

2018-2019 Annual Report Cannabis Management Corporation

Department of Finance and Treasury Board

January 2022

2018-2019 Annual Report

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Hon. Ernie L. Steeves
Minister of Finance and Treasury Board
Province of New Brunswick

We are pleased to submit to you the Annual Report of the Cannabis Management Corporation
for the fiscal year ended March 31, 2019.



Cheryl Hansen
Chair



Mike Comeau
Director

Cannabis Management Corporation

The Cannabis Management Corporation (CMC) was established as a Crown Corporation in June 2018 by the *Cannabis Management Corporation Act* (the Act) in response to the federal Government's plan to legalize and regulate cannabis and to comply with section 69 of the *Cannabis Act* (Canada).

The CMC's mandate is to:

- (a) to undertake, implement, organize, conduct and manage the purchase, distribution and sale of recreational use cannabis on behalf of the government of the Province,
- (b) to undertake, implement, organize, conduct and manage the purchase, distribution and sale of recreational use cannabis on behalf of the government of the Province and the government of any other province or territory of Canada,
- (c) to ensure that the purchase, distribution and sale of recreational use cannabis are conducted and managed in secure, responsible retail outlets in accordance with the *Criminal Code* (Canada), the *Cannabis Act* (Canada), this Act and the regulations, and the *Cannabis Control Act*,
- (d) to promote the responsible consumption of recreational use cannabis in the Province, and
- (e) to take any other measures in relation to the purchase, distribution and sale of recreational use cannabis that the Lieutenant-Governor in Council may require.

The CMC has a service provider agreement with Cannabis NB, a subsidiary of Alcool New Brunswick Liquor (ANBL) under section 8(d) of the Act to establish a cannabis retail and distribution network. The CMC receives the net profit/loss from Cannabis NB operations as per the service provider agreement.

Governance

Board of Directors

The business affairs of the Cannabis Management Corporation are administered by a board of directors, which consists of the Deputy Minister of Finance and Treasury Board, the Deputy Minister of Health, the Deputy Minister of Justice and Public Safety and no more than four senior civil servants, one of whom must be responsible for economic development.

As of March 31, 2019, members of the board of directors were:

- Cheryl Hansen, Deputy Minister of Finance and Treasury Board (Chair)
- Tom Maston, Deputy Minister of Health (Vice-Chair)
- Mike Comeau, Deputy Minister of Public Safety
- Stephen Lund, CEO Stakeholder Relations, Opportunities NB
- Renée Laforest, Vice President, Strategic Procurement Service New Brunswick
- Paul Martin, Comptroller

Officers and Support Staff

There were four officers of the corporation as of March 31, 2019:

- President
- Vice-President
- Secretary-Treasurer
- Recording Secretary

These officers have specific duties as laid out in the by-laws as well as any other duties as may be stipulated by the board. All officers of the corporation are employees of the Province of the New Brunswick. The CMC also receives additional support and staff services from the Agency Relations Branch of the Department of Finance and Treasury Board.

2018-2019 Highlights

Legalization of dried cannabis, cannabis seeds, cannabis oil and fresh cannabis was initially planned for July 2018, but was delayed to October 17, 2018 to ensure all provinces and territories had the opportunity to develop their legal frameworks. Provincial and Territorial governments had much to prepare in the first half of fiscal year 2018-2019 to meet their federal obligations under the new regime.

Legal Framework

According to the *Cannabis Act* (Canada), cannabis retail is the purview of the provinces and territories providing they have a legislative framework in place. To this end, New Brunswick made five legislative changes:

- *Cannabis Management Corporation Act* (Department of Finance) was proclaimed in June 2018, effectively creating the CMC.
- Amendments to the *New Brunswick Liquor Corporation Act* (Department of Finance) gave ANBL the authority to form a subsidiary (Cannabis NB) and sell cannabis.
- *Cannabis Control Act* (Department of Health) set out a regulatory framework including rules for possession, consumption, growth, sale and distribution of cannabis in the province.
- Amendments to the *Motor Vehicle Act* (Department of Public Safety) created impaired driving penalties.
- The *Cannabis Education and Awareness Fund Act* (Department of Finance) was created to support research, prevention and education. It is currently supported by 2% of the wholesale cost of cannabis from producers selling in New Brunswick through Cannabis NB.

Preparing for October 17, 2018

To further prepare for legalization and to mitigate initial supply shortages, the CMC held memoranda of understanding (MOUs) with four cannabis suppliers:

- Aphria Inc.;
- Canopy Growth Corp. / Tweed Ltd.;

- Organigram Inc.; and
- Zenabis Ltd.

After Royal Assent of the *Cannabis Act* (Canada), Cannabis NB was incorporated, and the MOUs were transitioned to supply agreements directly with Cannabis NB. They continued to sign additional supply partners throughout the fiscal year.

In order to formalize the relationship between the CMC and Cannabis NB and ensure all obligations were clear and well defined, the CMC drafted and signed a Service Provider Agreement with Cannabis NB to stand up a retail and distribution network within New Brunswick pursuant to section 9(a) of the Act.

Legalization

On October 17, 2018, Cannabis NB had 20 physical locations across New Brunswick as well as an online store.

The newly created Canadian cannabis market experienced supply shortages of both product and variety. In addition, the legalization delays and market uncertainties contributed to a loss of (\$12.5 million) for fiscal 2018-2019.

FINANCIAL STATEMENTS

Cannabis Management Corporation

31 MARCH 2019

INDEPENDENT AUDITOR'S REPORT

To the Chairperson and Board of Directors of the Cannabis Management Corporation

Report on the Audit of the Consolidated Financial Statements

Opinion

I have audited the consolidated financial statements of the Cannabis Management Corporation (the Entity), which comprise the consolidated statement of financial position as at March 31, 2019, and the consolidated statements of operations, change in net debt, change in accumulated deficit, and cash flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Entity as at March 31, 2019, and the consolidated results of its operations, changes in its net debt, changes in its accumulated deficit and its cash flows for the year then ended in accordance with Canadian public sector accounting standards.

Basis for Opinion

I conducted my audit in accordance with Canadian generally accepted auditing standards. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of my report. I am independent of the Entity in accordance with the ethical requirements that are relevant to my audit of the consolidated financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Canadian public sector accounting standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the consolidated financial statements, to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.



Kim Adair-MacPherson, FCPA, CA, ICD.D
Auditor General

Fredericton, New Brunswick
November 18, 2020

Management Report

March 31, 2019

The preparation of the financial information is an integral part of management's responsibilities and the accompanying financial statements are the responsibility of the management of the Cannabis Management Corporation (CMC).

The CMC has an accounting system and related controls to provide management and the Board of Directors with reasonable assurance that transactions are executed and recorded as authorized, that assets are properly safeguarded and accounted for, and that financial records are reliable for the preparation of financial statements in accordance with Canadian public sector accounting standards.

It is the responsibility of the CMC's Board of Directors to oversee management's performance of its financial reporting responsibilities and to review and approve the financial statements. The Board reviews and recommends approval of the financial statements, and meets periodically with management and the external auditors concerning internal controls and other financial matters.



Cheryl Hansen
Deputy Minister, Finance and Treasury Board
Chair, CMC



Ian Hollohan
President, CMC

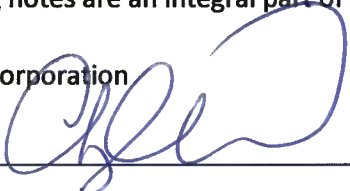
Cannabis Management Corporation
Consolidated Statement of Financial Position
as at 31 March


Liabilities	2019
Investment in Cannabis New Brunswick - Deficit	\$ 12,514,000
Total Liabilities	\$ 12,514,000
Net Debt	\$ (12,514,000)
Accumulated Deficit	\$ (12,514,000)

Contingent Liabilities - Note 8
 Commitments - Note 9

The accompanying notes are an integral part of these Financial Statements.

Approved by the Corporation


 _____ Director


 _____ Director

Cannabis Management Corporation
Consolidated Statement of Operations
for the year ended 31 March

Revenues	2019 Budget - Note 7	2019
Income from Investment in Cannabis NB	\$ 1,200,000	\$ -
Cannabis Education and Awareness Fund	1,075,000	250,000
Total Revenues	\$ 2,275,000	\$ 250,000
Expenses		
Loss on Investment in Cannabis NB	\$ -	\$ 12,514,000
Cannabis Education and Awareness Fund	1,075,000	250,000
Audit and Consulting fees	50,000	-
Total Expenses	\$ 1,125,000	\$ 12,764,000
Annual Deficit	\$ 1,150,000	\$ (12,514,000)

The accompanying notes are an integral part of these Financial Statements.

Cannabis Management Corporation
Consolidated Statement of Change in Net Debt
for the year ended 31 March

	2019 Budget - Note 7	2019
Net Debt - Beginning of Year	\$ -	\$ -
Changes in Year		
Annual Deficit	\$ 1,150,000	\$ (12,514,000)
Increase Net Debt	<u>\$ 1,150,000</u>	<u>\$ (12,514,000)</u>
Net Debt - End of year	<u>\$ 1,150,000</u>	<u>\$ (12,514,000)</u>

Cannabis Management Corporation
Consolidated Statement of Change in Accumulated Deficit
for the year ended 31 March

	2019 Budget - Note 7	2019
Accumulated Deficit - Beginning of Year		
Annual Deficit	\$ 1,150,000	\$ (12,514,000)
Accumulated Deficit - End of Year	<u>\$ 1,150,000</u>	<u>\$ (12,514,000)</u>

The accompanying notes are an integral part of these Financial Statements.

Cannabis Management Corporation
Consolidated Statement of Cash Flow
for the year ended 31 March

2019	
Cash and Cash Equivalents Generated by (used in):	
Operating Activities	
Annual Deficit	\$ (12,514,000)
Net Cash Used in Operating Activities	\$ (12,514,000)
Investing Activities	
Decrease in Investment in Cannabis NB	\$ 12,514,000
Net Cash Used in Investing Activities	\$ 12,514,000
Decrease in Cash and Cash Equivalents During The Year	\$ -
Cash and Cash Equivalents, Beginning of Year	\$ -
Cash and Cash Equivalents, End of Year	\$ -

The accompanying notes are an integral part of these Financial Statements.

Cannabis Management Corporation
Notes to the Consolidated Financial Statements
31 March 2019

1. Nature of the Corporation

The Cannabis Management Corporation (CMC) is a Crown Corporation established under the *Cannabis Management Corporation Act* as of March 16, 2018. The CMC is responsible for the oversight, organization, conduct and management of the retail sales of cannabis in New Brunswick.

The CMC is governed by a board of directors, fully internal to government. The board composition is laid out in Section 12(1) of the *Cannabis Management Corporation Act*. As per Section 13 of the Act, the Deputy Ministers of Finance and Health act as the Chairperson and Vice-Chairperson, respectively, of the board. The by-laws establish three officers of the corporation – a President, a Vice-President and a Secretary-Treasurer who undertake specific duties as laid out in the by-laws and may undertake other duties as prescribed by the board of directors. Support services for the corporation (e.g. the preparation of annual financial statements and annual report, day-to-day operational management, etc.) are undertaken by staff of the Agency Relations and Policy and Financial Services branches of the Department of Finance and Treasury Board.

The CMC has the authority to enter into agreements in respect of the distribution and sale of cannabis as well as a mandate to create a policy on responsible consumption of cannabis, subject to approval from the Lieutenant Governor in Council. The CMC has entered into a Service Provider Agreement with Cannabis NB (a subsidiary of ANBL) to operate cannabis retail outlets on its behalf in New Brunswick.

2. Summary of significant accounting policies

a) Basis of accounting

These consolidated financial statements are prepared in accordance with Canadian public sector accounting standards.

b) Specific Accounting Policies

Revenues and Expenses

Revenues and expenses are recorded on an accrual basis in the period in which the transaction or event that gave rise to the revenue or expense occurred.

c) Principals of Consolidation – Modified Equity Method

This method is used for government business enterprises (GBEs). GBEs are defined in Note 4 to these consolidated financial statements. The modified equity method reports a GBE's net assets or liabilities as an investment on the Corporation's Consolidated Statement of Financial Position. The net income of the GBE is reported as investment income or investment loss from Cannabis NB on the Corporation's Consolidated Statement of Operations. Inter-organizational transactions and balances are not eliminated. The accounting policies of GBEs are not adjusted to conform with those of the Corporation.

d) Government Transfers

Government transfers are transfers of money, such as grants, to an organization for which the Corporation does not receive any goods or services directly in return. Government transfers are recognized in Corporation's financial statements as expenses in the period the events underlying the transfer occurred, as long as the transfer is authorized, and eligibility criteria have been met. Government transfers are comprised of expenses under the Cannabis Education and Awareness Fund. Revenue and recoveries are recognized in the period during which they are authorized, and all eligibility criteria have been met.

Cannabis Management Corporation
Notes to the Consolidated Financial Statements
31 March 2019

3. Risk Management

An analysis of risk from the CMC's financial instruments is provided below:

a) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause financial loss for the other party by failing to discharge an obligation. Management has determined the corporation does not have any exposure at this time.

b) Liquidity risk

Liquidity risk is the risk of not being able to settle or meet an obligation on time or at a reasonable price. Liquidity risk is managed through the Province's consolidated fund in order to meet operating and capital requirements. Management has determined the corporation does not have any exposure at this time.

c) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. Management has determined the corporation does not have any exposure at this time.

d) Currency risk

Currency risk arises on financial instruments denominated in a foreign currency. Management has determined the corporation does not have any exposure at this time.

4. Investment in Cannabis NB LTD. – Deficit

On June 25, 2018, the New Brunswick Liquor Corporation incorporated, Cannabis NB LTD.(CNB) as a subsidiary, as per its ability under the *New Brunswick Liquor Corporation Act*. CNB operates the retail network of stores selling cannabis in New Brunswick on behalf of the CMC. CNB is reported as a GBE to the CMC. The statements for CNB are prepared in accordance with International Financial Reporting Standards.

Cannabis Management Corporation
Notes to the Consolidated Financial Statements
31 March 2019

Note 4 continued

The following represents financial information of CNB Ltd and CMC's investment in CNB.

<u>Balance Sheet</u> (\$ thousands)	2019 <u>Cannabis NB Ltd.</u>
Assets	
Current Assets:	
Cash	\$ 536
Trade and other receivables	114
Inventories	2,200
Prepaid Expenses	<u>914</u>
	3,764
Property and equipment	4,647
Intangible assets	<u>4,271</u>
	<u><u>\$ 12,682</u></u>
Liabilities	
Current liabilities:	
Trade and other payables	\$ 6,214
Due to New Brunswick Liquor Corporation	<u>18,982</u>
	25,196
Deficiency	
Deficit	<u>(12,514)</u>
	<u><u>\$ 12,682</u></u>
<u>Statement of Operations</u>	
(\$ thousands)	
Total sales	\$ 18,629
Cost of Sales	<u>12,024</u>
Gross profit	6,605
Other income	168
Operating expenses	<u>19,287</u>
Net Loss and comprehensive loss, being balance of deficiency at the end of the period	<u><u>(\$ 12,514)</u></u>

Cannabis Management Corporation
Notes to the Consolidated Financial Statements
31 March 2019

5. Cannabis Education and Awareness Fund

The Cannabis Education and Awareness Fund Act established the Cannabis Education and Awareness Fund as a special purpose account, to ensure funding is available for:

- education and awareness programs related to cannabis,
- the development and implementation of policies and programs relating to the responsible consumption of cannabis and reduction of its adverse health effects and the promotion of corporate social responsibility in the distribution and sale of cannabis;
- funding for research on cannabis and its consumption; and
- reimbursement of costs of initiatives undertaken by individuals, organization or department, corporation or agency of the government of the Province that are related to the purposes set out above.

The Minister of Finance and Treasury Board is the custodian of the Fund, and the Minister is advised by an advisory committee on the disbursement of the Fund. The committee includes the chair of the board of the CMC, the Chief Medical Officer of health, two senior civil servants and three representatives of non-governmental organizations. Under terms of its supply agreements, CNB collects money from its suppliers to be used specifically for the Fund. CNB has appointed the CMC as its designate and transfers the amounts collected from the suppliers to the CMC monthly. The CMC then directs the amounts provided to the Fund. As per the General Regulation under the *Cannabis Management Corporation Act*, CMC is required to pay at least \$250,000 to the Fund annually.

6. Related Party Transactions

The CMC is related to the Province and all departments, agencies, commissions, and Crown corporations under common control of the Province of New Brunswick.

Inter-entity transactions (transactions between commonly controlled entities) are recorded at the exchange amount when they are undertaken on similar terms and conditions as if the entities were dealing at arm's length.

Transactions with the Province of New Brunswick and entities under common control of the Province of New Brunswick have occurred and been settled on normal trade terms, with the exception of office space, information technology, human resources, legal, operational and financial administration services which CMC receives from the Province of New Brunswick at no charge.

Related parties also include key management personnel having the authority and responsibility for planning, directing, and controlling the activities of the CMC, their close family members, and any entities closely affiliated with these individuals. Key management personnel for the CMC have been identified as members of the Board of directors along with the officers of the corporation. For the year ended March 31, 2019, there were no transactions to report between the CMC and key management personnel, their close family members, or any entities affiliated with them.

Cannabis Management Corporation
Notes to the Consolidated Financial Statements
31 March 2019

7. Budget

The budget figures included in these financial statements have been derived from the estimates approved by the Board of Directors of the CMC.

8. Contingent Liabilities

The Corporation may be subject to litigation in the course of its operations. In management's judgement, no material exposure exists at this time and accordingly, management has not recorded a provision for loss in the financial statements.

9. Commitments for Cannabis New Brunswick

The Cannabis NB leases buildings and premises under operating leases which expire in 2033. In addition to leases, the Cannabis NB has contractual commitments for call centre services. The table below outlines the commitments as at March 31, 2019.

(\$ thousands)

Due within one year or less	\$ 4 174
Between one and five years	14 701
More than five years	<u>25 602</u>
	<u><u>\$ 44 477</u></u>