ARITZIA

Aritzia Inc.

Condensed Interim Consolidated
Financial Statements
First Quarter of Fiscal 2020

For the 13-week periods ended
June 2, 2019 and May 27, 2018

Aritzia Inc.

Condensed Interim Consolidated Statements of Financial Position

As at June 2, 2019 and March 3, 2019

(Unaudited, in thousands of Canadian dollars)

	Note	June 2, 2019	March 3, 2019
Assets			
Current assets			
Cash and cash equivalents		$ 35,757	$ 100,897
Accounts receivable		5,168	4,355
Income taxes recoverable		2,604	-
Inventory	5	109,101	112,183
Prepaid expenses and other current assets	3	10,047	18,422
Total current assets		162,677	235,857
Property and equipment	6	168,359	167,593
Intangible assets	6	64,083	64,427
Goodwill		151,682	151,682
Right-of-use assets	3,7	383,631	-
Other assets		2,236	2,209
Deferred tax assets		21,409	7,606
Total assets		$ 954,077	$ 629,374
Liabilities			
Current liabilities			
Bank indebtedness	10	$ 24,712	$ -
Accounts payable and accrued liabilities	3,8	53,178	62,736
Income taxes payable		-	3,644
Current portion of lease liabilities	3,7	55,774	-
Deferred revenue		24,062	24,231
Total current liabilities		157,726	90,611
Lease liabilities	3,7	453,756	-
Other non-current liabilities	3,9	5,845	69,828
Deferred tax liabilities		18,621	20,002
Long-term debt	10	74,653	74,624
Total liabilities		710,601	255,065
Shareholders' equity			
Share capital	11	195,375	199,517
Contributed surplus		66,569	65,806
(Deficit) retained earnings	3	(17,512)	109,339
Accumulated other comprehensive loss		(956)	(353)
Total shareholders' equity		243,476	374,309
Total liabilities and shareholders' equity		$ 954,077	$ 629,374

Commitments and contingencies (note 17)

Subsequent Events (notes 10 and 11)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Aritzia Inc.

Condensed Interim Consolidated Statements of Operations

For the 13-week periods ended June 2, 2019 and May 27, 2018

(Unaudited, in thousands of Canadian dollars, except number of shares and per share amounts)

	Note	June 2, 2019	May 27, 2018
Net revenue	16	$ 196,699	$ 167,011
Cost of goods sold	14	111,138	99,468
Gross profit		85,561	67,543
Operating expenses			
Selling, general and administrative		54,429	46,993
Stock-based compensation expense	12, 14	2,374	3,819
Income from operations		28,758	16,731
Finance expense	7,14	7,227	1,391
Other income		(1,279)	(2,955)
Income before income taxes		22,810	18,295
Income tax expense	15	6,654	6,005
Net income		$ 16,156	$ 12,290
Net income per share			
Basic	13	$ 0.15	$ 0.11
Diluted	13	0.14	0.11
Weighted average number of shares outstanding (thousands)			
Basic	13	107,990	112,120
Diluted	13	111,851	116,780

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Aritzia Inc.

Condensed Interim Consolidated Statements of Comprehensive Income

For the 13-week periods ended June 2, 2019 and May 27, 2018

(Unaudited, in thousands of Canadian dollars)

	June 2, 2019	May 27, 2018
Net income	$ 16,156	$ 12,290
Other comprehensive (loss) income		
Items that are or may be reclassified subsequently to net income:		
Foreign currency translation adjustment	(603)	119
Comprehensive income	$ 15,553	$ 12,409

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Aritzia Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the 13-week periods ended June 2, 2019 and May 27, 2018

(Unaudited, in thousands of Canadian dollars, except number of shares)

	Multiple voting shares		Subordinate voting shares					
	Shares	Amounts	Shares	Amounts	Contributed surplus	Retained earnings (deficit)	Accumulated other comprehensive (loss) income	Total shareholders' equity
Balance, February 25, 2018	55,756,002	$ 40,305	56,275,341	$ 130,825	$ 76,522	$ 38,613	$ (564)	$ 285,701
Net income	-	-	-	-	-	12,290	-	12,290
Options exercised (note 12)	-	-	270,343	2,044	(1,581)	-	-	463
Stock-based compensation expense (note 12)	-	-	-	-	3,670	-	-	3,670
Normal course issuer bid purchase of subordinate voting shares (note 11)	-	-	(52,100)	(93)	-	(562)	-	(655)
Foreign currency translation adjustment	-	-	-	-	-	-	119	119
Balance, May 27, 2018	55,756,002	$ 40,305	56,493,584	$ 132,776	$ 78,611	$ 50,341	$ (445)	$ 301,588
Balance, March 3, 2019	44,531,768	$ 32,191	69,409,683	$ 167,326	$ 65,806	$ 109,339	$ (353)	$ 374,309
Adjustment on adoption of IFRS 16 (note 3)	-	-	-	-	-	(42,402)	-	(42,402)
Balance, March 4, 2019	44,531,768	$ 32,191	69,409,683	$ 167,326	$ 65,806	$ 66,937	$ (353)	$ 331,907
Net Income	-	-	-	-	-	16,156	-	16,156
Options exercised (note 12)	-	-	200,704	2,292	(1,438)	-	-	854
Stock-based compensation expense (note 12)	-	-	-	-	2,201	-	-	2,201
Share exchange at Secondary Offering (note 11)	(14,996,824)	(10,841)	14,996,824	10,841	-	-	-	-
Shares repurchased for cancellation (note 1)	(4,997,595)	(3,613)	(1,336,058)	(2,821)	-	(100,605)	-	(107,039)
Foreign currency translation adjustment	-	-	-	-	-	-	(603)	(603)
Balance, June 2, 2019	24,537,349	$ 17,737	83,271,153	$ 177,638	$ 66,569	$ (17,512)	$ (956)	$ 243,476

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Aritzia Inc.
Condensed Interim Consolidated Statements of Cash Flows
For the 13-week periods ended June 2, 2019 and May 27, 2018

(Unaudited, in thousands of Canadian dollars)

	Note	June 2, 2019	May 27, 2018
Operating activities			
Net income for the period		$ 16,156	$ 12,290
Adjustments for:			
Depreciation and amortization		23,198	6,031
Finance expense		7,227	1,391
Stock-based compensation expense	12,14	2,374	3,819
Amortization of deferred rent and deferred lease inducements		(120)	(332)
Unrealized foreign exchange gain on forward contracts		-	(1,184)
Income tax expense	15	6,654	6,005
Proceeds from lease incentives		1,265	2,396
Cash generated before non-cash working capital balances and interest and income taxes		56,754	30,416
Net change in non-cash working capital balances	19	1,859	1,299
Cash generated before interest and income taxes		58,613	31,715
Interest paid		(1,218)	(683)
Interest paid on lease liabilities	7,14	(5,976)	-
Income taxes paid		(10,740)	(5,877)
Net cash generated from operating activities		40,679	25,155
Financing activities			
Proceeds from revolving credit facility	10	25,000	-
Repayment of principal on lease liabilities	7	(14,814)	(117)
Proceeds from options exercised	12	854	463
Shares repurchased for cancellation	1,11	(107,039)	(711)
Net cash used in financing activities		(95,999)	(365)
Investing activities			
Purchase of property and equipment	6	(9,770)	(13,018)
Purchase of intangible assets	6	(396)	(2,124)
Net cash used in investing activities		(10,166)	(15,142)
Effect of exchange rate changes on cash and cash equivalents		346	159
(Decrease) increase in cash and cash equivalents		(65,140)	9,807
Cash and cash equivalents - Beginning of period		100,897	112,475
Cash and cash equivalents - End of period		$ 35,757	$ 122,282

Supplemental cash flow information (note 19)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

1 Nature of operations and basis of presentation

Nature of operations

Aritzia Inc. and its subsidiaries (collectively referred to as the "Company") is a vertically integrated design house of exclusive fashion brands. The Company designs apparel and accessories for its collection of exclusive brands. The Company's assortment of women's fashion apparel and accessories addresses a range of style preferences and lifestyle requirements. As at June 2, 2019, there were 92 retail boutiques (May 27, 2018 – 87 retail boutiques).

Aritzia Inc. is a corporation governed by the Business Corporations Act (British Columbia). The address of its registered office is 666 Burrard Street, Suite 1700, Vancouver, B.C., Canada, V6C 2X8.

On March 8, 2019, the Company completed a secondary offering (the "March 2019 Secondary Offering") on a bought deal basis of its subordinate voting shares through a secondary sale of shares by certain shareholders. The March 2019 Secondary Offering of 19,505,000 subordinate voting shares raised gross proceeds of $329.6 million for the selling shareholders, at a price of $16.90 per subordinate voting share (the "March 2019 Offering Price"). The Company did not receive any proceeds from the March 2019 Secondary Offering. Underwriting fees were paid by the selling shareholders.

Concurrent with the completion of the March 2019 Secondary Offering, on March 8, 2019, the Company also completed its purchase of 6,333,653 subordinate voting shares and multiple voting shares (the "Shares") for cancellation from certain shareholders, including an investment vehicle (the "Berkshire Shareholder") managed by Berkshire Partners LLC ("Berkshire") (the "Share Repurchase"). The purchase price per Share paid by the Company under the Share Repurchase was the same as the March 2019 Offering Price and resulted in an aggregate purchase price of $107.0 million paid to the selling shareholders. Total expenses related to the March 2019 Secondary Offering and Share Repurchase of $2.5 million are being paid by the Company and were reimbursed by the selling shareholders participating in the Share Repurchase, including the Berkshire Shareholder.

Upon completion of the March 2019 Secondary Offering and Share Repurchase on March 8, 2019, the Berkshire Shareholder has no remaining equity interest in the Company.

The Company's subordinate voting shares are listed on the Toronto Stock Exchange under the stock symbol "ATZ".

Basis of presentation

These unaudited condensed interim consolidated financial statements ("interim financial statements") have been prepared under International Financial Reporting Standards ("IFRS") in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"), on a basis consistent with those accounting policies followed by the Company in the most recent audited annual consolidated financial statements, with the exception of IFRS 16, Leases, as described below. Certain information, in particular the accompanying notes normally included in the audited annual consolidated financial statements prepared in accordance with IFRS, has been omitted or

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

condensed. Accordingly, these interim financial statements do not include all the information required for full annual financial statements, and, therefore, should be read in conjunction with the audited annual consolidated financial statements and the notes thereto for the year ended March 3, 2019 ("Fiscal 2019"). These unaudited condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted.

These interim financial statements were authorized for issue on July 11, 2019 by the Company's Board of Directors.

Seasonality of interim operations

The Company's business is affected by the pattern of seasonality common to most retail apparel businesses. Accordingly, quarterly performance is not necessarily indicative of annual performance. Historically, the Company has recognized a significant portion of its operating profit in the third and fourth quarters of each fiscal year as a result of increased net revenue during the back-to-school and holiday seasons.

2 Summary of significant accounting policies

These interim financial statements have been prepared using the accounting policies as outlined in note 2 of the Fiscal 2019 audited consolidated financial statements, with the exception of the accounting standards adopted in the year ending March 1, 2020 ("Fiscal 2020"). Changes to significant accounting policies are described below.

3 Significant new accounting standards

Standards recently adopted

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16, Leases ("IFRS 16"), which sets out a new model for lease accounting replacing IAS 17, Leases ("IAS 17") and related interpretations. The standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessors continue to classify leases as finance and operating leases. Other areas of the lease accounting model have been impacted, including the definition of a lease. IFRS 16 became effective for annual periods beginning on or after January 1, 2019. The Company adopted the standard on March 4, 2019 using the modified retrospective method, with the cumulative effect initially recognized in retained earnings, with no restatement of prior comparative period.

Substantially all of the Company's existing leases are real estate leases for its boutiques, distribution centers and support offices and all were classified as operating leases prior to adoption of IFRS 16. The Company recognized right-of-use assets and lease liabilities for leases previously classified as operating

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

leases under IAS 17. The depreciation expense on the right-of-use assets and the finance charge on the lease liabilities substantially replaced the lease-related expenses recorded in costs of goods sold and selling, general and administrative expenses, previously recognized on a straight-line basis over the lease term under IAS 17. Variable lease payments and non-lease components are expensed as incurred.

The new standard does not change the amount of cash transferred between the lessor and lessee, but changes the presentation of the operating and financing cash flows presented on the Company's consolidated statement of cash flows.

The Company has elected to apply the following recognition exemptions and practical expedients, as described under IFRS 16:

i) recognition exemption of short term leases;

ii) recognition exemption of low-value leases;

iii) grandfather prior conclusions on contracts containing leases on transition;

iv) a single discount rate was applied to a portfolio of leases with similar characteristics on transition;

v) initial direct costs were excluded in the measurement of the right-of-use assets on transition; and

vi) hindsight was used in determining lease term at the date of transition.

The lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as at March 4, 2019. The right-of-use assets were measured as if the standard had been applied since the commencement date of the lease, but discounted using the lessee's incremental borrowing rate at the date of initial application. The cumulative adjustment was recognized directly to retained earnings at March 4, 2019.

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

The following tables summarizes the adjustments to opening balances resulting from the initial adoption of IFRS 16, with the effects on transition being recognized directly to retained earnings:

	As previously reported under IAS 17, March 3, 2019	IFRS 16 transition adjustments	Balance at March 4, 2019
Assets			
Prepaid expenses and other current assets	$ 18,422	$ (9,510)	$ 8,912
Right-of-use assets	-	372,563	372,563
Deferred tax assets	7,606	12,787	20,393
Total impact on assets		$ 375,840	
Liabilities			
Accounts payable and accrued liabilities	$ 62,736	$ (6,446)	$ 56,290
Income taxes payable	3,644	(2,646)	998
Lease liabilities	-	493,502	493,502
Other non-current liabilities	69,828	(64,685)	5,143
Deferred tax liabilities	20,002	(1,483)	18,519
Retained earnings	109,339	(42,402)	66,937
Total impact on liabilities and shareholders' equity		$ 375,840	

Upon adoption of IFRS 16, the Company updated its lease accounting policies as follows:

The Company assesses whether a contract is or contains a lease at the inception of the contract. Leases are recognized as a right-of-use asset and corresponding lease liability at the lease commencement date. The lease liability is measured at the present value of the future fixed payments and variable lease payments that depend on an index or rate over the lease term, less any lease incentives receivable, discounted using the lessee's incremental borrowing rate, unless the implicit rate interest rate in the lease can be easily determined. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method.

Lease terms applied are the contractual non-cancellable periods of the lease, plus periods covered by renewal or termination options, if the Company is reasonably certain to exercise those options. Lease liabilities are remeasured (with a corresponding adjustment to the right-of-use asset) when there is a change in the lease term, a change in the future lease payments resulting from a change in an index or rate used to determined those payments, or when the lease contract is modified and the lease modification is not accounted for as a separate lease.

The right-of-use assets include the initial measurement of the corresponding lease liabilities, lease payments at or before the commencement date, any initial direct costs, less any lease incentives received before the commencement date. The right-of-use assets are subsequently measured at cost and are depreciated on a straight-line basis from the date the underlying asset is available for use over the lease term.

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liabilities and are recognized in cost of goods sold and selling, general and administrative expenses as incurred.

4 Critical accounting estimates and judgments

The preparation of unaudited condensed interim consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and assumptions are continuously evaluated and are based on management's best judgments and experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

In preparing these interim financial statements, the significant judgments made by management in applying the Company's accounting policies and key sources of estimation of uncertainty were the same as those applied in note 4 of the Fiscal 2019 audited consolidated financial statements, except as noted below relating to the adoption of IFRS 16.

The Company exercises judgment in determining the appropriate lease term on a lease by lease basis and considers all facts and circumstances that create an economic incentive to exercise a renewal or termination option. The periods covered by renewal options are included in the least term only if the Company is reasonably certain it will exercise such renewal options.

The Company uses the lessee's incremental borrowing rate when determining the carrying amount of right-of-use assets and lease liabilities, as the interest rates implicit in the lease agreements are not readily available. The Company determines the incremental borrowing rate of each leased asset as the rate of interest that the Company would have to pay to borrow, over a similar term with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

5 Inventory

	June 2, 2019	March 3, 2019
Finished goods	$ 94,710	$ 98,324
Finished goods in transit	14,391	13,859
	$ 109,101	$ 112,183

The Company records a reserve to value inventory to its estimated net realizable value. This resulted in an expense in cost of goods sold of $352 for the 13-week period ended June 2, 2019 (May 27, 2018 - $381). No inventory write-downs recorded in previous periods were reversed.

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

All of the Company's inventory is pledged as security for the Credit Facilities (note 10).

6 Property and equipment and intangible assets

During the 13-week period ended June 2, 2019, the Company had property and equipment additions of $7.5 million, the majority of which were related to leasehold improvements made to its retail boutiques and the purchase of furniture and equipment for such boutiques (May 27, 2018 - $14.7 million). During the same period, the Company also had intangible asset additions of $0.4 million (May 27, 2018 - $2.4 million), the majority of which were related to internally developed computer software.

7 Leases

The following table reconciles the change in right-of-use assets for the 13-week period ended June 2, 2019:

		Right-of-use assets
Cost		
Balance on transition, March 4, 2019	$	372,563
Additions, net of lease incentives received		21,258
Foreign exchange		4,170
Balance, June 2, 2019	$	397,991
Accumulated depreciation		
Balance on transition, March 4, 2019	$	-
Depreciation		14,360
Balance, June 2, 2019	$	14,360
Net carrying value		
Balance on transition, March 4, 2019	$	372,563
Balance, June 2, 2019	$	383,631

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

The following table reconciles the change in lease liabilities for the 13-week period ended June 2, 2019:

		Lease liabilities
Balance on transition, March 4, 2019	$	493,502
Additions		25,022
Accretion of lease liabilities (note 14)		5,976
Repayment of interest and principal on lease liabilities		(20,790)
Foreign exchange		5,820
Balance, June 2, 2019	$	509,530

8 Accounts payable and accrued liabilities

		June 2, 2019		March 3, 2019
Trade accounts payable	$	22,578	$	35,411
Other non-trade payables		8,695		11,687
Employee benefits payable		21,905		15,638
	$	53,178	$	62,736

9 Other non-current liabilities

		June 2, 2019		March 3, 2019
Deferred lease liability (note 3)	$	-	$	40,256
Deferred lease inducements (note 3)		4,223		28,131
Director Deferred Share Unit Program and Restricted Share Unit Program liability (note 12)		1,269		1,097
Asset retirement obligations		353		344
	$	5,845	$	69,828

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

10 Bank indebtedness and long-term debt

The Company has a term loan and revolving credit facility (collectively the "Credit Facilities") with its syndicate of lenders.

a) Long-term debt

	June 2, 2019	March 3, 2019
Term loan	$ 75,000	$ 75,000
Less: Deferred financing fees	(347)	(376)
Long-term debt	$ 74,653	$ 74,624

The term loan matures on May 22, 2022 and have no scheduled principal repayments prior to maturity. Interest is paid on a monthly basis. Under the Credit Facilities, the Company has the option to borrow using the Banker's Acceptance borrowings ("BA") LIBO rate borrowings ("LIBO"), or Canadian prime rate borrowings ("Prime") plus a marginal interest rate between 0.50% and 2.50% (March 3, 2019 – 0.50% and 2.50%).

The term loan requires mandatory loan prepayments by the Company of principal and interest if certain events occur. As at June 2, 2019 and March 3, 2019, the Company was not required to make a mandatory loan prepayment.

b) Bank indebtedness

	June 2, 2019	March 3, 2019
Advances made under the revolving credit facility	$ 25,000	$ -
Less: Deferred financing fees	(288)	-
Bank indebtedness	$ 24,712	$ -

The Company has a revolving credit facility of $100.0 million (March 3, 2019 - $100.0 million). The revolving credit facility bears interest at BA, LIBO or Prime plus a marginal rate between 0.50% and 2.50% (March 3, 2019 – 0.50% and 2.50%). As at June 2, 2019 and March 3, 2019, there were no open letters of credit against the revolving credit facility. Up to $10.0 million of the facility can be drawn upon by way of a swingline loan.

As at June 2, 2019, $25.0 million was drawn from the revolving credit facility. Subsequent to the 13-week period ended June 2, 2019, the Company repaid $17.0 million on the revolving credit facility.

The Company also has letters of credit facilities of $75.0 million, secured *pari passu* with the Credit Facilities. The interest rate for the letters of credit is between 1.00% and 2.50%. The amount available

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

under these facilities is reduced to $29.6 million (March 3, 2019 - $31.9 million) by certain open letters of credit (note 17(b)).

The Credit Facilities are collateralized by a first priority lien on all assets, leased real property interests and inventory. In addition, the Company is to maintain certain financial covenants. As at June 2, 2019 and March 3, 2019, the Company was in compliance with all financial covenants.

11 Share capital

On May 10, 2018, the Company announced the commencement of a normal course issuer bid ("NCIB") to repurchase and cancel up to 5,429,658 subordinate voting shares over the 12-month period commencing May 15, 2018 and ending May 14, 2019. All repurchases are made through the facilities of the Toronto Stock Exchange and are done at market prices. The amounts paid above the average book value of the subordinate voting shares are charged to retained earnings. During the 13-week period ended May 27, 2018, the Company repurchased a total of 52,100 subordinate voting shares for cancellation at an average price of $13.65 per subordinate voting share. In connection with the March 2019 Secondary Offering and Share Repurchase, the NCIB was suspended.

On March 5, 2019, in connection with the March 2019 Secondary Offering and Share Repurchase, certain selling shareholders exchanged 14,996,824 of their multiple voting shares for subordinate voting shares (note 1).

As at June 2, 2019, there were 24,537,349 multiple voting shares and 83,271,153 subordinate voting shares issued and outstanding. There were no preferred shares issued and outstanding as at June 2, 2019. Neither the multiple voting shares nor the subordinate voting shares issued have a par value.

Subsequent to the 13-week period ended June 2, 2019, on July 11, 2019, the Company announced its intention to proceed with a NCIB through the facilities of the TSX to repurchase and cancel up to 3,624,915 of its subordinate voting shares, representing approximately 5% of the public float, during the 12-month period commencing July 16, 2019 and ending July 15, 2020.

12 Stock options

The Company has granted stock options under the Legacy Plan and the Option Plan.

Legacy Plan

Following completion of the IPO, no additional options will be granted under the Legacy Plan.

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

Transactions for stock options granted under the Legacy Plan for the periods ended on the dates indicated below were as follows:

	For the 13-week periods ended			
	June 2, 2019		May 27, 2018	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Outstanding, at beginning of period	5,081,717	$ 4.64	7,748,370	$ 4.09
Exercised	(179,222)	2.95	(270,343)	1.72
Forfeited	-	-	(32,686)	5.81
Outstanding, at end of period	4,902,495	$ 4.70	7,445,341	$ 4.17

Stock-based compensation expense in relation to the options under the Legacy Plan for the 13-week period ended June 2, 2019 was $0.6 million (May 27, 2018 – $1.1 million).

Option Plan

Transactions for stock options granted under the Option Plan for the periods ended on the dates indicated below were as follows:

	For the 13-week periods ended			
	June 2, 2019		May 27, 2018	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Outstanding, at beginning of period	4,767,727	$ 14.81	4,947,348	$ 14.80
Granted	88,824	18.17	60,944	12.99
Exercised	(21,482)	15.13	-	-
Forfeited	(64,180)	14.93	(28,259)	13.27
Outstanding, at end of period	4,770,889	$ 14.87	4,980,033	$ 14.79

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

The weighted average fair value of the time-based stock options granted during the 13-week period ended June 2, 2019 was estimated at the date of grant based on the Black-Scholes option pricing model using the following assumptions:

Dividend yield	0.0%
Expected volatility	37.0%
Risk-free interest rate	1.6%
Expected life	6.0 years
Exercise price	$18.17

Stock-based compensation expense in relation to the options under the Option Plan for the 13-week period ended June 2, 2019 was $1.6 million (May 27, 2018 – $2.6 million).

Director Deferred Share Unit ("DSU") Program

Each eligible director receives a portion of his or her annual director retainer in DSUs. DSUs vest when granted, but are not redeemable for cash settlement until the eligible director ceases to be a member of the Board. The Company is required to record a liability for the potential future settlement of the DSUs at each reporting date by reference to the fair value of the liability. The fair value of the recorded liability in relation to the DSUs was $1.1 million at June 2, 2019 (May 27, 2018 – $0.7 million), with an expense of $0.1 million for the 13-week period ended June 2, 2019 (May 27, 2018 – $0.1 million), recorded as stock-based compensation expense.

Transactions for DSUs granted for the periods ended on the dates indicated below were as follows:

	June 2, 2019	May 27, 2018
	Number of DSUs	Number of DSUs
Outstanding, at beginning of period	65,191	40,220
Granted	10,140	6,730
Outstanding, at end of period	75,331	46,950

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

Restricted Share Unit ("RSU") Program

Effective October 3, 2018, the Company adopted the RSU Program for employees and consultants. RSUs vest on the third anniversary of the award date and at that time, are redeemable for cash based on the market value of the Company's shares. The Company is required to record a liability for the potential future settlement of the RSUs at each reporting date by reference to the fair value of the liability. The fair value of the recorded liability in relation to the RSUs was $0.1 million as at June 2, 2019, with an expense of $0.1 million for the 13-week period ended June 2, 2019, recorded as stock-based compensation expense.

Transactions for RSUs granted for the periods ended on the dates indicated below were as follows:

	June 2, 2019
	Number of RSUs
Outstanding, at beginning of period	38,099
Granted	38,916
Outstanding, at end of period	77,015

13 Net income per share

a) Basic

Basic net income per share is calculated by dividing the income attributable to shareholders of the Company by the weighted average number of multiple voting shares and subordinate voting shares outstanding during the period. As all the classes of shares are subject to the same distribution rights, the Company performs the net income per share calculations as if all shares are a single class.

	13-week periods ended	
	June 2, 2019	May 27, 2018
Net income attributable to shareholders of the Company	$ 16,156	$ 12,290
Weighted average number of shares outstanding during the period (thousands)	107,990	112,120
Basic net income per share	$ 0.15	$ 0.11

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

b) Diluted

Net income per diluted share is calculated by dividing the income attributable to shareholders of the Company by the weighted average number of multiple voting shares and subordinate voting shares outstanding during the period adjusted for the effects of potentially dilutive stock options.

	13-week periods ended	
	June 2, 2019	May 27, 2018
Net income attributable to shareholders of the Company	$ 16,156	$ 12,290
Weighted average number of shares for net income per diluted share (thousands)	111,851	116,780
Net income per diluted share	$ 0.14	$ 0.11

14 Expenses by nature

	13-week periods ended	
	June 2, 2019	May 27, 2018
Cost of goods sold		
Inventory and product-related costs and occupancy costs	$ 89,969	$ 94,607
Depreciation expense (notes 3 and 7)	21,169	4,861
	$ 111,138	$ 99,468

	13-week periods ended	
	June 2, 2019	May 27, 2018
Personnel expenses		
Salaries, wages and employee benefits	$ 45,573	$ 38,121
Stock-based compensation expense	2,374	3,819
	$ 47,947	$ 41,940

	13-week periods ended	
	June 2, 2019	May 27, 2018
Finance expense		
Interest expense on lease liabilities (notes 3 and 7)	$ 5,976	$ -
Interest expense and banking fees	1,198	1,349
Amortization of deferred financing fees	53	42
	$ 7,227	$ 1,391

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

	13-week periods ended	
	June 2, 2019	May 27, 2018
Other income		
Realized foreign exchange gain	$ (175)	$ (267)
Unrealized foreign exchange gain[(1)]	(964)	(2,276)
Interest income	(140)	(412)
	$ (1,279)	$ (2,955)

(1) Amount for the 13-week period ended May 27, 2018 includes a $1.2 million gain relating to the change in fair value of foreign currency forward contracts.

15 Income taxes

The income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full fiscal year. To the extent that forecasts differ from actual results, adjustments are recognized in subsequent periods. The statutory income tax rate for the 13-week period ended June 2, 2019 is 26.9% (May 27, 2018 – 26.9%). The Company's effective income tax rate for the 13-week period ended June 2, 2019 is 29.2% (May 27, 2018 – 32.8%).

16 Segment information

The Company defines an operating segment on the same basis that it uses to evaluate performance internally and to allocate resources by the Chief Operating Decision Maker (the "CODM"). The Company has determined that the Chief Executive Officer is its CODM and there is one operating segment. Therefore, the Company reports as a single segment. This includes all sales channels accessed by the Company's clients, including sales through the Company's eCommerce website and sales at the Company's boutiques.

The following table summarizes net revenue by geographic location of clients:

	13-week periods ended	
	June 2, 2019	May 27, 2018
Canada	$ 121,250	$ 112,382
United States	75,449	54,629
	$ 196,699	$ 167,011

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

The Company's non-current, non-financial assets (property and equipment, intangible assets and goodwill, and right-of-use assets) are geographically located as follows:

	June 2, 2019	March 3, 2019
Canada	$ 475,775	$ 316,344
United States	291,980	67,358
	$ 767,755	$ 383,702

17 Commitments and contingencies

a) Purchase obligations

At June 2, 2019, the Company had purchase obligations of $34.5 million (March 3, 2019 - $45.6 million), which represent commitments for fabric expected to be used during upcoming seasons, made in the normal course of business.

b) Letters of credit

At June 2, 2019, the Company had open letters of credit of $45.4 million (March 3, 2019 - $43.1 million).

18 Related party transactions

Prior to the Company's secondary offering in August 2018, the Company was ultimately controlled by Canada Retail Holdings, L.P., being the Company's ultimate parent and the Berkshire Shareholder. Effective August 7, 2018, upon completion of the secondary offering in August 2018, neither Canada Retail Holdings, L.P. nor any other entity maintained ultimate control of the Company. Upon completion of the March 2019 Secondary Offering and Share Repurchase, on March 8, 2019, the Berkshire Shareholder sold its entire investment in the Company. As a result, effective March 8, 2019, the Company is ultimately controlled by AHI Holdings Inc., an entity controlled by a director and officer of the Company.

The Company entered into the following transactions with related parties:

a) During the 13-week period ended June 2, 2019, the Company made payments of $1.0 million (May 27, 2018 - $1.1 million) for a lease of premises and $336 (May 27, 2018 - $223) for the use of an asset wholly or partially owned by companies that are owned by a director and officer of the Company. At June 2, 2019, $78 was included in accounts payable and accrued liabilities (March 3, 2019 - $71) and $12 was included in prepaid expenses and other current assets (March 3, 2019 - $52).

b) Total reimbursements to Berkshire for travel, lodging and other costs for the 13-week period ended May 27, 2018 was $13. As at March 3, 2019, $2.5 million was included in accounts receivable relating to the March 2019 Secondary Offering and Share Repurchase (note 1) and has since been received as of March 8, 2019. As of March 8, 2019, Berkshire has no remaining equity interest in the Company; as

(Unaudited, in thousands of Canadian dollars, unless otherwise noted)

such, transactions with Berkshire subsequent to March 8, 2019 are not considered related party transactions.

c) Key management includes the Company's directors and executive team. Compensation awarded to key management includes:

	13-week periods ended	
	June 2, 2019	May 27, 2018
Salaries, directors' fees and short-term benefits	$ 922	$ 758
Stock-based compensation expense	596	1,011
	$ 1,518	$ 1,769

19 Supplemental cash flow information

	13-week periods ended	
	June 2, 2019	May 27, 2018
Net change in non-cash working capital balances		
Accounts receivable	$ 2,927	$ 186
Prepaid expenses and other current assets	(1,120)	368
Inventory	3,552	3,807
Other assets	(313)	(42)
Accounts payable and accrued liabilities	(2,777)	(3,336)
Deferred revenue	(410)	316
	$ 1,859	$ 1,299
Supplemental cash flow information		
Accrued purchases of property and equipment	$ 2,190	$ 8,347
Accrued purchases of intangible assets	10	576