

Unaudited condensed consolidated interim financial statements of

## **ROGERS SUGAR INC.**

Three month period ended December 29, 2018 and December 30, 2017

(Unaudited and not reviewed by the Company's independent auditors)

# ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of earnings and comprehensive income  
(In thousands of dollars except per share amounts)

<i>Condensed consolidated interim statements of earnings</i>	<b>For the three month period ended</b>	
	<b>December 29, 2018</b>	December 30, 2017
Revenues (note 19)	\$ 206,022	\$ 204,883
Cost of sales	171,473	161,770
Gross margin	34,549	43,113
Administration and selling expenses	7,795	8,187
Distribution expenses	3,772	3,241
	11,567	11,428
Results from operating activities	22,982	31,685
Finance income (note 6)	(98)	(135)
Finance costs (note 6)	4,740	4,139
Net finance costs (note 6)	4,642	4,004
Earnings before income taxes	18,340	27,681
Income tax expense (recovery):		
Current	6,260	5,761
Deferred	(1,331)	1,704
	4,929	7,465
Net earnings	\$ 13,411	\$ 20,216
Net earnings per share (note 14)		
Basic	\$ 0.13	\$ 0.19
Diluted	\$ 0.12	\$ 0.18

<i>Condensed consolidated interim statements of comprehensive income</i>	<b>For the three month period ended</b>	
	<b>December 29, 2018</b>	December 30, 2017
Net earnings	\$ 13,411	\$ 20,216
Other comprehensive (loss) income:		
Items that may or may not be reclassified subsequently to net earnings:		
Cash flow hedges (note 9)	(2,349)	(367)
Income tax on other comprehensive loss (note 9)	622	97
Foreign currency translation differences	976	102
	(751)	(168)
Net earnings and comprehensive income for the period	\$ 12,660	\$ 20,048

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

# ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of financial position

(In thousands of dollars)

	December 29, 2018	September 29, 2018	December 30, 2017
<b>Assets</b>			
Current assets:			
Cash	\$ 7,494	\$ 2,101	\$ 9,084
Restricted cash (note 7)	-	846	3,348
Trade and other receivables	80,330	81,736	69,316
Inventories (note 8)	173,312	179,325	182,544
Prepaid expenses	3,436	5,304	2,168
Derivative financial instruments (note 9)	706	4,011	1,447
Total current assets	265,278	273,323	267,907
Non-current assets:			
Property, plant and equipment	211,373	208,899	199,850
Intangible assets	38,221	38,947	33,324
Other assets	934	985	1,037
Deferred tax assets	13,644	12,976	13,947
Derivative financial instruments (note 9)	713	2,072	2,432
Goodwill	333,007	333,007	337,911
Total non-current assets	597,892	596,886	588,501
Total assets	\$ 863,170	\$ 870,209	\$ 856,408
<b>Liabilities and Shareholder's Equity</b>			
Current liabilities:			
Bank overdraft	\$ 229	\$ 5,469	\$ -
Revolving credit facility (note 10)	34,000	12,000	87,500
Trade and other payables	84,841	113,777	80,189
Income taxes payable	2,875	3,506	1,153
Provisions	1,005	1,006	422
Finance lease obligations	50	50	50
Derivative financial instruments (note 9)	3,955	1,847	3,758
Convertible unsecured subordinated debentures (note 12)	-	-	59,434
Current portion of other long-term liabilities (note 11)	-	773	3,876
Total current liabilities	126,955	138,428	236,382
Non-current liabilities:			
Revolving credit facility (note 10)	160,000	160,000	140,000
Employee benefits	31,671	31,494	37,698
Provisions	1,174	1,199	1,730
Derivative financial instruments (note 9)	3,717	2,720	2,231
Finance lease obligations	917	64	100
Convertible unsecured subordinated debentures (note 12)	142,868	142,421	52,417
Deferred tax liabilities	42,963	44,238	41,129
Total non-current liabilities	383,310	382,136	275,305
Total liabilities	510,265	520,546	511,687
Shareholder's equity:			
Share capital (note 13)	100,639	100,639	101,335
Contributed surplus	300,487	300,436	300,281
Equity portion of convertible unsecured subordinated debentures (note 12)	5,085	5,085	3,141
Deficit	(59,211)	(63,171)	(61,161)
Accumulated other comprehensive income	5,905	6,656	1,125
Total shareholder's equity	352,905	349,645	344,721
Total liabilities and shareholder's equity	\$ 863,170	\$ 870,209	\$ 856,408

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

# ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of changes in shareholders' equity

(In thousands of dollars except number of shares)

For the three month period ended December 29, 2018									
	Number of shares	Common shares	Contributed surplus	Equity portion of convertible debentures	Accumulated unrealized gain on employee benefit plans	Accumulated cash flow hedge gain (loss)	Accumulated foreign currency translation differences	Deficit	Total
		\$	\$	\$	\$	\$	\$	\$	\$
Balance, September 29, 2018	105,008,070	100,639	300,436	5,085	6,070	272	314	(63,171)	349,645
Net earnings for the period	-	-	-	-	-	-	-	13,411	13,411
Dividends (note 13)	-	-	-	-	-	-	-	(9,451)	(9,451)
Share-based compensation (note 15)	-	-	51	-	-	-	-	-	51
Cash flow hedges, net of tax (note 9)	-	-	-	-	-	(1,727)	-	-	(1,727)
Translation of foreign operations	-	-	-	-	-	-	976	-	976
<b>Balance, December 29, 2018</b>	<b>105,008,070</b>	<b>100,639</b>	<b>300,487</b>	<b>5,085</b>	<b>6,070</b>	<b>(1,455)</b>	<b>1,290</b>	<b>(59,211)</b>	<b>352,905</b>

For the three month period ended December 30, 2017									
	Number of shares	Common shares	Contributed surplus	Equity portion of convertible debentures	Accumulated unrealized gain on employee benefit plans	Accumulated cash flow hedge gain (loss)	Accumulated foreign currency translation differences	Deficit	Total
		\$	\$	\$	\$	\$	\$	\$	\$
Balance, September 30, 2017	105,743,582	101,335	300,247	3,141	1,190	295	(192)	(71,860)	334,156
Net earnings for the period	-	-	-	-	-	-	-	20,216	20,216
Dividends (note 13)	-	-	-	-	-	-	-	(9,517)	(9,517)
Share-based compensation (note 15)	-	-	34	-	-	-	-	-	34
Cash flow hedges, net of tax (note 9)	-	-	-	-	-	(270)	-	-	(270)
Translation of foreign operations	-	-	-	-	-	-	102	-	102
<b>Balance, December 30, 2017</b>	<b>105,743,582</b>	<b>101,335</b>	<b>300,281</b>	<b>3,141</b>	<b>1,190</b>	<b>25</b>	<b>(90)</b>	<b>(61,161)</b>	<b>344,721</b>

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

# ROGERS SUGAR INC.

(Unaudited)

Condensed consolidated interim statements of cash flows

(In thousands of dollars)

	For the three month period ended	
	December 29, 2018	December 30, 2017
Cash flows from operating activities:		
Net earnings	\$ 13,411	\$ 20,216
Adjustments for:		
Depreciation of property, plant and equipment (note 5)	3,839	3,456
Amortization of intangible assets (note 5)	942	687
Changes in fair value of derivative financial instruments included in cost of sales	5,519	(4,753)
Income tax expense	4,929	7,465
Pension contributions	(1,713)	(1,862)
Pension expense	1,890	391
Net finance costs (note 6)	4,642	4,004
Share-based compensation – equity settled (note 15)	51	34
Share-based compensation – cash settled (note 15)	49	103
Gain on disposal of property, plant and equipment	(16)	-
Other	4	7
	<b>33,547</b>	<b>29,748</b>
Changes in:		
Trade and other receivables	1,436	14,635
Inventories	6,402	6,129
Prepaid expenses	1,877	820
Trade and other payables	(29,377)	(53,249)
Provisions	(26)	(79)
	<b>(19,688)</b>	<b>(31,744)</b>
Cash flows from (used in) operating activities	<b>13,859</b>	<b>(1,996)</b>
Interest paid	(5,947)	(5,135)
Income taxes paid	(6,919)	(3,631)
Net cash from (used in) operating activities	<b>993</b>	<b>(10,762)</b>
Cash flows (used in) from financing activities:		
Dividends paid (note 13)	(9,451)	(9,517)
Decrease in bank overdraft	(5,240)	-
Increase in revolving credit facility (note 10)	22,000	57,500
Payment of financing fees	-	(122)
Cash flow from financing activities	<b>7,309</b>	<b>47,861</b>
Cash flows used in investing activities:		
Business combination, net of cash acquired (note 4)	-	(42,061)
Additions to property, plant and equipment, net of proceeds on disposal	(3,226)	(2,955)
Additions to intangible assets	(2)	(100)
Cash flow used in investing activities	<b>(3,228)</b>	<b>(45,116)</b>
Effect of changes in exchange rate on cash	<b>319</b>	<b>68</b>
Net increase (decrease) in cash	<b>5,393</b>	<b>(7,949)</b>
Cash, beginning of period	<b>2,101</b>	<b>17,033</b>
Cash, end of period	<b>\$ 7,494</b>	<b>\$ 9,084</b>

Supplemental cash flow information (note 16)

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

# ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements  
(In thousands of dollars except as noted and amounts per share)

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## 1. Reporting entity:

Rogers Sugar Inc. (“Rogers” or the “Company”) is a company domiciled in Canada, incorporated under the *Canada Business Corporations Act*. The head office of Rogers is located at 123 Rogers Street, Vancouver, British Columbia, V6B 3V2. The unaudited condensed consolidated interim financial statements of Rogers for the three month period ended December 29, 2018 and December 30, 2017 comprise Rogers and the directly and indirectly controlled subsidiaries, Lantic Inc. (“Lantic”) and L.B. Maple Treat Corporation (“LBMT”), (together referred to as the “Company”). The principal business activities of the Company are the refining, packaging and marketing of sugar and maple products.

## 2. Basis of presentation and statement of compliance:

### (a) Statement of compliance:

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* on a basis consistent with those accounting policies followed by the Company in the most recent audited consolidated annual financial statements other than the adoption of the amendments of IFRS 2, IFRS 15, IFRIC 22, and Annual Improvements to IFRS Standards (2014-2016) Cycle as described in note 3(b). Certain information, in particular the accompanying notes, normally included in the audited annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) has been omitted or condensed. Accordingly, these unaudited condensed consolidated 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 September 29, 2018. The quarterly unaudited condensed consolidated interim financial statements were not reviewed nor audited by our external auditors and were authorized for issue by the Board of Directors on January 31, 2019.

### (b) Basis of measurement:

These unaudited condensed consolidated interim financial statements have been prepared on the historical cost basis except for the following material items in the unaudited condensed consolidated statements of financial position:

- (i) derivative financial instruments are measured at fair value,
- (ii) cash-settled share appreciation rights and cash-settled performance share units are measured at fair value,
- (iii) the defined benefit liability is recognized as the net total of the present value of the defined benefit obligation less the total of the fair value of the plan assets and the unrecognized past service costs; and
- (iv) assets and liabilities acquired in business combinations are measured at fair value at acquisition date.

## 2. Basis of presentation and statement of compliance:

### (c) Functional and presentation currency:

These unaudited condensed consolidated interim financial statements are presented in Canadian dollars since it is the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousands, except as noted and per share amounts.

### (d) Use of estimates and judgements:

The preparation of these unaudited condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

In preparing these unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and key sources of estimation of uncertainty are as those applied and described in the Company's audited annual consolidated financial statements for the year ended September 29, 2018.

## 3. Significant accounting policies:

### (a) Basis of consolidation:

#### (i) Subsidiaries:

The consolidated financial statements include the Company and the subsidiary it controls, Lantic Inc. ("Lantic") and its subsidiaries, L.B. Maple Treat Corporation ("LBMT"), 9020-2292 Québec Inc. ("Decacer") and Highland Sugarworks Inc. ("Highland") (the latter three companies together referred to as "LBMT"). Control exists where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date control commences until the date that control ceases. The accounting policies of subsidiaries are aligned with the policies adopted by the Company.

Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

### 3. Significant accounting policies (continued):

#### (b) New standards and interpretations adopted:

The significant accounting policies as disclosed in the Company's audited annual consolidated financial statements for the year ended September 29, 2018 have been applied consistently in the preparation of these unaudited condensed consolidated interim financial statements, except as noted below:

##### (i) IFRS 2, *Classification and Measurement of Share-based Payment Transactions*:

On June 20, 2016, the IASB issued amendments to IFRS 2, *Share-based Payment*, clarifying how to account for certain types of share-based payment transactions. The amendments apply for annual periods beginning on or after January 1, 2018. As a practical simplification, the amendments can be applied prospectively. Retrospective or early application is permitted if information is available without the use of hindsight.

The amendments provide requirements on the accounting for:

- The effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- Share-based payment transactions with a net settlement feature for withholding tax obligations; and
- A modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

The Company adopted the amendments to IFRS 2 in its consolidated interim financial statements for the annual period beginning on September 30, 2018. The adoption of the amendments did not have an impact on the consolidated interim financial statements.

##### (ii) IFRS 15, *Revenue from Contracts with Customers*:

On May 28, 2014 the IASB issued IFRS 15, *Revenue from Contracts with Customers*. IFRS 15 will replace IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programmes*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfer of Assets from Customers*, and SIC 31, *Revenue – Barter Transactions Involving Advertising Services*. The new standard is effective for years beginning on or after January 1, 2018. Earlier application is permitted.

The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized.

The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs.



### 3. Significant accounting policies (continued):

#### (b) New standards and interpretations adopted (continued):

##### (ii) IFRS 15, *Revenue from Contracts with Customers* (continued):

The Company adopted IFRS 15 in its consolidated interim financial statements for the year beginning on September 30, 2018. The adoption of the standard did not have an impact on the consolidated interim financial statements.

##### (iii) IFRIC 22, *Foreign Currency Transactions and Advance Consideration*:

On December 8, 2016, the IASB issued IFRIC Interpretation 22, *Foreign Currency Transactions and Advance Consideration*.

The Interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

The Interpretation is applicable for annual periods beginning on or after January 1, 2018. Earlier application is permitted.

The Company adopted the Interpretation in its consolidated interim financial statements for the annual period beginning on September 30, 2018. The adoption of the Interpretation did not have an impact on the consolidated interim financial statements.

##### (iv) Annual Improvements to IFRS Standards (2014-2016) Cycle:

On December 8, 2016 the IASB issued narrow-scope amendments to three standards as part of its annual improvements process. Each of the amendments has its own specific transition requirements and effective date.

Amendments were made to the following standard:

- Removal of out-dated exemptions for first-time adopters under IFRS 1, *First-time Adoption of International Financial Reporting Standards*, effective for annual periods beginning on or after January 1, 2018; and
- Clarification that the election to measure an associate or joint venture at fair value under IAS 28, *Investments in Associates and Joint Ventures* for investments held directly, or indirectly, through a venture capital or other qualifying entity can be made on an investment-by-investment basis. The amendments are effective retrospectively for annual periods beginning on or after January 1, 2018.

The Company adopted these amendments in its consolidated interim financial statements for the annual period beginning September 30, 2018. The adoption of the amendments did not have an impact on the consolidated interim financial statements.

### 3. Significant accounting policies (continued):

(c) New standards and interpretations not yet adopted:

A number of new standards and amendments to standards and interpretations are not yet effective for the three month period ended December 29, 2018 and have not been applied in preparing these unaudited condensed consolidated interim financial statements. New standards and amendments to standards and interpretations that are currently under review include:

(i) IFRS 16, *Leases*:

On January 13, 2016 the IASB issued IFRS 16, *Leases*. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, *Revenue from Contracts with Customers* at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17, *Leases*.

This 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.

This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by the lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease. Transitional provisions have been provided.

The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning on September 29, 2019. The Company has started reviewing the impact of the adoption of IFRS 16 and expects that certain of the existing leases will require to be recognized as assets and liabilities. However, the extent of the impact of adoption of the standard on the consolidated financial statements of the Company has not yet been quantified.

(ii) IFRIC 23, *Uncertainty over Income Tax Treatments*:

On June 7, 2017, the IASB issued IFRIC Interpretation 23, *Uncertainty over Income Tax Treatments*.

The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments.

The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted.

### 3. Significant accounting policies (continued):

#### (c) New standards and interpretations not yet adopted (continued):

##### (ii) IFRIC 23, *Uncertainty over Income Tax Treatments* (continued):

The Interpretation requires an entity to:

- Contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution;
- Reflect an uncertainty in the amount of income tax payable (recoverable) if it is probable that it will pay (or recover) an amount for the uncertainty; and
- Measure a tax uncertainty based on the most likely amount or expected value depending on whichever method better predicts the amount payable (recoverable).

The Company intends to adopt the Interpretation in its consolidated financial statements for the annual period beginning on September 29, 2019. The extent of the impact of the adoption of the Interpretation has not yet been determined.

##### (iii) Annual Improvements to IFRS Standards (2015-2017) Cycle:

On December 12, 2017 the IASB issued narrow-scope amendments to three standards as part of its annual improvements process.

The amendments are effective on or after January 1, 2019, with early application permitted. Each of the amendments has its own specific transition requirements.

Amendments were made to the following standards:

- IFRS 3, *Business Combinations* and IFRS 11, *Joint Arrangements* – to clarify how a company accounts for increasing its interest in a joint operation that meets the definition of a business;
- IAS 12, *Income Taxes* – to clarify that all income tax consequences of dividends are recognized consistently with the transactions that generated the distributable profits – i.e. in profit or loss, OCI, or equity; and
- IAS 23, *Borrowing Costs* – to clarify that specific borrowings – i.e. funds borrowed specifically to finance the construction of a qualifying asset – should be transferred to the general borrowings pool once the construction of the qualifying asset has been completed.

The Company intends to adopt these amendments in its consolidated financial statements for the annual period beginning on September 29, 2019. The extent of the impact of adoption of the amendments has not yet been determined.

### 3. Significant accounting policies (continued):

(c) New standards and interpretations not yet adopted (continued):

(iv) Amendments to References to the Conceptual Framework in IFRS Standards:

On March 29, 2018 the IASB issued a revised version of its *Conceptual Framework for Financial Reporting* (the Framework), that underpins IFRS Standards. The IASB also issued *Amendments to References to the Conceptual Framework in IFRS Standards* (the Amendments) to update references in IFRS Standards to previous versions of the Conceptual Framework.

Both documents are effective from January 1, 2020 with earlier application permitted.

The Company does not intend to adopt the Amendments in its consolidated financial statements before the annual period beginning on October 4, 2020. The extent of the impact of the change has not yet been determined.

### 4. Business combinations:

On November 18, 2017, the Company acquired all of the issued and outstanding shares of Decacer for a total consideration of \$43.0 million (\$42.1 million net of cash acquired) (the "Decacer Transaction"). The Company financed the acquisition, including transaction costs, with a draw-down on the Company's \$265.0 million amended credit facility (see Note 10, Revolving credit facility).

Decacer is a major bottler and distributor of branded and private label maple syrup and maple sugar based in Dégelis, Québec.

The Company has determined the fair value of the assets acquired and liabilities assumed based on management's preliminary best estimate of their fair values and taking into account all relevant information available at that time. As of the reporting date, the Company had completed the purchase price allocation over the identifiable net assets and goodwill and no adjustment was made to the purchase price allocation as presented in the audited annual consolidated financial statements for the year ended September 29, 2018.

# ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements  
(In thousands of dollars except as noted and amounts per share)

## 5. Depreciation and amortization expense:

Depreciation and amortization expense were charged to the unaudited condensed consolidated interim statements of earnings as follows:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Depreciation of property, plant and equipment:		
Cost of sales	3,707	3,348
Administration and selling expenses	132	108
	3,839	3,456
Amortization of intangible assets:		
Administration and selling expenses	942	687
Total depreciation and amortization expense	4,781	4,143

## 6. Finance income and finance costs:

Recognized in net earnings:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Net change in fair value of interest rate swap agreements (note 9)	98	135
Finance income	98	135
Interest expense on convertible unsecured subordinated debentures, including accretion of \$200 (2017 - \$119) (note 12)	2,087	1,698
Interest on revolving credit facility	1,230	1,426
Amortization of deferred financing fees	294	249
Other interest expense	1,129	766
Finance costs	4,740	4,139
Net finance costs recognized in net earnings	4,642	4,004

# ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements  
(In thousands of dollars except as noted and amounts per share)

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## 7. Restricted cash:

Restricted cash represents balances assumed by the Company as a result of having acquired all of the issued and outstanding shares of LBMTTC.

On December 1, 2016, LBMTTC acquired all issued and outstanding Class A shares of Great Northern with \$7.0 million cash consideration (which was placed in escrow), conditionally payable in quarterly installments contingent on achieving monthly and annual sales volume targets to a specific client for the twelve-month periods ending November 30, 2017 and November 30, 2018. The fair value of the contingent consideration was determined to be \$6.6 million and was calculated using a probability-weighted expectation of the payment of the contingent consideration and a discount rate of 3.45%. As at December 29, 2018, cash held in an escrow account and the fair value of the contingent consideration payable were nil (September 29, 2018 - \$0.8 million and \$0.8 million, respectively; December 30, 2017 - \$2.5 million and \$3.0 million, respectively) (See Note 11, Other long-term liabilities).

## 8. Inventories

During the period, inventories recognized as cost of goods sold amounted to \$169.0 million (December 30, 2017 - \$167.6 million).

## 9. Financial instruments:

Disclosures relating to risks exposures, in particular credit risk, liquidity risk, foreign currency risk, interest rate risk and equity risk were provided in the September 29, 2018 annual consolidated financial statements and there have been no significant changes in the Company's risk exposures during the three month period ended December 29, 2018.

For its financial assets and liabilities measured at amortized cost as at December 29, 2018, the Company has determined that the carrying value of its short-term financial assets and liabilities approximates their fair value because of the relatively short periods to maturity of these instruments.

Details of recorded gains (losses) for the year, in marking-to-market all derivative financial instruments and embedded derivatives that are outstanding at quarter end, are noted below. For sugar futures contracts (derivative financial instruments), the amounts noted below are netted with the variation margins paid or received to/from brokers at the end of the reporting period. Natural gas futures and sugar futures contracts have been marked-to-market using published quoted values for these commodities, while foreign exchange forward contracts have been marked-to-market using rates published by the financial institution which is counterparty to these contracts.

The fair value of natural gas contracts, foreign exchange forward contracts and interest rate swap calculations include a credit risk adjustment for the Company's or counterparty's credit, as appropriate.

# ROGERS SUGAR INC.

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Notes to unaudited condensed consolidated interim financial statements  
(In thousands of dollars except as noted and amounts per share)

## 9. Financial instruments (continued):

As at December 29, 2018, September 29, 2018 and December 30, 2017, the Company's financial derivatives carrying values were as follows:

	Financial Assets		Financial Liabilities	
	Current	Non-Current	Current	Non-Current
	December 29, 2018		December 29, 2018	
	\$	\$	\$	\$
<b>Derivative financial instruments measured at fair value through profit or loss:</b>				
Sugar futures contracts	150	-	-	113
Foreign exchange forward contracts	-	-	1,545	926
<b>Derivative financial instruments designated as effective cash flow hedging instruments:</b>				
Natural gas futures contracts	-	-	2,410	2,678
Interest rate swap	556	713	-	-
	<b>706</b>	<b>713</b>	<b>3,955</b>	<b>3,717</b>

	Financial Assets		Financial Liabilities		Financial Assets		Financial Liabilities	
	Current	Non-Current	Current	Non-Current	Current	Non-Current	Current	Non-Current
	September 29, 2018				December 30, 2017			
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Derivative financial instruments measured at fair value through profit or loss:</b>								
Sugar futures contracts	364	-	-	135	221	44	-	-
Foreign exchange forward contracts	3,187	58	-	-	1,191	984	-	-
Embedded derivatives	-	-	-	-	-	-	23	-
<b>Derivative financial instruments designated as effective cash flow hedging instruments:</b>								
Natural gas futures contracts	-	-	1,847	2,585	-	-	3,735	2,231
Interest rate swap	460	2,014	-	-	35	1,404	-	-
	<b>4,011</b>	<b>2,072</b>	<b>1,847</b>	<b>2,720</b>	<b>1,447</b>	<b>2,432</b>	<b>3,758</b>	<b>2,231</b>

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Notes to unaudited condensed consolidated interim financial statements  
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## 9. Financial instruments (continued):

	Charged to cost of sales		Charged to finance income		Other comprehensive gain / (loss)	
	Unrealized gain / (loss)					
	December 29, 2018	December 30, 2017	December 29, 2018	December 30, 2017	December 29, 2018	December 30, 2017
	\$	\$	\$	\$	\$	\$
<b>Derivative financial instruments measured at fair value through profit or loss:</b>						
Sugar futures contracts	333	1,231	-	-	-	-
Foreign exchange forward contracts	(3,484)	1,333	-	-	-	-
Embedded derivatives	-	51	-	-	-	-
<b>Derivative financial instruments designated as effective cash flow hedging instruments:</b>						
Natural gas futures contracts	389	883	-	-	(1,045)	(680)
Interest rate swap	-	-	98	135	(1,304)	313
	<b>2,762</b>	<b>3,498</b>	<b>98</b>	<b>135</b>	<b>(2,349)</b>	<b>(367)</b>

The following table summarizes the Company's hedging components of other comprehensive income ("OCI") as at December 29, 2018 and December 30, 2017:

	December 29, 2018			December 30, 2017		
	Natural gas futures contracts	Interest rate swap	Total	Natural gas futures contracts	Interest rate swap	Total
	\$	\$	\$	\$	\$	\$
Opening OCI	(2,679)	3,049	370	(1,700)	2,101	401
Income taxes	712	(810)	(98)	450	(556)	(106)
Opening OCI – net of income taxes	(1,967)	2,239	272	(1,250)	1,545	295
Change in fair value of derivatives designated as cash flow hedges	(657)	(1,205)	(1,862)	203	448	651
Amounts reclassified to net earnings	(389)	(98)	(487)	(883)	(135)	(1,018)
Income taxes	277	345	622	179	(82)	97
Ending OCI – net of income taxes	(2,736)	1,281	(1,455)	(1,751)	1,776	25

For the three month period ended December 29, 2018, the derivatives designated as cash flow hedges were considered to be fully effective and no ineffectiveness has been recognized in net earnings.

Approximately \$0.2 million of net losses presented in accumulated other comprehensive income are expected to be reclassified to net earnings within the next twelve months.



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## 10. Revolving credit facility:

As a result of the amended revolving credit facility, the Additional Accordion Borrowings and the Additional LBMT Accordion Borrowings, the Company has a total of \$265.0 million of available working capital from which it can borrow at prime rate, LIBOR rate or under bankers' acceptances, plus 20 to 250 basis points, based on achieving certain financial ratios.

Certain assets of the Company, including trade receivables, inventories and property, plant and equipment, have been pledged as security for the revolving credit facility. As at December 29, 2018, a total of \$393.1 million of assets are pledged as security (September 29, 2018 - \$376.7 million; December 30, 2017 - \$390.4 million).

The maturity date of the amended revolving credit facility is June 28, 2023.

The following amounts were outstanding as of:

	December 29, 2018	September 29, 2018	December 30, 2017
	\$	\$	\$
Outstanding amount on revolving credit facility:			
Current	34,000	12,000	87,500
Non-current	160,000	160,000	140,000
	<b>194,000</b>	172,000	227,500

As at December 29, 2018, an amount of \$160.0 million is shown as non-current as we don't expect it to be repaid within the next 12 months.

The carrying value of the revolving credit facility approximates fair value as the borrowings bear interest at variable rates.

## 11. Other long-liabilities:

	December 29, 2018		September 29, 2018		December 30, 2017	
	Contingent consideration payable	Balance of purchase price payable	Contingent consideration payable	Balance of purchase price payable	Contingent consideration payable	Balance of purchase price payable
	\$	\$	\$	\$	\$	\$
Opening balance	773	-	4,469	822	4,469	822
Accretion expense	77	-	190	8	34	6
Foreign exchange adjustment	-	-	-	30	-	6
Payment made	(850)	-	(3,886)	(860)	(1,461)	-
Closing balance – current	-	-	773	-	3,042	834

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## 12. Convertible unsecured subordinated debentures:

The outstanding convertible debentures are as follows:

	December 29, 2018	September 29, 2018	December 30, 2017
	\$	\$	\$
<b>Current:</b>			
Fifth series	-	-	60,000
Total face value	-	-	60,000
Less deferred financing fees	-	-	(372)
Less equity component	-	-	(1,188)
Accretion expense on equity component	-	-	994
Carrying value – current	-	-	59,434
<b>Non-current:</b>			
Sixth series	57,500	57,500	57,500
Seventh series	97,750	97,750	-
Total face value	155,250	155,250	57,500
Less deferred financing fees	(6,241)	(6,488)	(2,561)
Less equity component	(6,930)	(6,930)	(2,638)
Accretion expense on equity component	789	589	116
Carrying value – non current	142,868	142,421	52,417
Total carrying value	142,868	142,421	111,851

The fair value of the Sixth and Seventh series debentures as at December 29, 2018 were approximately \$148.8 million based on market quotes.

## 13. Share capital and other components of equity:

As of December 29, 2018, a total of 105,008,070 common shares (September 29, 2018 - 105,008,070; December 30, 2017 – 105,743,582) were outstanding.

The Company declared a quarterly dividend of \$0.09 per share for the three month period ending December 29, 2018 and December 30, 2017 amounting to the following:

	December 29, 2018	December 30, 2017
	\$	\$
Dividends	9,451	9,517
	9,451	9,517

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## 14. Earnings per share:

Reconciliation between basic and diluted earnings per share is as follows:

	For the three month period ended	
	December 29, 2018	December 30, 2017
Basic earnings per share:		
Net earnings	\$ 13,411	\$ 20,216
Weighted average number of shares outstanding	105,008,070	105,743,582
Basic earnings per share	\$ 0.13	\$ 0.19
Diluted earnings per share:		
Net earnings	\$ 13,411	\$ 20,216
Plus impact of convertible unsecured subordinated debentures and share options	1,524	1,281
	\$ 14,935	\$ 21,497
Weighted average number of shares outstanding:		
Basic weighted average number of shares Outstanding	105,008,070	105,743,582
Plus impact of convertible unsecured subordinated debentures and share options	18,006,457	15,465,602
	123,014,527	121,209,184
Diluted earnings per share	\$ 0.12	\$ 0.18

## 15. Share-based compensation:

### (a) Equity-Settled Share-Based Compensation:

The Company has reserved and set aside for issuance an aggregate of 4,000,000 common shares (September 29, 2018 – 4,000,000 common shares, December 30, 2017 – 4,000,000 common shares) at a price equal to the average market price of transactions during the last five trading days prior to the grant date. Options are exercisable to a maximum of 20% of the optioned shares per year, starting after the first anniversary date of the granting of the options and will expire after a term of ten years. Upon termination, resignation, retirement, death or long-term disability, all share options granted under the Share Option Plan not vested shall be forfeited.

On December 3, 2018, a total of 447,175 share options were granted at a price of \$5.58 per common share to certain executives.

On December 4, 2017, a total of 1,065,322 share options were granted at a price of \$6.23 per common share to certain executives and senior managers. During fiscal 2018, a total of 60,000 share options were forfeited following the departure of a senior manager.

Compensation expense is amortized over the vesting period of the corresponding optioned shares and is expensed in the administration and selling expenses with an offsetting credit to contributed surplus. An expense of \$51 was recorded for the three month period ended December 29, 2018 (December 30, 2017 - \$34).

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## 15. Share-based compensation (continued):

### (a) Equity-Settled Share-Based Compensation (continued):

The following tables summarize information about the Share Option Plan as of December 29, 2018:

Exercise price per option	Outstanding number of options at September 29, 2018	Options granted during the period	Options exercised during the period	Options forfeited during the period	Outstanding number of options at December 29, 2018	Weighted average remaining life	Number of options exercisable
\$4.59	830,000	-	-	-	830,000	6.40	490,000
\$5.58	-	447,175	-	-	447,175	9.93	-
\$5.61	80,000	-	-	-	80,000	3.22	80,000
\$6.23	1,005,322	-	-	-	1,005,322	8.93	201,064
\$6.51	360,000	-	-	-	360,000	7.93	144,000
	2,275,322	447,175	-	-	2,722,497	n/a	915,064

Options outstanding held by key management personnel amounted to 2,102,497 options as at December 29, 2018 and 1,655,322 options as at September 29, 2018 (see note 17, Key management personnel).

The measurement date fair values were measured based on the Black-Scholes option pricing model. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values of the share-based payment plans granted in the first quarter of fiscal 2019 are the following:

Total fair value of options	\$141
Share price	\$5.75
Exercise price	\$5.58
Expected volatility (weighted average volatility)	15.688% to 17.066%
Option life (expected weighted average life)	4 to 6 years
Expected dividends	6.26%
Weighted average risk-free interest rate (based on government bonds)	1.842% to 1.853%

### (b) Cash-Settled Share-Based Compensation:

#### i) Share Appreciation Rights ("SAR"):

Compensation expense is amortized over the vesting period of the corresponding optioned shares and is expensed in the administration and selling expenses with an offsetting credit to liability. A gain on fair value change of \$1 recorded for the three month period ended December 29, 2018 (December 30, 2017 - an expense of \$3). The liabilities arising from the SARs as at December 29, 2018 were \$9 (September 30, 2017 - \$10; December 30, 2017 - \$19).

The following table summarizes information about the SARs as of December 29, 2018:

Share price per unit	Outstanding number of options at September 29, 2018	Options granted during the period	Options exercised during the period	Options forfeited during the period	Outstanding number of options at December 29, 2018	Number of options exercisable
\$6.51	125,000	-	-	-	125,000	50,000

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## 15. Share-based compensation (continued):

### (b) Cash-Settled Share-Based Compensation (continued):

#### i) Share Appreciation Rights ("SAR") (continued):

The measurement date fair values were measured based on the Black-Scholes option pricing model. Expected volatility is estimated by considering historic average share price volatility. The inputs used in the measurement of the fair values of the SARs granted in the first quarter of fiscal 2018 are the following:

<b>Options granted December 5, 2016</b>	<b>Grant date</b>	<b>Measurement date as at December 29, 2018</b>
Total fair value of SARs	\$53	\$12
Share price	\$6.63	\$5.40
Exercise price	\$6.51	\$6.51
Expected volatility (weighted average volatility)	16.520% to 18.670%	15.488% to 16.510%
Option life (expected weighted average life)	2 to 6 years	4 to 8 years
Expected dividends	5.43%	6.67%
Weighted average risk-free interest rate (based on government bonds)	0.740% to 1.160%	1.840% to 1.890%

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the SARs is indicative of future trends, which may not necessarily be the actual outcome.

#### ii) Performance Share Units ("PSU"):

On December 3, 2018, a total of 290,448 PSUs were granted at a share price of \$5.58 per common share to certain executives and senior managers. These PSUs will vest at the end of the 2019-2021 Performance Cycle based on the achievement of total shareholder returns set by the Human Resources and Compensation Committee ("HRCC") and the Board of Directors of the Company. Following the end of a Performance Cycle, the Board of Directors of the Company will determine, and to the extent only that the Vesting Conditions include financial conditions, concurrently with the release of the Company's financial and/or operational results for the fiscal year ended at the end of the Performance Cycle, whether the Vesting Conditions for the PSUs granted to a participant relating to such Performance Cycle have been achieved. Depending on the achievement of the Vesting Conditions, between 0% and 200% of the PSUs will become vested.

The Board of Directors of the Company has the discretion to determine that all or a portion of the PSUs granted to a participant for which the Vesting Conditions have not been achieved shall vest to such participant.

The value to be paid-out to each participant will be equal to the result of: the number of PSUs granted to the participant which have vested, multiplied by the volume weighted average closing price of the Common Shares on the Toronto Stock Exchange (the "TSX") for the five trading days immediately preceding the day on which the Company shall pay the value to the participant under the PSU Plan, and such date will in no event occur after December 31 of the third calendar year following the calendar year in which the PSUs are granted.

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Notes to unaudited condensed consolidated interim financial statements  
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## 15. Share-based compensation (continued):

(b) Cash-Settled Share-Based Compensation (continued):

### ii) Performance Share Units ("PSU") (continued):

During the first quarter of fiscal 2018, a total of 224,761 PSUs were granted at a share price of \$6.31 per common share to executives. These shares will vest at the end of the 2018-2020 Performance Cycle. In addition, an aggregate of 14,167 PSUs at a weighted-average share price of \$5.87 were allocated as a result of the dividend paid during the quarters since inception, as the participants also receive dividend equivalents paid in the form of PSU's.

An expense of \$50 was recorded for the period ending December 29, 2018 (December 30, 2017 – \$100) in administration and selling expenses. The liabilities arising from the PSUs as at December 29, 2018 was \$50 (September 29, 2018 – nil; December 30, 2017 - \$100).

The following table summarizes information about the PSUs as of December 29, 2018:

Performance Cycle	Outstanding number of options at September 29, 2018	Options granted during the period	Options exercised during the period	Options forfeited during the period	Outstanding number of options at December 29, 2018
2018-2020	235,052	3,876	-	-	238,928
2019-2021	-	290,448	-	-	290,448
	235,052	294,324	-	-	529,376

## 16. Supplementary cash flow information:

	December 29, 2018	December 30, 2017	September 29, 2018	September 30, 2017
	\$	\$	\$	\$
Non-cash transactions:				
Additions of property, plant and equipment and intangibles included in trade and other payables	3,223	1,598	1,041	247

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## 17. Key management personnel:

The Board of Directors as well as the President and all the Vice-Presidents are deemed to be key management personnel of the Company. The following is the compensation expense for key management personnel:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Salaries and short-term benefits	685	656
Attendance fees for members of the Board of Directors	193	230
Post-retirement benefits	37	35
Share-based compensation	100	137
	<b>1,015</b>	<b>1,058</b>

Further information about the remuneration of individual directors is provided in the annual Management Proxy Circular.

## 18. Personnel expenses:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Wages, salaries and employee benefits	22,770	21,882
Expenses (income) related to defined benefit plans <sup>(1)</sup>	1,136	(368)
Expenses related to defined contributions plans	754	759
Share-based compensation	100	137
	<b>24,760</b>	<b>22,410</b>

- (1) On October 16, 2017, the Alberta Treasury Board and Finance approved an amendment to the Alberta Hourly Plan which led to the elimination of the reserve for future supplements, and investment earnings accumulated thereon, effective January 1, 2017. As a result, during the first quarter of fiscal 2018, a \$1.5 million pension income was recorded.

The personnel expenses were charged and capitalized to the unaudited condensed consolidated interim statements of earnings and statements of financial position, respectively, as follows:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Cost of sales	20,425	17,607
Administration and selling expenses	3,855	4,333
Distribution expenses	382	357
	<b>24,662</b>	<b>22,297</b>
Property, plant and equipment	98	113
	<b>24,760</b>	<b>22,410</b>

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## 19. Segmented information:

The Company has two operating and reportable segments, sugar and maple products. The principal business activity of the sugar segment is the refining, packaging and marketing of sugar products. The Maple products segment processes pure maple syrup and related maple products. The reportable segments are managed independently as they require different inputs, technology and capital resources. Performance is measured based on the segments' gross margins and results from operating activities. These measures are included in the internal management reports that are reviewed by the Company's President and CEO, and management believes that such information is the most relevant in the evaluation of the results of the segments.

Transactions between reportable segments are interest receivable (payable), which are eliminated upon consolidation.

	For the three month period ended December 29, 2018			
	Sugar	Maple products	Corporate and eliminations	Total
	\$	\$	\$	\$
Revenues	151,139	54,883	-	206,022
Cost of sales	121,787	49,686	-	171,473
Gross margin	29,352	5,197	-	34,549
Depreciation and amortization	3,491	1,290	-	4,781
Results from operating activities	21,406	1,892	(316)	22,982
Additions to property, plant and equipment and intangible assets	4,533	1,745	-	6,278

	For the three month period ended December 29, 2018			
	Sugar	Maple products	Corporate and eliminations	Total
	\$	\$	\$	\$
Total assets	765,327	262,947	(165,104)	863,170
Total liabilities	(917,447)	(220,021)	627,203	(510,265)

	For the three month period ended December 30, 2017			
	Sugar	Maple products	Corporate and eliminations	Total
	\$	\$	\$	\$
Revenues	155,764	49,119	-	204,883
Cost of sales	119,737	42,033	-	161,770
Gross margin	36,027	7,086	-	43,113
Depreciation and amortization	3,220	923	-	4,143
Results from operating activities	28,972	3,041	(328)	31,685
Additions to property, plant and equipment and intangible assets	4,242	164	-	4,406



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## 19. Segmented information (continued):

	For the three month period ended December 30, 2017			
	Sugar	Maple products	Corporate and eliminations	Total
	\$	\$	\$	\$
Total assets	756,225	264,728	(164,545)	856,408
Total liabilities	(919,450)	(221,871)	629,634	(511,687)

Revenues were derived from customers in the following geographic areas:

	For the three month period ended	
	December 29, 2018	December 30, 2017
	\$	\$
Canada	152,948	156,795
United States	29,501	29,712
Europe	12,559	9,596
Other	11,014	8,780
	206,022	204,883