

FIRST NATIONS AND MÉTIS FUND INC.

FINANCIAL STATEMENTS

March 31, 2017

INDEPENDENT AUDITORS' REPORT

To the Members of the Legislative Assembly of Saskatchewan

We have audited the accompanying financial statements of **First Nations and Métis Fund Inc.**, which comprise the statement of financial position as at March 31, 2017 and the statements of comprehensive loss, changes in deficit and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of First Nations and Métis Fund Inc. as at March 31, 2017, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Professional Accountants
May 23, 2017
Regina, Saskatchewan

FIRST NATIONS AND MÉTIS FUND INC.

STATEMENT OF FINANCIAL POSITION

As at March 31

	Note	2017	2016
ASSETS			
Current			
Cash		\$ 331,275	\$ 288,205
Interest and accounts receivable	5	<u>52,500</u>	<u>52,500</u>
		383,775	340,705
Investments	6	<u>3,683,996</u>	<u>5,492,046</u>
		<u>\$ 4,067,771</u>	<u>\$ 5,832,751</u>
LIABILITIES AND DEFICIT			
Current Liabilities			
Trade and other payables		\$ 10,545	\$ 67,870
Due to Crown Investments Corporation of Saskatchewan (CIC)	7	<u>11,427,500</u>	<u>11,427,500</u>
		<u>11,438,045</u>	<u>11,495,370</u>
Deficit			
Share capital	8	100	100
Deficit attributable to CIC		<u>(7,370,374)</u>	<u>(5,662,719)</u>
		<u>(7,370,274)</u>	<u>(5,662,619)</u>
		<u>\$ 4,067,771</u>	<u>\$ 5,832,751</u>
Commitments	9		
(See accompanying notes)			

On behalf of the Board:



_____, Director



_____, Director

FIRST NATIONS AND MÉTIS FUND INC.

STATEMENT OF COMPREHENSIVE LOSS

For the Period Ended March 31

	Note	Twelve Months 2017	Fifteen Months 2016
INCOME FROM OPERATIONS			
Grant revenue from CIC		\$ 52,500	\$ 157,500
OPERATING EXPENSES			
Management fees	9	241,500	382,230
Audit fees		10,545	10,560
Legal		-	414
Office and other		<u>60</u>	<u>514</u>
		<u>252,105</u>	<u>393,718</u>
LOSS BEFORE THE FOLLOWING		<u>(199,605)</u>	<u>(236,218)</u>
Finance income	10	1,782,637	2,050,287
Finance expenses	10	(1,611,775)	(3,024,433)
Impairment of loans	6	(2,104,638)	(239,156)
Change in fair value of financial assets at fair value through profit and loss	6	<u>425,726</u>	<u>(36,879)</u>
NET FINANCE LOSS		<u>(1,508,050)</u>	<u>(1,250,181)</u>
NET LOSS		<u>(1,707,655)</u>	<u>(1,486,399)</u>
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO CIC		<u>\$ (1,707,655)</u>	<u>\$ (1,486,399)</u>

(See accompanying notes)

FIRST NATIONS AND MÉTIS FUND INC.

STATEMENT OF CHANGES IN DEFICIT

For the Period Ended March 31

	Twelve Months 2017	Fifteen Months 2016
DEFICIT ATTRIBUTABLE TO CIC		
Deficit attributable to CIC - beginning of period	\$ (5,662,719)	\$ (4,176,320)
Total comprehensive loss	<u>(1,707,655)</u>	<u>(1,486,399)</u>
Deficit attributable to CIC - end of period	<u>(7,370,374)</u>	<u>(5,662,719)</u>
SHARE CAPITAL		
Share capital - beginning and end of period	<u>100</u>	<u>100</u>
DEFICIT	<u><u>\$ (7,370,274)</u></u>	<u><u>\$ (5,662,619)</u></u>

(See accompanying notes)

FIRST NATIONS AND MÉTIS FUND INC.

STATEMENT OF CASH FLOWS

For the Period Ended March 31

	Note	Twelve Months 2017	Fifteen Months 2016
OPERATING ACTIVITIES			
Net loss		\$ (1,707,655)	\$ (1,486,399)
Adjustments:			
Impairment of loans		2,104,638	239,156
Change in fair value of financial assets at fair value through profit and loss	6	(425,726)	36,879
Discount on issuance of below market loans	10	-	145,543
Amortization of discount on below market loan	6	<u>(170,862)</u>	<u>(209,524)</u>
Adjustments to reconcile net earnings to cash from operating activities		(199,605)	(1,274,345)
Decrease in interest and accounts receivable (Decrease) increase in trade and other payables		- <u>(57,325)</u>	1,592,456 <u>13,307</u>
Net cash (used in) from operating activities		<u>(256,930)</u>	<u>331,418</u>
INVESTING ACTIVITIES			
Proceeds from collection of investments	6	300,000	1,050,000
Purchase of investments	6	<u>-</u>	<u>(267,500)</u>
Net cash from investing activities		<u>300,000</u>	<u>782,500</u>
FINANCING ACTIVITIES			
Decrease in due to CIC		<u>-</u>	<u>(1,190,000)</u>
Net cash used in financing activities		<u>-</u>	<u>(1,190,000)</u>
NET CHANGE IN CASH DURING PERIOD		43,070	(76,082)
CASH, BEGINNING OF PERIOD		<u>288,205</u>	<u>364,287</u>
CASH, END OF PERIOD		<u><u>\$ 331,275</u></u>	<u><u>\$ 288,205</u></u>

(See accompanying notes)

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

1. General information

First Nations and Métis Fund Inc. ("the Corporation") is a corporation domiciled in Canada. The address of the Corporation's registered office and principal place of business is 1300 - 410 22nd Street East, Saskatoon, SK, S7K 5T6.

The Corporation was established on May 9, 2006 under *The Business Corporations Act*. The Corporation is a wholly-owned subsidiary of Crown Investments Corporation of Saskatchewan ("CIC"), a Saskatchewan provincial Crown corporation. Accordingly, the accounts of the Corporation are consolidated in the financial statements of CIC.

The Corporation was established to provide venture capital to qualifying First Nations and Métis businesses in the Province of Saskatchewan. Due to the Corporation's ownership structure, it is not subject to provincial or federal income tax.

2. Basis of presentation

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements were authorized for issue by the Corporation's Board of Directors on May 23, 2017.

b) Change of year end

The Corporation was directed by the provincial government to change its fiscal year end to March 31 to coincide with that of the Province of Saskatchewan. Information included in the financial statements reflects the second complete fiscal period consisting of the twelve months ended March 31, 2017, as compared to the fifteen month period ended March 31, 2016. As a result, information contained in these financial statements may not be comparable with previously reported information.

c) Basis of measurement

These financial statements have been prepared on the historical cost basis except for cash and certain investments, which are classified as financial assets at fair value through profit and loss.

d) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

e) Use of judgements, estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Accordingly, actual results may differ from these estimates.

Judgements, estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected.

Significant items subject to judgements, estimates and assumptions include the valuation of investments (Note 6).

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

3. Application of revised IFRS

The following amended accounting standards, effective for annual periods on or after April 1, 2016, have been applied in preparing these financial statements in accordance with the related transitional provisions:

- IAS 1, *Presentation of Financial Statements*
- *Annual Improvements Cycle 2012-2014*

The standards were applied prospectively, effective April 1, 2016 with no material impact to the financial statements.

4. Summary of significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements:

a) Financial instruments

The Corporation recognizes financial assets and liabilities on the date originated. On initial recognition, financial instruments are measured at fair value. The Corporation recognizes all transaction costs immediately in net earnings. Measurement in subsequent periods depends on the classification of the financial instrument.

The Corporation derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred assets that is created or retained by the Corporation is recognized as a separate asset or liability.

The Corporation derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

The Corporation does not net financial assets or liabilities for presentation in the statement of financial position.

Financial assets at fair value through profit or loss

A financial asset is classified at fair value through profit or loss if it is classified as held-for-trading or is designated as such upon initial recognition. Financial assets are designated at fair value through profit or loss if the Corporation manages such investments and makes purchase and sale decisions based on fair value. Cash is classified as held-for-trading. Based on the specific investment characteristics, the Corporation has also designated certain loans and debentures as held for trading at fair value through profit or loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments. Interest and accounts receivable, and loans and debentures not designated as held for trading are classified as loans and receivables and recorded at amortized cost using the effective interest method, less any impairment losses.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

4. Summary of significant accounting policies (continued)

a) Financial instruments (continued)

Other liabilities

Other liabilities are non-derivative financial liabilities that are not designated as fair value through profit or loss. Subsequent to initial recognition, these financial liabilities are accounted for at amortized cost using the effective interest method. The Corporation classifies trade and other payables and due to CIC as other liabilities.

Embedded derivatives

Derivatives may be embedded in other host instruments and are treated as separate derivatives when their economic characteristics and risks are not clearly and closely related to those of the host instrument, when the embedded derivative has the same terms as those of a stand-alone derivative, and the combined contract is not held-for-trading or designated at fair value. These embedded derivatives are measured at fair value with subsequent changes recognized on the statement of comprehensive loss.

The Corporation had no contracts with embedded derivatives as at the end of any period presented.

Determination of fair value

Fair values are approximate amounts at which financial instruments could be exchanged between willing parties based on current markets for instruments with similar characteristics, such as risk, principal and remaining maturities. Fair values are estimates using valuation methods which are significantly affected by management's assumptions used concerning, for example, the amount and timing of estimated future cash flows and discount rates that reflect varying degrees of risk. Therefore, due to the use of judgement and future-oriented information, aggregate fair value amounts should not be interpreted as being realizable in an immediate settlement of the instruments.

- Loans and debentures

The net realizable value of loans and debentures designated as held for trading is determined on the basis of expected future cash flows discounted at the estimated market rate of interest for a loan with the same or similar risk profile and terms. When the amounts and timing of future cash flows cannot be estimated with reasonable reliability, the estimated realizable value of loans and debentures is measured at the fair value of any security underlying the asset, net of expected costs of realization and any amounts legally required to be paid to the borrowers.

- Loans and receivables measured at amortized cost

The carrying value of loans and receivables measured at amortized cost approximates fair value.

b) Impairment of loans and debentures, interest, and accounts receivable

Loans and debentures, interest, and accounts receivable are assessed at each reporting date to determine whether there is objective evidence that it is impaired. Loans and debentures are impaired if the present value of expected future cash flows discounted at the original effective interest rate of the asset is less than the carrying value of the asset. Any impairment is recognized immediately in profit or loss, with any recovery in future periods limited to the amount of previous impairments.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

4. Summary of significant accounting policies (continued)

b) Impairment of loans and debentures, interest, and accounts receivable (continued)

Interest and accounts receivable are impaired if objective evidence indicates that a loss event has occurred subsequent to initial recognition and that the loss event had a negative effect on estimated future cash flows that can be estimated reliably. All impairment losses are recognized in net earnings immediately. An impairment loss is reversed to net earnings if the reversal can be related objectively to an event occurring after the impairment loss was recognized and the amount can be estimated reliably.

c) Grant revenue

The Corporation receives grants from CIC to cover expenditures for the Government of Saskatchewan's First Nations Business Development Program (FNBDP). Grants from CIC are recorded as revenue when received.

d) Finance income and expenses

Finance income consists of interest income from cash and investments. Finance income from debt investments is recognized on the statement of comprehensive loss as earned.

Finance expenses consist of impairment losses on interest and accounts receivable, loans and receivables, and discounts on issues of loans and receivables as determined by the effective interest method.

e) New standards and interpretations not yet adopted

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2017, and have not been applied in preparing these financial statements. These include:

IAS 7, *Statement of Cash Flows*

In January 2016, the IASB issued amendments to IAS 7, *Statement of Cash Flows* to require a reconciliation of opening and closing liabilities that form part of an entity's financing activities, including both changes arising from cash flows and non-cash changes. The amendments are effective for reporting periods beginning on or after January 1, 2017 and will be applied prospectively. The Corporation is currently evaluating the impact of these amendments on the financial statements.

IFRS 9, *Financial Instruments*

IFRS 9 was issued by the IASB on November 12, 2009 and will replace IAS 39, *Financial Instruments: Recognition and Measurement*. The standards are to be applied prospectively.

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. Under IFRS 9, financial assets will generally be measured initially at fair value plus particular transaction costs, and subsequently at either amortized cost or fair value. In October 2010, the IASB issued additions to IFRS 9 relating to accounting for financial liabilities. Under the new requirements, an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's credit risk in other comprehensive income, rather than within net earnings. This standard is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted and the Corporation plans to early adopt IFRS 9 effective April 1, 2017. The Corporation does not expect the standard to have a significant impact on the financial statements.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

5. Interest and accounts receivable

Interest earned on investments is recognized on an accrual basis except where uncertainty exists as to ultimate collection. When collectability of interest is not reasonably assured, interest income is recorded when cash is received. Amounts allowed for during the period are as follows:

	2017	2016
Gross interest and accounts receivable (a)	\$ 5,800,348	\$ 4,188,573
Allowance for impairment	<u>(5,747,848)</u>	<u>(4,136,073)</u>
	<u>\$ 52,500</u>	<u>\$ 52,500</u>

The movement in the allowance for impairment during the period was as follows:

	Twelve months 2017	Fifteen months 2016
Balance, beginning of period	\$ (4,136,073)	\$ (1,257,183)
Impairment loss for the period	<u>(1,611,775)</u>	<u>(2,878,890)</u>
	<u>\$ (5,747,848)</u>	<u>\$ (4,136,073)</u>

a) Included in accounts receivable is \$52,500 (2016 - \$52,500) due from CIC.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

6. Investments

	2017	2016
Investment at fair value		
Muskowekwan Resources Limited (MRL) (a)	\$ 1,423,400	\$ 997,674
Loans and receivables at amortized cost		
File Hills Qu'Appelle Tribal Council (FHQTC) (b) (c)	1,156,581	1,156,581
Sturgeon Lake Developments Ltd. (SLFN) (d) (e)	163,492	249,174
Infinite Investments Inc. (f)	737,951	1,244,697
Red Dog Holdings Limited Partnership (g)	-	1,583,851
Saskatoon Fastprint (h)	<u>202,572</u>	<u>260,069</u>
Investments at amortized cost	<u>2,260,596</u>	<u>4,494,372</u>
Total Investments	<u>\$ 3,683,996</u>	<u>\$ 5,492,046</u>

Continuity of investment classified as fair value through profit or loss is as follows:

	MRL
Investment fair value, January 1, 2015	\$ 1,034,553
Purchases	-
Repayments	-
Change in fair value of financial assets at fair value through profit and loss	<u>(36,879)</u>
Investments fair value, March 31, 2016	<u>\$ 997,674</u>
Investment fair value, April 1, 2016	\$ 997,674
Purchases	-
Repayments	-
Change in fair value of financial assets at fair value through profit and loss	<u>425,726</u>
Investments fair value, March 31, 2017	<u>\$ 1,423,400</u>

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

6. Investments (continued)

Continuity of investments classified as loans and receivables is as follows:

	FHQTC 14% Note	FHQTC 0% Note	TOTAL
Amortized cost, January 1, 2015	\$ 1,000,000	\$ 125,167	\$ 1,125,167
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	31,414	31,414
Repayments	-	-	-
(Impairments) recoveries	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost, March 31, 2016	<u>\$ 1,000,000</u>	<u>\$ 156,581</u>	<u>\$ 1,156,581</u>
Amortized cost, April 1, 2016	\$ 1,000,000	\$ 156,581	\$ 1,156,581
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	-	-
Repayments	-	-	-
(Impairments) recoveries	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost, March 31, 2017	<u>\$ 1,000,000</u>	<u>\$ 156,581</u>	<u>\$ 1,156,581</u>
	SLFN Pref. Shares	SLFN 0% Note	TOTAL
Amortized cost, January 1, 2015	\$ 1,000,000	\$ 114,916	\$ 1,114,916
Purchases	-	267,500	267,500
Discount on issuance	-	(145,543)	(145,543)
Amortization of discount	-	62,301	62,301
Repayments	(1,000,000)	(50,000)	(1,050,000)
(Impairments) recoveries	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost, March 31, 2016	<u>\$ -</u>	<u>\$ 249,174</u>	<u>\$ 249,174</u>
Amortized cost, April 1, 2016	\$ -	\$ 249,174	\$ 249,174
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	114,318	114,318
Repayments	-	(200,000)	(200,000)
(Impairments) recoveries	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
Amortized cost, March 31, 2017	<u>\$ -</u>	<u>\$ 163,492</u>	<u>\$ 163,492</u>

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

6. Investments (continued)

	Infinite Investments 12% Note	Infinite Investments 17% Note	TOTAL
Amortized cost, January 1, 2015	\$ 1,200,000	\$ 167,553	\$ 1,367,553
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	-	-
Repayments	-	-	-
(Impairments) recoveries	<u>(121,571)</u>	<u>(1,285)</u>	<u>(122,856)</u>
Amortized cost, March 31, 2016	<u>\$ 1,078,429</u>	<u>\$ 166,268</u>	<u>\$ 1,244,697</u>
Amortized cost, April 1, 2016	\$ 1,078,429	\$ 166,268	\$ 1,244,697
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	-	-
Repayments	-	-	-
(Impairments) recoveries	<u>(340,478)</u>	<u>(166,268)</u>	<u>(506,746)</u>
Amortized cost, March 31, 2017	<u>\$ 737,951</u>	<u>\$ -</u>	<u>\$ 737,951</u>
	Red Dog Holdings 14% Note	Red Dog Holdings 0% Note	TOTAL
Amortized cost, January 1, 2015	\$ 1,250,000	\$ 375,147	\$ 1,625,147
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	75,004	75,004
Repayments	-	-	-
(Impairments) recoveries	<u>(62,667)</u>	<u>(53,633)</u>	<u>(116,300)</u>
Amortized cost, March 31, 2016	<u>\$ 1,187,333</u>	<u>\$ 396,518</u>	<u>\$ 1,583,851</u>
Amortized cost, April 1, 2016	\$ 1,187,333	\$ 396,518	\$ 1,583,851
Purchases	-	-	-
Discount on issuance	-	-	-
Amortization of discount	-	14,041	14,041
Repayments	-	-	-
(Impairments) recoveries	<u>(1,187,333)</u>	<u>(410,559)</u>	<u>(1,597,892)</u>
Amortized cost, March 31, 2017	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

6. Investments (continued)

	Saskatoon Fastprint 0% Note
Amortized cost, January 1, 2015	\$ 219,264
Purchases	-
Discount on issuance	-
Amortization of discount	40,805
Repayments	-
(Impairments) recoveries	-
	-
Amortized cost, March 31, 2016	<u>\$ 260,069</u>
Amortized cost, April 1, 2016	\$ 260,069
Purchases	-
Discount on issuance	-
Amortization of discount	42,503
Repayments	(100,000)
(Impairments) recoveries	-
	-
Amortized cost, March 31, 2017	<u>\$ 202,572</u>

- a) On December 5, 2011 the Corporation purchased a \$3,000,000, 12.0 per cent demand debenture and 100 Class G preferred shares in Muskowekwan Resources Limited (MRL), a wholly-owned subsidiary of the Muskowekwan First Nation for \$3,000,000. The investment in MRL was subsequently used to purchase 12,940,000 shares and 6,470,000 warrants of Encanto Potash Corporation (Encanto), a publically traded corporation. The Corporation will receive payment of their debenture and interest from the sale of Encanto shares. Any excess proceeds will be shared between the Corporation and MRL, with the Corporation receiving 40.0 per cent of the excess.

Originally the Corporation's investment was secured by MRL's 12,940,000 shares and 6,470,000 common share warrants of Encanto, however the warrants expired December 9, 2016 and are valued at \$Nil. On March 31, 2017, Encanto shares were valued at \$1,423,400 (March 31, 2016 - \$997,674).

- b) On December 18, 2012 the Corporation purchased a \$1,000,000, 14.0 per cent demand debenture in File Hills Qu'Appelle Tribal Council (FHQTC). FHQTC utilized the proceeds from the debenture to purchase a 50.0 per cent interest in a joint venture, resulting in a 50.0 per cent ownership in an oil and gas drilling rig. The investment matures 7 years from issuance, with interest payable annually, interest accruing at 5.0 per cent per annum on outstanding amounts. Principal payments of \$100,000 are due at the end of years 2 to 4, \$200,000 in each of years 5 and 6, with the balance due at maturity. FHQTC may repay a portion or all of the principal balance any time after the first anniversary date of the loan by providing 30 days written notice and a prepayment penalty of 7.0 per cent of the prepayment amount. The loan is secured by a first charge general security over the assets of FHQTC, including FHQTC's interest in the joint venture. The investment is classified as loans and other receivables and is measured using the effective interest method. At issuance, the contractual rate was considered to equal market rate for similar debt due to the arm's length nature of the transaction.

On April 24, 2017, the Corporation's Board of Directors approved a cash settlement of \$1,500,000 for the outstanding principal and interest of the debenture. The payment is expected in May 2017.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

6. Investments (continued)

- c) On December 18, 2012 the Corporation purchased a \$250,000, 0.0 per cent demand debenture in File Hills Qu'Appelle Tribal Council. FHQTC utilized the proceeds from the debenture to purchase a 50.0 per cent interest in a joint venture, resulting in a 50.0 per cent ownership in an oil and gas drilling rig. The investment matures 7 years from issuance. The debenture is secured by a general security interest, subordinate to all current and future third party debt of FHQTC. FHQTC is restricted in its ability to distribute funds or property to its stakeholders as long as an amount is owing under the debenture, or where the debenture is in default. At issuance, a market rate of 19.0 per cent was considered appropriate for debt of a similar risk profile, and the loan was recorded at its estimated fair value at the issuance date, resulting in a discount of \$176,021.

On April 24, 2017, the Corporation's Board of Directors approved a cash settlement of \$250,000 for the outstanding principal. The payment is expected in May 2017.

- d) On January 16, 2013 the Corporation purchased \$999,000 of 12.0 per cent preferred limited partnership units, a \$1,000, 12.0 per cent debenture, and a \$250,000, 0.0 per cent subordinated debenture in Sturgeon Lake First Nation Development Limited Partnership (SLD LP). The proceeds from the investment were utilized by SLD LP to purchase a 33.0 per cent interest in Glenmor LP (Glenmor). The preferred limited partnership units provided SLD LP with equity-like repayment flexibility tied to Glenmor with a put right for the Corporation exercisable after 8 years. The debenture is secured against all of the land and property of SLD LP, with no senior ranking encumbrances, which provides the Corporation with the means to redeem its preferred limited partnership units with minimal risk. The subordinated debenture at issuance was recorded at a market rate of 17.0 per cent, which was considered appropriate for debt of a similar risk profile, and the loan was therefore recorded at its estimated fair value at the issuance date, resulting in a discount of \$178,804.

On July 15, 2015, SLD LP fully repaid its preferred limited partnership units and 12.0 per cent debenture to the Corporation.

On December 20, 2016, the Corporation received a final payment from SLD LP, fully repaying its subordinated debenture.

- e) On February 6, 2015 the Corporation purchased \$267,500, 0.0 per cent 5 year subordinate debenture in Glenmor LP (Glenmor) for the purposes of a shop expansion. The subordinated debenture at issuance was recorded at a market rate of 17.0 per cent, which was considered appropriate for debt of a similar risk profile, and the loan was therefore recorded at its estimated fair value at the issuance date, resulting in a discount of \$145,543. The subordinate debenture holds a second charge general security interest, subordinate to the senior debt of Glenmor.
- f) On May 1, 2013 the Corporation purchased a \$1,200,000, 12.0 per cent 5 year debenture (Debenture A) and a \$600,000 17.0 per cent 7 year debenture (Debenture B) in 101173077 SASKATCHEWAN LTD. (Infinite Investments Inc.). Infinite Investments Inc. utilized the proceeds to provide a \$1,200,000 subordinated loan to Force Energy Services (formerly Brigden Welding Inc.) and a purchase of a 30.0 per cent fully diluted ownership interest in Force Energy Services. The investments are secured by a first charge, general security interest in favor of the Corporation over all of the assets of Infinite Investments Inc. Infinite Investments Inc. has also directly pledged as security its 30 Class A shares, 30 Class B shares, and 4,500 Class D shares in Force Energy Services to the Corporation. The overall oil and gas industry continues to be suppressed and the prospects for normal drilling rig working conditions in the near to medium term are minimal. Due to the uncertainty of principal and interest payments, in order to determine fair value, the Corporation has discounted estimated future cash flows at the stated rate of the loan of 12.0 per cent. As a result, the Corporation has written-down the value of Debenture A to its estimated fair value of \$737,951. Debenture B payments are dependent on shareholder distributions. Due to the uncertainty of these distributions, in order to determine fair value, the Corporation has discounted estimated future cash flows at the stated rate of the loan of 17.0 per cent. As a result, the Corporation has written-down the value of Debenture B to its estimated fair value of \$Nil, assuming no value will be recovered.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

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6. Investments (continued)

- g) On April 30, 2013 the Corporation purchased a \$1,250,000, 14.0 fixed interest, 5.0 per cent deferred interest, 7 year debenture and a \$700,000, 0.0 per cent subordinate debenture in Red Dog Holdings Limited Partnership (Red Dog). Red Dog utilized the proceeds to purchase a 50.0 per cent ownership interest in a drilling rig joint venture partnership with CanElson Drilling. Effective November 1, 2015, CanElson Drilling ceased to exist as a legal entity and ownership transferred to Trinidad Drilling Ltd. The fixed interest is compounded annually and serviced from partnership distributions and the deferred interest is compounded annually and paid upon maturity. The debenture is secured by a first charge, general security interest in favor of the Corporation over all of the assets of Red Dog. The subordinated debenture at issuance was recorded at a market rate of 14.0 per cent, which was considered appropriate for debt of a similar risk profile, and the loan was therefore recorded at its estimated fair value at the issuance date, resulting in a discount of \$420,254. The subordinate debenture holds a second charge general security interest.

The overall oil and gas industry continues to be suppressed and prospects for normal drilling rig working conditions in the near to medium term are minimal. The Red Dog drilling rig has not worked at all over the last two years and is currently in storage. HSBC has formally declared that it is seizing the drilling rig, but has taken no action towards formally liquidating the assets. Due to the uncertainty of principal and interest payments, in order to determine fair value, the Corporation has discounted estimated future cash flows at the original effective interest rate of 17.27 per cent. As a result, the Corporation has written-down the value of the debenture to its estimated fair value of \$Nil. The Corporation has also written-down the value of the 0.0 per cent subordinated debenture to its estimated fair value of \$Nil based on the discounted estimated future cash flows at the market rate of 14.0 per cent.

- h) On November 30, 2013 the Corporation purchased \$350,000, 0.0 per cent debenture in Saskatoon Fastprint LP (SFP LP). The investment matures 60 months from the closing date. The loan will be repaid in balloon payments on the 3rd, 4th, 5th anniversaries of closing. The debenture at issuance was recorded at a market rate of 17.0 per cent, which was considered appropriate for debt of a similar risk profile, and has therefore been recorded at its estimated fair value at issuance date resulting in a discount of \$163,308. The investment is secured by a second charge general security interest, subordinate to a \$680,000 First Nations bank debenture.

7. Due to Crown Investments Corporation of Saskatchewan

Order in Council #365/2006 authorized the Corporation to obtain funds not to exceed \$20,000,000 from CIC. Amounts due to CIC are non-interest bearing and payable on demand.

8. Share capital

	2017	2016
Authorized - 100 Class A voting shares		
Issued and outstanding - 100 shares	<u>\$ 100</u>	<u>\$ 100</u>

9. Management fees

Under the terms of a management services agreement between Westcap Mgt. Ltd. and the Corporation, Westcap Mgt. Ltd. provides the general management and administration for the business and affairs of the Corporation for a monthly service fee. The management fee is calculated as the greater of i) 1/12th of 2.5 per cent of the Corporation's net asset value or ii) \$15,000 monthly. The management service agreement expires in 2020.

The Corporation also entered a management service agreement with Westcap Mgt. Ltd. for the management of FNBDP at a cost of \$50,000 annually. The management service agreement expires in 2020.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

10. Finance income and expenses

	Note	Twelve Months 2017	Fifteen Months 2016
Interest income from cash and investments		<u>\$ 1,782,637</u>	<u>\$ 2,050,287</u>
Finance income		<u>1,782,637</u>	<u>2,050,287</u>
Discount on issuance of below market loans	6	-	(145,543)
Impairment loss on interest and accounts receivable	5	<u>(1,611,775)</u>	<u>(2,878,890)</u>
Finance expenses		<u>(1,611,775)</u>	<u>(3,024,433)</u>
Net finance income (expense)		<u>\$ 170,862</u>	<u>\$ (974,146)</u>

11. Related party transactions

Included in these financial statements are transactions with various Saskatchewan Crown corporations, ministries, agencies, boards and commissions related to CIC by virtue of common control by the Government of Saskatchewan and non-Crown corporations and enterprises subject to joint control and significant influence by the Government of Saskatchewan (collectively referred to as "related parties"). The Corporation has elected to take a partial exemption under IAS 24 - *Related Party Disclosures* which allows government related entities to limit the extent of disclosures about related party transactions with government or other government related entities.

Routine operating transactions with related parties are in the normal course of business and are recorded at the exchange amount which is the amount of consideration agreed to by the related parties.

CIC provides management services to the Corporation without charge. The Corporation estimates \$4,800 of CIC's senior management time is expended on the Corporation.

12. Financial risk management

Fair Value Hierarchy

The Corporation has classified the fair value of its financial instruments using the following hierarchy based on the nature of inputs used in the valuation:

- Level 1 Where quoted prices are readily available from an active market.
- Level 2 Valuation model not using quoted prices, but still predominantly observable market inputs such as market interest rates.
- Level 3 Fair value determined based on inputs that are not based on observable market data.

The Corporation has made the following classifications:

- Cash is classified as level 1 due to its short-term maturity.
- Investments classified as held for trading are considered level 3 financial assets, with fair values determined using the accounting policies described in Note 4(a) and disclosed in Note 6.

Classifications of loans and debentures have not changed during the period. There were no transfers between levels during the year.

FIRST NATIONS AND MÉTIS FUND INC.

NOTES TO FINANCIAL STATEMENTS

March 31, 2017

12. Financial risk management (continued)

Market risk

The Corporation is exposed to the risk that the fair value of its investments may decline due to a reduction in the anticipated earnings generated by the businesses invested in. The Corporation's investments are diversified across a number of economic sectors, however are generally dependant on the resource industry. For the Corporation's investments carried at fair value, the Corporation believes that the risks associated with business earnings and industry characteristics are adequately addressed through investment valuation policies. For investments classified as loans and receivable, the Corporation considers the industry and economic factors relevant to the investment during the annual impairment test, or more frequently if required, recording any identified impairments immediately.

Interest rate risk

Interest rate risk reflects the risk that the Corporation's earnings will fluctuate due to changes in interest rates. The Corporation's loans and debentures are at fixed rates. However, the Corporation is exposed to interest rate risk related to the fair value of its loans and receivables classified as held for trading. Given the current low interest rate environment, the Corporation does not believe that the impact of fluctuations in interest rates will be significant and therefore has not provided a sensitivity analysis of the impact on net earnings.

Credit risk

Credit risk is the risk that an investee will fail to perform its obligations. The Corporation's maximum credit risk exposure is equal to the book value of its investments. The ability of an investee to meet contractual obligations is affected by changing economic, political or other conditions. The Corporation conducts a due diligence process prior to committing to the investment and actively monitors the financial condition of its investments. The Corporation believes that any deterioration in investee credit worthiness would be detected and addressed through the Corporation's investment valuation policies.

Liquidity risk

Liquidity risk is the risk that the Corporation is unable to meet its financial commitments as they become due. The Corporation is a subsidiary of a Provincial Crown corporation and as such has access to capital markets through the Saskatchewan Ministry of Finance. Currently the Corporation has sufficient resources to discharge all liabilities to unrelated parties.