## Corporate Finance Session

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January 20, 2022



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## CPD learning certificate

If you wish to obtain a CPD certificate for this session you must score <u>75% or greater</u> on a quiz that will appear in the survey at the end of the presentation.

Please ensure that you correctly enter your name and email address so the certificate can be emailed to you.

# Discussion of operations

### Areas of improvement

- Focus on material information
- Provide a detailed analysis
- Significant project disclosure



### Focus on material information

- Balanced discussion provides transparent communication with investors
- Overall understanding of the current business and future prospects
- Consider if an investor's decision is likely to be influenced
- Required to be updated each disclosure period



### Provide a detailed analysis



### Provide a detailed analysis

#### Example that <u>did not</u> meet our expectations

#### **Research and development**

Research and development expenses for the year ended December 31, 2020 increased by 14%. The expenses were higher due to increased salary expense, although we had costs savings on raw materials used in our design work.

We continue to focus on R&D as we progress our efforts to commercialize our products.

### Provide a detailed analysis

#### **Example that met our expectations**

#### **Research and development**

Research and development expenses for the year ended December 31, 2020 increased by \$4.1 million or 14% to \$34.3 million (2019 - \$30.2 million).

The increase was due to higher salary expenses of \$10.2 million related to the hiring of dedicated design engineers and consultants, as the Company continues to refine our design efforts on product A, to allow for successful integration of our product with our partners vehicle fleet. The increase was offset by a \$6.1 million decrease in the cost of raw material purchases used in the design phase, as casting and molding work is near completion for product A.

The Company expects R&D costs to remain consistent in future periods, as we finalize our design efforts, with a target to commercialize product A in Q2 2022.

### Significant project disclosure



## Significant project disclosure

#### **Example that met our expectations**

With the emergence of electric batteries being used in the transportation mobility space, the Company is focused on integrating its technology into existing electric battery systems.

To integrate our technology into different platforms, we have engaged partners in the land, air and sea industries, with the goal of validating our technology and to ultimately reach commercialization.



Each project is categorized into research, design, and validation stages, and is reviewed by management each period to assess remaining steps and expected costs to be incurred to advance the project to the next stage.

We expect the total cost of our project plan to be \$25 million, and that we will begin commercial production in 2023 to 2025.

## Significant project disclosure

#### **Example that met our expectations (...continued)**

Project	Status	Costs incurred	Costs remaining	Steps Required	Timing
Land Project	Validation	\$12 million	\$3 million	The Company is currently validating the technology with two partners. Certain refinements are required to allow successful integration into the partners existing electric vehicle fleet. As the end product is substantially complete, we do not expect the refinements to impact our estimated costs and timeline to complete.	Q3 2023
Air Project	Design	\$10 million	\$7 million	The Company is currently working with three major airlines to design an electric battery storage solution. There have been challenges in designing and configuring our product to meet stringent aviation regulations. We expect significant costs to be incurred on this project, and there is no guarantee our product will conform to aviation regulations.	Q1 2024
Sea Project	Research	\$1 million	\$15 million	The Company continues to research ways in which our product can be integrated with electric marine vessels. Given the length of trips, and lack of available charging sources, the majority of costs and efforts remain in the research stage. The Company is in negotiations with various marine partners to assist in the research and ultimate design of this product.	Q4 2025

### Questions to ask

Has each significant project been described in enough detail to enable investors to understand our plan for the project and the status of the project relative to the plan?

Does our explanation of project expenditures clearly disclose costs incurred to date compared to estimated costs?

Has a clear timeline been provided, including where we are in that timeline and when we anticipate being complete?

Have we explained where we anticipate obtaining funding for the project, if required?

If applicable, has a breakdown of the material components of R&D been disclosed?

## Selective disclosure

### Consistency of voluntary disclosures

- Corporate presentations
- Technical reports
- Promotional disclosure
- Climate disclosure



### Corporate presentations

- Disclosures that are not included in regulatory filings
- Not updated in a timely manner
- Presumption that information disclosed is material
- Material disclosures are required to be disclosed in regulatory filings
- Avoid the appearance of making selective disclosure



### Corporate presentations

- More than \$1 billion in the growth pipeline, with 12 shovel-ready or near shovel-ready projects
- High quality project execution meeting and exceeding communicated targets



### Technical reports

- Inconsistencies identified between disclosure documents
- Technical reports in accordance with National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities
- Future development costs that exceed or do not align with the RI's liquidity and capital resources disclosure in the MD&A
- Disclosure indicating limited access to capital

### Promotional disclosure

- Business activities and future prospects
  - observed in news releases, MD&A, corporate presentations and social media
- Forward-looking information material factors and assumptions
- Increased access to data and information online
- CSA Staff Notice 51-356 Problematic Promotional Activity by Issuers

### Promotional disclosure: Addressable markets

- Total addressable global market for our partner's product is \$1 billion by 2025
- We have expanded our strategic partnership with ABC Co. and have forecasted volume production targets to be 800 gadgets minimum by the second-year post validation.

### Promotional disclosure: Future orders

- Our partner will issue a purchase order to integrate the technology into its current product and beyond. The partner, in collaboration with the Company, anticipates building a working prototype that is expected to be implemented in the field by late 2024.
- Our cannabis products will now be offered in the Asian market, through various channel partners and re-sellers. We have entered into sales agreements with two partners, for \$12 million and \$21 million, respectively. We expect to receive the necessary permits and approvals, from government agencies to distribute cannabis, within 12 months.

### Promotional disclosure: Potential sales

- During the nine-months ended September 30, 2021, franchise-wide sales increased 24% to \$2.5 million, mainly due to the opening of 12 new franchise stores.
- Our record order book as of September 30, 2021 is \$55 million, with significant demand coming from US and European markets. We expect these orders to ship within the next 18-24 months. We also recently launched a new product line and have received strong demand in Asia, with orders approaching \$12 million, all of which are expected to ship within the next 18-24 months.

### Greenwashing disclosures

### What is greenwashing?



### Greenwashing disclosures

- ESG report that disclosed that the company achieved *"high scores"* in environmental, social and governance categories, based on a survey conducted by a national newspaper
- Website disclosed that the company was undertaking "the world's first zero emissions energy production project"
- Website described operations as "carbon-neutral" and "clean sustainable energy"

# Primary business and the Business Acquisition Report

Where there is an acquisition or proposed acquisition:

- Determine whether the acquisition / proposed acquisition is a business
- Consider whether the acquisition is a business under securities legislation
- Consider changes to the RI's business from the acquisition / proposed acquisition



Why does it matter whether an acquisition is a business?

- Will determine what disclosures are required
- Continuous disclosure or prospectus disclosure regime
- Possibly both (e.g. Information Circular)



When it is a business:

- Determine whether the acquisition / proposed acquisition is a primary business
- Reasonable investor test

Operational history:

• Full, true and plain disclosure



Disclosure when it is a business:

- Does Item 32 of Form 41-101F1 apply?
- Does Item 35 of Form 41-101F1 apply?
- Does section 5.7 of 41-101CP apply?



#### What's next?

In August 2021, the CSA published for comment proposed changes to Companion Policy 41-101CP to National Instrument 41-101 *General Prospectus Requirements*.



- Determine the significance of the acquisition
- How is the significance of the acquisition determined
- Significance tests:

	Significance Test	Non- Venture	Venture
Asset Test	<u>Acquired assets</u> = RI total assets	≥ 30%	≥ 100%
Investment Test	Investment in and advances to the acquired business = RI total assets	≥ 30%	≥ 100%
Profit or Loss Test	Specified profit/loss of the acquired business = RI specified profit/loss	≥ 30%	N/A

If a significant acquisition occurs, then a BAR is required to be filed (Form 51-102F4).

Purpose of BAR is to describe:

- the business acquired
- the effect of the acquisition on your business

Multiple investments in the same business and related business may impact disclosure requirements.

Multiple investments in same business:

- Is it a step-by-step acquisition in the same business
- Is it a significant acquisition when aggregated
- Purpose of aggregation



Multiple investments in same business:



Initial and incremental acquisitions in the same financial year

Aggregate all acquisitions in the same year and test on a combined basis for purposes of the required and optional significance tests.

Multiple investments in same business:



Initial and incremental acquisitions in <u>different</u> financial years

Aggregate all acquisitions that have not been reflected in audited financial statements of the reporting issuer previously filed and test on a combined basis for purposes of the required and optional significance tests.

### Related businesses:

- Means acquisition of two or more businesses
- Under common control or management
- Each acquisition is conditional upon completion of the other acquisition or
- The acquisitions were contingent upon a single common event


## Business Acquisition Report (BAR)

#### Example of related businesses:

# Initial acquisitionYear-endSecond acquisition• In April 2021, the RI<br/>acquires a business<br/>• Does not satisfy two<br/>or more of the<br/>significance tests• The RI has not yet<br/>filed the December<br/>31, 2021 annual<br/>financial statements• In February 2022<br/>the RI acquires a<br/>related business

As the RI has not yet filed the annual financial statements for the year ended December 31, 2021 the acquisitions are required to be considered on a combined basis when calculating the significance tests for the second acquisition.

## Business Acquisition Report (BAR)

Example of an RI for whom both of these sections apply:

Background

- Non-venture issuer (the "Filer") with December 31 year end
- Completed an initial acquisition in May 2021 the acquisition represented 60% of Property A (acquired from vendor ABC.)
- The Filer had the option to purchase the remaining 40% interest in Property A in the future.

## Business Acquisition Report (BAR)

Example of an RI for whom both of these sections apply:

Background (...continued)

In September 2021, the Filer acquired:

- The remaining 40% in Property A (the "Incremental 40%") and
- An adjacent property (Property B) from the same vendor (the "Adjacent Acquisition") (together, the "September Acquisitions")

# Statement of Executive Compensation

## Statement of Executive Compensation

Areas of improvement:

- Departure from format
- Identification of Named Executive Officer (NEO)
- Completeness of benchmark disclosure
- Performance graph trend not compared to compensation of NEOs
- Disclose performance goals or targets that are based on objective, identifiable measures
- Quantification of termination and change in control benefits

## Benchmark disclosure

#### Form 51-102F6 Subsection 2.1(3)

If applicable, clearly state the benchmark and explain its components, including the companies included in the benchmark group and the selection criteria.

#### Form 51-102F6V Subsection 2.6(3)(e)

For each named executive officer, disclose whether a peer group is used to determine compensation and if so, describe the peer group and why it is considered appropriate.

## Benchmark disclosure

#### Example that <u>did not</u> meet our expectations

The base salaries paid by the Corporation were set below the median levels paid by the Corporation's competitors and peers, as determined from commercially available salary survey data and information publicly disclosed by some of the Corporation's competitors and peers.



## Benchmark disclosure

#### **Example that met our expectations**

We benchmark compensation for our executives to ensure we are competitive in the market. We target between the 40th and 60th percentile in the market for total direct compensation and are comfortable with this approach due to the significant portion of pay comprised of at-risk elements. For 2020, target total compensation for all NEOs was aligned with the median, despite the aspirational pay philosophy.

The Executive Compensation Peer Group is determined by comparing the Company's production and revenue to all Canadian exploration and production companies traded on the TSX. The compensation committee reviews and approves this group annually. Based on the selection criteria and process outlined above, the Company's Executive Compensation Peer Group consisted of the following 10 companies:

•	ABC Inc.	• GHI Ltd.	LMN Corp.	QRS Inc.	• WX Ltd.
•	DEF Corp.	• JK Inc.	• OP Corp.	• TUV Ltd.	• Y&Z Corp.

## Performance graph

#### Form 51-102F6

#### Section 2.2

If applicable, provide a line graph showing the company's cumulative total shareholder return over the five most recently completed financial years. Compare this to the cumulative total return of at least one broad equity market index that, to a reasonable person, would be an appropriate reference point for the company's return.

Discuss how the trend shown by this graph compares to the trend in the company's compensation to executive officers reported under this form over the same period.

#### Form 51-102F6V

No disclosure requirement.

## Performance graph

#### Example that did not meet our expectations

The following graph illustrates the Company's five year cumulative shareholder return (assuming the reinvestment of dividends), as measured by the closing price of the common shares at the end of each financial year, assuming an initial investment of \$100.00 on December 31, 2017, compared to the S&P/TSX Composite Index.



Value of \$100 Investment in 2015 - 2020

## Performance graph

#### **Example that met our expectations**

The following graph illustrates the Company's five year cumulative shareholder return (assuming the reinvestment of dividends), as measured by the closing price of the common shares at the end of each financial year, assuming an initial investment of \$100.00 on December 31, 2017, compared to the S&P/TSX Composite Index.



Value of \$100 Investment in 2015 - 2020

As the price of common shares at year-end is a performance factor used to determine the annual incentive pay, the compensation of the NEO is affected by increases and decreases in the price of the common shares.

## Performance goals

#### Form 51-102F6

#### Subsection 2.1(4)

Disclose performance goals or similar conditions that are based on objective, identifiable measures, such as the company's share price or earnings per share. If performance goals or similar conditions are subjective, the company may describe the performance goal or similar condition without providing specific measures.

#### Form 51-102F6V

#### Subsection 2.6(3)(b)

For each named executive officer, disclose whether total compensation or any significant element of total compensation is tied to one or more performance criteria or goals, including for example, milestones, agreements or transactions and if so, describe the performance criteria and goals, and indicate the weight or approximate weight assigned to each performance criterion or goal.

## Performance goals

#### Example that <u>did not</u> meet our expectations

The 2020 named executive officers (NEO) short-term incentive plan (STIP) award targets and measurements were determined by the Compensation Committee. The NEOs target was 50% of base salary. In 2020, NEOs had the ability to earn up to two times their target STIP award in the event the Company exceeded its targets.

## National Instrument 52-112 Non-GAAP and Other Financial Measures Disclosure

Frequently asked questions



#### What is the transition period?



## Transition example (RIs)

**RIs:** Initially applies to <u>documents filed for</u> a financial year ending on or after October 15, 2021



NI 52-112is applicable to the document filed.

## Application

#### What issuers and documents are in scope?



(1) Refer to section 3 of NI 52-112 for complete requirements.

- (2) Refer to section 4 of NI 52-112 for complete requirements.
- (3) Other than under section 5.14 of NI 51-101.

Applicable to all public documents that disclose a specified financial measure, except<sup>2</sup>:

- Required technical disclosures (e.g. mining and O&G<sup>3</sup>)
- Transcripts of an oral statement
- Pro forma financial statements
- Material contracts or documents affecting the rights of securityholders
- Required by law or a self regulatory organization
- Financial covenant in a written agreement
- Registered firm disclosure provided to clients
- Statement of executive compensation

## General overview

#### What type of measures are captured?



## Specified financial measures

Non-GAAP financial measure

- a) Depicts the **historical** or **future** financial performance, financial condition or cash flows
- b) Composition excludes/includes an amount from/in the measure disclosed in the primary financial statements
- c) Not disclosed in the financial statements
- d) Not a ratio, fraction, percentage or similar representation

\*Simplified definition for illustrative purposes, refer to section 1 of NI 52-112 for complete definition

## Line items/component information

Measure	)	Financial statement line item or component of line item presented in the primary financial statements	Type of measure in NI 52-112
Revenue <sup>1</sup> \$/boe		"Revenue" per statement of	Specified financial measure
Revenue presented on a basis <sup>2</sup>	forward-looking	income/comprehensive income	n/a <sup>3</sup>
F&D capital expenditures <sup>2</sup> Land \$ 400   Seismic 100   Drilling and completions 8,000   Facilities 5,000   F&D capital expenditures \$ 13,500   Administrative assets 200   Total capital expenditures \$ 13,700		"Capital expenditures" investing cash flow line item per the statement of cash flows	Specified financial measure

- (1) Line item extracted directly from the primary financial statements
- (2) Disclosed on a FLI basis using the accounting policies applied by the issuer in its latest set of financial statements and/or components have been calculated in accordance with the accounting policies used to prepare the line item presented in the financial statements.
- (3) FLI measure subject to the requirements of Parts 4A and 4B and section 5.8 of NI 51-102.

### Qualitative information

Qualitatively described (without a corresponding numerical amount or measure)

52-112 does not apply Quantified in executive compensation disclosures

Only the disclosures specified in subsection 4(2) of NI 52-112 apply Qualitatively described in executive compensation disclosures but quantified in MD&A

If a non-GAAP financial measure, disclosure requirements in section 6 of NI 52-112 apply in the MD&A

## Incorporating information by reference

#### Permitted incorporation by reference<sup>1</sup>

Document	Non-GAAP financial measure	Non-GAAP ratio	Total of segments measure	Capital management measure	Supplementary financial measure
MD&A	No incorporation by reference permitted				
<b>Earnings release</b> (filed after or concurrently with the MD&A) <sup>2</sup>	Composition Usefulness Change	Composition Usefulness Change		Composition Usefulness —	Composition — —
Other documents <sup>3</sup>	Composition Usefulness Reconciliation Change	Composition Usefulness — Change	– – Reconciliation –	Composition Usefulness Reconciliation —	Composition — —

- Disclosure requirement does not apply for indicated measure.

- (1) See section 5 of NI 52-112 for complete requirements.
- (2) If earnings release is filed before the MD&A relating to the same reporting period, Incorporation by reference is not permitted as the MD&A is not available on SEDAR, as outlined in paragraph 5.2(c) of NI 51-112. In this case the earnings release must include all of the disclosures required by the instrument.
- (3) An example of an "other document" includes news releases (that are not earnings releases).

## Incorporating information by reference

What disclosures must be included in the document?

A statement:

- indicating that the information is incorporated by reference;
- specifies the location of the information in the MD&A; and
- discloses that the MD&A is available on SEDAR at <u>www.sedar.com</u>.

#### Illustrative example that would meet our expectations

"Certain additional disclosures for these specified financial measures have been incorporated by reference and can be found on page 2 of the MD&A for the first quarter of 2021, available on SEDAR at <u>www.sedar.com</u> and on the Company's website under the Investors section."

## Disclosure overview

		Non-GA	Non-GAAP financial measure Other		er financial measure		
Attributes	Disclosures	Historical	Forward- looking	Ratio	Total of Segments	Capital Mgmt.	Supp. Financial
Labelling	Label appropriately	$\checkmark$	$\checkmark$	$\checkmark$			$\checkmark$
Identification	Identify as such	$\checkmark$					
Identification	Disclose the non-GAAP financial measure		✓A	✓B		✓B	
Relationship	Disclose most directly comparable primary FS measure	$\checkmark$			$\checkmark$		
Prominence	Present with no more prominence	$\checkmark$	$\checkmark$	$\checkmark$	$\checkmark$	$\checkmark$	
Cautionary	Explain does not have a standardized meaning and may not be comparable	$\checkmark$		$\checkmark$			
Comparative	Include comparative period	√C		√C	√C	√C	
Composition	Explain the composition	✓D		✓D		<b>√</b> D, G, H	✓D
Usefulness	Explain how the measure is useful and the additional purposes, if any, for which mgmt. includes it	✓D		✓D		<b>√</b> D, H	
Reconciliation	Provide a reconciliation to the primary FS measure	✓D, E	<b>√</b> D, E, F		<b>√</b> D, E	✔D, E, G, H	
Changes	Explain reasons for changes	✓D		✓D			

(A) Disclose the equivalent historical non-GAAP financial measure\*

(B) Disclose each non-GAAP financial measure that is used as a component in the non-GAAP ratio or capital management measure (CMM)\*

(C) Comparative information required in MD&A or in earnings release, subject to certain exceptions (D) Ability to incorporate by reference in MD&A

\* Comply with disclosure requirements for each non-GAAP financial measure disclosed

(E) Cannot incorporate by reference in an earnings release

(F) Disclose description of significant differences

(G) Composition is only required if the CMM <u>is a ratio</u> Reconciliation is only required if the CMM <u>is not a ratio</u>

(H) Disclosure requirement does not apply if included in the notes to the FS

## Non-GAAP financial measure (historical)

#### MD&A

Adjusted EBITDA is a non-GAAP financial measure that does not have a standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other entities. Adjusted EBITDA is defined as net income (loss) adjusted for income taxes, finance costs, depletion and depreciation and certain other non-cash items and other non-recurring related items. Management believes this non-GAAP financial measure provides useful information to investors and others in understanding and evaluating our ongoing operating performance, as well as providing a useful measure for period-to-period comparisons of our business performance. Readers are cautioned that adjusted EBITDA should not be construed as an alternative to net income (loss) determined in accordance with IFRS as an indicator of our performance. The following table provides a reconciliation of net income (loss), as disclosed in the statements of net income (loss) and comprehensive income (loss), to adjusted EBITDA.

For the year-ended	Octobe	er 31, 2021	October 31, 2020		
Net Income (loss)	\$	12,744 \$	(23,231)		
Income tax (recovery) expense		(1,840)	(2,275)		
Finance costs		8,988	7,820		
Depletion, depreciation and amortization		28,650	33,265		
Severance costs		_	800		
Adjusted EBITDA	\$	48,542 \$	15,579		

Labeling	✓
Identification	$\checkmark$
Relationship	✓
Prominence	$\checkmark$
Cautionary	✓
Comparative	✓
Composition	V
Usefulness	✓
Reconciliation	✓
Change	✓

(1) Staffing levels were reduced to align with a lower level of capital spending and improve overall cost efficiencies; resulting in a severance cost being incurred.

## Non-GAAP financial measure (forward-looking)

#### MD&A

**Financial outlook** 

	Actual Fiscal 2021	Estimate Fiscal 2022	Labeling Identification
Revenue	32,466	5% growth	
Net income (loss)	12,744		Prominence
Adjusted EBITDA	48,542	51,000	Reconciliation

Explanation of significant differences					
Adjusted EBITDA for the year ended October 31, 2021	\$	48,542			
Increase in sales price		1,458			
Decrease in finance costs		1,000			
Expected adjusted EBITDA for Fiscal 2022		51,000			

 $\checkmark$ 

 $\checkmark$ 

 $\checkmark$ 

 $\checkmark$ 

## Specified financial measures

#### Prominence



## Resources available

If you have any questions about NI 52-112:

- Refer to the Instrument
  - National Instrument 52-112 Non-GAAP and Other Financial Measures Disclosure
  - Companion Policy to NI 52-112

https://www.albertasecurities.com/securities-law-and-policy/regulatory-instruments/52-112

- Contact us:
  - Cheryl McGillivray, Chief Accountant and CFO, 403-297-3307 | <u>Cheryl.McGillivray@asc.ca</u>
  - Anne Marie Landry, Associate Chief Accountant, 403-297-7907 | <u>AnneMarie.Landry@asc.ca</u>

# Regulatory update

## Recent guidance published

Publications

 CSA Staff Notice 44-306 Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements

#### Reports

- Corporate Finance Disclosure Report
- Energy Matters Review Report
- Alberta Capital Markets Report
- Annual Report

## Ongoing projects

#### Reducing regulatory burden

- Alternative prospectus models
- Primary business requirements
- Streamlining continuous disclosure requirements
- · Access equals delivery model

#### Diversity

#### National Systems Renewal Program: SEDAR+

## Resources available

To keep up to date on recent and upcoming changes:

• Subscribe to receive weekly updates at

www.albertasecurities.com/news-and-publications/weekly-updates-web-page

- Twitter <u>@ASCUpdates</u>
- LinkedIn @AlbertaSecuritiesCommission

# Questions?

## Thank You

