

Combined Financial Statements of

MAKEWAY

(Formerly, Tides Canada)

And Independent Auditors' Report thereon

Year ended March 31, 2020



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INDEPENDENT AUDITORS' REPORT

To the Boards of Directors of MakeWay Foundation and MakeWay Charitable Society

Report on the Audit of Financial Statements

Opinion

We have audited the combined financial statements of MakeWay Foundation and MakeWay Charitable Society (together referred to as the "Entity"), which comprise:

- the combined statement of financial position as at March 31, 2020
- the combined statement of operations for the year then ended
- the combined statement of changes in fund balances for the year then ended
- the combined statement of cash flows for the year then ended
- and notes to the combined financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly in all material respects, the combined financial position of the Entity as at March 31, 2020, and its combined results of operations and its combined cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditors' Responsibilities for the Audit of the Financial Statements**" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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



Emphasis of Matter – Basis of Preparation

We draw attention to Note 2(a) to the financial statements which describes the basis of preparation used in these financial statements and the purpose of the financial statements.

Our opinion is not modified in respect of this matter.

Other Matter – Comparative Information

The financial statements for the year ended March 31, 2019 were audited by another auditor who expressed an unmodified opinion on those financial statements on September 23, 2019.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our 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 financial statements.

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

We also:

- Identify and assess the risks of material misstatement of the 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 our 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 we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 we identify during our audit.

Report on Other Legal and Regulatory Requirements

As required by the Societies Act (British Columbia), we report that, in our opinion, the accounting policies applied by the Entity in preparing and presenting financial statements in accordance with Canadian accounting standards for not-for-profit organizations have been applied on a basis consistent with that of the preceding period.



Chartered Professional Accountants

Vancouver, Canada
September 30, 2020

MAKEWAY

(Formerly, Tides Canada)

Combined Statement of Financial Position

March 31, 2020, with comparative information for 2019

| | 2020 | 2019 |
|--|----------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 10,432,029 | \$ 8,610,236 |
| Accounts receivable | 1,623,127 | 596,330 |
| Prepaid expenses and other assets | 369,871 | 353,811 |
| Current portion of loans receivable (note 3) | 95,099 | 47,550 |
| | <u>12,520,126</u> | <u>9,607,927</u> |
| Investments (note 4) | 39,289,008 | 45,614,822 |
| Loans receivable (note 3) | 136,734 | 184,283 |
| Capital assets (note 5) | 538,051 | 168,454 |
| Intangible assets (note 6) | 1,562,346 | 1,620,983 |
| | <u>\$ 54,046,265</u> | <u>\$ 57,196,469</u> |

Liabilities and Fund Balances

| | | |
|---|----------------------|----------------------|
| Current liabilities: | | |
| Accounts payable and accrued liabilities (note 7) | \$ 2,235,430 | \$ 1,684,983 |
| Fund balances: | | |
| General | (1,576,639) | (955,475) |
| Restricted (note 8) | 53,387,474 | 56,466,961 |
| | <u>51,810,835</u> | <u>55,511,486</u> |
| Commitments (note 14) | | |
| Contingency (note 15) | | |
| Subsequent events (notes 1 and 18) | | |
| | <u>\$ 54,046,265</u> | <u>\$ 57,196,469</u> |

See accompanying notes to the combined financial statements.

Approved on behalf of the Board:

Liisa O'Hara, Treasurer

Joanna Kerr, President and CEO

MAKEWAY

(Formerly, Tides Canada)

Combined Statement of Operations

Year ended March 31, 2020, with comparative information for 2019

| | 2020 | | | 2019 | | |
|---|--------------|----------------|----------------|--------------|----------------|----------------|
| | General | Restricted | Total | General | Restricted | Total |
| Revenues: | | | | | | |
| Grants and earned income | \$ 5,520,680 | \$ - | \$ 5,520,680 | \$ 5,654,387 | \$ - | \$ 5,654,387 |
| Other grants and donations (note 9) | - | 24,045,685 | 24,045,685 | - | 16,425,195 | 16,425,195 |
| Fees for services | 170,133 | 3,827,614 | 3,997,747 | 196,977 | 3,123,116 | 3,320,093 |
| Other revenue | 16,169 | 519,244 | 535,413 | 61,740 | 570,937 | 632,677 |
| | 5,706,982 | 28,392,543 | 34,099,525 | 5,913,104 | 20,119,248 | 26,032,352 |
| Expenses: | | | | | | |
| General and administrative (note 10) | 6,536,114 | - | 6,536,114 | 6,310,071 | - | 6,310,071 |
| Grant and program expenditures (note 11) | - | 30,511,401 | 30,511,401 | - | 29,685,825 | 29,685,825 |
| | 6,536,114 | 30,511,401 | 37,047,515 | 6,310,071 | 29,685,825 | 35,995,896 |
| Investment income (loss) (note 4) | 208,168 | (960,829) | (752,661) | 540,315 | 1,313,061 | 1,853,376 |
| Excess (deficiency) of revenues over expenses | \$ (620,964) | \$ (3,079,687) | \$ (3,700,651) | \$ 143,348 | \$ (8,253,516) | \$ (8,110,168) |

See accompanying notes to the combined financial statements.

MAKEWAY

(Formerly, Tides Canada)

Combined Statement of Changes in Fund Balances

Year ended March 31, 2020, with comparative information for 2019

| | 2020 | | | 2019 |
|--------------------------------------|----------------|---------------|---------------|---------------|
| | General | Restricted | Total | Total |
| Fund balances, beginning of year | \$ (955,475) | \$ 56,466,961 | \$ 55,511,486 | \$ 63,621,654 |
| Deficiency of revenues over expenses | (620,964) | (3,079,687) | (3,700,651) | (8,110,168) |
| Interfund transfers (note 12) | (200) | 200 | - | - |
| Fund balances, end of year | \$ (1,576,639) | \$ 53,387,474 | \$ 51,810,835 | \$ 55,511,486 |

See accompanying notes to the combined financial statements.

MAKEWAY

(Formerly, Tides Canada)

Combined Statement of Cash Flows

March 31, 2020, with comparative information for 2019

| | 2020 | 2019 |
|--|----------------|----------------|
| Cash provided by (used in): | | |
| Operating: | | |
| Deficiency of revenues over expenses | \$ (3,700,651) | \$ (8,110,168) |
| Items not involving cash: | | |
| Amortization of capital assets | 90,859 | 180,120 |
| Amortization of intangible assets | 191,834 | 200,528 |
| Amortization of deferred capital contributions | - | (69,150) |
| Loss on disposal of capital assets | 21,667 | - |
| Unrealized loss on investments | 2,899,202 | 1,010,309 |
| | (497,089) | (6,788,361) |
| Changes in non-cash operating working capital: | | |
| Accounts receivable | (1,026,797) | (160,393) |
| Prepaid expenses and other assets | (16,060) | 164,567 |
| Accounts payable and accrued liabilities | 550,447 | 156,990 |
| | (989,499) | (6,627,197) |
| Investing: | | |
| Purchase of investments | (5,384,315) | (2,401,856) |
| Sale of investments | 8,810,927 | 4,940,585 |
| Receipt of repayment of loans receivable | - | 2,167 |
| Purchase of capital assets | (482,123) | (77,694) |
| Purchase of intangible assets | (133,197) | (89,948) |
| | 2,811,292 | 2,373,254 |
| Increase (decrease) in cash and cash equivalents | 1,821,793 | (4,253,943) |
| Cash and cash equivalents, beginning of year | 8,610,236 | 12,864,179 |
| Cash and cash equivalents, end of year | \$ 10,432,029 | \$ 8,610,236 |

See accompanying notes to combined financial statements.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements

Year ended March 31, 2020

1. Purposes of MakeWay:

MakeWay Foundation (“Foundation”) and MakeWay Charitable Society (“Society”) operating jointly with shared purpose as ‘MakeWay’, are not-for-profit societies incorporated under the Societies Act (British Columbia).

MakeWay’s purpose is to build partnerships and solutions that help nature and communities thrive together. MakeWay works with funders and the not-for-profit sector, providing “solutions” that include: grants; advisory services; program design and management; impact investing; a shared administrative platform; donor advised funds; and funding collaboratives.

Foundation is a national public foundation and Society is an operating charity. Foundation and Society, as registered charities under the Income Tax Act (Canada), are exempt from income taxes. Foundation was previously operating under the name Tides Canada Foundation and Society was previously operating under the name Tides Canada Initiatives Society until June 10, 2020 when their legal names were changed. MakeWay’s shared platform model operates within the Society.

Both Foundation and Society receive grants and donations from individuals, foundations, governments and corporations. The distribution of funds for philanthropic purposes is through grant making and program activities that further MakeWay’s purpose to build partnerships and solutions that help nature and communities.

2. Significant accounting policies:

These combined financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations in Part III of the CPA Canada Handbook - *Accounting*. MakeWay’s significant accounting policies are as follows:

(a) Principles of combination:

In April 2005, the members of Foundation and Society decided to operate the two organizations under common control. Foundation and Society have the same members, board of directors, and management. Consequently, the combined financial statements have been prepared as if Foundation and Society were a single organization (“MakeWay”) by the aggregation of their financial statements and the elimination of transactions and balances between them.

(b) Fund accounting:

In order to ensure observance of the limitations and restrictions placed on the use of resources available, these combined financial statements are prepared in accordance with fund accounting principles.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

2. Significant accounting policies (continued):

(b) Fund accounting (continued):

For financial reporting purposes, the accounts have been classified into the following funds:

(i) General fund:

The general fund comprises unrestricted funds for which purposes have not been specifically restricted and earned income. All general operating expenses, including fundraising and administrative costs, are charged to the unrestricted fund.

(ii) Restricted fund:

The restricted fund is comprised of (a) externally restricted funds for which the purposes have been externally restricted for specific designated purposes by donors and grantors and (b) donor advised funds (DAFs). A donor advised fund is a fund where the donor retains the ability to recommend a grant to a qualified donee based on the purpose of the fund. Donor advised funds are the property of MakeWay; however, MakeWay classifies these funds as restricted.

The restricted fund includes related restricted investment income earned.

(c) Revenue recognition:

MakeWay follows the restricted fund method of accounting for contributions. Under the restricted fund method of accounting for contributions, unrestricted contributions are recognized as revenue of the general fund. Externally restricted contributions are recognized as revenue of the externally restricted fund to which they relate. Externally restricted contributions for which no corresponding restricted fund is presented is recorded as deferred contributions in the general fund and recognized as revenue in the period in which the related expenses are incurred or the restrictions are met. Both unrestricted and externally restricted contributions are recognized when received or receivable if the amount to be received can be reasonably estimated and collection is reasonable assured. Contributions include donations and grants.

Investment income, including interest and dividends, is recognized as revenue when earned. Externally restricted investment income earned on funds held by MakeWay are recorded to the related restricted fund. Changes in the market value of investments measured at fair value are recorded as gains (losses) in the statement of operations.

Fee for service revenue from advisory services is recognized as the services are provided.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

2. Significant accounting policies (continued):

(d) Contributed materials and services:

Donated assets and services are recognized only when a fair value can be reasonably estimated and when the goods and services are used in the normal course of MakeWay's operations and would otherwise have been purchased.

A substantial number of volunteers and corporate supporters contribute a significant amount of their time and services to MakeWay each year. Because of the difficulty in determining their fair value, the value of contributed services is not recognized in these combined financial statements.

(e) Financial instruments:

Financial instruments are recorded at fair value on initial recognition. Equity instruments that are quoted in an active market are subsequently measured at fair value. All other financial instruments are subsequently recorded at cost or amortized cost, unless management has elected to carry the instruments at fair value. MakeWay has elected to carry its investments in money market funds, pooled bond funds, and pooled equity funds at fair value.

Transaction costs incurred on the acquisition of financial instruments measured subsequently at fair value are expensed as incurred. All other financial instruments are adjusted by transaction and financing costs incurred on acquisition, which are amortized using the straight-line method.

Financial assets measured at amortized cost include cash, accounts receivable, loans receivable, guaranteed investment certificates and term deposits.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities.

Financial assets recorded at cost or amortized cost are assessed for impairment on an annual basis at the end of the fiscal year if there are indicators of impairment. If there is an indicator of impairment, MakeWay determines if there is a significant adverse change in the expected amount or timing of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of the present value of the expected cash flows, the amount that could be realized from selling the financial asset or the amount MakeWay expects to realize by exercising its right to any collateral. If events and circumstances reverse in a future period, an impairment loss will be reversed to the extent of the improvement, not exceeding the initial carrying value.

(f) Cash and cash equivalents:

Cash and cash equivalents consist of cash on hand, balances with banks and short-term cash deposits with original maturities of three months or less.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

2. Significant accounting policies (continued):

(g) Capital assets:

Capital assets are recorded at initially recorded at cost. Repairs and maintenance costs are charged to expense. Betterments that extend the estimated life of an asset are capitalized. Amortization is provided on a straight-line basis over the estimated useful lives of assets as follows:

| Asset | Rate |
|-------------------------|--|
| Furniture and equipment | 3 - 6 years |
| Leasehold improvements | Remaining term, including one renewal option |

(h) Intangible assets:

Website and portal development and licenses and permits are initially recorded at cost and amortized on a straight-line basis over the estimated useful life of the assets as follows:

| Asset | Rate |
|----------------------|--|
| Computer software | 3 years |
| Enterprise software | 10 years |
| Website and portal | 3 years |
| Licenses and permits | Over the term of the license or permit |

(i) Impairment of long-lived assets:

MakeWay reviews the carrying amount of long-lived assets, including capital assets and intangible assets, for impairment whenever events or changes in circumstances indicate that the asset no longer contributes to MakeWay's ability to provide services, or that the value of future economic benefits or service potential associated with the asset is less than its carrying amount. If such conditions exist, an impairment loss is measured and recorded in the statement of operations at the amount by which the carrying amount of the capital asset exceeds its fair value or replacement cost.

(j) Expense allocations:

Shared expenses, including investment management fees and insurance are allocated to the general fund and the externally restricted fund based on the underlying nature of the expense and in accordance with MakeWay policies. An administration fee, as outlined in the underlying agreement, is charged to each project or program to cover core support expenses incurred by MakeWay.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

2. Significant accounting policies (continued):

(k) Use of estimates:

The preparation of combined financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these combined financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas subject to such estimates and assumptions include the determination of useful lives of capital assets for purposes of amortization. Actual results could differ from those estimates.

(l) Foreign currency translation:

Monetary assets and liabilities denominated in foreign currency are translated into Canadian dollars at the exchange rate prevailing at the balance sheet date. Non-monetary items are translated at the rate in effect at the time the asset was acquired, or the liability was realized. Revenue and expenses are translated at the rate prevailing at the time of the transaction.

(m) Changes in accounting policies:

In March 2018, the Accounting Standards Board issued “*Basis for Conclusions- Accounting Standards Improvements for Not-for-Profit Organizations*” resulting in the introduction of three new handbook sections in Canadian accounting standards for not-for-profit organizations: Section 4433, *Tangible capital assets held by not-for-profit organizations*; Section 4434, *Intangible assets held by not-for-profit organizations*; and Section 4441, *Collections held by not-for-profit organizations*.

The amendments are effective for financial statements with fiscal years beginning on or after January 1, 2019 and, therefore, have been adopted by MakeWay as at April 1, 2019. The implementation of these changes had no impact on MakeWay’s financial statements.

3. Loans receivable:

MakeWay, along with certain other sponsors, had loaned funds in the form of promissory notes to the New Market Funds Society, a community-focused impact investment intermediary, organized as a registered charity. These amounts are unsecured, do not bear interest and have maturity dates ranging from December 20, 2019 to December 20, 2023. Amounts past due on December 20, 2019 have not been requested by MakeWay and are presented as current in the combined statement of financial position.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

4. Investments:

| | 2020 | 2019 |
|--|----------------------|----------------------|
| Money market funds | \$ 2,024,672 | \$ 3,250,451 |
| Pooled bond funds | 12,786,137 | 15,808,042 |
| Pooled equity funds | 20,032,975 | 20,413,221 |
| Investments carried at fair value | 34,843,784 | 39,471,714 |
| Term deposit | 554,000 | - |
| Guaranteed investment certificate, carried at cost | 3,006,041 | 5,191,345 |
| Investments carried at amortized cost | 3,560,041 | 5,191,345 |
| Investments carried at cost | 885,183 | 951,763 |
| Total Investments | \$ 39,289,008 | \$ 45,614,822 |

Money market and bond funds have a weighted average yield of 2.04% and 2.97% (2019 - 1.62% and 2.68%), respectively.

The term deposit bears interest at a rate of 2.875% and has a maturity date of May 20, 2024.

The guaranteed investment certificate bears interest at a rate of 2.1% (2019 - 1.92%) and have a maturity date of February 25, 2021 (2019 - February 25, 2020).

Investments carried at cost consist of 1,195 units (2019 - 1,164 units), which were acquired in a social venture fund to invest in program related sectors that are critical for a sustainable environment and economy and to generate investment returns. The companies are private companies and fair value is not readily determinable as there is no comparative market data available. As such, this investment is carried at cost less any impairment.

Periodically, MakeWay receives publicly traded securities which are liquidated as soon as possible. The proceeds are recorded in the general or externally restricted fund as instructed by the donor.

Investment income (loss) comprises the following:

| | 2020 | | | 2019 | | |
|-------------------------|-------------------|---------------------|---------------------|-------------------|---------------------|---------------------|
| | General | Restricted | Total | General | Restricted | Total |
| Interest income | \$ 290,529 | \$ 512,718 | \$ 803,247 | \$ 219,425 | \$ 453,911 | \$ 673,336 |
| Dividend income | 353,381 | 530,147 | 883,528 | 428,576 | 1,019,793 | 1,448,369 |
| Realized gain (loss) | | | | | | |
| on investments | 55,733 | 247,790 | 303,523 | 130,912 | 393,958 | 524,870 |
| Unrealized gain (loss) | | | | | | |
| on investments | (491,352) | (2,407,850) | (2,899,202) | (257,341) | (752,968) | (1,010,309) |
| Other investment income | (123) | 156,366 | 156,243 | 18,743 | 198,367 | 217,110 |
| | \$ 208,168 | \$ (960,829) | \$ (752,661) | \$ 540,315 | \$ 1,313,061 | \$ 1,853,376 |

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

5. Capital assets:

| | | | 2020 | 2019 |
|-------------------------|---------------------|--------------------------|-------------------|-------------------|
| | Cost | Accumulated amortization | Net book value | Net book value |
| Furniture and equipment | \$ 789,365 | \$ 748,411 | \$ 40,954 | \$ 112,089 |
| Leasehold improvements | 1,780,560 | 1,283,463 | 497,097 | 56,365 |
| | <u>\$ 2,569,925</u> | <u>\$ 2,031,874</u> | <u>\$ 538,051</u> | <u>\$ 168,454</u> |

6. Intangible assets:

| | | | 2020 | 2019 |
|----------------------|---------------------|--------------------------|---------------------|---------------------|
| | Cost | Accumulated amortization | Net book value | Net book value |
| Computer software | \$ 281,411 | \$ 281,411 | \$ - | \$ 83 |
| Enterprise software | 2,015,353 | 500,903 | 1,514,450 | 1,568,699 |
| Website/portal | 189,051 | 189,051 | - | 1,555 |
| Licenses and permits | 55,000 | 7,104 | 47,896 | 50,646 |
| | <u>\$ 2,540,815</u> | <u>\$ 978,469</u> | <u>\$ 1,562,346</u> | <u>\$ 1,620,983</u> |

7. Government remittances payable:

Included in accounts payable and accrued liabilities as at March 31, 2020 are government remittances payable of \$12,610 (2019 - \$4,043) relating to payroll taxes.

8. Restricted fund:

As at March 31, the restricted fund consists of:

| | 2020 | 2019 |
|---|----------------------|----------------------|
| Externally restricted funds for programmatic work | \$ 27,624,037 | \$ 28,352,198 |
| Donor advised funds | 25,763,437 | 28,114,763 |
| | <u>\$ 53,387,474</u> | <u>\$ 56,466,961</u> |

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

9. Other grants and donations:

| | 2020 | 2019 |
|--|---------------|---------------|
| Donations to donor advised funds | \$ 7,309,657 | \$ 1,623,799 |
| Externally restricted funding for programmatic work: | | |
| Government funding | | |
| Federal government | 1,568,906 | 529,141 |
| Provincial / territorial governments | 2,195,922 | 3,142,102 |
| Municipal governments | 1,663,451 | 1,085,483 |
| | 5,428,279 | 4,756,726 |
| Other funding | 11,307,749 | 10,044,670 |
| | 16,736,028 | 14,801,396 |
| | \$ 24,045,685 | \$ 16,425,195 |

10. General and administrative expenses:

| | 2020 | 2019 |
|------------------------|--------------|--------------|
| Staff costs | \$ 4,721,267 | \$ 4,504,420 |
| Office expenses | 900,157 | 913,259 |
| Amortization | 260,079 | 351,775 |
| Professional services | 275,646 | 289,448 |
| Travel | 103,757 | 107,191 |
| Communications | 205,116 | 68,455 |
| Finance costs | 59,424 | 47,001 |
| Events and programming | 10,668 | 28,522 |
| | \$ 6,536,114 | \$ 6,310,071 |

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

11. Grants and program expenditures:

| | 2020 | 2019 |
|--|---------------|---------------|
| Grants and expenses made from donor advised funds | \$ 7,460,127 | \$ 6,564,621 |
| Program grants and expenses made from externally restricted funds: | | |
| Shared Platform programs (a) | 17,450,143 | 17,344,208 |
| Pacific Program (b) | 3,188,044 | 2,913,135 |
| Northern Canada program (c) | 1,833,280 | 1,517,185 |
| Northern Manitoba Indigenous food sovereignty program | 430,887 | 626,523 |
| National programs and advisory services | 148,920 | 720,153 |
| | 23,051,274 | 23,121,204 |
| | \$ 30,511,401 | \$ 29,685,825 |

MakeWay programming reduces barriers and provides expertise, strategic partnerships, and deep community connections towards our vision of a world where nature and communities thrive together. Program activities include: resilient communities, healthy ecosystems, social justice, sustainable livelihoods, land and species conservation, Indigenous resurgence, food sovereignty, and clean waters.

- (a) The Shared Platform Programs supports over 60 community-led projects across the country address social and environmental issues including: climate change; Indigenous cultural resurgence; land and water conservation; digital justice; food security and sovereignty; refugee support; youth leadership.
- (b) The Pacific Program partners with Indigenous communities, funders, the non-profit sector, and governments to advance healthy lands and waters; community well-being; and systems change.
- (c) The Northern Canada Program advances innovative community-led solutions in the following priority areas: emerging northern leaders; land and water stewardship; sustainable livelihoods; Indigenous cultural resurgence.

12. Interfund transfers:

Interfund transfers of \$200 (2019 - nil) relate to grants from operations for program activities where an externally restricted fund is established.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

13. Financial risks:

(a) Credit risk:

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject MakeWay to concentrations of credit risk are receivables and investments in pooled funds that hold debt securities that are exposed to such risks.

MakeWay limits the credit risk of investments in money market funds and bond funds by dealing principally with counterparties that maintain a credit rating of Single A or higher as rated by Dominion Bond Rating Service or equivalent.

The maximum exposure to credit risk in terms of receivables is \$1,854,960 as at March 31, 2020 (2019 - \$828,163). MakeWay manages credit risk on receivables by ensuring sufficient security is in place.

(b) Liquidity risk:

Liquidity risk is the risk that MakeWay will encounter difficulty in meeting obligations associated with financial liabilities.

Liquidity risk is managed by investing the majority of MakeWay's assets in investments that are traded in an active market and can be readily liquidated. In addition, MakeWay retains sufficient cash positions to maintain liquidity.

(c) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The investments of MakeWay are subject to normal market fluctuations and to the risk inherent in investment in capital markets.

(i) Currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Investments in foreign securities are exposed to currency risk due to fluctuations in foreign exchange rates. MakeWay is exposed to currency risk on its foreign currencies held within its cash accounts and through its investments in pooled US equity funds.

(ii) Interest rate risk:

Interest rate risk is the risk that changes in market interest rates will affect future cash flows or fair values of financial instruments. Interest rate risk arises primarily from MakeWay's investment in interest-bearing financial instruments. The value of fixed income securities will generally rise when interest rates fall and decrease when interest rates rise.

Changes in interest rates may also affect the value of equity securities.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

13. Financial risks:

(c) Market risk (continued):

(iii) Other price risk:

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rates.

All investments represent a risk of loss of capital. Investments held by MakeWay are susceptible to other price risk arising from uncertainties about future prices of the investments. The maximum risk resulting from the investments is determined by the fair value of their total investments.

MakeWay actively manages market risk through its investment policy that outlines the objectives, constraints, and parameters related to its investment activities. The Finance and Investment Committee and management regularly review MakeWay's investments to ensure all activities adhere to the investment policy.

There have been no significant changes in risk exposure from prior years, other than the potential impact that the COVID-19 pandemic might have, particularly with respect to market risk, as disclosed in note 18.

14. Commitments:

(a) Grants:

As of March 31, 2020, MakeWay has committed to grants totaling \$3,048,478. Payment of these grants is conditional on the recipients meeting certain criteria and providing certain supporting information. As a result, these grants are not recognized in the financial statements.

(b) Investments:

MakeWay is committed to purchasing units in limited investment partnerships totaling \$1,686,501. As at March 31, 2020, 1,195 units totaling \$1,224,590 have been purchased (note 4). The remaining commitment of \$461,911 are required at the call of the general partner when further investment capital is required.

As at March 31, 2020, limited investment partnership commitments are as follows:

| | Units | | | Amount | | |
|------------------|------------|-------|---------|--------------|--------------|------------|
| | Commitment | Paid | Balance | Commitment | Paid | Balances |
| Renewal 2 | 709 | 709 | - | \$ 731,404 | \$ 731,404 | \$ - |
| Renewal 3 | 250 | 250 | - | 254,982 | 254,982 | - |
| Investeco | 198 | 198 | - | 200,115 | 200,115 | - |
| New market funds | 500 | 38 | 462 | 500,000 | 38,089 | 461,911 |
| | 1,657 | 1,195 | 462 | \$ 1,686,501 | \$ 1,224,590 | \$ 461,911 |

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

14. Commitments (continued):

(b) Investments (continued):

The difference of \$339,407 between the long-term investments carried at cost of \$885,183 (note 4) and the amount originally invested of \$1,224,590 represents return of capital.

(c) Operating leases:

As at March 31, 2020, annual minimum lease payments under MakeWay's operating leases for premises in Vancouver, Toronto, Yellowknife, Iqaluit, Montreal and Niagra Falls are as follows:

| | |
|-------|--------------|
| 2021 | \$ 457,249 |
| 2022 | 401,272 |
| 2023 | 393,306 |
| 2024 | 348,028 |
| 2025 | 275,490 |
| Total | \$ 1,875,345 |

15. Contingency:

Society was subject to an audit of its operations by the Canada Revenue Agency ("CRA") for its 2008 and 2009 fiscal years. The audit commenced in February 2011. Subsequent to March 31, 2020, Society and the CRA signed a compliance agreement, concluding the audit. There were no consequent losses or contingencies requiring accrual or provision in these financial statements.

16. Remuneration:

The Societies Act (British Columbia) requires that societies, other than member-funded societies, disclose remuneration paid to directors and highest paid employees or contractors based on amounts paid over \$75,000 or the top ten highest paid.

For the year ended March 31, 2020, Foundation paid remuneration of \$1,403,955 (2019 - \$1,531,404) to the top ten highest paid employees and contractors with amounts greater than \$75,000.

For the year ended March 31, 2020, Society paid remuneration of \$973,913 (2019 - \$855,866) to the top ten highest paid employees and contractors with amounts greater than \$75,000.

No board member received any salary, wages, fees, commissions, or other amount for services rendered to the organization in their capacity as a director. For the year ended March 31, 2020, \$43,546 was incurred in commission fees and a distribution of \$25,745 was received related to an investment in which a board member is the CEO.

MAKEWAY

(Formerly, Tides Canada)

Notes to Combined Financial Statements (continued)

Year ended March 31, 2020

17. Comparative information:

Certain comparative information has been reclassified to conform to the current year presentation.

18. Subsequent events:

On March 11, 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization and has had a significant financial, market and social dislocating impact. At the time of approval of these financial statements, MakeWay has experienced the indicators of financial implications and undertaken activities in relation to the COVID-19 pandemic including.

- Reduction in the fair value of investments held as at March 31, 2020 due to unrealized losses;
- Implementation of temporary work from home arrangements for office employees; and
- Launching of two rapid-response funds to quickly and flexibly drive funding directly into communities.

The full financial impact of COVID-19 on MakeWay is not known at this time and therefore there is uncertainty over future cash flows, which may cause significant changes to the assets or liabilities and may have a significant impact on future operations. An estimate of the financial effect is not practicable at this time. MakeWay continues to closely monitor the recommendations from public health agencies and government authorities and is implementing its business continuity plans in efforts to reduce the financial implications and continue operations.