Nepinak, B.A., LL.B, ICD.D	✓	✓	Ms. Nepinak is an experienced Advisor and lawyer and is the Associate Vice-President, Indigenous Engagement at The University of Winnipeg. She is a citizen of the Minegozhiiibe Anishinabe (Pine Creek First Nation) and is fluent in Ojibwe. Ms. Nepinak has held leadership roles at the Canadian Museum for Human Rights, the Treaty Relations Commission of Manitoba, and with various First Nation governments, as well as with the governments of Canada and Manitoba. A passionate leader firmly rooted in the Indigenous community her efforts are founded in a balanced approach focused on ensuring that Indigenous ways of knowing and being are recognized and incorporated. Ms. Nepinak has over 25 years of political, government and business experience and is skilled at initiating collaborative processes that involve numerous cross-sector partners and stakeholders. With extensive governance experience, she has served on various boards including the Assembly of Manitoba Chiefs, the Treaty Legacy Foundation, Rossbrook House, the Helen Betty Osborne Memorial Foundation, The University of Winnipeg Board of Regents, the Canadian Education Coalition and Manitoba Hydro. Ms. Nepinak received a Bachelor of Arts in Sociology (1997), completed her Law degree at the University of Manitoba and Osgoode Hall Law School at York University (2000) and received her designation with the Institute of Corporate Directors at Rotman School of Management (2018). She is currently pursuing a Master of Arts in Indigenous Governance and is also a practising member of the Manitoba Law Society.
Eric L. Stefanson, FCPA, FCA	✓	✓	Mr. Stefanson was the managing partner of the Central Canada Region for BDO Canada LLP Chartered Accountants and Advisors from 2004 to 2009. He also held various positions with Assante Canada, including the position of Chief Financial Officer from 2001 to 2004. Mr. Stefanson was a member of the Legislative Assembly of Manitoba from 1990 to 2000, and held various portfolios, including the position of Finance Minister and Chair of the Treasury Board from 1993 to 1999. Mr. Stefanson was a Winnipeg City councillor from 1982 to 1989 and served as Deputy Mayor. He was a director of People Corporation (Chair of the Audit Committee). He was a member of the Board of Directors of Via Rail Canada from 2007 to 2016 (serving as the Chair of the Audit Committee and as Interim Chairman). Mr. Stefanson is the former Chair of the Audit Committee for FWS Holdings Ltd., the former Chair of the Investment Committee of the Winnipeg Civic Employee's Benefit Program, the former Chair of the Audit Committee for the Winnipeg Foundation and the former Chair of the Board for the Health Sciences Centre Foundation. In 2000, Mr. Stefanson received the Icelandic Order of the Falcon from the President of Iceland. In 2013, Mr. Stefanson was the recipient of the Lifetime Achievement Award from the Institute of Chartered Accountants in Manitoba.
Victor Tootoo, CPA, CGA	✓	✓	Vice-President of NVision Insight Group, which specializes in empowering Indigenous communities and works with all levels of government and Inuit organizations in northern Canada. He is also President of Northern Allied Nunavut Travel Inc., a travel management company which caters to corporations in Northern Canada; President of AV Nunavut Fuels Inc., which purchases and distributes fuel to northern Canada; President of Kivallingmiut and Auyuitiq Aviation, which provides helicopter and charter services in northern Canada; and President of Nahanni Nunavut Construction, which provides civil project management and general contractor services. Prior to launching his commercial career, Mr. Tootoo held numerous positions with various governments in the north. Mr. Tootoo holds a Chartered Professional Accountants designation, and also attended Assiniboine Community College where he obtained a Diploma in Business Administration.

## EXTERNAL AUDIT SERVICES

Fees paid to the external auditors, PricewaterhouseCoopers LLP, by the Company and its subsidiaries for professional services rendered during fiscal 2020 and 2019 are summarized in the table below.

Fee type (\$ in thousands)	2020	2019
Audit Fees	\$ 432	\$ 426
Audit-Related Fees	18	13
Tax Fees	37	49
<b>Total</b>	<b>\$ 487</b>	<b>\$ 488</b>

## AUDIT FEES

Audit fees were paid for professional services rendered by the auditors for the audit of the Company's annual financial statements or services provided in connection with statutory and regulatory filings or engagements, and the review of the Company's interim financial statements.

## AUDIT-RELATED FEES

Audit related fees include charges related to professional services for store audit procedures, review of procedures for the Company, confirmation on compliance with debt covenants, due diligence, completion of procedures required by contract and advice on new accounting standards.

## TAX FEES

Tax related fees include professional services for tax compliance services and advice, commodity tax consultation, reorganizations, acquisitions and other tax-related matters.

## PRE-APPROVAL POLICIES AND PROCEDURES

As part of the Company's governance structure, the Audit Committee annually approves the terms of the external auditor's engagement. To further ensure the independence of the auditors is not compromised, the Audit Committee also pre-approves all engagements of the auditors for non-audit related services in accordance with its pre-approval policy.

## Interest of Experts

The only persons who are named as having prepared or certified a statement, report or valuation described or included in a filing, or referred to in a filing, under National Instrument 51-102, *Continuous Disclosure* by the Company during, or relating to, the Company's most recently completed financial year, and whose profession or business gives authority to the statement, report or valuation made by the person or the Company, is PricewaterhouseCoopers LLP, Chartered Professional Accountants.

PricewaterhouseCoopers LLP have prepared an independent auditor's report dated April 7, 2021 in respect of the Company's consolidated financial statements as at January 31, 2021 and January 31, 2020 and for the years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of Manitoba Code of Professional Conduct.

## Conflicts of Interest

No Director or officer of the Company, or any associate or affiliate of the foregoing persons, has any substantial interest, direct or indirect, in any material transaction with the Company for the period February 1, 2020 to January 31, 2021.

## Legal Proceedings

Management is not aware of any litigation outstanding, threatened or pending as of the date hereof by or against the Company or its respective subsidiaries which would be material to a purchaser of common shares, see "Risk Factors - Litigation and Casualty Losses".

## Interest of Management and Others in Material Transactions

Management is not aware of any Director or executive of the Company, or other insider of the Company, or any associate or affiliate of the foregoing persons who has any substantial interest, direct or indirect, in any material transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction.

## Transfer Agent & Registrar

The transfer agent and registrar of the Company is AST Trust Company (Canada). Its principal office is located at 600 The Dome Tower, 333-7th Ave SW, Calgary, AB, T2P 2Z1 and its mailing address is P.O. Box 700, Station B, Montreal, QC, H3B 3K3.

## Material Contracts

There were no material contracts entered into by the Company during the most recently completed financial year, other than those entered into in the ordinary course of business.

A copy of the foregoing documents may be examined during normal business hours at the office of the Company located at Gibraltar House, 77 Main Street, Winnipeg, Manitoba, R3C 2R1 and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Additional Information

Additional information, including Director and executive remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, is contained in the Company's Management Information Circular to be issued in connection with the 2021 Annual General and Special Meeting of Shareholders to be held on June 9, 2021 at 11:30 a.m. (Central Time) by virtual only meeting via live audio webcast online at <https://web.lumiagm.com/443936254>.

Additional information relating to the Company and additional financial information is provided in the Company's Consolidated Financial Statements and Management's Discussion and Analysis for the year ended January 31, 2021 and the Company's 2020 Annual Report, all of which are available on SEDAR at [www.sedar.com](http://www.sedar.com) and at [www.northwest.ca](http://www.northwest.ca).

Copies of the information referred to in this section, as well as the AIF, can be obtained by writing to the Corporate Secretary, The North West Company Inc., Gibraltar House, 77 Main Street, Winnipeg, Manitoba, R3C 2R1.



# Appendix A - Audit Committee Mandate

The Audit Committee (the “Committee”) of The North West Company Inc. (“North West”) is established in order to assist the Board of Directors of North West (the “Board”) in its oversight activities, including overseeing the work of North West’s external auditor as set out below.

## 1. Purpose

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities of oversight and supervision of:

- (a) the integrity of North West’s accounting and financial reporting practices and procedures;
- (b) the adequacy of North West’s internal accounting and disclosure controls and procedures;
- (c) the quality and integrity of North West’s consolidated annual and quarterly financial statements;
- (d) the independence and performance of North West’s external auditor;
- (e) compliance by North West with legal and regulatory requirements in regard to financial reporting and disclosure that North West is subject to;
- (f) the performance of the internal audit function and ensuring processes are in place to ensure the independence of the internal audit function; and
- (g) the implementation of appropriate systems and processes to identify and manage North West’s principle risks.

## 2. Composition

- (a) The Committee will be comprised of a minimum of three directors who are “independent” directors within the meaning of Multilateral Instrument 52-110 Audit Committee (the “Policy”). Any Committee member, who, for any reason, is no longer independent, immediately ceases to be a Committee member;
- (b) All Committee members will be “financially literate” or will become financially literate within the time limits as set out in the Policy. “Financially literate” means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by North West’s consolidated financial statements; and
- (c) Committee members will be appointed and removed by the Board. The Committee Chairperson will be appointed by the Board.

## 3. Reports

The Committee shall report to the Board on a regular basis, including prior to the public disclosure by North West of its quarterly and annual financial results. The reports of the Committee shall include any issues of which the Committee is aware with respect to the quality or integrity of North West’s consolidated financial statements, its compliance with legal and regulatory requirements, and the performance and independence of North West’s external auditor.

## 4. Responsibilities

Subject to the powers and duties of the Board, and with the requirement that the Committee provides timely summary reports to the Board on its activities, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

### A. Financial Statements and Other Financial Information

The Committee shall:

- (a) review North West’s consolidated interim unaudited financial statements and annual audited financial statements and related documents, prior to any public disclosure of such information;

- (b) following a review with management and the external auditor of such annual and interim consolidated financial statements and related documents including the auditor's report thereon, recommend to the Board the approval of such financial statements and related documents;
- (c) review with management and/or the external auditor all critical accounting policies and practices used as well as significant management estimates and judgments and any changes in accounting policies or financial reporting requirements that may affect North West's consolidated financial statements;
- (d) review with management and/or the external auditor the treatment in the financial statements of any significant transactions, and other potentially difficult matters;
- (e) review with management and the external auditor all matters required to be communicated to the Committee under generally accepted auditing standards;
- (f) review and recommend to the Board for approval, other annual and quarterly financial reporting documents, including management's discussion and analysis, earnings press releases, Annual Information Form, and Annual Report of North West prior to any disclosure to the public;
- (g) review with management and the external auditor any material off-balance sheet financing mechanisms, transactions or obligations of North West;
- (h) review a summary provided by North West's management, of the status of any material existing, pending or threatened litigation, claims and assessments respecting North West and its subsidiaries;
- (i) review with management and the external auditor any correspondence with securities regulators or commissions which raise material issues regarding North West's financial statements or accounting policies; and
- (j) review in advance and approve, any communications regarding material financial matters between North West and any applicable securities regulators or commissions.

## **B. Financial Reporting Control Systems**

The Committee shall:

- (a) in consultation with management, the external auditor and the officer or employee responsible for the internal audit function, review, evaluate and assess the adequacy, integrity and effectiveness of North West's consolidated financial reporting processes, management information systems, and internal controls and discuss significant financial risk, exposures and the steps management has taken to monitor, control and report such exposures;
- (b) review guidelines and policies with respect to identifying and managing the principle financial risks inherent in North West's business and operations, and review the processes that are implemented by management to manage and monitor those risks;
- (c) submit to the Board, any recommendations that the Committee may have from time to time (through its own inquiries or through those of advisors retained by the Committee) with respect to financial reporting, accounting procedures and policies and internal controls;
- (d) ensure that due diligence processes and controls in connection with certification of North West's annual and interim filings are in place, monitoring their continued effectiveness, and ensure that such filings are in a form that permits their certification;
- (e) review any disclosures concerning any weaknesses or any deficiencies in the design or operation of internal controls made to the Committee by the CEO and CFO during their certification process for forms filed with applicable securities regulators;
- (f) review with management and/or the external auditor any related party transactions (as defined under International Financial Reporting Standards);
- (g) review the management representation letter to the external auditor;
- (h) review reports obtained from the external auditor regarding the overall control environment and the adequacy of accounting system controls;

- (i) review any new appointments to Vice President positions of North West and its subsidiaries with financial reporting responsibilities;
- (j) satisfy itself that adequate procedures are in place for the review of North West's disclosure of North West's financial information extracted or derived from North West's consolidated financial statements, and periodically assess the adequacy of those procedures;
- (k) establish procedures for: (i) the receipt, retention, and treatment of complaints received by the issuer regarding internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of North West or its subsidiaries of concerns regarding questionable accounting, internal accounting controls, or auditing matters;
- (l) review and approve North West's (and its respective subsidiaries) hiring policies regarding employees and former employees of the present and former external auditor of North West; and
- (m) review annually North West's property and liability insurance policies (other than Director and Officer Liability Insurance), and satisfy itself that adequate insurance programs are in place.

### **C. Disclosure Controls**

The Committee shall:

- (a) satisfy itself that management has developed and implemented a system of disclosure controls to ensure that North West meets its continuous disclosure obligations;
- (b) receive regular reports from management on the functioning of the disclosure compliance system, including any significant instances of non-compliance with such system, in order to satisfy itself that such system may be reasonably relied upon; and
- (c) review any disclosures concerning any weaknesses or any deficiencies in the design or operation of disclosure controls made to the Committee by the CEO and CFO during their certification process for forms filed with applicable securities regulators.

### **D. Internal Audit**

The Committee shall:

- (a) review and concur with any appointment or dismissal of the senior internal audit officer or employee;
- (b) communicate directly with the senior internal audit officer or employee;
- (c) review the performance and ensure processes are in place for the independence of the internal audit function;
- (d) meet separately with the senior internal audit officer or employee to discuss any matters that the Committee or auditor believe should be discussed in private;
- (e) review and approve the proposed annual corporate internal audit plan, including assessment of major risks, areas of focus, responsibilities and objectives, and staffing; and
- (f) receive quarterly reports from internal audit on (a) the progress on the internal audit plan, including any significant changes to it; (b) significant internal audit findings, including issues as to the adequacy of internal control over financial reporting and any procedures implemented in light of significant control deficiencies; and (c) any significant internal fraud issues.

### **E. External Auditor**

The Committee shall:

- (a) obtain confirmation from the external auditor that it will be accountable to, and report directly to, the Committee;
- (b) review and approve the external auditor's annual audit plan;
- (c) meet with North West's external auditor on a regular basis in the absence of management, and discuss in private with the external auditor matters affecting the conduct of their audit and other corporate matters;

- (d) review regularly the performance, qualifications, independence and remuneration of North West's external auditor, as well as the competence and responsiveness of the individual partners assigned to North West's account;
- (e) recommend to the Board each year the remuneration of, and the retention or replacement of the external auditor to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for North West, and annually approve the terms of such engagement;
- (f) if there is a plan to change the external auditor, review all issues related to the change and the steps planned for an orderly transition;
- (g) oversee the work of the external auditor engaged for the purpose of preparing or issuing an audit report or performing other services;
- (h) discuss with North West's external auditor the quality and not just the acceptability of North West's accounting principles and policies;
- (i) resolve any disagreements between management and the external auditor regarding financial reporting;
- (j) relay its expectations to North West's external auditor from time to time including its expectation that (i) any disagreements of a material nature with management be brought to the attention of the Committee, (ii) any irregularities in the financial information be reported to the Committee; and (iii) the external auditor discloses any conflict of interest that may arise in their engagement; and
- (k) pre-approve all non-audit services to be provided to North West or its subsidiary entities by its external auditor to obtain assurance that the performance of such services will not compromise the independence of the external auditor. The Committee may delegate to the Chairperson of the Committee authority to pre-approve non-audit services in satisfaction of this requirement. The pre-approval of non-audit services by the Chairperson of the Committee must be presented to the full Committee at its first scheduled meeting following such pre-approval.

#### **F. Enterprise Risk Management**

The Committee shall:

- (a) review North West's processes for identifying, assessing and managing risk and North West's external and internal risk exposures;
- (b) at least annually, obtain from management a report identifying and addressing North West's exposure to principle risks (including with respect to ESG (environmental, social, governance)), and the steps management has taken to monitor and control such exposures;
- (c) oversee risks that may have a material impact on North West's financial statements; and
- (d) provide regular reports and recommendations to the Board with respect to any outcomes, findings and issues arising in connection therewith.

#### **G. Other**

The Committee shall assess the performance of the CFO and report their views to the CEO, in conjunction with the CEO's annual performance review of the CFO.

### **5. Structure**

- (a) The Board shall appoint one of the Committee members to act as Chairperson of the Committee.
- (b) The Committee will appoint the Corporate Secretary of North West as secretary of the Committee, who will keep minutes of all meetings. In absence of the Corporate Secretary, the Committee will appoint an acting secretary who will keep minutes of the meeting.
- (c) The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than quarterly each year. Meetings will be at the call of the Chairperson. Notwithstanding the foregoing, the external auditor of North West or any member of the Committee may call a meeting of the Committee. The Committee may hold a meeting by telephone conference call.

- (d) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum.
- (e) Any member of the Committee may be removed or replaced at any time by the Board or shall cease to be a member of the Committee as soon as such member ceases to be a director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of shareholders.
- (f) The external auditor of North West shall be entitled to receive notice of every meeting of the Committee to attend and be heard thereat.
- (g) The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meeting shall be determined by the Committee, unless otherwise provided for in North West's bylaws, or otherwise determined by resolution of the Board.
- (h) Members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

## **6. Chairperson of the Committee**

The Chairperson of the Committee (the "Chairperson") is responsible for the effective functioning of the Committee.

## **7. Independent Advice**

In discharging its mandate, the Committee shall have the authority to retain and receive advice from independent legal, accounting or other advisors at the expense of North West, as required to fulfill its duties, and to set and pay the compensation for such advisors.

## **8. Evaluation**

The Committee shall:

- (a) regularly review and assess the adequacy of its Mandate, and recommend any proposed changes to the Governance and Nominating Committee, for recommendation to the Board for approval; and
- (b) participate in a regular performance evaluation of the Committee, the results of which will be reviewed by the Governance and Nominating Committee, and the Board.

## **9. No Rights Created**

This mandate is a broad policy statement and is intended to be part of the Committee's flexible governance framework. While this mandate should comply with all applicable laws, regulations and listing requirements and North West's articles and by-laws, this mandate does not create any legally binding obligations on the Committee, the Board or North West.

Approved by the Board of Directors: Effective March 12, 2015 and amended by the Board of Directors effective June 12, 2019.



Nor'Westers are associated with the vision, perseverance, and enterprising spirit of the original North West Company and Canada's early fur trade. We trace our roots to 1668, and the establishment of one of North America's early trading posts at Waskaganish on James Bay. Today, we continue to embrace this pioneering culture as true "frontier merchants."

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**The North West Company Inc.**

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