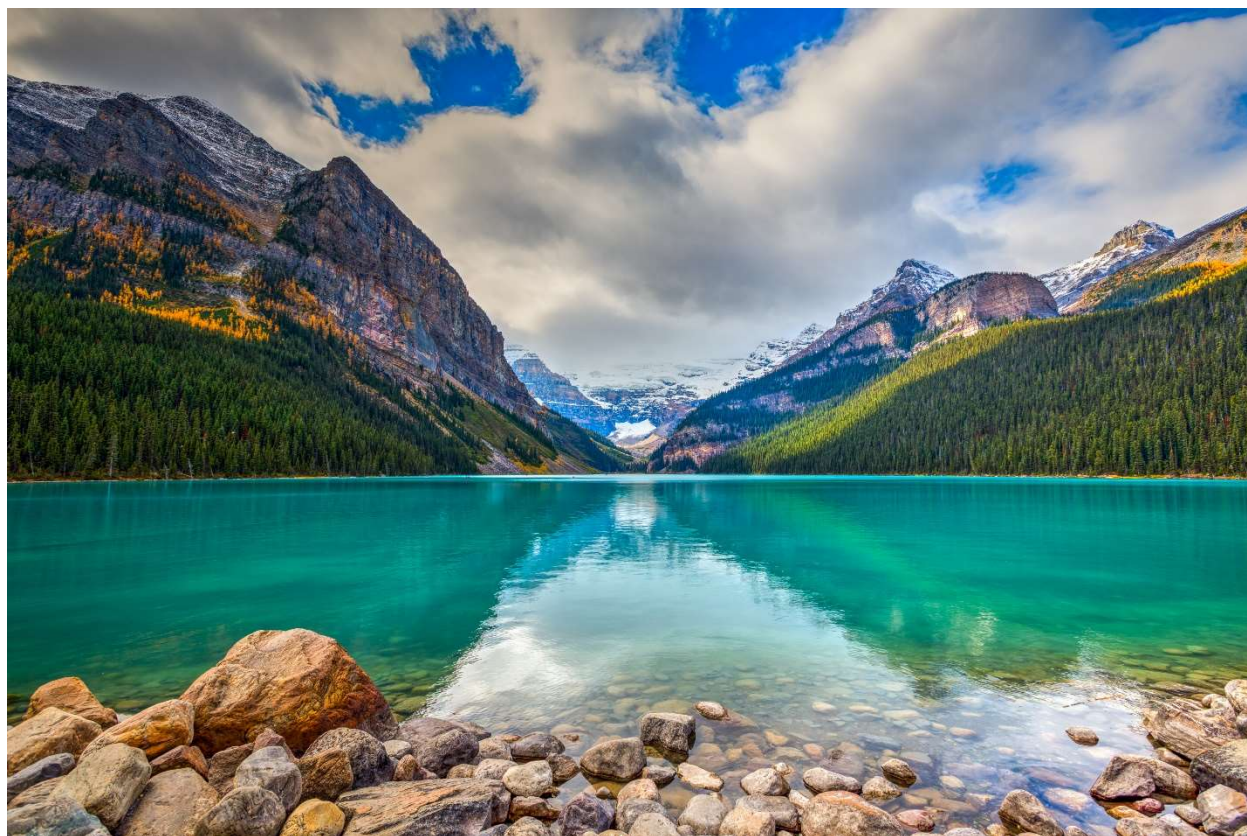


**THE**  
**WESTERN INVESTMENT**  
**COMPANY OF CANADA LIMITED**



**ANNUAL INFORMATION FORM**  
For the year ended December 31, 2023

**Dated: April 26, 2024**

## TABLE OF CONTENTS

	Page No.
DEFINITIONS .....	3
CURRENCY .....	5
FORWARD-LOOKING INFORMATION .....	5
DOCUMENTS INCORPORATED BY REFERENCE .....	9
CORPORATE STRUCTURE .....	9
GENERAL DEVELOPMENT OF THE BUSINESS .....	10
BUSINESS OF THE CORPORATION .....	14
RISK FACTORS .....	33
DIVIDENDS AND DISTRIBUTIONS .....	44
DESCRIPTION OF CAPITAL STRUCTURE .....	44
MARKET FOR SECURITIES .....	45
DIRECTORS AND EXECUTIVE OFFICERS .....	46
AUDIT COMMITTEE DISCLOSURE .....	48
LEGAL PROCEEDINGS AND REGULATORY ACTIONS .....	50
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS .....	50
AUDITORS, REGISTRAR AND TRANSFER AGENT .....	50
MATERIAL CONTRACTS .....	51
INTERESTS OF EXPERTS .....	51
ADDITIONAL INFORMATION .....	51

## DEFINITIONS

"**2024 Debenture**" means an unsecured convertible debenture in the principal amount of \$1,000 previously issued and outstanding under the 2024 Debenture Indenture, which had a maturity date of March 31, 2024;

"**2024 Debenture Indenture**" means the convertible debenture indenture dated May 9, 2019 entered into between Western and Odyssey Trust Company, that governed the 2024 Debentures;

"**2025 Debenture**" means an unsecured convertible debenture in the principal amount of \$1,000, issued under the 2025 Debenture Indenture, with a maturity date of December 31, 2025;

"**2025 Debenture Indenture**" means the convertible debenture indenture dated October 24, 2023, entered into between Western and Odyssey Trust Company, that governs the 2025 Debentures;

"**ABCA**" means the *Business Corporations Act*, R.S.A. 2000, c. B-9, as amended, including the regulations promulgated thereunder;

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

"**Amended and Restated Commitment Letter**" has the meaning ascribed thereto under the heading "*General Development of the Business – Three Year History - 2022*";

"**ATB**" means ATB Financial;

"**ATB Facility**" has the meaning ascribed thereto under the heading "*General Development of the Business – Three Year History - 2020*";

"**ATB Private Equity**" means ATB Private Equity, LP;

"**Board**" means the board of directors of Western;

"**Common Shares**" means the common shares in the capital of Western;

"**Corporation**" or "**Western**" means The Western Investment Company of Canada Limited;

"**COVID-19**" means coronavirus disease (COVID-19), also known as the 2019 novel coronavirus, and severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2);

"**EBITDA**" means earnings before interest, taxes, depreciation and amortization;

"**Exchange**" or "**TSXV**" means the TSX Venture Exchange Inc.;

"**Foothills**" means Foothills Creamery Ltd., a company incorporated under the ABCA;

"**Foothills USA**" means the unanimous shareholders agreement dated February 28, 2018 entered into by the shareholders of Foothills;

"**Fortress**" means Fortress Insurance Company, an insurer incorporated under the *Insurance Act* (Alberta);

"**Fortress Transaction**" has the meaning ascribed thereto under the heading "*General Development of the Business – Three Year History - 2024*";

"**Fortress USA**" has the meaning ascribed thereto under the heading "*General Development of the Business – Three Year History - 2022*";

**"Fort McKay"** means Fort McKay Landing Limited Partnership;

**"GlassMasters"** means GlassMasters ARG Autoglass Two Inc., a corporation amalgamated under the ABCA;

**"GlassMasters SPA"** means the share purchase agreement dated February 1, 2022 between Fort McKay and Western;

**"GlassMasters Transaction"** has the meaning ascribed thereto under the heading *"General Development of the Business – Three Year History - 2022"*;

**"GlassMasters USA"** means the unanimous shareholders agreement dated February 1, 2022 entered into by the shareholders of GlassMasters;

**"Golden Health Care"** has the meaning ascribed thereto under the heading *"Corporate Structure - Intercorporate Relationships"*;

**"Golden Health Care USA"** means the unanimous shareholders agreements dated September 1, 2017 entered into by the shareholders of Golden Health Care Management Inc., Hill View Manor Ltd., The Good Shepherd Villas Inc. and William Albert House Ltd.;

**"Multiple Voting Shares"** means the multiple voting shares expected to be created and issued initially in conjunction with the closing of the Tevir Transaction, as further described in the Tevir Subscription Agreement;

**"NI 52-110"** means National Instrument 52-110 *Audit Committees*;

**"Ocean Sales"** means Ocean Sales Group Ltd., a company incorporated under the ABCA;

**"Ocean Sales USA"** means the unanimous shareholders agreement dated January 1, 2018 entered into by the shareholders of Ocean Sales;

**"Options"** means options to purchase Common Shares issued pursuant to the Corporation's stock option plan;

**"Preferred Shares"** means the preferred shares in the capital of Western;

**"Tax Act"** means the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), including the regulations promulgated thereunder, all as amended from time to time;

**"Tevir Subscription Agreement"** has the meaning ascribed thereto under the heading *"General Development of the Business – Three Year History - 2024"*;

**"Tevir Transaction"** has the meaning ascribed thereto under the heading *"General Development of the Business – Three Year History - 2024"*;

**"United States"** means the United States of America, its territories and possessions, any State of the United States and the District of Columbia; and

**"USAs"** means, collectively, the GlassMasters USA, the Ocean Sales USA, the Golden Health Care USA, the Fortress USA, and the Foothills USA.

Unless otherwise specified, information in this AIF is as at the end of the Corporation's most recently completed financial year, being December 31, 2023.

## CURRENCY

In this AIF, all dollar amounts are expressed in Canadian currency, unless otherwise noted.

## FORWARD-LOOKING INFORMATION

Certain information and statements contained in this AIF concerning the business, operations and financial performance and condition of Western constitute "**forward-looking information**" within the meaning of applicable Canadian securities laws. All statements and information, other than historical information or statements of historical fact, made by the Corporation that address activities, events or developments that the Corporation expects or anticipates will or may occur in the future is forward-looking information, including, but not limited to information and statements preceded by, followed by or that include words such as "expect", "likely", "may", "will", "aims", "intend", or "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking information includes estimates, budgets, plans, expectations, opinions, forecasts, financial and other projections, targets, guidance, or other information or statements that are not statements of fact. Such forward-looking information is made as of the date of this AIF. Forward-looking information in this AIF includes, but is not limited to, information and statements with respect to:

- (a) the Corporation's, and the Corporation's portfolio companies', business objectives and the anticipated timing of execution;
- (b) the Tevir Transaction, including the terms, transaction components, and timing thereof;
- (c) the Fortress Transaction, including the terms and timing thereof;
- (d) the Rights Offering, including the terms and timing thereof;
- (e) the performance of the Corporation's business and operations, including the performance of the Corporation's portfolio companies;
- (f) the intention to grow the business, operations and potential activities of the Corporation and its portfolio companies;
- (g) the competitive and business strategies of the Corporation and its portfolio companies;
- (h) the competitive conditions of the industries in which the Corporation and its portfolio companies operate;
- (i) future business strategy (including associated changes if the Tevir Transaction is completed), competitive strengths, goals, employment levels, expansion (including opportunities for expansion) and growth of the Corporation's and its portfolio companies' business;
- (j) Western's expectation that there will be an increasing number of small and medium sized businesses for sale in the upcoming years and that it will be able to identify attractive investment opportunities; and
- (k) Western aiming to collect management fees from its portfolio companies to cover Western's operating expenses.

Western believes the expectations reflected in such forward-looking information are reasonable as of the date hereof but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon.

Forward-looking information is based upon management's perceptions of historical trends, current conditions and expected future developments, as well as a number of specific factors and assumptions that, while considered reasonable by the Corporation as of the date of such information, are, in many cases, outside of the Corporation's control and are inherently subject to significant business, economic and competitive uncertainties and contingencies which could result in the forward- looking information ultimately being entirely or partially incorrect or untrue. Such factors and assumptions include, but are not limited to:

- (a) applicable laws, regulations and any amendments thereof;
- (b) the Corporation's ability to comply with applicable governmental regulations and standards;
- (c) the terms of the Tevir Transaction;
- (d) the terms of the Fortress Transaction;
- (e) the terms of the Rights Offering;
- (f) reliance on suppliers and other third parties;
- (g) general business and economic conditions;
- (h) being a public company;
- (i) dependence on key management personnel;
- (j) general economic trends and conditions;
- (k) equity and debt markets continuing to provide the Corporation with access to capital on terms acceptable to the Corporation;
- (l) litigation;
- (m) the demand for the Corporation's products and services and fluctuations in future revenues;
- (n) sufficiency of current working capital to support future operating and working capital requirements;
- (o) the availability of cash to declare a dividend, and such declaration being determined prudent by the Board;
- (p) the Corporation's future growth prospects and business opportunities; and
- (q) the Corporation's success in implementing its strategies and achieving its business objectives.

You are cautioned that the foregoing list of material factors and assumptions is not exhaustive.

Many factors and risks could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such

forward-looking information, including, without limitation, those listed in this AIF. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievements may vary materially from those expressed or implied by the forward-looking information contained in this AIF. These factors and risks should be considered carefully, and readers should not place undue reliance on the forward-looking information. Although the forward-looking information contained in this AIF are based upon what management currently believes to be reasonable assumptions, Western cannot assure prospective investors that actual results, performance or achievements will be consistent with such forward-looking information.

Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to:

- (a) the acquisition opportunities available to Western and the competition for those acquisition opportunities;
- (b) the identification of all relevant risks associated with Western's acquisition opportunities;
- (c) that the Tevir Transaction will not be completed as anticipated or at all, and the timing thereof;
- (d) that the Fortress Transaction will not be completed as anticipated or at all, and the timing thereof;
- (e) that the Rights Offering will not be completed as anticipated or at all, and the timing thereof;
- (f) Western has no restrictions on funds allocated to any particular investment, which could lead to a concentration of investments;
- (g) Western's limited operating history;
- (h) the availability of capital to Western, and its ability to meet credit facility covenants;
- (i) the issuance of additional Common Shares to finance acquisitions and potential dilution to existing shareholders;
- (j) Western's dependency on the portfolio companies to support its ability to pay Western's operating expenses and make interest payments to its lenders;
- (k) Western is dependent on its directors and officers to generate acquisition opportunities, and the directors and officers may be subject to conflicts of interest;
- (l) the Common Shares are relatively illiquid and subject to market fluctuations;
- (m) Western evaluates a wide array of potential acquisitions, and acquiring and integrating a business may create unforeseen difficulties;
- (n) Western's portfolio companies are illiquid and difficult to value;
- (o) Western has entered into unanimous shareholders agreements for all of its portfolio companies, which prevents Western from controlling those companies and contain other restrictions and obligations for Western;
- (p) the financial results of the portfolio companies of Western;

- (q) the tax horizon of Western and the portfolio companies;
- (r) the impact of federal, provincial and other governmental regulation on Western and the portfolio companies, relative to other issuers of similar size participating in similar business environments;
- (s) increased governmental regulation;
- (t) expansion or development plans of the portfolio companies not being completed as expected or at all;
- (u) product failure and liability;
- (v) the lack of available cash to declare a dividend, or if cash is available to declare a dividend, such declaration being determined not prudent by the Board;
- (w) supply chain disruptions;
- (x) the occurrence of and response to public health crises including epidemics, pandemics or outbreaks of new infectious diseases, including, most recently, the COVID-19 pandemic and ensuing events; and
- (y) the occurrence of natural disasters and other events outside of a company's control that may affect the ability of a business to operate.

The forward-looking information contained in this AIF speak only as of the date of this AIF. The forward-looking information contained herein is expressly qualified in their entirety by this cautionary statement. Many of these risk factors and other specific risks and uncertainties are discussed in further detail throughout this AIF. Readers are specifically referred to the risk factors described in this AIF under "*Risk Factors*".

**Readers are cautioned that the foregoing lists of factors should not be construed as exhaustive. The forward-looking information contained in this AIF are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Corporation undertakes no obligation to publicly update or revise any forward-looking information.**



## DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this AIF from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Chief Financial Officer of the Corporation at 6 West Coach Place SW, Alberta, T3H 0M7 (Telephone (403) 703-9882). These documents are also available through the internet on SEDAR+ which can be accessed at [www.sedarplus.ca](http://www.sedarplus.ca).

The following documents, which have been filed with the securities commission or similar authority in the provinces of Alberta, British Columbia, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador are specifically incorporated by reference in, and form an integral part of, this AIF:

1. the material change report of the Corporation dated March 28, 2024 relating to the Corporation entering into the Tevir Subscription Agreement announcing a series of proposed corporate transactions as part of the Tevir Transaction, as well as announcing the proposed Fortress Transaction (the "**March 2024 MCR**").

## CORPORATE STRUCTURE

### Name, Address and Incorporation

The Western Investment Company of Canada Limited was incorporated on October 28, 2015 pursuant to the ABCA. The head office of Western is located at 6 West Coach Place SW, Alberta, T3H 0M7, Canada and the registered and records office of Western is located at 800, 333 – 7th Avenue S.W., Calgary, Alberta, T2P 2Z1, Canada.

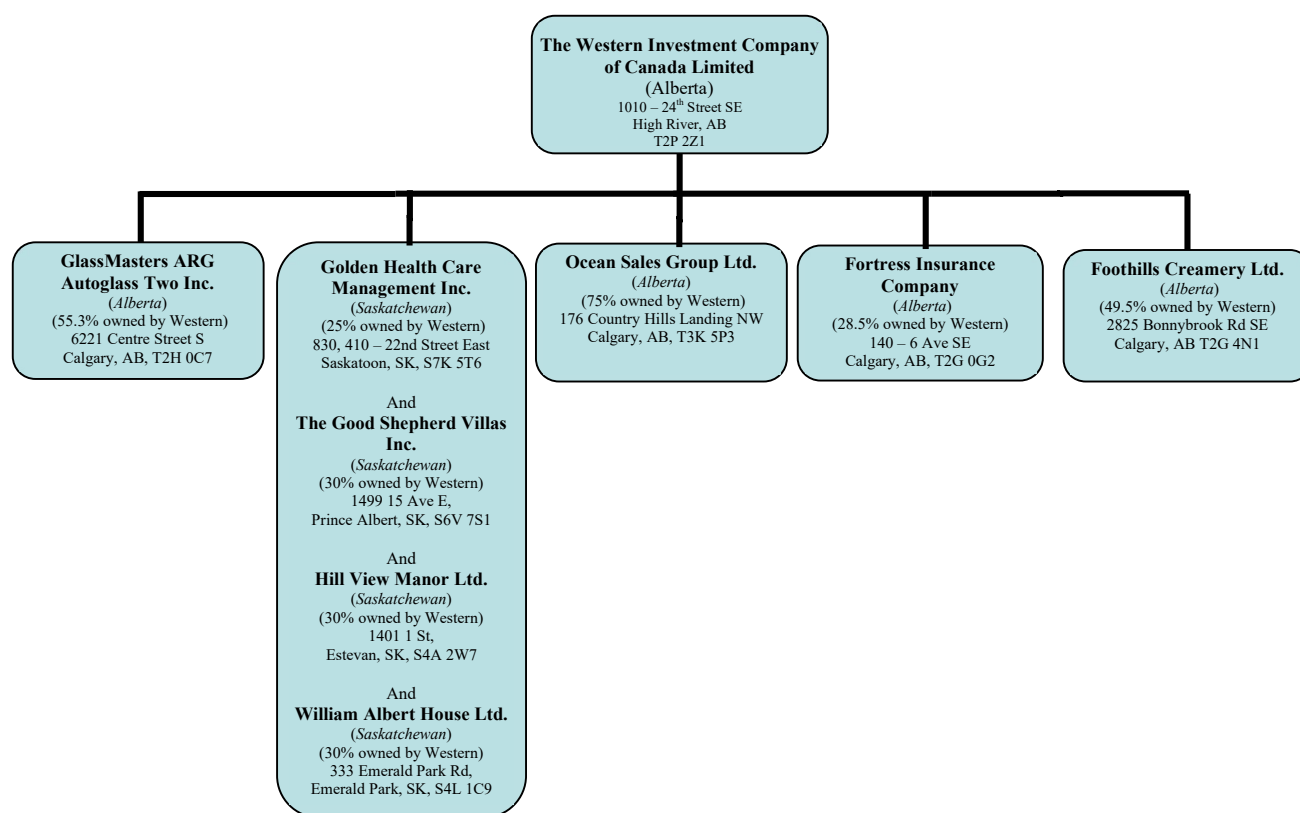
The Common Shares trade on the TSXV under the symbol "WI".

### Intercorporate Relationships

As of the date of this AIF, Western has investments in a portfolio of five companies, all accounted using the equity method, which are as follows:

- 1) 55.3% equity interest in GlassMasters.
- 2) 30.0% equity interest in three entities, each of which owns a senior care home, and a 25% equity interest in Golden Health Care Management Inc., a company incorporated under the laws of the Province of Saskatchewan (collectively, "**Golden Health Care**"). The three homes include (a) Hill View Manor in Estevan, Saskatchewan, which is owned by Hill View Manor Ltd., (b) Good Shepherd Villas in Prince Albert, Saskatchewan, which is owned by The Good Shepherd Villas Inc., and (c) William Albert House in the Regina suburb of Emerald Park, Saskatchewan, which is owned by William Albert House Ltd.;
- 3) a 75.0% interest in Ocean Sales;
- 4) a 49.5% interest in Foothills; and
- 5) a 28.5% interest in Fortress.

The Corporation's organizational structure is as follows:



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

#### 2021

On January 19, 2021, Western announced that it obtained regulatory approval to proceed with a normal course issuer bid allowing it to purchase up to a total of 1,500,000 Common Shares, representing approximately 4.9% of the then outstanding Common Shares, through the facilities of the Exchange, at the market price of the Common Shares at the time of the acquisition. In 2021, a total of 113,000 Common Shares were purchased by Western through the normal course issuer bid for an aggregate price of \$36,200, at prices ranging from \$0.22 to \$0.43 per share.

On February 6, 2021, Shafeen Mawani, the Chief Operating Officer of Western, was promoted to President and Chief Executive Officer of Fortress. Former Chief Executive Officer of Fortress, Scott Tannas, continued to serve the company as the non-executive Chairman of its board of directors.

#### 2022

On Feb 1, 2022, Western sold approximately 5% of its investment in GlassMasters to Fort McKay, amounting to 245,493 shares (the "**Sold Shares**"), for \$535,174 pursuant to the GlassMasters SPA. This reduced Western's investment in GlassMasters at such time from 61.3% to 58.2% of the issued and outstanding shares. Concurrently with the acquisition of GlassMasters shares from Western, Fort McKay also bought out Western's previous partner, ATB Private Equity, which brought its stake in GlassMasters at such time to 39.3%. Collectively, such transactions are referred to as the "**GlassMasters Transaction**".

Prior to the completion of the aforementioned transactions, the shareholders of GlassMasters terminated the amended and restated unanimous shareholders agreement of GlassMasters dated January 1, 2020. Immediately following the completion of the aforementioned transactions, the shareholders of GlassMasters (including Fort McKay) entered into the GlassMasters USA. Although Western owns more than 50% of the outstanding voting securities of GlassMasters, pursuant to the GlassMasters USA, Western is only entitled to nominate two out of six directors. The GlassMasters USA contains provisions which increase the threshold requirements for director and shareholder approvals of significant corporate actions to levels higher than required in the ABCA. The GlassMasters USA also contains share transfer restrictions, rights of first refusal and drag along and tag along rights. The GlassMasters USA limits Western's ability to control GlassMasters and restricts Western's ability to sell its securities in GlassMasters through protections for minority equity shareholders. As a result of the GlassMasters USA, Western does not control GlassMasters.

On February 1, 2022, Western entered into a consent and amending agreement with ATB pursuant to which ATB consented to, and the ATB Facility was amended to permit, among other things, the sale of the Sold Shares by Western.

On February 4, 2022, Western announced that it obtained regulatory approval to proceed with a normal course issuer bid whereby Western may purchase up to a total of 1,500,000 Common Shares, representing approximately 4.9% of the then outstanding Common Shares, through the facilities of the Exchange, at the market price of the Common Shares at the time of the acquisition. In 2022, a total of 51,000 Common Shares were purchased by Western through the normal course issuer bid for an aggregate price of \$19,044, at prices ranging from \$0.32 to \$0.41 per share.

On April 1, 2022, the shareholders of GlassMasters passed a special resolution to distribute \$8 million in capital to shareholders by way of reducing the stated capital on the Class "A" common shares of GlassMasters. The distribution was treated as a return of paid-up capital for tax purposes and was paid by the issuance of a 5-year term promissory note, bearing interest at a rate equal to the prime rate of the Bank of Montreal plus 10% (the "**GlassMasters Promissory Note**"). The return of capital and related promissory note related to Western's shareholdings was \$4,658,559.

On June 29, 2022 Western paid dividends of \$0.005 per share for a total amount of \$151,514.

On October 13, 2022, Western signed an amended and restated commitment letter with ATB (the "**Amended and Restated Commitment Letter**") to amend the ATB Facility. The Corporation's operating loan facility was amended to become a committed revolving facility. The amended ATB Facility has a three-year revolving period with a maturity date of October 6, 2025. The interest rate remains at the bank's prime rate plus 2% per annum and carries a standby fee of 0.5% per annum on the unused portion. The facility is secured by a general security agreement, a share pledge agreement in respect to the Corporation's interest in some of its associates; and an assignment of material contracts.

On October 19, 2022, Fortress closed a \$5.3 million equity offering and signed an agreement with U.S. based Indemnity National Insurance Company. This transaction resulted in the dilution of Western's ownership interest in Fortress from 50% to 28.3%. In line with this transaction, the shareholders of Fortress terminated the unanimous shareholders agreement of Fortress dated January 1, 2019 and entered into an amended and restated unanimous shareholders agreement dated October 17, 2022 (the "**Fortress USA**").

On October 27, 2022, the Corporation advanced \$250,000 to Foothills in the form of a shareholder loan bearing interest at 13% per annum (the "**Foothills Shareholder Loan**"). Unpaid interest and management fees shall be added to the principal sum owing. The terms of the Foothills Shareholder Loan provide for a one-year maturity date, with the option for Western to extend for two consecutive six-month periods. The terms of the Foothills Shareholder Loan provide Western with the option, at the maturity date, to convert the outstanding principal sum, together with all accrued and unpaid interest, into shares of Foothills at a conversion price of \$1.00 per share. If the conversion option is exercised, Western will receive share

purchase warrants of Foothills in the amount of one-third of one share purchase warrant for every one share issued upon conversion of the loan. Each warrant shall entitle Western to purchase one share of Foothills.

## 2023

On February 6, 2023, Western announced that it obtained regulatory approval to proceed with a normal course issuer bid whereby Western may purchase up to a total of 1,500,000 Common Shares, representing approximately 5.0% of the then outstanding Common Shares, through the facilities of the Exchange, at the market price of the Common Shares at the time of the acquisition. From Jan 1, 2023 to the date hereof, a total of 25,000 Common Shares were purchased by Western through the normal course issuer bid for an aggregate price of \$8,875, at a price of \$0.35 per share.

On March 24, 2023, Western signed a new promissory note, to amend the terms of the GlassMasters Promissory Note, to be due March 31, 2027, thereafter automatically renewing for a 5-year term upon each maturity date, with interest to be set by the Board of Directors of GlassMasters from time to time.

On September 29, 2023, Western paid dividends of \$0.005 per share for a total amount of \$151,038.

On October 27, 2023, Western exercised the option to extend the maturity date of the Foothills Shareholder Loan for six months.

On October 24, 2023, Western commenced an issuer bid (the "**Issuer Bid**"), pursuant to which it offered to all of the holders of 2024 Debentures the right to exchange each 2024 Debenture for a 2025 Debenture plus a cash payment in respect of all accrued and unpaid interest on such exchanged 2024 Debenture up to, but excluding, the date it is taken up by Western pursuant to the Issuer Bid. Pursuant to the Issuer Bid, which expired on November 28, 2023, 2024 Debentures in the aggregate principal amount of \$2,875,000 were validly tendered by the holders thereof, and on December 1, 2023, Western issued 2025 Debentures in the aggregate principal amount of \$2,875,000 in exchange for such 2024 Debentures. Immediately following the completion of the Issuer Bid and the exchange of certain 2024 Debentures thereunder, \$1,125,000 of principal amount of 2024 Debentures remained issued and outstanding.

Concurrently with the issuance of 2025 Debentures pursuant to the Issuer Bid, on December 1, 2023, Western also completed a private placement (the "**Debenture Private Placement**") of 2025 Debentures in the aggregate principal amount of \$2,125,000. Collectively, pursuant to the Issuer Bid and the Debenture Private Placement, Western issued 2025 Debentures in the aggregate principal amount of \$5,000,000.

Each 2025 Debenture is convertible into Common Shares at a conversion price of \$0.48 per share. The 2025 Debentures will mature on December 31, 2025, and bear interest at the rate of 9.60% per annum, payable semi-annually in arrears at the end of March and September. If, commencing on and from December 1, 2023 and prior to December 31, 2025 (being the maturity date of the 2025 Debentures), the closing price of the Common Shares on the TSXV is \$0.65 or greater for the preceding 20 trading days, Western may, at its option, force the conversion of the 2025 Debentures into Common Shares.

## 2024

On January 19, 2024, Western announced that it obtained regulatory approval to proceed with a normal course issuer bid whereby Western may purchase up to a total of 1,500,000 Common Shares, representing approximately 5.0% of the then outstanding Common Shares, through the facilities of the Exchange, at the market price of the Common Shares at the time of the acquisition. No Common Shares have been purchased from Jan 1, 2024 to the date hereof through the normal course issuer bid.

On March 21, 2024, Western entered into a subscription agreement (the "**Tevir Subscription Agreement**") with Tevir Capital Corp. ("**Tevir**"), pursuant to which Western proposed to issue and sell to Tevir, subject to the terms and conditions contained therein, an aggregate of 50,000,000 Multiple Voting Shares at a price

of \$0.40 per share, for aggregate gross proceeds to Western of \$20,000,000, and for Western to complete a number of related corporate transactions. The key terms of the proposed arm's length Tevir Transaction are as follows:

- *Key Personnel* – It is expected that upon closing of the Tevir Transaction, Mr. Paul Rivett will join the Western's Board of Directors and become Western's new CEO. Mr. Rivett is currently founder and president of Tevir and chairman of the board of directors of Chorus Aviation and GreenFirst Forest Products.
- *Change of Business* – The Tevir Transaction contemplates an increased focus on growing Western's insurance business segment, including via Fortress. See "*Business of the Corporation - General - Potential Changes to Western's Business Priorities if the Tevir Transaction is Completed*".
- *Rights Offering* – Western intends to undertake Rights Offering whereby shareholders of Western as of a record date to be announced will receive two and a half (2 ½) rights for each Common Share held, entitling the holder to purchase one Common Share at a price of \$0.40 per share for a period of 60 days. The Rights Offering will not be offered to U.S. persons or sold into the United States. The Rights Offering (including the subscription price) is subject to applicable regulatory approval, including approval of the TSXV.
- *Share Exchange* – Western intends to offer Shareholders of Western as of a record date to be announced the opportunity to exchange their Common Shares for Multiple Voting Shares on a one-for-one basis for a limited period of time.
- *Potential Upsize* – The Tevir Subscription Agreement provides the option for Tevir to increase its proposed subscription from 50,000,000 Multiple Voting Shares to up to 57,500,000 Multiple Voting Shares, with a corresponding increase in price from \$20,000,000 to up to \$23,000,000.
- *Investor Rights* – The Tevir Subscription Agreement provides Tevir with the right to appoint up to six (6) individuals to the Board of Directors of Tevir, subject to the terms and conditions of the Tevir Subscription Agreement, including that Tevir holds at least 5% of the voting rights application to the issued and outstanding shares of Western.
- *Stock Consolidation* – The Tevir Subscription Agreement contemplates that Western may put forward a proposal for Western shareholders to approve a consolidation of the Common Shares and the Multiple Voting Shares on a basis of up to 1 for 10. Any decision to implement a stock consolidation would remain at the discretion of Western's board of directors.

The Tevir Subscription Agreement contains a number of customary representations, warranties, conditions and termination rights. Conditions precedent to completion of the Tevir Transaction include TSXV approval, approval of certain components of the transaction by Western's shareholders, and the condition that Western has obtained sufficient additional shares in Fortress to reach a minimum aggregate holding of 51% of Fortress' shares outstanding.

(collectively, the "**Tevir Transaction**")

Please refer to the March 2024 MCR (which is incorporated by reference herein) for further details regarding the proposed Tevir Transaction and related proposed corporate transactions of Western. If completed, the Tevir Transaction is expected to be completed in Q3, 2024.

On March 26, 2024, Western announced that it had entered into a share purchase agreement (the "**Fortress SPA**") with a private arm's length vendor pursuant to which Western proposes to purchase 1,000,000

common shares of Fortress (equivalent to 14.22% of the outstanding shares of Fortress) for an aggregate purchase price of \$2,600,000. Closing of the transaction is conditional on closing of the Tevir Transaction.

In addition, Western also plans to acquire additional common shares of Fortress by offering the existing Fortress shareholders the option of receiving cash or new Common Shares of Western at a price of \$0.40 per share which could result in the issuance of up to an additional 30,000,000 Common Shares of Western. Any such additional acquisitions of common shares of Fortress by Western is expected to occur concurrent with closing of the Tevir Transaction.

(collectively, the "**Fortress Transaction**")

Please refer to the March 2024 MCR (which is incorporated by reference herein) for further details regarding the proposed Fortress Transaction.

On March 31, 2024, the 2024 Debentures issued and outstanding at such time matured, and the principal amount of, and interest accrued and outstanding at such time on, such 2024 Debentures was repaid in full by Western.

## **BUSINESS OF THE CORPORATION**

### **General**

Western is a publicly traded private equity company based in Western Canada. Its Common Shares are listed for trading on the TSXV under the trading symbol "WI". Western's purpose is to create long-term wealth for its shareholders by building and maintaining a portfolio of strong, stable, and profitable Western Canadian-based companies and helping them to grow and prosper. Western's business strategy is to acquire significant ownership positions in successful Western Canadian companies by (i) offering continuity capital; (ii) providing oversight using the "Pattison Principles" and "Rockefeller Habits"; and (iii) maximizing return to shareholders through "Western Sensibility".

### ***Tactical and Oversight Plan for Acquisitions – "Pattison Principles" and "Rockefeller Habits"***

Western believes that it is important to provide simple planning and oversight procedures for its portfolio companies. Western focuses on one-year plans and targets ten-year goals. This is expected to be reinforced through monthly to quarterly meetings and a rigorous focus on key performance indicators in order to monitor performance at any point in time. Western will provide to its portfolio companies industry analysis to support strategic decisions and continuous mentoring and education for executives.

### ***Western Sensibility Overview***

Western has developed a shareholder friendly operating model called "Western Sensibility" that ensures that expenses for the Corporation are in line with revenue generated. This consists of ensuring (i) a sustainable but flexible workforce of part-time employees and contractors that expands and contracts based on the needs of the Corporation; (ii) compensation of directors through a modest option program; and (iii) collecting management fees from portfolio companies to offset increased general and administration costs over time.

Western's compensation for both directors and management are aligned with shareholder returns. No management fees or performance fees are payable directly to its management team, which management of Western believes is a common compensation structure of the private equity industry which is also known as "2% and 20%". The directors and management at Western are compensated through modest stock option grants made in June every year. The allocation and payment amounts are determined by the Chairman of the Board and the Chief Executive Officer of Western on a case-by-case basis subsequent to each acquisition closing.

Western aims to collect management fees from its portfolio companies to cover Western's operating expenses. Currently, management fees are collected from GlassMasters and Foothills quarterly in arrears, and from other portfolio companies from time to time. Western earned \$172,500 in management fees in 2023 and \$284,271 in 2022 from its portfolio companies.

### ***Employees***

Western had two employees as at December 31, 2023 and has the same number of employees as at the date hereof. The Chief Operating Officer of Western, who is also the Chief Executive Officer of Fortress, is performing his role at Western on a contract basis. The operating objective is to have a sustainable but flexible workforce that expands and contracts based on the needs of the Corporation. Western expects to maintain the current workforce for the foreseeable future until the Corporation reaches a sustainable size. Contractors are used as needed to execute acquisitions and manage the day-to-day operations of the Corporation.

### ***Investment Criteria***

Western's targeted industry verticals align with the industry expertise of the Board and include: (i) financial services and insurance; (ii) retail and distribution; (iii) human services; (iv) agriculture and related services; and (v) special situations. Western's preferred target company size is between \$10 million to \$100 million and Western will generally consider equity ownership of such target companies between 30% to 100%. Western will prospect acquisitions from: (i) ownership succession; (ii) private equity and corporate divestitures; (iii) network and contact opportunities; and (iv) mid-market sell side.

### ***Western's Competitive Positioning***

#### ***Public Company Private Equity versus Traditional Private Equity***

There is increasing demand for long term capital in the market as traditional private equity funds have fixed holding periods between five to seven years and are required to liquidate their ownership via an initial public offering or sale to either a strategic or financial buyer. Due to increased regulation and high cost, the relative number of initial public offerings has been decreasing over time compared to the option of selling to strategic or financial buyers. Secondary buyouts, private equity funds selling to other private equity funds ("SBOs"), are increasingly a predominant exit option. This trend is expected to end as private equity funds will eventually need to sell to permanent capital holders which do not have a finite investment horizon. Western believes that public private equity provides several differentiating factors that would be appealing to a number of Western Canadian business owners including: (i) long term capital and ownership; (ii) investment decisions that are aligned with the holding period and made on a long term basis rather than based on the investment horizon; (iii) vendors have the option to potentially receive a tax-free roll-over in Common Shares rather than all cash; (iv) Western's ability to capitalize on the differential between private and public equity multiples; and (v) Western does not pay management fees or performance fees known as "2% and 20%" directly to its management team, which management of Western believes is a common compensation structure of the private equity industry.

Western expects that there will be an increasing number of small and medium sized businesses for sale in the upcoming years as the baby boomer generation transitions into retirement. A large number of small and medium sized businesses have been in operation for more than 10 years and have a track record of profitability, but many owners do not have succession plans in place and are expected to transition ownership in the next 10 years. With a number of entrepreneurs expected to sell in the upcoming years, Western expects to be able to identify attractive investment opportunities with valuations between 3 to 6 times EBITDA given the expected increased supply of businesses as owners reach retirement.

### ***Potential Changes to Western's Business Priorities if the Tevir Transaction is Completed***

The March 2024 MCR (which is incorporated by reference herein) describes potential changes to Western's business priorities which could occur if the Tevir Transaction is completed. Specifically, if the Tevir Transaction is completed, Western intends to focus its efforts toward building an insurance and investment holding company, with initial priorities to be:

- consolidating Western's ownership of Fortress to at least 51%;
- growing the Fortress platform to \$100 million per annum in written premiums by 2028 through a combination of prudent organic growth and accretive acquisitions; and
- continuing to manage Western's non-insurance holdings as long-term investments.

### **Portfolio Companies**

#### ***GlassMasters***

GlassMasters is an automotive glass service company providing repair and replacement of windshields, side windows, side mirrors, rear windows and sun roofs ("**Service Division**") and an automotive glass warehouse that imports to sell wholesale a full line of quality original equipment manufacturer and aftermarket glass parts and materials at competitive prices ("**Wholesale Division**"). GlassMasters' principal markets are the Calgary, Edmonton, Red Deer and Lethbridge regions in Alberta, the Saskatoon and Regina region in Saskatchewan and the Kelowna region in BC.

The Service Division sells to retail and account-based customers. Account based customers are comprised of dealerships, auto-body shops, fleet companies and car rental companies. Services are provided at ten retail locations as well as by mobile repair and installation units. The Wholesale Division has a distribution agreement with a leading glass manufacturer in China that ensures it can provide factory fitting glass parts for almost every vehicle brand.

#### ***Golden Health Care***

Golden Health Care is the largest full-service retirement home operator in Saskatchewan. Golden Health Care was conceived as an integrated care model based on the concept of small group "households" and a philosophy of "aging in the right place". This philosophy is unique and provides competitive advantage as it counters the need for residents to relocate to an alternative care facility when their personal care needs change. Golden Health Care homes operate with 70% to 100% occupancy rates. The homes bring with them an established management team in place, a reputation of quality service and resident suites.

#### ***Ocean Sales***

Ocean Sales is a specialty retailer that imports and sells a line of specialty retail products through unique marketing channels across North America. Ocean Sales markets high-quality, innovative household products through live demonstrations at leading consumer shows and fairs throughout Canada and the United States as well as a wholesale operation to select customers in Canada and the United States. Since 2020, Ocean Sales has developed an on-line marketing division.

Ocean Sales is headquartered in Calgary, Alberta and is supported by additional strategically located warehouses in Washington, Ontario, and Quebec. Ocean Sales has been operating for over 37.



### ***Foothills***

Foothills is a producer and distributor of high-quality butter and ice cream products with over 53 years of operations in Western Canada. Headquartered in Calgary, Alberta, it serves customers across Canada, supported by two distribution facilities in Edmonton, Alberta, and Kelowna, British Columbia. Foothills is able to service its customers quickly and efficiently and has a vertically integrated service model in connection with its production, cold storage, and distribution fleet.

Foothills butter products are specially churned using only the freshest cream to produce a smooth textured product with exceptional taste. Target markets for its butter products include grocery retailers, and the food service industry including commercial kitchens and bakeries.

Foothills' ice cream products are differentiated with natural and fresh ingredients, along with a sweet buttermilk base from its butter churns that produce richer and creamier ice cream. Target markets include many of the independent ice cream shops in Western Canada, as well as grocery retailers and large service contracts through Gordon Foods.

### ***Fortress***

Fortress is a property and casualty insurance company operating in Western Canada, Ontario, and the Territories. It writes insurance policies predominantly in property and also accident & sickness, boiler & machinery, and marine. Fortress also offers third-party automobile liability insurance in Alberta only and to a limited customer base.

Fortress is partnering with a number of large insurance brokers in Western Canada to support their current insurance programs and also working to identify new insurance products niches. Fortress believes there is an opportunity to develop specialty insurance products that would be attractive to smaller sized insurance companies that are not large enough to attract significant competition from the traditional domestic and foreign insurance companies in Canada.

## Revenue by Reportable Business Segment

Below is a summary of Western's revenue from each reportable business unit. Revenue is based on the equity income, finance income, and management fees earned as per Western's financial statements as well as dividends received from the portfolio companies.

Reportable Business Segment	Percentage of Total Revenue	
	2023	2022
GlassMasters	60%	287%
Golden Health Care	7%	50%
Ocean Sales	2%	(5%)
Foothills	24%	(220%)
Fortress	7%	(12%)

## Reportable Business Segment 1 – GlassMasters

### *Principal Products or Services*

GlassMasters is an automotive glass service company with a Service Division and a Wholesale Division. See "*Portfolio Companies - GlassMasters*".

The Service Division sells to retail and account-based customers. Account-based customers are comprised of dealerships, auto-body shops, fleet companies and car rental companies. The Wholesale Division has a distribution agreement with a leading glass manufacturer in China that ensures it can provide factory fitting glass parts for almost every vehicle brand. A significant portion of the Wholesale Division's sales are to the Service Division, with the balance being sold to other retailers and wholesalers in Alberta.

### *Operations*

GlassMasters provides its services in thirteen retail locations and through mobile repair and installation units. GlassMasters' retail locations are leased from third-party companies. The head office is at its Calgary South location. The stores are located as follows:

- Airdrie – 1005, 2880 Main Street SE
- Calgary South - 6221 Centre Street SW
- Calgary Northwest - 7819 112th Avenue NW
- Edmonton West - 16028 118 Avenue
- Edmonton South - 9815 63rd Avenue
- Red Deer - 2319 Taylor Drive
- Sherwood Park - 2833 Broadmoor Boulevard
- Saskatoon - 712 Circle Drive East

- Lethbridge – 420 34<sup>th</sup> Street S
- Regina – 135 Albert St. N
- North Battleford – 1601 100 S
- Kelowna – 150, 220 Beaver Lake Crt
- Okotoks – 12 Southridge Dr

GlassMasters has five warehouse locations, all are leased from third-party companies. The warehouses are located as follows:

- Calgary - 6225 Centre Street SW
- Edmonton – 14341, 123 Avenue NW
- Saskatoon - 712 Circle Drive East
- Regina – 135 Albert St. N
- Kelowna – 150, 220 Beaver Lake Crt

GlassMasters leases all locations. Training is continual and part of the GlassMasters culture. GlassMasters offers a formal training program to teach its technicians how to properly install glass for all makes and models of vehicles. GlassMasters employs full-time instructors. GlassMasters will also train technicians from third-party body shops in how to safely and efficiently complete the autoglass replacement process. Training is further accomplished by pairing new hires, which are called autoglass assistants, with shop foreman and other experienced autoglass installers on staff. GlassMasters is quickly able to determine the skill level and potential of the new hire using this method.

As GlassMasters is a sales-driven organization, it invests considerable effort and resources into marketing. In order to facilitate the recognition of the brand, GlassMasters sets aside approximately 5% of budgeted revenue for marketing and advertising purposes. The marketing segments it targets are:

*Website* - The website contains information on services and locations. It also contains an online quote and booking system.

*Social Media* - GlassMasters uses Instagram, X and Facebook as well as pay-per-click ads.

*Word of Mouth* - GlassMasters is committed to workmanship and customer service and that helps underpin its reputation, and drive referrals and repeat business.

*Radio Advertising* - The Service Division runs retail advertisements on a variety of local radio stations.

*Billboards* – GlassMasters advertises using billboards in select locations.

*Campaigns and Events* - During the summer months the Service Division rolls out its rock chip program. This is staffed by energetic and entrepreneurial individuals who drive sales and manage roadside events.

GlassMasters' financial performance and operations may be adversely affected by the termination or cancellation of one or more supply or account-based customer relationships. Management has mitigated potential supply issues by sourcing additional suppliers. New customer relationships are continuously being

developed to grow the business as well as replacing the occasional lost account with business from its sales prospect pipeline. GlassMasters closely monitors customer satisfaction as a hallmark of the business.

GlassMasters relies on its management team and could be adversely affected should any of them leave. In addition, other key managers are well compensated and highly motivated through a customer satisfaction driven bonus structure.

GlassMasters does not have contracts with its account-based clients and operates these long-standing relationships on a good faith basis. As such, there are no "change of control" clauses that might otherwise be in a contracted relationship.

### ***Market***

GlassMasters has a Service Division that operates thirteen retail stores, as noted under "*Operations*" above. GlassMasters has a Wholesale Division with five locations. The Wholesale Division supplies glass to the Service Division and to independent operators within Western Canada. GlassMasters look to open additional locations as market opportunities present themselves.

Glass is becoming smarter and more complex. "Smart glass" includes auto tinting, sensors, built in displays, antennas, and other technology. As automobile glass and side mirrors increase in sophistication, so does the skill level required to properly install them. To improve mileage and efficiency, manufacturers are making every effort to build lighter vehicles. As a relatively light weight, strong and "smart" material, glass is claiming an increasing share of a vehicle's composition. GlassMasters is aware of continuous market trends and ensures it's training, tools and technology continue to increase to provide superior service as the level of complexity increases. GlassMasters is continually training its technicians to keep up with the market trends and thus does not expect to be adversely affected by the increasing level of complexity in the market.

Consumers increasingly want to be able to book all kinds of services themselves. As consumers search for services that allow online booking and "at home" or "at work" repairs, early movers in the market that have an online booking system and a mobile fleet will have an advantage. If a market participant does not keep up with these demands it could impact them negatively. GlassMasters believes ~~so far~~ it has addressed these changing consumer preferences. It has also expanded its on-line book capabilities, and mobile repair options.

### ***Marketing Plans and Strategies***

GlassMasters operates in the provinces of Alberta, British Columbia and Saskatchewan and its target customer base resides in the geographic regions in which it operates.

GlassMasters was founded on the principle that providing a top-notch customer experience will drive repeat business and referrals.

Management tracks warranty statistics, costs, and hours to gauge quality. GlassMasters' sales managers make frequent sales calls to car dealerships, rental companies and vehicle fleet businesses, to discuss their needs.

The Service Division employs outside sales representatives to visit prospects and existing account-based customers. The Service Division provides a lifetime warranty on its glass replacement and installation. Management of GlassMasters' goal is to have fewer than 1% of its customers return for warranty repair work. Historically 0.20% of cost of goods sold has been attributed to warranty repairs. As part of an internal quality control process, the foreman on site is responsible for final sign off of the finished product.

### ***Competitive Conditions***

The Service Division is one of the largest windshield repair companies in the province of Alberta. Its primary competition is Crystal Glass and Speedy Glass. The remaining competitors are generally small localized operators. Crystal Glass specializes in repairing and replacing auto glass, windshields, residential and commercial glass, with locations across Alberta, British Columbia and Saskatchewan. Speedy Glass was founded in 1946 and is based in Mercer Island, Washington. It operates as a subsidiary called TCG International Inc. ("TCG"). Through its subsidiaries, TCG engages in glass replacement, repair, and distribution in the United States, Canada and Europe. It offers automotive, commercial, and residential glass replacement and repair services, operates auto glass repair and flat glass restoration networks, and processes auto glass repair and replacement claims from national and regional insurance accounts.

The Service Division maintains a competitive market share in the Alberta and Saskatchewan markets, it has well located retail stores and a large fleet of mobile units. Management believes the Service Division is a low-cost producer and it is concentrated solely on the auto glass market.

Speedy and Crystal have more brick-and-mortar locations than GlassMasters and deal with residential and commercial glass in addition to auto glass. In the case of Speedy, it is concentrated in other regions on the insurance claims market. However, the insurance claims market in Alberta represents less than 2% of total auto glass sales.

As for the Wholesale Division, the competition in Alberta, Saskatchewan and British Columbia also consists of CAN-AM and Vanfax which are part of the Crystal Glass and Speedy Autoglass families respectively.

With glass becoming smarter and more complex, the barriers to entry become more difficult. Alberta has no government driven insurance programs and thus the larger players prefer markets that are regulated for the simple fact they can charge more as there is less competition. In terms of any other competition, management does not see any threat to its current market share.

### ***New Products***

GlassMasters has created an autoglass technician training program. Students from both inside GlassMasters and external to the company are trained. This provides qualified staff for GlassMasters, and new revenue stream, and potential new markets for their wholesales glass.

### ***Components***

The Wholesale Division sources most of its glass from Xinyi Glass, the second largest Chinese glass manufacturer. The Wholesale Division has established an annual contract that sets a minimum purchase requirement. The contract terms contain various incentives. The glass is purchased in United States dollars at a price agreed upon by both parties. This strategic relationship helps provide GlassMasters with a pricing edge over its competitors and ensures control over supply. Currently, GlassMasters renews their contract with Xinyi Glass on an annual basis.

The remaining glass is purchased from several United States, Mexican and Chinese based companies, as well as certain smaller local suppliers. United States and Mexican based companies typically have a three-week lead time for delivery. The lead time for inventory ordered from China is currently estimated to be 12 weeks.

Management estimates that 80% of all glass sold in Alberta is manufactured in China by Xinyi Glass or Fuyao Glass Industry Group Co., Ltd. (FYG).

GlassMasters uses urethane to repair windshields and purchases urethane from Dow Chemical, Sika, or Dinitrol.

### ***Proprietary Protection***

GlassMasters does not have any formal proprietary intellectual property protection.

### ***Cycles***

The life cycle of a particular vehicles stock keeping unit ("SKU") windshield is up to 15 years, peaking in years four to five after a new model is introduced.

GlassMasters sales are seasonal, with the period from April to September being the most active. The sand and gravel used by municipalities during the winter months increases the risk of damage to windshields. Many customers delay windshield replacement until the summer in order to avoid the risk of having to replace it more than once in a season. As a result, GlassMasters has historically experienced lower revenue in November, December, January and February.

### ***Employees***

GlassMasters employs on average approximately 180 non-unionized employees: 175 full time and 5 part time. Staffing levels and positions fluctuate seasonally, rising up to 200 employees during the summer months to handle the additional demand.

### ***Lending***

GlassMasters does not undertake any lending operations.

## **Reportable Business Segment 2 - Golden Health Care**

### ***Principal Products or Services***

Golden Health Care is the largest full-service retirement home operator in Saskatchewan. It has a unique model of "aging in place" where Golden Health Care's care homes adapt to the needs of each individual resident from assisted living up to long term care in each facility, maintaining a family environment rather than an institutional one regardless of the level of care required. This is a philosophy that Western believes in and is unique to Golden Health Care. The homes bring with them an established management team in place, and a reputation of quality service and resident suites. The homes are located in three communities, Estevan, Prince Albert and Emerald Park Saskatchewan. Emerald Park is a community located close to Regina, and services many of the residents in the metropolitan area. Below is an overview of each of the facilities:

<b>Retirement Home</b>	<b>Building Address</b>	<b>Licensed # of Rooms</b>	<b>Year Built</b>
Hill View Manor	401 1 <sup>st</sup> Street, Estevan, SK	40	2003
The Good Shepherd Villas	1499 15 <sup>th</sup> Ave East, Prince Albert, SK	63	2003
William Albert House	333 Emerald Park Rd, Emerald Park, SK	50	2005

## ***Operations***

Golden Health Care's homes are a subset of a larger network of retirement homes in Saskatchewan. In total the current management team at Golden Health Care manages seven retirement homes with 457 rooms. The network of homes is one of the largest retirement home operators in the Province of Saskatchewan. As a result, the management team has a strong understanding of the market in Saskatchewan and is working on building scale in the province.

According to the Saskatchewan Ministry of Health, personal care is assistance or guidance with activities of daily living. This may include: eating, bathing, dressing, grooming, taking oral medications, using the washroom, mobility and participating in social and recreational activities. Personal care homes provide 24-hour staffing.

The following levels of care have been defined by the Government of Saskatchewan which Golden Health Care provides at each of the facilities.

### **Light Care:**

- Resident is independent with personal care; may need reminders and cueing.
- Minimal specialized care (e.g., supervising a resident with their own specialized care).
- Independent with transfers and mobility.

### **Intermediate Care:**

- Supervision of behaviour.
- Supervision and some assistance with personal care.
- Assistance with specialized care.
- Supervision and/or one person assist transfers and/or mobility.

### **Heavy Care:**

- Frequent supervision of resident due to emotional, behavioural or physical needs (e.g., palliative).
- Direct assistance with all personal care.
- Two person assist or mechanical lift with transfers and/or mobility.

## ***Market***

According to the Government of Canada's 2021 Census, 16.7% of Saskatchewan's population was over the age of 65. This number was up from the 2016 age study by Statistics Canada that showed 15.5% of Saskatchewan's population was over 65. Although only a minor increase, the province's population is aging.

CMHC's report on Housing Choices and Changing Housing Needs of Seniors and Pre-Seniors indicates that the population of seniors aged 65 and older is expected to more than double between 2013 and 2063. It is also projected that the population of those over 80 years will increase sharply. These projections suggest there may be an increasing demand for seniors housing for the foreseeable future as "baby boomers" age and require higher levels of care in some form of enriched or assisted living.

## ***Marketing Plans and Strategies***

Western's investment in Golden Health Care brings modest revenue to Western's portfolio, with the opportunity for future expansion as Golden Health Care is uniquely positioned to meet the needs of a growing health care segment. Western and Golden Health Care have worked to develop and implement a planning and governance framework to support future growth. Western will bring experience and resources

to support the vision of Golden Health Care's management team as they explore the potential for expansion of the organization both at current sites and into new communities. There is also a possibility that regulatory changes in the Saskatchewan marketplace could boost the expansion potential. Given the current environment in senior care since the COVID-19 pandemic Golden is not currently planning expansions. Changes to the government regulations could lead to change this.

The primary source of marketing is through word of mouth. One of our three homes in Western's portfolio are close to or at capacity. Very little marketing is undertaken. In addition, Golden Health Care's long-term history in Saskatchewan and penchant for high quality seniors' care has resulted in a well-recognized brand in the region which attracts residents to its facilities.

### ***Competitive Conditions***

Golden Health Care's philosophy is an aging in place model that allows each resident to remain in the retirement homes and move within the home depending on the level of care they desire. Golden Health Care's homes are located in smaller markets and have strong market positions within those communities. In the urban markets, Golden Health Care tends to face greater competitive pressures where operators who have higher vacancy rates and consumers have greater options.

Greater investment is being made into retirement homes, and as a result, vacancy rates are likely to increase as consumers have greater choice. Golden Health Care believes in the smaller markets in Saskatchewan, there will be limited competition given the sizeable impact to supply to build facilities in those markets.

### ***New Products***

Golden Health Care is focused on maintaining its current offering. Expansion is contemplated from its existing facilities and new markets in the Province of Saskatchewan. Given the opportunities in the Province of Saskatchewan in the near term, it is unlikely that Golden Health Care's management team will expand to adjacent provinces in the near future.

### ***Cycles***

Golden Health Care's business is relatively stable particularly given the current occupancy rates and wait lists are used to help homes operate near capacity. Over time, Golden Health Care is expecting increasing demand. Golden Health Care has expansion plans in place on adjacent plots of land where they could expand current operations should it become economical to do so.

### ***Changes to Contracts***

Each tenant at Golden Health Care has a month to month contract and is able to leave at their option with 30 days' notice. Golden Health Care does not expect that any aspect of its business will be affected in the current financial year by renegotiation or termination of contracts or sub-contracts. As well, there has been no change to contracts or sub-contracts for the current fiscal year that would have a material impact on the operations or financials of Golden Health Care.

### ***Proprietary Protection***

Golden Health Care does not have any formal proprietary intellectual property protection.

### ***Employees***

Golden Care Homes employ on average approximately 133 non-unionized employees.



## ***Lending***

Golden Health Care does not undertake any lending operations.

## **Reportable Business Segment 3 – Ocean Sales**

### ***Principal Products or Services***

Ocean Sales is a specialty retailer that imports and sells a line of specialty retail products through unique marketing channels across North America. Ocean Sales markets high-quality, innovative household products through live demonstrations at leading consumer shows and fairs throughout Canada and the US.. In addition, Ocean Sales has a wholesale division and a growing on-line, social media division.

Ocean Sales is headquartered in Calgary, Alberta and is supported by strategically located warehouses in Tumwater, Washington, Pickering, Ontario, and Montreal, Quebec. Ocean Sales has been operating for over 40 years and has a history of solid operating results.

Ocean sells more than 35 products across three categories: household, wellness & leisure, and kitchen. Product life cycle is variable, ranging from two years to well over 10 depending upon factors such as demand and market saturation. Finding new products on a regular basis is important to replace declining sales on maturing products.

Products are sourced globally by management through the attendance of the world's premier consumer product shows including the: Canton Fair in China, Chicago Housewares Show, London Grande Design Show, Sydney Royal Easter Show, and the Munich Home Show. Ocean Sales has exclusive rights to represent most of its products throughout North America. The primary product selection criteria centers around products that do not sell themselves off the shelves; rather require a demonstration to show potential customers what differentiates the product and how that product can make their lives easier.

Many products are manufactured in China and are typically shipped via ocean liner to one of two North American ports; Tacoma, Washington, or Vancouver, B.C. These ports are linked to train and truck distribution routes which move the product from the ocean port to warehouse/distribution facilities where they are inventoried prior to distribution. All aspects of shipping and distribution are managed by Ocean Sales. Typical product lead time from order to delivery is three to six months. Purchases are made on average six months in advance and require a 30% down payment. All product purchases are in \$USD or \$EUR. Ocean Sales contracts with a quality assurance professional on location in China who ensures that the standards set forth by Ocean Sales are being met by each of the third-party vendors.

### ***Operations***

Ocean Sales' head office is located in Calgary, at 176 Country Hills Landing NW where it has an 18,000 square foot warehouse. This plus its three additional distribution warehouse locations, and two storage facilities, all are leased from third-party companies.

Ocean Sales has three distinct distribution channels:

- Direct to the general public, through home and garden style consumer shows, exhibitions, and fairs across North America;
- Wholesale – primarily to smaller distributors located in Canada and the U.S; and
- On-line sales direct through their website [www.oceansales.ca](http://www.oceansales.ca), and through other on-line and social media marketing channels.

Ocean Sales has 40 years of experience scheduling, managing and selling at consumer shows across Canada and the US. Ocean Sales sells directly to customers at shows and live events in every province in Canada, and seven states in the U.S. Ocean Sales is highly skilled at sourcing innovative products that match a well-understood target audience. Ocean Sales has had great success in identifying high-margin items that resonate with consumers and sell in significant volumes.

In Canada, wholesale distribution is focused on serving smaller markets in Quebec and Ontario, while in the U.S. Ocean Sales boasts customers in all 50 states.

Products are also available for sales online ([www.oceansales.ca](http://www.oceansales.ca)); however, they are priced lower at shows to incentivize consumers to purchase products on the spot and to reward the commissioned sales professionals. The consumer is required to make an impulse purchase, and the sales professionals remain motivated.

### ***Market***

Utilizing three distinct sales channels, Ocean Sales' products can be found in every province in Canada as well as in each of the 50 states within the US. Social media has become a key market as Ocean Sales' works to replace a decline in in-person sales that resulted from the COVID-19 pandemic.

### ***Marketing Plans and Strategies***

Ocean Sales relies on their expert sales force to create the energy and demand resulting in impulse purchases. Ocean Sales target market is comprised of female consumers who come from households with above average home ownership and income statistics. Discretionary income is key, as most products have higher price points.

Management maximizes individual show profitability through its use of sales professionals on a contractor basis by only bringing in the amount of staff necessary to ensure smooth operations. Sales staff are scaled up or down depending on show size and the number of booths displaying product.

Planning for and scheduling shows is completed one year in advance with Ocean Sales Management reviewing variables such as: historical sales, ongoing product demand, show attendee demographics, and availability of sales staff before committing to a future show.

### ***Specialized Skills and Knowledge***

Ocean Sales is experienced at scheduling, managing and selling at consumer shows across Canada and the US. Significant expertise has been developed in:

- Understanding consumer buying behavior;
- Siting show booths for maximum revenue return;
- Understanding and optimizing customer traffic flows;
- Selecting, marketing and selling consumer products; and
- Effective use of contracted sales professionals.

As part of their success Ocean Sales has been able to successfully find exceptional professionals in the industry to effectively market their products. Ocean Sales' management has developed an expertise in

location selection to maximize exposure and profitability based on predictable attendee traffic and spending patterns.

### ***Competitive Conditions***

There is no market share data available that Ocean Sales is aware of, however RedFern Enterprises is the only sizeable competitor to Ocean Sales. The rest of the market is fragmented with many small players. Within the industry some of the key competitive variables and indicators of show success include sourcing talented sales professionals, product offerings and sales booth placement within a show. Having developed a reputation for being an exhibitor of choice, Ocean Sales often has the ability to negotiate for the most desirable locations within a show, and maintain a consistent network of sales professionals.

### ***Employees***

Ocean Sales employs on average approximately 19 salaried employees and 5 hourly employees. Operating overhead is lowered by contracting with approximately 55 independent sales professionals who are expert in demonstrating products and closing sales. The number of contract sales staff varies based on activity. The contractor terms are commission-only, and contractors absorb all travel and business costs associated with consumer shows.

Ocean Sales relies on its management team and could be adversely affected should any of them leave. Current management owns 25% of Ocean Sales. The ongoing ownership of the founders should help mitigate any transition issues related to the operations of the business.

### ***New Products***

Ocean Sales is always on the lookout for new and exciting products to bring to market. In 2023, the company introduced a number of new products including specialty cookware, a cordless vacuum, and an electrical muscle stimulator, among others. Management continues to actively look for new products to refresh their product line-up.

### ***Cycles***

Ocean Sales operations are seasonal, with the two periods from January to March, and July and August being the most active.

### ***Changes to Contracts***

Ocean Sales does not expect that any aspect of its business will be affected in the current financial year by renegotiation or termination of contracts or sub-contracts. As well, there has been no change to contracts or sub-contracts for the current fiscal year that would have a material impact on the operations or financials of Ocean Sales.

### ***Proprietary Protection***

Ocean Sales does not have any formal proprietary intellectual property protection.

### ***Foreign Operations***

Ocean Sales operates in the United States through its wholly owned U.S. based subsidiary Ocean Sales Ltd. (USA). Ocean Sales' reporting currency is the \$US. Results of the subsidiary are translated and consolidated

into Ocean Sales Group Ltd. In 2023, sales made by Ocean Sales Ltd. (USA) represented 35% of Ocean Sales' total consolidated sales.

### ***Lending***

Ocean Sales does not undertake any lending operations.

## **Reportable Business Segment 4 – Foothills**

### ***Principal Products or Services***

Foothills is a producer and distributor of high-quality butter and ice cream products with over 53 years of operations in Western Canada. Headquartered in Calgary, Alberta, it serves customers through a large grocery retail and food service network spanning across Western Canada, supported by two distribution facilities in Edmonton, Alberta, and Kelowna, BC. Foothills butter products are specially churned using only the freshest cream to produce a smooth textured product with exceptional taste.

Foothills provides over 5 butter varieties, 20 different soft serve products and over 80 flavors of hard packed ice cream, sherbet, sorbetto and frozen yogurt products for customers to choose from. It offers 3 different types of products:

- Butter – churned butters, convenient butter-margarine blends, and bulk food service/ commercial kitchen product lines;
- Ice cream – offered in a variety of hard and soft flavors, sherbet, sorbetto, frozen yogurt and frozen mixes; and
- Ice cream cones – distributes premium ice cream cones including pointed and flat bottom cones, and a wide selection of waffle, sugar and other cake cones (sourced from other manufacturers).

Foothills derives around 63% of its revenue from butter and 32% from ice cream. Ice cream margins are around 34% while butter margins are significantly lower at 12%. Most of the butter produced is private label for supermarkets, with the remainder being specialized, flavored product. Butter is considered a commodity product with very low margins, a factor compounded by the strength of supermarkets in private label negotiations. Butter can last up to 5 years and ice cream up to 18 months with proper storage.

### ***Operations***

Foothills serves customers through a large grocery retail and food service network spanning across Western Canada, with a production facility located in Calgary, Alberta, supported by two storage and distribution facilities in Edmonton, Alberta, and Kelowna, BC. Foothills' Calgary headquarters, located at 2825 Bonnybrook Road SE, include the manufacturing plant, warehouse and distribution facility, and office space for administrative and management personnel. The Edmonton and Kelowna facilities are ideally located to streamline Foothills' distribution capabilities in Northern Alberta and central B.C., so that customers receive their products in top quality and with minimum risk of spoilage. All real estate is owned directly by Foothills itself, with the exception of the Kelowna warehouse which was sold in 2023 and is now a lease.

Foothills is both a manufacturer and distributor of butter and ice cream products. All product is manufactured in the Calgary facility that contains production, storage and transportation equipment. Although the profile of the ice cream business is heavily seasonal, the production plant runs throughout the year with product being stored for anticipated future sales. Foothills, in continually investing in its manufacturing plant to improve product quality and expand capacity.

From a supply perspective, the Canadian market has quotas set on the supply of milk inputs, and as a result, the total amount of butter that can be produced on an annual basis can be limited. Canadian regulators have

created programs that allow for the storage of butter on a seasonal basis, under a two plan arrangement. Foothills is a manufacturer approved by Canadian regulators to store butter seasonally, which provides it with a competitive advantage in controlling the sourcing and sales of butter products.

The main suppliers of inputs for Foothills are Agropur and the Canadian Dairy Commission ("CDC"). While Agropur is also considered a competitor to Foothills, it maintains a good relationship with them and considers supply risk to be low. The raw butter used to supplement in-house butter manufacturing and ice cream is sourced from the CDC, which utilizes existing butter inventories, and imports and redistributes tariff rate quota butter to manufacturers.

### ***Market***

Coordinated by the CDC, Canada's dairy sector operates under a managed supply structure whereby dairy production is controlled by defined quotas, pricing mechanisms, and dairy import limits. With a market size of approximately \$17 billion, the dairy industry makes up the 2nd largest segment of Canada's agriculture sector. The industry produces approximately 113 thousand tonnes of butter annually, and approximately 152 thousand litres of hard ice cream. The vast majority of dairy products produced in Canada are for domestic consumption.

Target markets for its products include grocery retailers and the food service industry including commercial kitchens and bakeries. Foothills has a network of over 400 grocery retailers, food distributors, and commercial service/food establishments from B.C. through to Manitoba, making them one of the market's leading providers of butter and ice cream products. Select retail and distribution partners include; Loblaw's, Sobeys, Safeway, Ikea, Gordon Food Service, and Sysco.

Foothills has established its brand and market relationships over a 53-year period, creating significant barriers to entry for new market entrants wanting to establish new brands and products. Additionally, given that ice cream needs to be stored and transported in a frozen state, significant investment is required to create the infrastructure needed to handle products and deliver them to customers in short time frames.

The Canadian butter market is seeing a resurgence in consumers' preference for butter products, rather than oil-based, trans-fat heavy margarine substitutes, give a highly positive outlook for butter demand. Ice cream has an outlook for stable demand as consumers continue to demand higher quality and premium ice cream products. The size of the Canadian ice cream market is approximately \$0.8 billion. In 2023, Foothills gained market share, as a major competitor in the 11.4 L ice cream category exited that market.

### ***Marketing Plans and Strategies***

Foothills differentiates its ice cream products by using natural and fresh ingredients, along with a sweet buttermilk base from butter churns that produce richer and creamier ice cream. Unlike its competitors, Foothills is both a manufacturer and distributor of branded and private-label butter and ice cream products. The majority of market players either manufacture or distribute their products. Specializing in both allows Foothills to offer a full value-add service for customers looking for consistent product quality combined with timely delivery standards and responsiveness. Due to rising transportation costs, ice cream producers such as Foothills, who are strategically located near key customers, dairy producers and suppliers of key inputs have a competitive advantage.

Strong performance is driven by Foothills' buying power, key customer relationships, improved pricing trends for butter, and lower operating costs, such as fuel. Managements' focus is to continuously improve

Foothill's product offering, as well as to find new markets that capitalize on Foothills' strengths in order to grow the business. Areas Foothills intends to achieve growth in include:

- creating new and innovative soft serve lines;
- design new butter product packaging to attract customers;
- offering new flavored butter and butter blends to differentiate within the market place; and
- leverage their brand and reputation to expand into eastern Canada, the largest market in Canada.

Management views Foothills' soft serve lines as key to future growth and is constantly experimenting with new ingredients and ice cream flavors to differentiate itself in the market place. As butter is a commodity, branding and product differentiation are key. Foothills' major competitive advantage is its known quality and metallic blue packaging that stands out against competitors on the store shelves. Foothills is updating its product packaging to further appeal to end customers and is constantly working to develop new ice cream and butter flavor offerings.

### ***Competitive Conditions***

The largest players in the Canadian butter production market include Parmalat Canada, Saputo, Agropur Cooperative, Gay Lea foods and Foothills. The largest players in the Canadian ice cream production market include Chapman's, Nestle Canada Inc., Unilever and Foothills. Of the top companies in the market segment, Foothills is the only company that both manufactures and distributes its products, and it is also the only company that provides both butter and ice cream products under one brand name.

Foothills is expected to benefit from current trends including "Buy Local" initiatives along with an increase in the consumption of butter.

### ***New Products***

Foothills constantly experiments with new ingredients and ice cream flavors to differentiate itself in the market place. Management views Foothills' soft serve lines as key to future growth and on average develops 6 new flavors per year. Foothills has entered the whipped butter category, where it has secured a significant portion of the market share.

### ***Proprietary Protection***

Foothills does not have any formal proprietary intellectual property protection.

### ***Cycles***

Foothills operations are seasonal, with the ice cream demand peaking in the summer months, and the demand for butter peaking in December for the holiday season.

### ***Changes to Contracts***

Foothills does not expect that any aspect of its business will be affected in the current financial year by renegotiation or termination of contracts or sub-contracts. As well, there has been no change to contracts or sub-contracts for the current fiscal year that would have a material impact on the operations or financials of Foothills.

### ***Employees***

Foothills employs on average approximately 75-80 non-unionized employees, with about a third working in butter and ice cream production.

Foothills employs a small, but growing, sales department, an office and administration department, plant manager department, Edmonton and Kelowna facilities management departments, quality control department, and an equipment maintenance department. The rest of Foothills' employees cover distribution, trucking and warehousing functions. Given that the ice cream business is seasonal, with sales higher in the summer and lower in the winter, Foothills' employee count increases by 6-8 people during the summer months.

### ***Lending***

Foothills does not undertake any lending operations.

## **Reportable Business Segment 5 – Fortress**

### ***Principal Products or Services***

Fortress is a western Canadian licensed insurance company focusing on specialty and surplus lines of business within the Canadian insurance marketplace. Fortress is licensed in B.C., Alberta, Saskatchewan, Manitoba, Ontario, and the Territories for property, liability, surety, fidelity, boiler and machinery, marine, accident and sickness and legal expense insurance. In Alberta, Fortress also maintains a license in third-party auto liability, but only to its pre-existing customer.

Fortress is participating only in established, quality, commercial insurance programs and accounts administered by known and trusted SBPs (as defined below). There is no auto insurance exposure and/or any direct to customer offerings. Participating only in select opportunities, Fortress assumes mostly a subordinate exposure position as a subscriber following the lead insurer for most opportunities, recently Fortress has been taking larger subscription shares of policy where appropriate.

Fortress has an auto liability insurance coverage division, known as the Budget auto division, that was operating prior to the acquisition by Western. This division continues; however, through various financial structures and credit risk security instruments between the shareholders of Fortress (referred to as a "Cost Neutral Mechanism"), the capital of Fortress is not exposed to the Budget auto division insurance risk.

### ***Operations***

Fortress participates mostly as a subscriber to commercial insurance policies. Business is being developed through relationships with select independent insurance brokers and managing general agents, referred to as supporting broker partners ("**SBPs**"). Under the management of the SBP, the lead insurer is responsible for pricing, underwriting, loss-control and claims management. In conjunction with the lead insurer, the SBP is responsible for all policy and client administration and service functions. Fortress will receive risk, premium and claims data via secure data bordereaux as established with the SBP. Specifics of insurance coverage, limits provided by Fortress, risk appetite participation and related details vary by program as uniquely negotiated for the risk assumed.

Reinsurance is a long-term requirement for Fortress's general insurance non-auto business. Fortress has multiple providers for quota share and catastrophe reinsurance protection. Fortress has negotiated typical terms with its reinsurance partners, including exposure limits, premium payment, ceding commission structure, risk and claims administration. Fortress will participate in policies to a maximum limit of \$20,000,000 with reinsurance cover up to 95% of the loss, capping the single-loss exposure of Fortress to \$1,000,000. Fortress's risk exposure is further covered by catastrophe reinsurance for severe natural disaster occurrences over a certain threshold of losses which is reviewed multiple times per year to ensure adequate

coverage. A retention amount is negotiated and all losses above this threshold are covered by the reinsurer up to a certain limit. These benchmarks are adjusted regularly as the portfolio grows and exposure changes.

### ***Market***

Fortress is governed by the Alberta *Insurance Act* and supervised by the Alberta Superintendent of Insurance. It operates in all four western Canadian Provinces, Ontario and the Territories.

### ***Marketing Plans and Strategies***

The most critical operation function for the launch of the general insurance division is the sales and marketing functions. This will be provided for through the well-established industry relationships of Western and its advisors. In addition, SBP oversight and program supervision is provided for through this operations function.

### ***Competitive Conditions***

The commercial insurance market is dominated by a few very large national insurers. As these insurers grow, a market emerges for niche-centric products and programs that lack sufficient scale to attract the large insurance entity. These programs, opportunistically developed and managed by key industry brokers, offer attractive terms and profit to niche oriented insurers. This market reality offers ample opportunity for a small, niche-focused, creative and nimble insurer to achieve immediate share. In addition, the commercial insurance cycle is currently experiencing a "hardening" of market conditions, where reinsurer and insurer appetite is reduced and costlier. This secondarily provides profitable entry points for a start-up player.

### ***Employees***

To account for the bordereaux data exchange with SBP and reinsurers, compile financial results and fulfill governance, compliance and reporting obligations of Fortress, a small but capable back-office with some new elements of operations infrastructure is required. These tasks are provided for in cooperation among the shareholders and through strategic use of outsourced advisors. General and administrative expenses are defined within shareholder operating agreements.

Fortress employed or contracted on average 10 to 15 employees during 2023. The number is expected to expand as the company grows.

### ***New Products***

Fortress is continually launching new programs with major SBP's where Fortress participates in a minority position along with major insurers in Canada. In 2023 signed one additional fronting contract, which is a process where a registered insurer issues a policy and transfers the risk to an unlicensed third party. Fortress will continue to participate in programs where there is a history of profitability and support from reputable insurance companies in Canada.

### ***Cycles***

Fortress is sensitive to fluctuations in market conditions that affect the insurance types it offers. As market conditions shift, the pricing of coverage and the terms associated with the products may also change to remain competitive. To mitigate this risk, Fortress employs a strategy of diversification. This involves offering a variety of products that are subject to different business cycles and focusing on geographic diversification. By not relying on a single area of business, Fortress ensures a more stable operation capable



of adapting to changing market dynamics. This strategic approach helps maintain its competitive edge and reduces the vulnerability to any specific economic or regional downturns.

### ***Changes to Contracts***

Fortress finalizes contractual relationships with the SBP channel prior to writing any business. These contracts include provisions for critical risk-management and operational controls and guidance. Fortress does not expect that any aspect of its business will be affected in the current financial year by renegotiation or termination of contracts or sub-contracts.

### ***Proprietary Protection***

Fortress does not have any formal proprietary intellectual property protection.

### ***Lending***

Fortress does not undertake any lending operations.

## **RISK FACTORS**

Investors should carefully consider the risk factors set out below and consider all other information contained herein and in Western's other public filings before making an investment decision. The risks below are not an exhaustive description of all the risks associated with an investment in Western.

In particular, the Corporation is indirectly affected by the risk factors applicable specifically to its portfolio companies GlassMasters, Golden Health Care, Ocean Sales, Foothills, and Fortress.

### **Risk Factors Related to Western**

#### ***Tevir Transaction***

The Tevir Transaction, and its components, are subject to a number of conditions, including the approval of the Exchange and the approval of certain components of the Tevir Transaction by the shareholders of Western. There can be no assurance that all of the necessary approvals will be obtained, and if the necessary approvals are obtained, there can be no assurance that the Tevir Transaction will close as anticipated or at all. If the Tevir Transaction is not completed for any reason, Western will have incurred significant costs associated with the failed implementation of the Tevir Transaction.

Additional assumptions and risk factors relating to the Tevir Transaction (and related corporate transactions) are described in further detail in the March 2024 MCR which is incorporated by reference into this AIF.

#### ***Fortress Transaction***

The Fortress Transaction is subject to a number of conditions. There can be no assurance that all of the necessary conditions will be met, or the timing thereof, and if the necessary conditions are met, there can be no assurance that the Fortress Transaction will close as anticipated or at all. If the Fortress Transaction

is not completed for any reason, Western will have incurred costs associated with the failed implementation of the Fortress Transaction.

Additional assumptions and risk factors relating to the Fortress Transaction are described in further detail in the March 2024 MCR which is incorporated by reference into this AIF.

### ***Acquisition Opportunities and Competition***

The Corporation's strategy is to acquire a diversified portfolio of established Western Canadian private businesses. Western faces competition for acquisition candidates which may increase acquisition prices and reduce the number of acquisitions that will be completed by the Corporation. Some of Western's competitors are substantially larger and have access to greater financial resources, have a longer operating history, have more personnel and different return targets. Competitors may also have a lower cost of funds and access to funding sources that are not available to the Corporation. If Western is not able to compete effectively in this regard, its future growth may be negatively impacted.

The Corporation may have limited access to suitable acquisition opportunities and such acquisitions may not be possible within a reasonable time period. There can be no assurance that the Corporation will be able to complete acquisitions at acceptable prices or acceptable terms. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns may be diminished if the Corporation is unable to find and make a sufficient number of acquisitions.

### ***Investment Evaluation***

Not all relevant risks or liabilities associated with an acquisition opportunity may be identified in any due diligence investigations carried out by the Corporation and its advisors. When conducting due diligence, the Corporation may be required to evaluate complex business, financial, tax, accounting, environmental and legal issues. Unforeseen risks or liabilities may have a material and adverse impact on the Corporation's liabilities, profitability, results of operations and financial condition.

Outside legal advisors, accountants, experts and investment banks may be involved in the due diligence process in varying degrees depending on the type of acquisition and the Corporation will be required to rely in part on such advisors' assessment of potential liabilities and risks associated with each acquisition.

### ***Concentration of Investments***

There are no restrictions or limits on the amount or proportion of the Corporation's funds that may be allocated to any particular investment. The Corporation may participate in a limited number of investments and, as a consequence, its financial results may be substantially affected by the unfavourable performance of a single investment. The Corporation's approach to investment opportunities may result in a highly concentrated investment in a particular company, geographic area or industry resulting in the performance of the Corporation depending significantly on the performance of such company, geographic area or industry. Currently, all of the Corporation's investments are comprised of its investments in GlassMasters, Golden Health Care, Ocean Sales, Foothills and Fortress.

### ***Access to Capital***

The Corporation will have ongoing requirements to support its growth, to further investment in its portfolio companies and to meet its credit facility covenants with its lenders and may seek to obtain additional funds for these purposes through public or private equity, or through additional debt. There are no assurances that the Corporation will be able to secure additional funding on acceptable terms or at all. The Corporation's liquidity and operating results, and its ability to make additional acquisitions, may be adversely affected if its sources of funding or its access to capital markets are limited, whether as a result of a downturn in market conditions generally or to matters specific to the Corporation.

### ***Additional Issuances and Dilution***

Western may issue and sell additional securities of Western, including Common Shares and other securities, to finance its operations or future acquisitions. Western cannot predict the size of future issuances of securities of Western or the effect, if any, that future issuances and sales of such securities will have on the market price of any securities of Western issued and outstanding from time to time. With any additional sale or issuance of securities of Western, holders may suffer dilution with respect to voting power and may experience dilution in Western's earnings per share. Sales or issuances of a substantial number of securities of Western, or the perception that such sales could occur, may adversely affect prevailing market prices for securities of Western issued and outstanding from time to time.

### ***Cash Flow from Portfolio Companies***

Western is dependent on the operations of its portfolio companies to support its ability to pay operating expenses and make interest payments to its lenders. Western's ability to generate income is affected by the profitability, fluctuations in working capital, margin sustainability and capital expenditures of its portfolio companies. Although Western's portfolio companies intend to distribute some amount of their cash available for distribution and also pay management fees to Western, there can be no assurance regarding the amounts of income and cash flow to be generated by them and the amounts to be paid to Western. The failure of any portfolio company to make its anticipated distributions could adversely impact Western's financial condition and cash flows and, consequently Western's ability to fund its operating expenses and make payments required by its lenders to service existing or future debt.

### ***Management and Conflicts of Interest***

The Corporation will be dependent upon the efforts, skill and business contacts of key members of management and the Board for, among other things, the information and investment opportunities they are able to generate. Accordingly, the Corporation's success may depend upon the continued service of these individuals to the Corporation. The loss of the services of any key individual could have a material adverse effect on the Corporation's revenues, net income and cash flows and could harm its ability to secure investments, maintain or grow its assets and raise funds.

From time to time, the Corporation will also need to identify and retain additional skilled management to efficiently operate its business. There can be no assurance of its ability to attract and retain such personnel. If the Corporation is not successful in attracting and training qualified personnel, the Corporation's ability to execute its business strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

Certain of the current directors, officers and promoters of Western also serve as directors and/or officers of other companies which may compete with Western in its search for acquisitions. Accordingly, situations may arise where the directors, officers and promoters of Western are in a position of conflict with Western.

### ***Common Shares Sensitive to Market Fluctuations***

The Common Shares are relatively illiquid due to low trading volumes and, as such, the market price of the Common Shares has been and may continue to be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, and wars, may adversely affect the market price of the Common Shares, even if the Corporation is successful in maintaining revenues, cash flows or earnings. This illiquidity and fluctuation in market price may adversely affect the Corporation's ability to raise additional funds through the issuance of Common Shares, which could have a material and adverse impact on its profitability, results of operations and financial condition.

### ***Repayment of 2025 Debentures***

The 2025 Debentures will mature on December 31, 2025. Western may not be able to refinance the principal amount of the 2025 Debentures or may not have generated enough cash from operations to meet these obligations. There is no guarantee that Western will be able to repay the outstanding principal amount upon maturity of the 2025 Debentures.

### ***Conversion of 2025 Debentures Prior to Maturity***

Western may force the conversion the 2025 Debentures into Common Shares if the closing price of the Common Shares on the Exchange is \$0.65 or greater for 20 consecutive trading days. This would result in dilution for existing shareholders.

### ***Investment Risk***

Western routinely evaluates and considers a wide array of potential acquisitions, including joint ventures, business combinations, acquisitions and dispositions of businesses, service or product offerings or acquisitions and other asset transactions. At any given time, Western may be engaged in discussions or negotiations with respect to one or more of these types of acquisitions. Any of these acquisitions could be material to Western's financial condition, results of operations or cash flow.

The process of integrating any acquired business may create unforeseen operating difficulties and expenditures and is itself risky. In respect of an acquired business, the areas where Western, from time to time, faces cost, risk and/or difficulty, which may be material in scope and degree, include:

- a) diversion of an excessive amount of Western management time to manage issues in that portfolio company;
- b) a shift of focus of Western management, or that of a portfolio company's management, away from core operating and business strategies and priorities, to the matters of, and issues related to, integration, administration, employment or unforeseen business or operating issues;
- c) having to deal with an acquired entity which often lacks sufficient or effective business and financial controls, procedures, policies and operational oversight thereby increasing the risk of liabilities arising from activities of the acquired business (and its personnel) for matters both before and/or after the acquisition, including violations of laws, rules and regulations, commercial disputes, tax liabilities and other known and unknown liabilities;
- d) being able to garner the time, effort and commitment from existing personnel of an acquired business which is required in order to effectively implement controls, procedures and policies appropriate for that acquired business which, prior to the acquisition, had lacked such controls, procedures and policies;
- e) developing and implementing management succession planning strategies and plans to effectively provide for proper continuity of capable executive management personnel over time within the acquired entity;
- f) as a result of Western's acquisitions, a portion of the total assets in each portfolio company is comprised of intangible assets and goodwill. Each portfolio company is required to perform impairment tests of its goodwill and other intangible assets annually, or at any time when events occur that could affect the value of its intangible assets and/or goodwill. A determination that impairment has occurred would require the portfolio company to write-off the impaired portion of its goodwill or other intangible assets, resulting in a charge to its earnings. Such a write-off could

adversely impact Western's financial condition and results of operations since the Western uses the equity method to realize net income from its portfolio companies on its financial statements; and

- g) the risk of liabilities and contingencies arising which are not discovered prior to consummation of an acquisition, including in respect of those businesses already acquired by Western as of the date of this AIF, and in respect of which Western may not be indemnified for some or all of such liabilities and contingencies.

### ***Put/Call Agreements***

Western has entered into separate put/call agreements in relation to Fort McKay's 39% interest in GlassMasters and ATB's 39% interest in Foothills.

Pursuant to the GlassMasters Transaction, the put/call agreement with their previous partner, ATB was terminated and Western entered into a new put/call agreement with Fort McKay in relation to its 39% interest in GlassMasters, that may be exercised on February 1 on each of 2024, 2028, 2032, or 2036. If a put or call notice is provided and Western is not able to finance the acquisition of Fort McKay's 39% interest, Western must sell to Fort McKay for nominal consideration sufficient shares in the capital of GlassMasters to increase its holdings of GlassMasters by 10%. Western will then have the option to sell its holding, along with Fort McKay's holding, to any third party. There can be no assurance on the value that Western will receive for its ownership if Western sells its ownership of GlassMasters together with Fort McKay's interest.

Similarly for Foothills, if a put or call notice is provided on or prior to the seventh-year anniversary of the acquisition date of Foothills and Western is not able to finance the acquisition of ATB's 40% interest, Western must sell to ATB for nominal consideration sufficient shares in the capital of Foothills to increase ATB's holdings of Foothills by 10%. Western will then have the option to sell its holding, along with ATB's holding, to any third party. There can be no assurance on the value that Western will receive for its holding if Western sells its holding of Foothills together with ATB's holding.

If, in either case, Western is unable to finance its acquisition of its partner's holding, Western may suffer a significant loss in relation to the value of the shares of either entity it may be required to sell.

### ***Illiquidity of Investments***

Western's investment in its portfolio companies and the other businesses and assets in which it may invest, are, and likely will be, unlisted and otherwise illiquid and difficult to value. The valuation of these businesses, securities and assets is subject to a significant amount of subjectivity and discretion. There is no guarantee that fair value will be realized by Western on the purchase or sale of these assets. Further, such illiquidity will limit the ability of Western to vary its portfolio promptly in response to changing economic or investment conditions.

### ***Unanimous Shareholders Agreements***

The shareholders of GlassMasters, Ocean Sales, Foothills, and Fortress have entered into the USAs. Although Western owns equal or greater than 50% of the outstanding voting securities of GlassMasters and Ocean Sales, and approximately 49.5% of the outstanding voting securities of Foothills, pursuant to the applicable USAs, Western is not entitled to nominate a majority of the directors. The USAs contains provisions which increase the threshold requirements for director and shareholder approvals of significant corporate actions to levels higher than required under applicable corporate and securities laws. The USAs also contain share transfer restrictions, rights of first refusal and drag along and tag along rights. As a result, the USAs limit Western's ability to control each portfolio company or their respective businesses, operations and associated financial results.

### ***Inaccurate or Unfavourable Research***

The trading market for Western, if any, relies in part on the research and reports that securities analysts and other third parties choose to publish about Western. Western does not control these analysts or other third parties and it is possible that no analysts or third parties will cover Western. The price of Western's Common Shares could decline if one or more securities analysts downgrade Western or if one or more securities analysts or other third parties publish inaccurate or unfavourable research about Western or cease publishing reports about Western.

### ***Pandemics***

An outbreak or escalation of a contagious disease may adversely affect Western or its portfolio companies. A local, regional, national or international outbreak or escalation of a contagious disease, including the COVID-19 coronavirus or any other similar illness or fear of the foregoing, could create significant societal and economic disruptions, including global stock market and financial market volatility, a general reduction in consumer activity, operating, supply chain and project development delays and disruptions and declining trade and market sentiment, all of which have and could further affect, among other things, the markets and/or industries in which Western's portfolio companies participate.

Furthermore, an outbreak could lead to governments worldwide enacting emergency measures in response to a pandemic including the implementation of regional and/or international travel bans, border closings, mandated closure of non-essential services, social and physical distancing, self-imposed quarantine periods, "shelter-in place" policies and/or similar restrictions on individuals and businesses. The past COVID-19 pandemic caused material disruption to the economy, businesses and industries globally, resulting in an economic slowdown and affecting the financial results of Western's portfolio companies.

The ever-changing and rapidly-evolving effects of a pandemic, including the accompanying response measures, on investors, businesses, the economy, society and the financial markets has to date, and may in the future negatively impact Western and its portfolio companies, as well as their partners, customers, counterparties, employees, third-party service providers and other stakeholders.

### **Risk Factors Generally Related to Western's Portfolio Companies**

#### ***Economic and Political Conditions***

Changes in economic conditions, including, without limitation, recessionary or inflationary trends, commodity prices, equity market levels, consumer credit availability, interest rates, foreign exchange rates, consumers' disposable income and spending levels, and overall consumer confidence could have a material adverse effect on Western and its portfolio companies.

In addition, economic and business conditions may be affected by disruptions in the financial markets caused by political or other events which may adversely impact the financial condition, results of operations or cash flows of Western or its portfolio companies.

#### ***Transaction and Legal Risks***

Western and its portfolio companies may be exposed to transaction and legal risks, including potential liability under securities laws or other laws and disputes over the terms and conditions of investment arrangements. These risks are often difficult to assess or quantify and their existence and magnitude often remains unknown for substantial periods of time. Western and its portfolio companies may incur significant legal and other expenses in defending against litigation involved with any of these risks and may be required to pay substantial damages for settlements and/or adverse judgments. Substantial legal liability or significant regulatory action against Western or any one of its portfolio companies could have a material adverse effect on the results of operations and financial condition of Western.

## ***Senior Care Industry***

Golden Health Care is subject to general business risks inherent in the senior care industry, including: changes in government regulation and oversight; changing consumer preferences; fluctuations in occupancy levels and business volumes; the ability of Golden Health Care to renew its government licenses and customer contracts; changes in government funding and reimbursement programs, including the ability to achieve adequate government funding increases; changes in labour relations and costs; increases in other operating costs; competition from other senior care providers; changes in neighbourhood or location conditions and general economic conditions; health related risks, including disease outbreaks (for example, COVID-19) and control risks; changes in accounting principles and policies; the imposition of increased taxes or new taxes; capital expenditure requirements; and changes in the availability and cost of both short- and long-term financing, which may render refinancing of long-term debt difficult or unattractive. Any one of, or a combination of, these factors may adversely affect the business, results of operations and financial condition Golden Health Care. In addition, there are inherent legal, reputational and other risks involved in providing accommodation and health care services to seniors. The vulnerability and limited mobility of some seniors enhances such risks. Such risks include fires or other catastrophic events at a Golden Health Care location which may result in injury or death, negligent or inappropriate acts by employees or others who come into contact with the residents and clients, and unforeseen events at locations at which Golden Health Care operates that result in damage to Golden Health Care's brand or reputation or to the industry as a whole.

## ***Tax Consequences***

There may be an enactment, promulgation or public announcement of a change or proposed change in tax law (including a specific proposal to amend the Tax Act publicly announced by the Department of Finance of Canada or the Minister of Finance of Canada) or applicable case law or written and published interpretative guidance or policy of the Canada Revenue Agency or provincial equivalent that could result in a material impairment of, or materially adversely affect, the operations or financial or tax position of Western and its portfolio companies. Tax filings and filing positions made or taken or to be made or taken by Western and its portfolio companies, including those related to income and expenses as well as those arising out of acquisition or disposition transactions, involve interpretations of the Tax Act which, if interpreted differently or challenged by taxing authorities, could result in tax liabilities to Western and its portfolio companies. Further, the acquisition and disposition of businesses and assets by Western and its portfolio companies often involve various structuring events to complete the transactions in a tax efficient manner and, consequently, involve interpretations of the Tax Act which, if interpreted differently or challenged by taxing authorities, could result in tax liabilities to Western and its portfolio companies. Elections have been made under the Tax Act such that certain transactions pursuant to which Western and its portfolio companies or assets may be affected on a tax-deferred basis. The adjusted cost base of any property transferred to a subsidiary pursuant to acquisition agreements may be less than its fair market value, such that a gain may be realized on the future sale of the property.

## ***Regulation and Change in Law***

Western and its portfolio companies are subject to a variety of laws, regulations and guidelines and may become subject to additional laws, regulations and guidelines in the future, particularly as a result of acquisitions. The financial and managerial resources necessary to ensure such compliance could escalate significantly in the future which could have a material adverse effect on Western's business, financial condition, results of operations and cash flows. It is not possible for Western to predict the cost or impact of such laws, regulations and guidelines on the portfolio companies' respective future operations.

Legal, tax and regulatory changes may occur that can adversely affect Western and its portfolio companies' securityholders. There can be no assurance that income tax, securities and other laws will not be changed in a manner which adversely affects Western and its portfolio companies' securityholders.

### ***Reliance on Technology***

Western and its portfolio companies are dependent upon information technology systems in the conduct of their operations. Any significant breakdown, invasion, virus, cyber-attack, security breach, destruction or interruption of these systems by employees, others with access to Western and its portfolio companies' systems, or unauthorized persons could negatively impact their operations. To the extent any invasion, cyber-attack or security breach results in disruption to Western and its portfolio companies' operations, loss or disclosure of, or damage to, their data or confidential information, their reputations, businesses, results of operations and financial condition could be materially adversely affected. Western and its portfolio companies' systems and insurance coverage for protecting against cyber security risks may not be sufficient. Although to date Western and its portfolio companies' have not experienced any material losses relating to cyber-attacks, they may suffer such losses in the future. Western and its portfolio companies' may be required to expend significant additional resources to continue to modify or enhance their protective measures or to investigate and remediate any information security vulnerabilities.

### ***Access to Capital***

As the portfolio companies grow, there can be no assurance that each portfolio company will have sufficient capital resources available to implement its growth strategy. Inability to raise new capital, in the form of debt or equity, could limit the portfolio company's future growth.

Each portfolio company will endeavor, through a variety of strategies, to ensure in advance that it has sufficient capital for growth. There can be no assurance that any one portfolio company will be successful in accessing these or other sources of capital in the future. Portfolio companies may use financial leverage through the use of debt, which have debt service obligations. Their ability to refinance or to make scheduled payments of interest or principal on their indebtedness will depend on their future operating performance and cash flow, which are subject to prevailing economic conditions, prevailing interest rates, and financial, competitive, business and other factors, many of which are beyond their control.

### ***Excess Portfolio Company Leverage***

Each portfolio company's credit facilities contain restrictive covenants that limit the discretion of management and the ability to incur additional indebtedness, to expand their business, to create liens or other encumbrances, to pay dividends and fund distributions, to redeem any equity or debt, to pay Western management fees or to make investments, capital expenditures, loans or guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, the credit facilities contain a number of financial covenants that require each portfolio company to meet certain financial ratios and financial condition tests. A failure to comply with the obligations under these credit facilities could result in an event of default, which, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness were to be accelerated, there can be no assurance that the assets of the portfolio company would be sufficient to repay the indebtedness in full with the result that Western could lose its entire investment in the portfolio company. There can also be no assurance that the portfolio company will be able to refinance the credit facilities as and when they mature. The credit facilities are secured by the assets of each respective portfolio company. Western has not provided any guarantees or letter of support for any credit facility obtained by the portfolio companies.

### ***Interest Rates***

A majority of Western's portfolio companies have obtained credit facilities with variable interest rates. There can be no assurance that interest rates in Canada will not increase in the future, which could result in a material adverse effect on their business.



### ***Currency Risks***

Many of Western's portfolio companies purchase inventory in a foreign currency and as such they are subject to foreign currency exchange fluctuations. The portfolio company's financial instruments are exposed to currency risk where those instruments are denominated in currencies that are not the same as their functional currency. Exchange gains and losses impact net income or loss. The companies may hold cash and cash equivalents, trade and other receivables, account payable that are subject to currency risk. As a result, each company's financial performance may be significantly impacted by changes in foreign exchange rates.

### ***Political instability and Inflationary Economy***

Political or economic instability, including high inflation rates, or unexpected regulatory change could adversely affect Western's portfolio companies. Inflation may affect the cost of sales, and where a company is unable to pass on the increase to the customer, the company's financial performance may be impacted.

### ***Execution on New Strategies***

New initiatives may be introduced from time to time in order to grow each portfolio company. Initiatives such as entering new markets or introducing and improving related products and services have the potential to be accretive to the portfolio company's business when the opportunity is accurately identified and executed. There can be no assurance that the portfolio company identifies new initiatives that are accretive to the business or that it is successful in implementing such initiatives.

### ***Insurance Risk***

Each portfolio company plans to insure its property, plant and equipment, including vehicles through insurance policies with insurance carriers located in Canada. Included within these policies is insurance protection against property loss and general liability. Western plans to guide its portfolio companies to use experienced brokers, to ensure that insurable risks are insured appropriately under terms and conditions that would protect the portfolio companies from losses. There can be no assurance that all perils would be fully covered or that a material loss would be recoverable under such insurance policies.

### ***Employee Relations and Staffing***

The current work force for each portfolio company is not unionized. Although Western believes that each portfolio company is on good terms with its employees, there are no assurances that a disruption in service would not occur as a result of employee unrest or employee turnover. A significant work disruption or the inability to maintain, replace or grow staff levels would have a material adverse effect on the portfolio company, and the results of operations and cash flows of Western.

### ***Brand Management and Reputation***

A portfolio company's success is impacted by its ability to protect, maintain and enhance the value of its brands and reputation. Brand value and reputation can be damaged by isolated incidents, particularly if the incident receives considerable publicity or if it draws litigation. Incidents may occur from events beyond managements' control or may be isolated to actions that occur in one particular location. Demand for services could diminish significantly if an incident or other matter damages its brand or erodes the confidence of its customers. With the advent of the Internet and the evolution of social media there is an increased ability for individuals to adversely affect the brand and reputation. There can be no assurance that past or future incidents will not negatively affect each portfolio company's brand or reputation.

### ***Fluctuations in Operating Results and Seasonality***

Some of the portfolio companies' operating results are expected to continue to be subject to quarterly fluctuations due to a variety of factors including changes in customer purchasing patterns, general operating effectiveness general and regional economic downturns, unemployment rates and weather conditions. These factors can affect any portfolio company's ability to fund ongoing operations and finance future activities and have a negative impact on the cash flows and net income earned by the Corporation.

### ***Environmental, Health and Safety Risk***

To date, each portfolio company has not encountered any environmental protection requirements or issues which would be expected to have a material financial or operational effect on its current business and they are not aware of any material environmental issues that could have a material impact on future results or prospects. No assurance can be given, however, that the prior activities have not created a material environmental problem or that future uses will not result in the imposition of material environmental, health or safety liability upon a portfolio company.

### ***Technological Advances***

The industries of the portfolio companies continuously incorporate technological advances into the development of their respective businesses. These advances may be much more technically demanding and, to compete, it may be necessary for the portfolio companies to invest in equipment, systems and staff training. No assurance can be given that any particular portfolio company will be able to make sufficient investments in technological advances.

### ***Operational Performance***

In order to compete in the market place, the portfolio companies must consistently meet the operational performance metrics expected by its customers. Failing to deliver on key operation performance metrics can, over time, result in reductions in sales and pricing, or both. Certain of the portfolio companies have implemented processes as well as measuring and monitoring systems to assist it in delivering on these key metrics. However, there can be no assurance that any particular portfolio company will be able to continue to deliver on these metrics or that the metrics themselves will not change in the future.

### ***Market Environment Change***

The industries of the portfolio companies may be subject to continual change in terms of regulations, technology, processes and changes in the strategic direction of clients, suppliers and competitors. While portfolio companies may endeavor to stay abreast of developments in their industries and make strategic decisions to manage through these changes, any one portfolio company may not be able to correctly anticipate the need for change or may not effectively implement changes to maintain or improve its relative position with competitors. There can be no assurance that market environment changes will not occur that could negatively affect the financial performance of the portfolio companies.

### ***Competition***

Competition in the industries of the portfolio companies may be impacted by key factors such as price, services, products and quality. Existing or new competitors may become significantly larger and have greater financial and marketing resources than the portfolio companies. There can be no assurance that competitors will not achieve greater market acceptance due to pricing or other factors.

### ***Customer Risk***

Some or all of the Corporation's portfolio companies are reliant on a few key customers. The loss of one or more of their key customers or any significant reduction in orders from such customers could have a material adverse effect on the business, results of operations, or financial condition of the portfolio companies. Additionally, any disruption in the relationship between any such portfolio company and such customers could adversely affect the business of the portfolio companies. They could experience fluctuations in their respective customer bases or the mix of revenue by customer as markets and strategies evolve. Any consolidation of the portfolio companies' customers could reduce the number of customers to whom their products could be sold. Any inability to meet the customers' requirements could adversely impact the financial performance of the portfolio companies.

### ***Supplier Risk***

Some or all of the Corporation's portfolio companies are reliant on a few significant suppliers. The loss of one or more of their suppliers or any significant reduction in availability of raw materials or supplies from such suppliers could have a material adverse effect on the business, results of operations, or financial condition of the portfolio companies. Additionally, any disruption in the relationship between any such portfolio company and these suppliers could adversely affect the business of the portfolio companies. Any consolidation or loss of the portfolio companies' suppliers could result in a reduction in the amount of product or services any such portfolio company is able to provide and could adversely impact the financial performance of the portfolio companies.

### ***Global Financial Conditions***

Volatility in the worldwide economy has negatively impacted business in the past and future downturns could also adversely affect the business of Western or its portfolio companies. Adverse economic conditions affect demand for the products or services of the portfolio companies. Reduced demand for these products or services could result in significant decreases in their average selling prices and in overall sales. Western and its portfolio companies are also subject to increased counterparty and liquidity risk. A deterioration of current conditions in worldwide credit markets could limit Western's or its portfolio companies' ability to obtain external financing to fund operations and capital expenditures. In addition, they may experience losses on holdings of cash and investments due to failures of financial institutions and other parties, and may become exposed to credit related losses in the event of non-performance by counterparties to their financial instruments. Difficult economic conditions may also result in a higher rate of losses on accounts receivables due to credit defaults. As a result, a downturn in the worldwide economy could have a material adverse effect on the business, results of operations, or financial condition of the portfolio companies or of Western.

### ***Governmental Regulation***

In addition to environmental regulations, Western and its portfolio companies' operations are subject to a variety of other federal, provincial and local laws, regulations and guidelines, including laws and regulations relating to health and safety, the conduct of operations, and the manufacture, management, transportation, storage, and disposal of certain materials used in their operations and facilities. Each of Western and the portfolio companies have invested financial and managerial resources to comply with applicable laws, regulations and guidelines and will continue to do so in the future. Any of these laws or regulations could cause the portfolio companies to incur additional direct costs, as well as increased indirect costs related to their relationships with their customers and suppliers, and otherwise harm their operations and financial condition. Any failure to comply with these laws or regulations could adversely impact the reputation of any one portfolio company and also its financial results.

In addition, Western's securities are listed on the Exchange, and Western is accordingly subject to regulation by Canadian securities regulators and Canadian federal and provincial laws and regulations.

### ***Changes to Leases***

Certain of the portfolio companies' operations require retail locations which are leased from third parties. There can be no assurance that the portfolio companies will be able to obtain all necessary leases that may be required to maintain their operations. If the present leases are terminated or withdrawn, such event could have an adversely negative effect on the portfolio companies' operations.

### ***Risk of Litigation***

Either Western or the portfolio companies could become involved in various legal actions in the ordinary course of business. Claims will be reviewed on a case-by-case basis. The cost of litigation could have a material effect on with Western or the portfolio companies. In certain cases, legal claims may be covered under applicable insurance policies.

### ***Pandemics***

The COVID-19 pandemic significantly disrupted the operations of certain of Western's portfolio companies. Although such operations have now returned, or are close to returning, to pre-pandemic levels, any resurgence or development of a new pandemic may materially and adversely affect the portfolio companies' businesses and financial condition in the future.

### ***Expansion Risk***

Certain of the portfolio companies have significant potential for further expansion of their businesses. There can be no assurance that any market for their services and products will develop either at the local, regional or national level. Economic instability, laws and regulations, and the presence of competition in all or certain jurisdictions may limit their ability to successfully expand operations.

Rapid growth can put a strain on managerial, operational, financial, human and other resources. Risks related to rapid growth include administrative and operational challenges such as the management of an expanded number of locations, the assimilation of financial reporting systems, technology and other systems of acquired companies, increased pressure on senior management and increased demand on systems and internal controls. The ability of the portfolio companies to manage their operations and expansion effectively depends on the continued development and implementation of plans, systems and controls that meet their operational, financial and management needs. If the portfolio companies are unable to continue to develop and implement these plans, systems or controls or otherwise manage their operations and growth effectively, they will be unable to maintain or increase margins or achieve sustained profitability.

## **DIVIDENDS AND DISTRIBUTIONS**

To date the Corporation has declared two dividends in the amount of \$0.005 per share, paid on July 29, 2022, and September 29, 2023. All future decisions with respect to the declaration of dividends on the Common Shares will be made by the Board on the basis of Western's earnings, financial requirements and other conditions existing at such a future time.

Each 2025 Debenture bears interest at a rate of 9.6% per annum, payable semi-annually in arrears on March 31 and September 30 of each year, until maturity on December 31, 2025. For additional details on the terms of the 2025 Debentures, please refer to the section entitled "*Description of Capital Structure*" below.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series.

The following is a summary of the rights, privileges, restrictions and conditions attaching to the Common Shares and Preferred Shares, as well as to the other outstanding securities of the Corporation.

### **Common Shares**

Western is authorized to issue an unlimited number of Common Shares. The holders of Common Shares are entitled to receive notice of and one vote per share at all meetings of shareholders of Western. The holders of Common Shares are entitled to dividends in such amounts as the Board may from time to time declare and, in the event of liquidation, dissolution or winding-up of Western, are entitled to share pro rata in the assets of Western. As at the date hereof, there were 30,207,756 Common Shares issued and outstanding.

### **Preferred Shares**

Western is also authorized to issue an unlimited number of Preferred Shares, issuable in series. The Preferred Shares rank in priority to the Common Shares as to the payment of dividends and as to the distribution of assets in the event of liquidation, dissolution or winding-up of Western. As at the date hereof, there are no Preferred Shares issued and outstanding.

### **Options**

As at the date hereof, Western has 2,939,000 outstanding Options to directors and management exercisable into Common Shares at exercise prices ranging from \$0.27 to \$0.65 with expiry dates ranging from February 24, 2026 to June 22, 2033.

### **2025 Debentures**

The following is a brief summary of the key attributes and characteristics of the 2025 Debentures and of certain provisions which are contained in the 2025 Debenture Indenture. The following does not purport to be complete. For full particulars and additional details on the 2025 Debentures, reference should be made to the 2025 Debenture Indenture, copies of which have been filed under Western's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

An aggregate of \$5.0 million in principal amount of 2025 Debentures are issued and outstanding pursuant to the 2025 Debenture Indenture. The fees of Odyssey Trust Company, the trustee under the 2025 Debenture Indenture, for the administration of the 2025 Debenture Indenture are paid by Western. The 2025 Debentures were available in minimum denominations of \$1,000 (and integral multiples of \$1,000 thereafter).

Each 2025 Debenture is convertible into Common Shares at a conversion price of \$0.48 per Common Share. The 2025 Debentures will mature on December 31, 2025, and bear interest at the rate of 9.6% per annum, payable semi-annually at the end of March and September in each year. If the closing price of the Common Shares on the TSXV is \$0.65 or greater for 20 consecutive trading days, Western may, at its option, force the conversion of the 2025 Debentures into Common Shares.

## **MARKET FOR SECURITIES**

### **Trading Price and Volume of Common Shares**

The Common Shares are listed and posted for trading on the TSXV under the symbol "WI". The following table sets forth the high and low trading prices and the aggregate volume of trading of the Common Shares on the TSXV for the periods indicated (as quoted by the TSXV):

Period	Price Range (\$)		Trading Volume
	High	Low	
2022			
January	0.36	0.35	119,318
February	0.39	0.35	134,467
March	0.39	0.38	421,524
April	0.38	0.32	443,186
May	0.41	0.32	333,111
June	0.38	0.35	470,400
July	0.40	0.39	862,000
August	0.40	0.36	300,046
September	0.43	0.39	1,907,701
October	0.45	0.41	356,000
November	0.42	0.39	261,001
December	0.44	0.42	483,200

### Prior Sales

No securities of Western that are outstanding but not listed or quoted on a marketplace were issued during the financial years ended December 31, 2023, except as follows:

Date Granted/Issued	Number and Type of Securities	Issue/Exercise Price of Security
June 22, 2023	275,000 Options	\$0.35
December 1, 2023	5,000 2025 Debentures <sup>(1)</sup>	\$1,000 per 2025 Debenture <sup>(1)</sup>

**Note:**

(1) 2,875 of such 2025 Debentures were issued in exchange for 2024 Debentures pursuant to the Issuer Bid.

### DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the name, municipality of residence and principal occupation for the past five years of each of the directors and executive officers of Western.

Name, Municipality of Residence and Office	Present Occupation and Positions Held During the Last Five Years	Director Since
Scott Tannas High River, Alberta, Canada President, CEO, Secretary and Director	- Senator of Canada since 2014 - President and CEO of Western since October 2015	October 28, 2015
Shafeen Mawani Calgary, Alberta, Canada Chief Operating Officer	- President and CEO of Fortress Insurance since Feb 2021 - Chief Operating Officer of Western since June 2017	N/A

<b>Name, Municipality of Residence and Office</b>	<b>Present Occupation and Positions Held During the Last Five Years</b>	<b>Director Since</b>
Stacey Cross Calgary, Alberta, Canada Chief Financial Officer	- Chief Financial Officer of Western since November 2017	N/A
James F. Dinning Calgary, Alberta, Canada Chairman of the Board <sup>(1)(2)</sup>	- President of Elbow Holdings Inc. since January 2005 - Chairman of Russel Metals since 2003	October 28, 2015
Willard Yuill <sup>(1)(2)</sup> Medicine Hat, Alberta, Canada Director	- Chief Executive Officer of The Monarch Corporation since 1993	October 28, 2015
Dr. Jivraj Kabir <sup>(1)(2)</sup> Calgary, Alberta, Canada Director	- Managing Director at AgeCare Ltd. since 2008 - Clinical Professor at the University of Calgary, Faculty of Medicine from 2001 to 2021 - Adjunct clinical Professor at the University of Calgary, Faculty of Medicine from 2021	April 6, 2016
Jennie Moushos <sup>(1)(2)</sup> Maple Ridge, BC, Canada Director	- Chief Operating Office of Ocean Wise since April 2023 - Executive Vice President of Finance and Business Development of Ocean Wise since 2020-2023	June 28, 2018

**Notes:**

- (1) Member of the audit committee, of which Jennie Moushos is the Chair.  
(2) Member of the compensation and corporate governance committee, of which Dr. Jivraj Kabir is the Chair.

The directors of Western hold office until the next annual meeting of the shareholders of Western or until their respective successors have been duly elected or appointed.

As at the date hereof, the directors and executive officers of Western, as a group, beneficially own, or control or direct, directly, or indirectly, an aggregate of 4,023,906 Common Shares, representing approximately 13.3% of the issued and outstanding common Shares. The information as to the beneficial ownership of such Common Shares, not being within the knowledge of Western, has been furnished by the directors and executive officers of Western individually. In addition, the directors and executive officers hold Options entitling them as a group to acquire an additional 2,939,000 Common Shares as of the date hereof.

### **Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the knowledge of Western, no director or executive officer is, as of the date of this AIF, or was within ten (10) years prior to the date of this AIF, a director, chief executive officer or chief financial officer of any company (including Western) that: (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or (ii) was subject to such an order, for a period of more than thirty (30) consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer of such company and which resulted from an event that occurred while that person was acting in such capacity.

To the knowledge of Western, no director or executive officer of Western or a shareholder holding a sufficient number of securities of Western to affect materially the control of Western is, as at the date of this AIF, or has been within the ten (10) years before the date of this AIF, a director or executive officer of any company (including Western) that, while such person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets.

To the knowledge of Western, no director or executive officer of Western or a shareholder holding a sufficient number of securities of Western to affect materially the control of Western has, within the ten (10) years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

To the knowledge of Western, no director or executive officer of Western or a shareholder holding a sufficient number of securities of Western to affect materially the control of Western has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of Western will be subject with respect to the operations of Western and its portfolio companies. Certain of the directors and/or officers of Western serve as directors and/or officers of other companies or have significant shareholdings in other companies. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures prescribed by the ABCA. The ABCA requires that directors of Western, who are also directors or officers of a party which enters into a material contract with Western or otherwise have a material interest in a material contract entered into by Western, must disclose their interest and, in certain instances, refrain from voting on any resolution of Western's directors to approve the contract.

## **AUDIT COMMITTEE DISCLOSURE**

The audit committee (the "**Audit Committee**") is a committee of the Board established for the purpose of overseeing the accounting and financial reporting process of the Corporation and annual external audits of the financial statements. The Audit Committee has set out its responsibilities and composition requirements in fulfilling its oversight in relation to the Corporation's internal accounting standards and practices, financial information, accounting systems and procedures, which procedures are set out below in the Corporation's audit committee mandate.

### **Audit Committee Charter**

The Board has developed a written Audit Committee charter (the "**Charter**"). A copy of the Charter is attached hereto as Schedule "A" to this AIF.

### **Composition of the Audit Committee**

The Audit Committee consists of Jennie Moushos (Chairman), James F. Dinning, Willard Yuill, and Kabir Jivraj, all of whom are financially literate within the meaning of NI 52-110. Messrs. Moushos, Dinning, Yuill, and Jivraj are considered to be independent within the meaning of NI 52-110.

### **Relevant Education and Experience of Audit Committee Members**

**Jennie Moushos** - Ms. Moushos has spent the last 25 years of her career in the financial and insurance sectors, currently serving as Chief Operating Officer for the conservation association Ocean Wise. Jennie held the Senior Vice President role at Western Division for Intact Insurance Company from 2011 to 2018. Prior to 2011 she held roles at AXA Pacific Insurance Company including Executive Vice President, and at the Office of the Superintendent of Financial Institutions, Canada as Senior Examiner. Ms. Moushos is a Director at Optimum General Insurance, Insurance Corporation of British Columbia, Bridges to



Community Canada and past director of SOS Children's Villages Canada. Ms. Moushos is a Fellow of the Chartered Professional Accountants.

**James F. Dinning** - In addition to chairing the Board of Western, Mr. Dinning is chair (and member of the audit committees) of Russel Metals Inc. and Heritage Royalty. He was Chair of the board of Western Financial Group Inc., a company engaged in insurance and investment from 2005 to 2017 when the company was sold to Wawanesa. He is past chair of Liquor Stores NA Ltd., and previously served as a director of Parkland Fuel Corp, Finning International Inc., and Shaw Communications. Prior to 1997, Mr. Dinning held several key positions during his 11 years as a member of the Legislative Assembly in Alberta, including Provincial Treasurer from 1992 to 1997. In 2015, Mr. Dinning became a Member of the Order of Canada and was installed as a Fellow of the Institute of Corporate Directors. He is Chancellor Emeritus of the University of Calgary following his four-year tenure as Chancellor.

**Willard Yuill** - Willard is the Chairman and Chief Executive Officer of The Monarch Corporation, a Canadian private equity corporation. He is a former Director of Shaw Communications Inc. and former Chairman of their Human Resources and Compensation Committee. Mr. Yuill is also Chairman and Chief Executive Officer of CSH International Inc., a United States private equity company. Mr. Yuill is on the Board of Governors of St. Andrew's College. He is a former Director of Western Financial Group, the Alberta Economic Development Authority, the Medicine Hat Exhibition and Stampede Ltd. and a past Chair of the Alberta chapter of the World Presidents Organization. Mr. Yuill received an Honorary Doctor of Laws from the University of Lethbridge in 2006. He received the Alberta Order of Excellence in 2016 from the Province of Alberta and in 2017 he was inducted into the Calgary Business Hall of Fame and received an Honorary Applied Degree from the Medicine Hat College.

**Kabir Jivraj** - Dr. Jivraj is the managing Director for the AgeCare group of Companies and is a Director for three other private companies. He has held a variety of senior management roles across a diverse group of industry sectors including healthcare, real-estate, hospitality, technology, education and senior housing and care management. Dr. Jivraj has served as Senior Vice-President and Chief Medical officer at Alberta Health Services from 1999 to 2002, and has served as the Vice Dean of the University of Calgary, Faculty of Medicine from 2000 to 2002. Dr. Jivraj is a graduate of the Directors Education Program at ICD Corporate Governance College, and holds a bachelor of medical and surgery degree from the University of London, UK.

### **Audit Committee Oversight**

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), the exemption in subsection 6.1.1(4) of NI 52-110 (Circumstances Affecting the Business or Operations of the Venture Issuer), the exemption in subsection 6.1.1(5) of NI 52-110 (Events Outside Control of Member), the exemption in subsection 6.1.1(6) of NI 52-110 (Death, Incapacity or Resignation), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Charter.

## External Auditor Service Fees (By Category)

The following table provides information about the fees billed or quoted to the Corporation for professional services rendered by Ernst & Young LLP for the fiscal years ended December 31, 2023 and December 31, 2022:

	2023	2022
	\$	\$
Audit Fees <sup>(1)</sup>	129,000	163,960
Audit-Related Fees <sup>(2)</sup>	85,000	-
Tax Fees <sup>(3)</sup>	-	2,400
All other Fees <sup>(4)</sup>	-	-
<b>Total<sup>(5)</sup></b>	<b>214,000</b>	<b>166,360</b>

### Notes:

- (1) Audit fees were for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.
- (2) Audit-related fees are for services related to performance of limited procedures performed by the Corporation's auditors related to interim reports, and including the review of the Corporation's June 30, 2023 interim financial statements.
- (3) Tax fees are for tax compliance, tax advice and tax planning.
- (4) All other fees for services performed by the Corporation's auditors.
- (5) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Corporation's behalf.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Management of Western is not aware of any legal proceedings to which the Corporation is or was a party or of which any of its property is or was the subject of, during the financial year ended December 31, 2023, nor are any such proceedings known to the Corporation to be contemplated.

There were no penalties or sanctions imposed against the Corporation by a court relating to provincial and territorial securities legislation or by a securities regulatory authority, during the financial year ended December 31, 2023, nor have there been any other penalties or sanctions imposed by a court or regulatory body against the Corporation, and the Corporation did not enter into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority.

## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than Option grants, no director or executive officer of the Corporation or a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of voting securities of the Corporation, or any associate or affiliate of any such person, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial year or the current financial year that has materially affected or is reasonable expected to materially affect the Corporation.

## AUDITORS, REGISTRAR AND TRANSFER AGENT

The auditors of Western are Ernst & Young LLP, Chartered Professional Accountants, located at 2200 215 2<sup>nd</sup> Street S.W., Calgary Alberta.

The transfer agent and registrar for the Common Shares is Odyssey Trust Company, located at 305, 300 - 5<sup>th</sup> Avenue S.W., Calgary, Alberta.

## **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, Western has not entered into any material contracts during its most recently completed financial year, or before its most recently completed financial year that are still in effect, other than:

1. the GlassMasters USA;
2. the Ocean Group USA;
3. the Foothills USA;
4. the Fortress USA;
5. the Amended and Restated Commitment Letter;
6. the 2025 Debenture Indenture; and
7. the Tevir Subscription Agreement.

## **INTERESTS OF EXPERTS**

The Corporation's auditors are Ernst & Young LLP, Chartered Professional Accountants, who have prepared an independent auditors' report in respect of the Corporation's financial statements with accompanying notes for the year ended December 31, 2023. Ernst & Young LLP, Chartered Professional Accountants has advised that they are independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

In addition, none of the aforementioned persons or companies, nor any director, officer or employee of any of the aforementioned persons or companies, is or is expected to be elected, appointed or employed as a director, officer or employee of the Corporation or of any associate or affiliate of the Corporation.

## **ADDITIONAL INFORMATION**

Additional information regarding the Corporation may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plan is contained in the Corporation's information circular for the annual and special meeting of shareholders held on June 19, 2023, which is available for viewing on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Corporation's profile.

Additional financial information is provided in the Corporation's consolidated financial statements for the year ended December 31, 2023, together with the accompanying report of the auditor and management's discussion & analysis filed on SEDAR+ and available for viewing at [www.sedarplus.ca](http://www.sedarplus.ca) under the Corporation's profile.

## **SCHEDULE "A"**

### **AUDIT COMMITTEE CHARTER**

Effective February 22, 2016

#### **OVERALL ROLE AND RESPONSIBILITY**

The Audit Committee shall:

- 1.1 Assist the Board of Directors in its oversight role with respect to:
  - (a) the quality and integrity of financial information;
  - (b) the independent auditor's performance, qualifications and independence;
  - (c) the performance of the Corporation's internal audit function, if applicable;
  - (d) the Corporation's compliance with legal and regulatory requirements; and
- 1.2 Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

#### **MEMBERSHIP AND MEETINGS**

Otherwise as permitted or required by applicable law, the Audit Committee shall consist of three (3) or more Directors appointed by the Board of Directors, the majority of whom shall not be officers, employees or control persons of the Corporation or any of the Corporation's affiliates or associates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

The Board of Directors shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

#### **STRUCTURE AND OPERATIONS**

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

## **SPECIFIC DUTIES**

### **Oversight of the Independent Auditor**

- Make recommendations to the board for the appointment and replacement of the independent auditor.
- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation; and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).

### **Financial Reporting**

- Review and discuss with management and the independent auditor:
  - prior to the annual audit the scope, planning and staffing of the annual audit;
  - the annual audited financial statements;
  - the Corporation's annual and quarterly disclosures made in management's discussion and analysis;
  - approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation;
  - the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards;
  - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements;

- any significant changes in the Corporation's selection or application of accounting principles;
- any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies; and
- other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

### **AUDIT COMMITTEE'S ROLE**

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

### **FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS**

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

### **APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS**

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The Chief Financial Officer shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.