REITMANS

(CANADA) LIMITED

Management's Discussion and Analysis
and
Unaudited Condensed Consolidated Interim Financial Statements

For the 13 weeks ended April 29, 2023

REITMANS

(CANADA) LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of Reitmans (Canada) Limited and its subsidiaries ("Reitmans" or the "Company") should be read in conjunction with the unaudited condensed consolidated interim financial statements of Reitmans as at and for the 13 weeks ended April 29, 2023 and the audited annual consolidated financial statements for the fiscal year ended January 28, 2023 and the notes thereto which are available on the SEDAR website at www.sedar.com. This MD&A is dated June 14, 2023.

All financial information contained in this MD&A and Reitmans' unaudited condensed consolidated interim financial statements has been prepared in accordance with International Financial Reporting Standards ("IFRS"), also referred to as Generally Accepted Accounting Principles ("GAAP"), as issued by the International Accounting Standards Board ("IASB"). All monetary amounts shown in the tables in this MD&A are in millions of Canadian dollars unless otherwise indicated, except per share and strike price amounts. The unaudited condensed consolidated interim financial statements and this MD&A were reviewed by Reitmans' Audit Committee and were approved by its Board of Directors on June 14, 2023.

Unless otherwise indicated, all comparisons of results for the 13 weeks ended April 29, 2023 ("first quarter of 2024") are against results for the 13 weeks ended April 30, 2022 ("first quarter of 2023").

Additional information about Reitmans is available on the Company's website at www.reitmanscanadalimited.com or on the SEDAR website at www.sedar.com.

FORWARD-LOOKING STATEMENTS

All of the statements contained herein, other than statements of fact that are independently verifiable at the date hereof, are forward-looking statements. Such statements, based as they are on the current expectations of management, inherently involve numerous risks and uncertainties, known and unknown, many of which are beyond the Company's control, including statements regarding the Company's financial position and operations, and are based on several assumptions which give rise to the possibility that actual results could differ materially from the Company's expectations expressed in or implied by such forward-looking statements and that the objectives, plans, strategic priorities and business outlook may not be achieved. Consequently, the Company cannot guarantee that any forward-looking statement will materialize, or if any of them do, what benefits the Company will derive from them. Forward-looking statements are provided in this MD&A for the purpose of giving information about management's current expectations and plans as of the date of this MD&A, and allowing investors and others to get a better understanding of the Company's operating environment. However, readers are cautioned that it may not be appropriate to use such forward-looking statements for any other purpose. Forward-looking statements are based upon the Company's current estimates, beliefs and assumptions, which are based on management's perception of historical trends, current conditions and currently expected future developments, as well as other factors it believes, are appropriate in the circumstances.

This MD&A contains forward-looking statements about the Company's objectives, plans, goals, expectations, aspirations, strategies, financial condition, results of operations, cash flows, performance, prospects, opportunities and legal and regulatory matters. Specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to the Company's belief in its strategies and its brands and their capacity to generate long-term profitable growth, future liquidity, planned capital expenditures, amount of pension plan contributions, status and impact of systems implementation, the ability of the Company to successfully implement its strategic initiatives and cost reduction and productivity improvement initiatives as well as the impact of such initiatives. These specific forward-looking statements are contained throughout this MD&A including those listed in the "Operating Risk Management" and "Financial Risk Management" sections of this MD&A. Forward-looking statements are typically identified by words such as "expect", "anticipate", "believe", "foresee", "could", "estimate", "goal", "intend", "plan", "seek", "strive", "will", "may" and "should" and similar expressions, as they relate to the Company and its management.

Numerous risks and uncertainties could cause the Company's actual results to differ materially from those expressed, implied or projected in the forward-looking statements, including:

- foreign currency fluctuations, including high levels of volatility of the Canadian dollar in relation to the US dollar;
- changes in economic conditions, including economic recession or changes in the rate of inflation or deflation, employment rates, interest rates, currency exchange rates or derivative prices;
- significant economic disruptions caused by global health risks that influence sanitary measures (such as confinement and store closures), consumer demand and hamper the ability to get merchandise on a timely basis;
- changes in product costs and disruption of the Company's supply chain;
- heightened competition, whether from current competitors or new entrants to the marketplace;
- the changing consumer preferences toward more e-commerce, online retailing and the introduction of new technologies;
- seasonality and weather;
- the inability of the Company's information technology ("IT") infrastructure to support the requirements of the Company's business, or the occurrence of any internal or external security breaches, denial of service attacks, viruses, worms and other known or unknown cyber security or data breaches;
- failure to realize benefits from investments in the Company's new IT systems;
- the inability of the Company to manage inventory to minimize the impact of obsolete or excess inventory and to control shrinkage;
- failure to realize anticipated results, including revenue growth, anticipated cost savings or operating efficiencies associated with the Company's major initiatives, including those from restructuring; and
- changes in the Company's income, capital, property and other tax and regulatory liabilities, including changes in tax laws, regulations or future assessments.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Other risks and uncertainties not presently known to the Company or that the Company presently believes are not material could also cause actual results or events to differ materially from those expressed in its forward-looking statements. Additional risks and uncertainties are discussed in the Company's materials filed with the Canadian securities regulatory authorities from time to time. The reader should not place undue reliance on any forward-looking statements included herein. These statements speak only as of the date made and the Company is under no obligation and disavows any intention to update or revise such statements as a result of any event, circumstances or otherwise, except to the extent required under applicable securities law.

NON-GAAP FINANCIAL MEASURES & SUPPLEMENTARY FINANCIAL MEASURES

This MD&A makes reference to certain non-GAAP measures. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS. They are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for the Company's analysis of its financial information reported under IFRS.

NON-GAAP FINANCIAL MEASURES

This MD&A discusses the following non-GAAP financial measures: adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), adjusted results from operating activities ("Adjusted ROA") and working capital. This MD&A also indicates Adjusted EBITDA as a percentage of net sales and is considered a non-GAAP financial ratio. Net sales represent the sale of merchandise less discounts and returns. The intent of presenting Adjusted EBITDA and Adjusted ROA is to provide additional useful information to investors and analysts. Adjusted EBITDA is defined as net earnings before income tax expense/recovery, interest income, interest expense, loss on foreign currency translation differences reclassified to net earnings, depreciation, amortization, net impairment of non-financial assets, adjusted for the impact of certain items, including a deduction of interest expense and depreciation relating to leases accounted for under IFRS 16, *Leases,* Federal subsidies and restructuring costs and recoveries. Management believes that Adjusted EBITDA is an important indicator of the Company's ability to generate liquidity through operating cash flow to fund working capital needs and fund capital expenditures and uses this metric for this purpose. Management believes that Adjusted EBITDA as a percentage of net sales indicates how much liquidity is generated for each dollar of net sales. The exclusion of interest income and expenses, other than interest expense related to lease liabilities as explained hereafter, eliminates the impact on earnings derived from non-operational activities. The exclusion of depreciation, amortization and net impairment charges, other than depreciation related to right-of-use assets as explained hereafter, eliminates the non-cash impact, and the exclusion of restructuring items and Federal subsidies presents the results of the on-going business. Under IFRS 16, *Leases*, the characteristics of some leases result in lease payments being recognized in net earnings in the period in which the performance or use occurs while other leases are recorded as right-of-use assets with a corresponding lease liability recognized, which results in depreciation of those assets and interest expense from those liabilities. Management is presenting its Adjusted EBITDA to reflect the payments of its store and equipment lease obligations on a consistent basis. As such, the initial add-back of depreciation of right-of-use assets and interest on lease obligations are removed from the calculation of Adjusted EDITDA, as this better reflects the operational cash flow impact of its leases.

Adjusted ROA is defined as results from operating activities excluding Federal subsidies and restructuring costs. Management believes that Adjusted ROA provides a more relevant indicator in assessing current operational performance. The exclusion of restructuring items and Federal subsidies presents the on-going operational performance of the business.

Working capital is defined as current assets less current liabilities. Management believes that working capital provides information that is helpful to understand the financial condition of the Company. Due to the seasonality of the Company's business, it is more relevant to compare the working capital position at the same point in time.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The tables below provide a reconciliation of net loss to Adjusted EBITDA, results from operating activities to Adjusted ROA and the composition of working capital:

	For the first quarter of	
	2024	**2023**
Net loss	**$ (3.8)**	$ (1.7)
Depreciation, amortization and net impairment losses on property and equipment, and intangible assets	**3.6**	5.1
Depreciation on right-of-use assets	**7.8**	5.8
Interest income	**(0.9)**	-
Interest expense on lease liabilities	**1.6**	1.0
Interest expense on revolving credit facility	**-**	0.3
Loss on foreign currency translation differences reclassified to net earnings	**1.0**	-
Income tax recovery	**(1.1)**	-
Rent impact from IFRS 16, *Leases*[1]	**(9.4)**	(6.8)
Federal subsidies	-	(1.2)
Restructuring costs	**-**	0.6
Adjusted EBITDA[2]	**$ (1.2)**	$ 3.1
Adjusted EBITDA as % of Net sales	**(0.7)%**	2.0%

[1] Rent Impact from IFRS 16, *Leases* is comprised as follows;

	For the first quarter of	
	2024	**2023**
Depreciation on right-of use assets	**$ 7.8**	$ 5.8
Interest expense on lease liabilities	**1.6**	1.0
Rent impact from IFRS 16, *Leases*	**$ 9.4**	$ 6.8

[2] As a result of the current definition of Adjusted EBITDA, the comparative figure has been restated to include the rent impact from IFRS 16, *Leases* of $6.8 million for the first quarter of 2023. Management believes that the current definition of Adjusted EBITDA better reflects the operational cash flow of the Company.

	For the first quarter of	
	2024	**2023**
Results from operating activities	**$ (3.6)**	$ (0.4)
Federal subsidies	**-**	(1.2)
Restructuring costs	**-**	0.6
Adjusted ROA	**$ (3.6)**	$ (1.0)

	As at April 29, 2023	**As at April 30, 2022**	**As at January 28, 2023**
Current assets	**$ 233.7**	$ 219.3	$ 265.9
Current liabilities	**94.0**	122.5	122.9
Working capital	**$ 139.7**	$ 96.8	$ 143.0

SUPPLEMENTARY FINANCIAL MEASURES

The Company uses a key performance indicator ("KPI"), comparable sales, to assess store performance and sales growth. The Company engages in an omnichannel approach in connecting with its customers by appealing to their shopping habits through either online or store channels. This approach allows customers to shop online for home delivery or to pick up in store, purchase in any of our store locations or ship to home from another store when the products are unavailable in a particular store. Due to customer cross-channel behavior, the Company reports a single comparable sales metric, inclusive of store and e-commerce channels. Comparable sales are defined as net sales generated by stores that have been continuously open during both of the periods being compared and include e-commerce net sales. The comparable sales metric compares the same calendar days for each period. Although this KPI is expressed as a ratio, it is a supplementary financial measure that does not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures used by other companies. Management uses comparable sales in evaluating the performance of stores and online net sales and considers it useful in helping to determine what portion of new net sales has come from sales growth and what portion can be attributed to the opening of new stores. Comparable sales is a measure widely used amongst retailers and is considered useful information for both investors and analysts. Comparable sales should not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS.

OVERVIEW

The Company has a single reportable segment that derives its revenue primarily from the sale of women's specialty apparel to consumers through its retail banners. The Company's stores are primarily located in malls and retail power centres across Canada while also offering e-commerce website shopping for all of its banners. The online channels provide customers convenience, selection and ease of purchase, while enhancing customer loyalty and continuing to build the brands. The Company currently operates under the following banners:

Reitmans

The Reitmans banner, founded in 1926, operates stores averaging 4,700 sq. ft. and is Canada's leading specialty fashion destination. With a strong online presence and store locations across the country, Reitmans customers account for over one-third of Canadian women. Reitmans ambition is to offer a feel-good and inclusive space featuring on-trend styles in the most extensive size range, from 0-22.

PENN.
PENNINGTONS

PENN. is Canada's premiere destination for plus-size fashion, ranging from sizes 14 to 32. Through championing body diversity and size inclusivity, the brand believes that women deserve to experience the freedom that comes with feeling confident in their clothing. PENN. operates stores averaging 5,800 sq. ft. in power centres across Canada.

RW&CO.

RW&CO. operates stores averaging 4,500 sq. ft. in premium locations in major shopping malls as well as on their e-commerce site. Specializing in menswear and womenswear, the brand delivers versatile, well-crafted collections and exceptional brand experiences to an open and inclusive brand community.

RETAIL BANNERS

	Number of stores at January 28, 2023	**Q1 Openings**	**Q1 Closings**	**Number of stores at April 29, 2023**	**Number of stores at April 30, 2022**
Reitmans	**235**	1	(1)	235	237
Penningtons	**91**	1	(1)	91	92
RW&CO.	**80**	-	-	80	77
Total stores	**406**	**2**	**(2)**	**406**	**406**

The viability of each store and its location is constantly monitored and assessed for continuing profitability. In most cases when a store is closed, merchandise at that location is sold off in the normal course of business and any unsold merchandise remaining at the closing date is generally transferred to other stores operating under the same banner for sale in the normal course of business.

OPERATING RESULTS FOR THE FIRST QUARTER OF 2024 COMPARED TO THE FIRST QUARTER OF 2023

	First Quarter of 2024	First Quarter of 2023	$ Change	% Change
Net sales	**$ 165.0**	$ 153.9	$ 11.1	7.2%
Cost of goods sold	**76.9**	69.9	7.0	10.0%
Gross profit	**88.1**	84.0	4.1	4.9%
Gross profit %	**53.4%**	54.6%		
Selling, distribution and administrative expenses	**91.7**	84.4[1]	7.3	8.6%
Results from operating activities	**(3.6)**	(0.4)	(3.2)	n/a
Net finance costs	**(1.3)**	(1.3)	(0.0)	n/a
Loss before income taxes	**(4.9)**	(1.7)	(3.2)	n/a
Income tax recovery	**1.1**	0.0	1.1	n/a
Net loss	**$ (3.8)**	$ (1.7)	$ (2.1)	n/a
Adjusted EBITDA[2]	**$ (1.2)**	$ 3.1	$ (4.3)	n/a
Adjusted ROA[2]	**$ (3.6)**	$ (1.0)	$ (2.6)	n/a
Loss per share:				
Basic	**$ (0.08)**	$ (0.04)	$ (0.04)	(100.0%)
Diluted	**(0.08)**	(0.04)	(0.04)	(100.0%)

[1] Includes $0.6 million of restructuring costs for the first quarter of 2023.

[2] This is a Non-GAAP Financial Measure. See section entitled “Non-GAAP Financial Measures and Supplementary Financial Measures” for reconciliations of these measures.

Net Sales

Net sales for the first quarter of 2024 increased by $11.1 million, or 7.2%, to $165.0 million. The increase was primarily due to the growth in comparable sales mainly driven from increased in-store traffic and improved sales dollars per unit. Comparable sales[1], which include e-commerce net sales, increased 6.4% during the first quarter of 2024. E-commerce net sales in relation to the Company’s total net sales decreased due to a larger increase in both store traffic and store net sales.

The breakdown of net sales was as follows:

	First Quarter of 2024		First Quarter of 2023		$ Change	% Change
Retail stores	**$ 120.9**	**73.3%**	$ 109.5	71.1%	$ 11.4	10.4%
E-commerce	**44.1**	**26.7%**	44.4	28.9%	(0.3)	(0.7)%
Net sales	**$ 165.0**	**100.0%**	$ 153.9	100.0%	$ 11.1	7.2%

[1] This is a supplementary financial measure. See section entitled “Supplementary Financial Measures”.

Gross Profit

Gross profit for the first quarter of 2024 increased $4.1 million to $88.1 million as compared with $84.0 million for the first quarter of 2023. Gross profit as a percentage of net sales for the first quarter of 2024 decreased to 53.4% from 54.6% for the first quarter of 2023. The increase in gross profit is primarily attributable to the increase in net sales during the first quarter of 2024. The decrease in gross profit as a percentage of net sales is primarily attributable to higher promotional activity combined with an unfavorable foreign exchange impact on U.S. dollar denominated purchases included in cost of goods sold, partially offset by lower supply chain costs as global shipping industry disruptions were prevalent in the first quarter of 2023.

Selling, Distribution and Administrative Expenses

Total selling, distribution and administrative expenses of $91.7 million for the first quarter of 2024 increased by $7.3 million or 8.6%, as compared to the first quarter of 2023, primarily attributable to the following:

- increased store operating costs due primarily to higher store personnel costs to support the increase in sales;
- previous preferential rent arrangements were renewed at closer to market lease rates. The Company continues to benefit from excellent relationships with its landlords;
- a $1.2 million decrease in total combined financial support from Federal subsidy programs that ended in the first quarter of 2023;
- higher head office and distribution centre personnel costs due to wage increases and to support growth areas of the business;

  partially offset by,

- restructuring related costs of $0.6 million incurred during the first quarter of 2023;
- a $1.5 million decrease in depreciation, amortization and net impairment losses due primarily to the Company's controlled spending in property and equipment and intangible assets.

Net Finance Costs

Net finance costs were $1.3. million for the first quarter of 2024 and for the first quarter of 2023. Included in net finance costs for the first quarter of 2024 was a $1.0 million loss on foreign currency translation differences from the wind-up of a foreign operation and higher interest expense related to lease liabilities as compared to the first quarter of 2023, fully offset by higher interest income earned on funds held with a Canadian bank, no interest incurred on the revolving credit facility, and a higher foreign exchange gain on U.S. denominated net monetary assets in the first quarter of 2024.

Income Taxes

The income tax recovery of $1.1 million for the first quarter of 2024 was negatively impacted by a non-deductible foreign currency translation loss reclassified to net earnings due to the wind-up of a foreign operation of $1.0 million.

There was no income tax recovery in the first quarter of 2023 primarily as a result of the uncertainties related to the Company's ability to generate future profitable operations. As at April 30, 2022, management's assessment, was that it was not probable that future taxable profits would be available. Consequently, as at April 30, 2022, the Company did not recognize deferred tax assets on all temporary differences and operating losses carried forward relating to its Canadian based operations.

Net Loss

Net loss for the first quarter of 2024 was $3.8 million ($0.08 basic and diluted loss per share) as compared with a net loss of $1.7 million ($0.04 basic and diluted loss per share) for the first quarter of 2023. The increase in net loss of $2.1 million is primarily attributable the increase in overall operating costs, partially offset by an increase in gross profits and an increase in the income tax recovery, as noted above.

Adjusted EBITDA

Adjusted EBITDA for the first quarter of 2024 was $(1.2) million as compared to $3.1 million for the first quarter of 2023. The decrease of $4.3 million is primarily attributable to an increase in operating costs, partially offset by the increase in gross profits, as noted above.

Adjusted ROA

Adjusted ROA for the first quarter of 2024 was $(3.6) million as compared with $(1.0) million for the first quarter of 2023. The decrease of $2.6 million is primarily attributable to an increase in operating costs, partially offset by the increase in gross profit, as noted above.

SUMMARY OF QUARTERLY RESULTS

The results of operations for any quarter are not necessarily indicative of the results of operations for the fiscal year. The table below presents selected consolidated financial data for the eight most recently completed quarters. All references to “2024” are to the Company’s fiscal year ending February 3, 2024, “2023” are to the Company’s fiscal year ended January 28, 2023 and “2022” are to the Company’s fiscal year ended January 29, 2022.

	First Quarter		Fourth Quarter		Third Quarter		Second Quarter	
	2024	**2023**	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**
Sales	$ 165.0	$ 153.9	$ 211.9	$ 190.2	$ 205.6	$ 178.2	$ 229.2	$ 172.3
Net (loss) earnings from continuing operations[5]	(3.8)	(1.7)	27.5	97.2	14.6	22.0	37.3	23.9
Earnings from discontinued operations, net of tax[5]	-	-	-	-	-	4.8	-	10.2
Net (loss) earnings	(3.8)	(1.7)[1]	27.5[2]	97.2[2]	14.6[3]	26.8[3]	37.3[4]	34.1[4]
(Loss) earnings per share								
Basic	$ (0.08)	$ (0.04)[1]	$ 0.56[2]	$ 1.99[2]	$ 0.30[3]	$ 0.55[3]	$ 0.76[4]	$ 0.70[4]
Diluted	(0.08)	(0.04)[1]	0.56[2]	1.99[2]	0.30[3]	0.55[3]	0.76[4]	0.70[4]
(Loss) earnings per share, continuing operations[5]:								
Basic	$ (0.08)	$ (0.04)	$ 0.56	$ 1.99	$ 0.30	$ 0.45	$ 0.76	$ 0.49
Diluted	(0.08)	(0.04)	0.56	1.99	0.30	0.45	0.76	0.49

[1] During the first quarter of 2023, net loss includes restructuring costs of $0.6 million, partially offset by the impact of Federal subsidies totalling $1.2 million.

[2] During the fourth quarter of 2023, net earnings include $1.9 million of restructuring costs recovery. During the fourth quarter of 2022, net earnings include the impact of Federal subsidies totalling $4.7 million, gain on settlement of liabilities subject to compromise of $88.6 million, partially offset by restructuring costs of $0.5 million.

[3] During the third quarter of 2023, net earnings include restructuring costs of $0.1 million. During the third quarter of 2022, net earnings include the impact of Federal subsidies totalling $1.6 million and a restructuring costs recovery of $0.3 million.

[4] During the second quarter of 2023, net earnings include restructuring costs recovery of $0.2 million. During the second quarter of 2022, net earnings include the impact of Federal subsidies totalling $6.2 million and a restructuring costs recovery of $16.1 million.

[5] During fiscal 2021, the Company closed the Thyme Maternity and Addition Elle banners which resulted in the termination of approximately 1,600 employees in its retail locations and head office and, as a result, these results had been classified as discontinued operations in fiscal 2022 and 2021. Discontinued operations were excluded from the net earnings (loss) from continuing operations and were presented as earnings (loss) from discontinued operations, net of tax, as a separate line item in the consolidated statements of earnings (loss).

BALANCE SHEET

Selected line items from the Company's balance sheets as at April 29, 2023 and January 28, 2023 are presented below:

	April 29, 2023	January 28, 2023	$ Change	% Change
Cash	**$ 69.4**	$ 103.0	$ (33.6)	(32.6)%
Trade and other receivables	**3.9**	3.2	0.7	21.9%
Inventories	**139.1**	142.3	(3.2)	(2.2)%
Prepaid expenses and other assets	**18.6**	14.5	4.1	28.3%
Property and equipment & intangible assets	**65.7**	66.5	(0.8)	(1.2)%
Right-of-use assets	**88.4**	79.9	8.5	10.6%
Pension asset	**1.3**	-	1.3	n/a%
Deferred income taxes	**33.1**	32.3	0.8	2.5%
Trade and other payables	**53.7**	81.1	(27.4)	(33.8)%
Deferred revenue	**12.2**	14.1	(1.9)	(13.5)%
Income taxes payable	**0.5**	1.0	(0.5)	(50.0)%
Lease liabilities (current and non-current)	**96.5**	87.5	9.0	10.3%

Changes at April 29, 2023 as compared to January 28, 2023 were primarily due to the following:

- cash decreased $33.6 million primarily due to the payment of fiscal 2023 performance incentive plan awards, the timing of payments related to trade and non-trade payables, less cash generated from operations, and the investments made in property and equipment in the first quarter of 2024;
- trade and other receivables increased primarily due to higher credit card receivables as at April 29, 2023 as compared to as at January 28,2023;
- inventories decreased by $3.2 million due to reduced advanced merchandise deliveries as supply chain conditions improved;
- the increase of $4.1 million in prepaid expenses and other assets is primarily due to the timing of payments related to in-cloud hosting service contracts;
- property and equipment & intangible assets decreased by $0.8 million. During the first quarter of 2024, $3.5 million was invested primarily on new stores, store renovations and head office hardware and software investments. Depreciation and amortization of $3.3 million and a net impairment of $0.3 million on property and equipment and intangible assets were recognized in the first quarter of 2024 ($3.9 million of depreciation and amortization and a net impairment of $1.2 million on property and equipment and intangible assets were recognized in the first quarter of 2023);
- right-of-use assets represent the right-to-use the retail stores and certain equipment over their lease terms. Right-of-use assets increased by a net $8.5 million primarily due to leases signed during the first quarter of 2024. Depreciation and amortization of $7.8 million was recognized in the first quarter of 2024 ($5.8 million in the first quarter of 2023). No impairment charges were recognized in the first quarter of 2024 and 2023;
- pension asset increased by $1.3 million due to an actuarial gain recognized in other comprehensive income in the first quarter of 2024. On May 19, 2023, the Company's Board of Directors has approved the dissolution of the defined benefit pension plan ("Plan"). The effective date of the windup for the Plan is June 30, 2024. See Notes 6 and 20 of the unaudited condensed consolidated interim financial statements for the first quarter of 2024;
- deferred tax assets arise primarily due to temporary differences and operating losses carried forward relating to the Canadian operations as a result of management's assessment that the Company has the ability to generate future profitable operations and that it is probable that future taxable profits will be available to utilize the tax benefits;

- trade and other payables decreased by $27.4 million due to the timing of payments related to trade and non-trade payables and personnel-related liabilities (including performance incentive plan awards), partially offset by an increase in the refund liability related to sales returns associated with the increase in sales during the first quarter of 2024;
- deferred revenue decreased by $1.3 million due to the timing of gift card redemptions. Deferred revenue consists of unredeemed gift cards, loyalty points and awards granted under customer loyalty programs;
- income taxes payable consists primarily of estimated net tax liabilities of a foreign subsidiary. The decrease of $0.5 million in income taxes payable is due to payments made by a foreign subsidiary;
- lease liabilities represent the present value of the Company's obligations to make lease payments for its store and equipment leases. During the first quarter of 2024, lease liabilities increased by lease additions of $16.4 million and interest expense of $1.6 million, offset by payments of $8.9 million and lease terminations of $0.1 million.

OPERATING AND FINANCIAL RISK MANAGEMENT

Detailed descriptions of the Company's operating and financial risks are included in the Company's annual MD&A for the fiscal year ended January 28, 2023 (which is available on the SEDAR website at www.sedar.com).

LIQUIDITY, CASH FLOWS AND CAPITAL RESOURCES

The Company primarily uses funds for working capital requirements and capital expenditures. As at April 29, 2023, the Company increased its working capital[1] position by $42.9 million with current assets of $233.7 million (April 30, 2022 – $219.3 million; January 28, 2023 - $265.9 million) and current liabilities of $94.0 million (April 30, 2022 - $122.5 million; January 28, 2023 - $122.9 million) and no long-term debt (other than lease liabilities). As at April 29, 2023, included in the Company's current assets is cash of $69.4 million (April 30, 2022 - $40.2 million; January 28, 2023 - $103.0 million). Cash is held in interest bearing accounts mainly with a major Canadian financial institution.

The Company has a senior secured asset-based revolving credit facility with a Canadian financial institution of up to $115.0 million (or its U.S. dollar equivalent), which matures on January 12, 2025. If and when necessary, this committed facility is used to finance the ongoing operations of the Company. No amount was drawn under the secured asset-based credit facility as at April 29, 2023 (April 30, 2022 – $34.4 million; January 28, 2023 - nil).

In the first quarter of 2024, the Company invested $3.5 million in capital expenditures. The Company expects to invest approximately $20.0 million in capital expenditures in fiscal 2024. The Company's capital allocation strategy focuses on three main investment areas:

1. Investment in store renovations to ensure the existing fleet of stores remains current and relevant and in new stores as suitable locations are identified;
2. Technology, continuing to upgrade systems including migrating legacy systems to cloud service providers and omnichannel network, including in-store and ecommerce digital capabilities;
3. Distribution improvements, including optimizing and further automating distribution capabilities and upgrading existing distribution.

[1] This is a Non-GAAP Financial Measure. See section entitled "Non-GAAP Financial Measures & Supplementary Financial Measures" for a reconciliation of this measure.

FINANCIAL COMMITMENTS

There have been no material changes in the Company's financial commitments that are outside of the ordinary course of the Company's business from those described in the Company's audited annual consolidated financial statements for the year ended January 28, 2023.

OUTSTANDING SHARE DATA

At June 14, 2023, 13,440,000 Common shares and 35,427,322 Class A non-voting shares of the Company were issued and outstanding. Each Common share entitles the holder thereof to one vote at meetings of shareholders of the Company. As at June 14, 2023, the Company has a total of 2,597,000 share options outstanding at an average exercise price of $2.63. Each share option entitles the holder to purchase one Class A non-voting share of the Company at an exercise price established based on the market price of the shares at the date the option was granted.

OFF-BALANCE SHEET ARRANGEMENTS

Derivative Financial Instruments

The Company in its normal course of business must make long lead-time commitments for a significant portion of its merchandise purchases, in some cases as long as twelve months. Most of these purchases must be paid for in U.S. dollars. The Company considers a variety of strategies designed to manage the cost of its continuing U.S. dollar long-term commitments, including spot rate purchases and foreign currency forward contracts with maturities generally not exceeding twelve months and are normally designated as cash flow hedges. In early fiscal 2021, the Company had temporarily paused its hedging program. As at April 29, 2023, the Company's hedging program remained temporarily paused and there were no foreign exchange contracts outstanding.

RELATED PARTY TRANSACTIONS

There have been no significant changes in related party transactions from those disclosed in the Company's audited annual consolidated financial statements for the year ended January 28, 2023.

FINANCIAL INSTRUMENTS

The Company uses its cash resources and its credit facilities to fund ongoing working capital needs along with capital expenditures. Financial instruments that are exposed to concentrations of credit risk consist primarily of cash and trade and other receivables. The Company reduces this risk by dealing only with highly-rated counterparties, normally major Canadian financial institutions.

The volatility of the U.S. dollar vis-à-vis the Canadian dollar impacts earnings and while the Company considers a variety of strategies designed to manage the cost of its continuing U.S. dollar commitments, such as spot rate purchases and foreign exchange contracts, this volatility can result in exposure to risk. With the Company temporarily pausing its hedging program, the exposure to risk is augmented subject to the U.S. dollar appreciating in value.

CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

Key Sources of Estimation Uncertainty

There have been no significant changes in the key sources of estimation uncertainty and judgements made in relation to the accounting policies applied as disclosed in the Company's annual MD&A for the year ended January 28, 2023 (which is available on the SEDAR website at www.sedar.com).

ADOPTION OF NEW ACCOUNTING POLICIES

The new accounting policies set out below have been adopted in the unaudited condensed consolidated interim financial statements as at and for the first quarter of 2024:

- Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)
- Definition of Accounting Estimates (Amendments to IAS 8)
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes)

Further information on these new accounting policies can be found in Note 3 of the unaudited condensed consolidated interim financial statements for the first quarter of 2024.

REITMANS (CANADA) LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS
(Unaudited)
(in thousands of Canadian dollars except per share amounts)

	Notes	For the 13 weeks ended April 29, 2023	April 30, 2022
Net sales	17	**$ 165,018**	$ 153,859
Cost of goods sold	5	**76,917**	69,896
Gross profit		**88,101**	83,963
Selling and distribution expenses		**80,269**	73,257
Administrative expenses		**11,408**	10,482
Restructuring	10	**-**	620
Results from operating activities		**(3,576)**	(396)
Finance income	14	**1,292**	80
Finance costs	14	**(2,630)**	(1,361)
Loss before income taxes		**(4,914)**	(1,677)
Income tax recovery (expense)		**1,074**	(40)
Net loss		**$ (3,840)**	$ (1,717)
Loss per share:	15		
Basic		**$ (0.08)**	$ (0.04)
Diluted		**(0.08)**	(0.04)

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

REITMANS (CANADA) LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(in thousands of Canadian dollars)

	Notes	For the 13 weeks ended April 29, 2023	April 30, 2022
Net loss		**$ (3,840)**	$ (1,717)
Other comprehensive income (loss)			
Items that are or may be reclassified subsequently to net earnings:			
Loss on foreign currency translation differences reclassified to net earnings	11	**1,044**	-
Foreign currency translation differences	11	**-**	(7)
Items that will not be reclassified to net earnings:			
Actuarial gain on defined benefit plan (net of tax of $346 for the 13 weeks ended April 29, 2023; nil for the 13 weeks ended April 30, 2022)	6	**958**	911
Total other comprehensive income		**2,002**	904
Total comprehensive loss		**$ (1,838)**	$ (813)

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

REITMANS (CANADA) LIMITED
CONDENSED CONSOLIDATED INTERIM BALANCE SHEETS
(Unaudited)
(in thousands of Canadian dollars)

	Notes	April 29, 2023	April 30, 2022	January 28, 2023
ASSETS				
CURRENT ASSETS				
Cash	4	**$ 69,394**	$ 40,210	$ 103,004
Restricted cash	4	**2,838**	-	2,808
Trade and other receivables		**3,857**	4,923	3,241
Inventories	5	**139,053**	137,505	142,302
Prepaid expenses and other assets		**18,565**	36,678	14,502
Total Current Assets		**233,707**	219,316	265,857
NON-CURRENT ASSETS				
Restricted cash	4	**-**	2,759	-
Property and equipment		**63,483**	63,572	63,833
Intangible assets		**2,240**	4,095	2,638
Right-of-use assets		**88,355**	51,583	79,894
Pension asset	6	**1,290**	418	-
Deferred income taxes		**33,067**	190	32,308
Total Non-Current Assets		**188,435**	122,617	178,673
TOTAL ASSETS		**$ 422,142**	$ 341,933	$ 444,530
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Revolving credit facility	7	**$ -**	$ 34,439	$ -
Trade and other payables	8	**53,684**	53,427	81,087
Deferred revenue	9	**12,223**	12,150	14,100
Income taxes payable		**457**	535	1,018
Current portion of lease liabilities		**27,622**	21,954	26,741
Total Current Liabilities		**93,986**	122,505	122,946
NON-CURRENT LIABILITIES				
Lease liabilities		**68,859**	36,413	60,758
Total Non-Current Liabilities		**68,859**	36,413	60,758
SHAREHOLDERS' EQUITY				
Share capital	11	**27,406**	27,406	27,406
Contributed surplus		**11,180**	10,295	10,871
Retained earnings		**220,711**	146,174	223,593
Accumulated other comprehensive loss	11	**-**	(860)	(1,044)
Total Shareholders' Equity		**259,297**	183,015	260,826
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$ 422,142**	$ 341,933	$ 444,530

Subsequent event (note 20)

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

REITMANS (CANADA) LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(in thousands of Canadian dollars)

	Notes	Share Capital	Contributed Surplus	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance as at January 29, 2023		**$ 27,406**	**$ 10,871**	**$ 223,593**	**$ (1,044)**	**$ 260,826**
Net loss		**-**	**-**	**(3,840)**	**-**	**(3,840)**
Total other comprehensive income	11	**-**	**-**	**958**	**1,044**	**2,002**
Total comprehensive loss (income) for the period		**-**	**-**	**(2,882)**	**1,044**	**(1,838)**
Share based compensation costs	12	**-**	**309**	**-**	**-**	**309**
Total contributions by owners of the Company		**-**	**309**	**-**	**-**	**309**
Balance as at April 29, 2023		**$ 27,406**	**$ 11,180**	**$ 220,711**	**$ -**	**$ 259,297**
Balance as at January 30, 2022		$ 27,406	$ 10,295	$ 146,980	$ (853)	$ 183,828
Net loss		-	-	(1,717)	-	(1,717)
Total other comprehensive income (loss)	11	-	-	911	(7)	904
Total comprehensive loss for the period		-	-	(806)	(7)	(813)
Balance as at April 30, 2022		$ 27,406	$ 10,295	$ 146,174	$ (860)	$ 183,015

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

REITMANS (CANADA) LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands of Canadian dollars)

	Notes	For the 13 weeks ended April 29, 2023	For the 13 weeks ended April 30, 2022
CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES			
Net loss		**$ (3,840)**	$ (1,717)
Adjustments for:			
Depreciation, amortization and net impairment losses on property and equipment, and intangible assets		**3,575**	5,080
Depreciation on right-of-use assets		**7,774**	5,811
Share-based compensation costs	12	**309**	-
Foreign exchange gain		**(308)**	(1,847)
Loss on foreign currency translation differences reclassified to net earnings	11,14	**1,044**	-
Interest on lease liabilities	14	**1,586**	1,015
Interest on revolving credit	14	**-**	346
Interest income	14	**(921)**	(34)
Income tax (recovery) expense		**(1,074)**	40
		8,145	8,694
Changes in:			
Trade and other receivables		**(666)**	2,666
Inventories	5	**3,249**	(18,533)
Prepaid expenses and other assets		**(4,063)**	5,912
Trade and other payables	8	**(26,769)**	20,231
Pension asset	6	**14**	593
Deferred revenue	9	**(1,877)**	(1,340)
Cash (used in) from operating activities		**(21,967)**	18,223
Interest paid		**-**	(316)
Interest received		**971**	51
Income taxes paid		**(592)**	(46)
Net cash flows (used in) from operating activities		**(21,588)**	17,912
CASH FLOWS USED IN INVESTING ACTIVITIES			
Additions to property and equipment and intangible assets	16	**(3,462)**	(2,476)
Cash flows used in investing activities		**(3,462)**	(2,476)
CASH FLOWS USED IN FINANCING ACTIVITIES			
Restricted cash	4	**(30)**	(2)
Net proceeds from revolving credit facility	7	**-**	4,805
Payment of lease liabilities		**(8,873)**	(7,364)
Cash flows used in financing activities		**(8,903)**	(2,561)
FOREIGN EXCHANGE GAIN ON CASH HELD IN FOREIGN CURRENCY		**343**	1,833
NET (DECREASE) INCREASE IN CASH		**(33,610)**	14,708
CASH, BEGINNING OF THE PERIOD		**103,004**	25,502
CASH, END OF THE PERIOD		**$ 69,394**	$ 40,210

Supplementary cash flow information (note 16)

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

1. REPORTING ENTITY

Reitmans (Canada) Limited (the "Company") is a company domiciled in Canada and is incorporated under the Canada Business Corporations Act. The address of the Company's registered office is 155 Wellington Street West, 40^{th} Floor, Toronto, Ontario M5V 3J7. The Company's issued and outstanding Common and Class A shares are listed on the Toronto Stock Venture Exchange under the symbol "RET.V" and "RET-A.V", respectively. The principal business activity of the Company is the sale of women's wear.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") on a basis consistent with those accounting policies followed by the Company in the most recent audited annual consolidated financial statements except where noted below. These unaudited condensed consolidated interim financial statements have been prepared under IFRS in accordance with IAS 34, *Interim Financial Reporting*. Certain information, in particular the accompanying notes, normally included in the audited annual consolidated financial statements prepared in accordance with IFRS has been omitted or 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 January 28, 2023.

These unaudited condensed consolidated interim financial statements were authorized for issue by the Board of Directors on June 14, 2023.

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:

- lease liabilities are initially measured at the present value of the lease payments that are not paid at the lease commencement date;
- pension asset is recognized as fair value of the plan assets less the present value of the defined benefit obligation; and
- liabilities for cash-settled share-based payment arrangements are measured in accordance with IFRS 2, *Share-Based Payment*.

c) Seasonality of Interim Operations

The retail business is seasonable and the results of operations for any interim period are not necessarily indicative of the results of operation for the full fiscal year or any future period.

d) Functional and Presentation Currency

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

e) Estimates, Judgments and Assumptions

The preparation of the unaudited condensed consolidated interim financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosure of contingent assets and contingent liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. These estimates and assumptions are based on historical experience, other relevant factors and expectations of the future and are reviewed regularly. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

In preparing these unaudited condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied and described in the Company's audited annual consolidated financial statements for the year ended January 28, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES

Except as described below, the significant accounting policies as disclosed in the Company's audited annual consolidated financial statements for the year ended January 28, 2023 have been applied consistently in the preparation of these unaudited condensed consolidated interim financial statements.

Adoption of new accounting policies:

Disclosure initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

On February 12, 2021, the IASB issued *Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements)*.

The amendments are effective for annual periods beginning on or after January 1, 2023. The amendments help companies provide useful accounting policy disclosures. The key amendments include:

- requiring companies to disclose their material accounting policies rather than their significant accounting policies;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

Definition of Accounting Estimates (Amendments to IAS 8)

On February 12, 2021, the IASB issued *Definition of Accounting Estimates (Amendments to IAS 8)*. The amendments are effective for annual periods beginning on or after January 1, 2023. The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12 Income Taxes)

On May 7, 2021, the IASB issued *Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)*. The amendments are effective for annual periods beginning on or after January 1, 2023. The amendments narrow the scope of the initial recognition exemption (IRE) so that it does not apply to transactions that give rise to equal and offsetting temporary differences. As a result, companies will need to recognize a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition of a lease and a decommissioning provision.

The adoption of these amendments did not have a significant impact on the Company's unaudited condensed consolidated interim financial statements.

4. CASH AND RESTRICTED CASH

	April 29, 2023	April 30, 2022	January 28, 2023
Cash (1)	**$ 69,394**	$ 40,210	$ 103,004
Restricted cash (2)	**2,838**	2,759	2,808
	$ 72,232	$ 42,969	$ 105,812

(1) The Company's cash held with banks bears interest at variable rates.

(2) Restricted cash represents cash held in trust by a Canadian financial institution as security on a standby letter of credit expiring on July 7, 2023. The cash bears interest at variable rates. As at April 30, 2022, restricted cash is presented as non-current on the unaudited condensed consolidated interim balance sheets.

5. INVENTORIES

During the 13 weeks ended April 29, 2023, inventories recognized as cost of goods sold amounted to $72,609 (April 30, 2022 - $65,469). In addition, for the 13 weeks ended April 29, 2023, the Company recorded $4,308 (April 30, 2022 - $4,427) of write-downs of inventories as a result of net realizable value being lower than cost which were recognized in cost of goods sold. No inventory write-downs recognized in previous periods were reversed for the 13 weeks ended April 29, 2023 and April 30, 2022.

Included in inventories is a return asset for the right to recover returned goods for $2,613 as at April 29, 2023 (April 30, 2022 - $2,489; January 28, 2023 - $2,100).

6. PENSION ASSET

The Company recognized an actuarial gain of $1,304 in other comprehensive income for the 13 weeks ended April 29, 2023 ($911 for the 13 weeks ended April 30, 2022) and subsequently reclassified the gain from accumulated other comprehensive income to retained earnings based on an updated valuation to the net pension asset.

Subsequent to April 29, 2023, the Company's Board of Directors approved the wind-up of the Company's defined benefit pension plan ("Plan"). See note 20.

7. REVOLVING CREDIT FACILITY

The Company has access to a senior secured asset-based revolving facility with a Canadian financial institution for an amount of up to $115,000 ("Borrowing Base"), or its US dollar equivalent, which matures on January 12, 2025. The revolving credit facility is classified as a current liability in the unaudited condensed consolidated interim balance sheets as it is being managed and expected to be settled by the Company in its normal operating cycle. The Borrowing Base is dependent on certain factors including, but not limited to, the level of the Company's inventory, credit card receivables and the statutory amount payables to governmental authorities. As at April 29, 2023, the Company's Borrowing Base was $95,250 (April 30, 2022 – $97,250, January 28, 2023 – $92,762).

The Company can borrow funds in Canadian or US dollars at prime, base, the Canadian Dollar Offered Rate ("CDOR") or the Second Overnight Financing Rate ("SOFR"). The facility bears interest at the prime or base rate, plus 0.50% or 0.75% and, up to 2.00%, and at the CDOR or SOFR rate, plus 1.75% or 2.00%, based on the average excess availability of the credit facility per the Borrowing Base. Up to $35,000 (or its U.S. dollar equivalent) of the facility can be withdrawn through secured letters of credit.

As at April 29, 2023, no amount (April 30, 2022 – $34,439, January 28, 2023 – nil) was drawn under the revolving credit facility and $2,000 was committed for secured letters of credit (April 30, 2022 – nil, January 28, 2023 – $2,000).

The facility is secured by certain of the Company's assets including trade receivables, inventories and property and equipment. The Company is required to maintain certain financial covenants related to this revolving credit facility. As at April 29, 2023, April 30, 2022 and January 28, 2023, the Company was in compliance of all financial covenants.

8. TRADE AND OTHER PAYABLES

	April 29, 2023	April 30, 2022	January 28, 2023
Trade payables	**$ 12,839**	$ 6,173	$ 18,282
Personnel liabilities	**16,911**	17,682	37,027
Other non-trade payables	**16,716**	20,010	20,683
Refund liability	**6,480**	6,413	4,024
Payables relating to premises	**738**	3,149	1,071
	$ 53,684	$ 53,427	$ 81,087

9. DEFERRED REVENUE

	April 29, 2023	April 30, 2022	January 28, 2023
Loyalty points and awards granted under loyalty programs	**$ 271**	$ 686	$ 242
Unredeemed gift cards	**11,952**	11,464	13,858
	$ 12,223	$ 12,150	$ 14,100

10. RESTRUCTURING

During the year ended January 29, 2022, the Company emerged from Companies' Creditors Arrangement Act ("CCAA") proceedings. In connection with the restructuring plan and the CCAA proceedings, the following restructuring costs were recognized:

	For the 13 weeks ended	
	April 29, 2023	April 30, 2022
Legal and other fees	**$ -**	$ 620

11. SHARE CAPITAL AND OTHER COMPONENTS OF EQUITY

	For the 13 weeks ended			
	April 29, 2023		April 30, 2022	
	Number of shares (in 000's)	Carrying amount	Number of shares (in 000's)	Carrying amount
Common shares				
Balance at beginning and end of the period	**13,440**	**$ 482**	13,440	$ 482
Class A non-voting shares				
Balance at beginning and end of the period	**35,427**	**26,924**	35,427	26,924
Total share capital	**48,867**	**$ 27,406**	48,867	$ 27,406

Authorized Share Capital

The Company has authorized for issuance an unlimited number of Common shares and Class A non-voting shares. Both Common shares and Class A non-voting shares have no par value. All issued shares are fully paid.

The Common shares and Class A non-voting shares of the Company rank equally and pari passu with respect to the right to receive dividends and upon any distribution of the assets of the Company. However, in the case of share dividends, the holders of Class A non-voting shares shall have the right to receive Class A non-voting shares and the holders of Common shares shall have the right to receive Common shares.

Accumulated Other Comprehensive Income ("AOCI")

AOCI is comprised of the following:

	Foreign Currency Translation Differences
Balance at January 29, 2023	**$ (1,044)**
Loss on foreign currency translation differences reclassified to net earnings [(1)]	**1,044**
Balance at April 29, 2023	**$ -**
Balance at January 30, 2022	**$ (853)**
Change in foreign currency translation differences	**(7)**
Balance at April 30, 2022	**$ (860)**

(1) During the 13 weeks ended April 29, 2023, a subsidiary of the Company has been wound-up. Amounts previously recognized in other comprehensive income (loss) were reclassified to net earnings.

Dividends

No dividends were declared or paid during the 13 weeks ended April 29, 2023 and April 30, 2022.

12. SHARE-BASED PAYMENTS

Under the share option plan, the Company is limited to issue 3,500,000 Class A non-voting shares pursuant to the exercise of options. Further details regarding the share option plan can be found in the Company's audited annual consolidated financial statements for the year ended January 28, 2023.

Service-based share options

During the 13 weeks ended April 29, 2023, no service-based share options were granted. During the 13 weeks ended April 30, 2022, the Company granted 940,000 service-based share options to certain executives, for which service conditions are expected to be satisfied. Options will vest in equal tranches over the first three years after the grant date and will expire three years and a month after the grant date. Estimated fair values of options on the grant date were determined using the Black Scholes option pricing model based on the following assumptions (amounts in dollars):

	940,000 Share Options Granted April 26, 2022
Expected share option life	2.5 years
Risk-free interest rate	2.46%
Expected share price volatility	71.90%
Dividend yield	-
Share price at grant date	$1.40
Exercise price	$1.50

The expected volatility is based on the historical volatility of comparable companies traded in the industry. The average fair value of stock options granted was $0.60 per option.

The changes in outstanding share options were as follows:

	For the 13 weeks ended			
	April 29, 2023		April 30, 2022	
	Options (in 000's)	Weighted Average Exercise Price	Options (in 000's)	Weighted Average Exercise Price
Outstanding, at beginning of period	**1,635**	**$ 3.63**	1,126	$ 8.56
Granted	**-**	**-**	940	1.50
Forfeited and expired	**(148)**	**5.29**	(326)	13.95
Outstanding, at end of period	**1,487**	**$ 3.47**	1,740	$ 3.73
Options exercisable, at end of period	**906**	**$ 4.72**	800	$ 6.36

During the 13 weeks ended April 29, 2023, the Company recognized $82 of compensation costs related to the Company's service-based share options with a corresponding credit to contributed surplus (negligible for the 13 weeks ended April 30, 2022).

Market-condition share options

During the 13 weeks ended April 29, 2023, no market-condition share options were granted. During the 13 weeks ended April 30, 2022, the Company granted 1,110,000 market-condition share options to certain executives for which service and market conditions exist and will expire three years and a month after the grant date. The performance condition attached to those share options are Class A non-voting share price targets being met. The fair value of options was estimated at the grant date using the Monte Carlo model pricing model based on the following assumptions (amounts in dollars):

	1,110,000 Share Options Granted April 26, 2022
Expected share option life	2.6 years
Risk-free interest rate	2.48%
Expected share price volatility	71.90%
Dividend yield	-
Share price at grant date	$1.40
Exercise price	$1.50

The expected volatility is based on the historical volatility of comparable companies traded in the industry. The average fair value of stock options granted was $0.57 per option.

The changes in outstanding market-condition share options were as follows:

	For the 13 weeks ended			
	April 29, 2023		**April 30, 2022**	
	Options (in 000's)	**Weighted Average Exercise Price**	**Options (in 000's)**	**Weighted Average Exercise Price**
Outstanding, at beginning of period	**1,110**	**$ 1.50**	-	$ -
Granted	**-**	**-**	1,110	1.50
Outstanding, at end of period	**1,110**	**$ 1.50**	1,110	$ 1.50
Options exercisable, at end of period	**860**	**$ 1.50**	-	$ -

During the 13 weeks ended April 29, 2023, the Company recognized $227 of compensation costs related to the Company's market-condition share options with a corresponding credit to contributed surplus (negligible for the 13 weeks ended April 30, 2022).

No Performance Share Units were granted and no share-based compensation costs related to PSUs were recognized during the 13 weeks ended April 29, 2023 and April 30, 2022.

13. INCOME TAX

In the interim periods, the income tax provision is based on an estimate of the earnings that will be generated in a full year. The estimated average annual effective income tax rates are re-estimated at each interim reporting date, based on full year projections of earnings. To the extent that forecasts differ from actual results, adjustments are recognized in subsequent periods.

14. FINANCE INCOME AND FINANCE COSTS

	For the 13 weeks ended	
	April 29, 2023	**April 30, 2022**
Interest income	**$ 921**	$ 34
Foreign exchange gain	**371**	46
Finance income	**1,292**	80
Interest expense on revolving credit facility	**-**	346
Interest expense on lease liabilities	**1,586**	1,015
Loss on foreign currency translation differences reclassified to net earnings (note 11)	**1,044**	-
Finance costs	**2,630**	1,361
Net finance costs	**$ (1,338)**	$ (1,281)

15. LOSS PER SHARE

The number of shares (in thousands) used in the basic and diluted loss per share calculations is as follows:

	For the 13 weeks ended	
	April 29, 2023	**April 30, 2022**
Weighted average number of shares – basic and diluted	**48,867**	48,867

All share options were excluded from the calculation of diluted loss per share for the 13 weeks ended April 29, 2023 and April 30, 2022 as these options were deemed to be anti-dilutive.

The average market value of the Company's shares for purposes of calculating the dilutive effect of share options is based on quoted market prices for the period during which the options were outstanding.

16. SUPPLEMENTARY CASH FLOW INFORMATION

	April 29, 2023	**April 30, 2022**	**January 28, 2023**
Non-cash transactions:			
Additions to property and equipment and intangible assets included in trade and other payables	**$702**	$205	$1,336

Net impairment losses

As at April 29, 2023, the Company tested for impairment certain cash-generating units ("CGUs") for which there were indications that their carrying amounts may not be recoverable, which resulted in $264 of impairment losses recognized related to property and equipment and intangible assets for the 13 weeks ended April 29, 2023 ($1,162 for the 13 weeks ended April 30, 2022). During the 13 weeks ended April 29, 2023 and April 30, 2022, no asset impairment losses were reversed following an improvement in profitability of certain CGU's. Net impairment losses have been recorded in selling and distribution expenses.

17. NET SALES

Net sales disaggregated for retail stores and e-commerce is as follows:

	For the 13 weeks ended	
	April 29, 2023	**April 30, 2022**
Retail stores	**$ 120,908**	$ 109,459
E-commerce	**44,110**	44,400
Net sales	**$ 165,018**	$ 153,859

18. FINANCIAL INSTRUMENTS

Accounting classification and fair values

The Company has determined that the fair value of its current financial assets and liabilities at April 29, 2023, April 30, 2022 and January 28, 2023 approximates their respective carrying amounts as at the reporting dates because of the short-term nature of those financial instruments.

19. FINANCIAL RISK MANAGEMENT

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. There have been no significant changes in the Company's risk exposures during the 13 weeks ended April 29, 2023 from those described in the Company's audited annual consolidated financial statements for the year ended January 28, 2023.

20. SUBSEQUENT EVENT

On May 19, 2023, the Company's Board of Directors approved the dissolution of the Company's defined benefit pension plan. The effective date of the windup for the Plan is June 30, 2024. The Board of Directors approved the replacement of the Plan with a defined contribution pension plan.