



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS**

For the three and nine months ended September 30, 2020

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The following management's discussion and analysis of financial condition and results of operations ("MD&A") of Jamieson Wellness Inc. (together with its subsidiaries), referred to herein as "Jamieson", the "Company", "we", "us" or "our", is dated as of November 4, 2020. It should be read in conjunction with our unaudited condensed consolidated interim financial statements and our accompanying notes as at and for the three and nine months ended September 30, 2020, our audited consolidated annual financial statements and accompanying notes for the year ended December 31, 2019 and the related annual MD&A.

Our unaudited condensed consolidated interim financial statements and accompanying notes for the three and nine months ended September 30, 2020 have been prepared in accordance with IAS 34, "Interim Financial Reporting" under International Financial Reporting Standards ("IFRS"). These unaudited condensed consolidated interim financial statements include the accounts of our Company and other entities that we control and are reported in Canadian dollars. All references in this MD&A to "Q3 2020" are to our fiscal quarter ended September 30, 2020 and to "Q3 2019" are to our fiscal quarter ended September 30, 2019. All references in this MD&A to "YTD 2020" are to our nine-month period ended September 30, 2020 and to "YTD 2019" are to our nine-month period ended September 30, 2019.

See "*Forward-Looking Information*" and "*Risk Factors*" for a discussion of the uncertainties, risks and assumptions associated with these statements. Actual results may differ materially from those indicated or underlying forward-looking information as a result of various factors, including those referred to under the heading "*Risk Factors*" and elsewhere in this MD&A.

Non-IFRS Financial Measures

This MD&A makes reference to certain non-IFRS measures. Management uses these non-IFRS financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the profitability of ongoing operations and in analyzing our business performance and trends. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS measures including "gross profit", "gross profit margin", "operating margin" "EBITDA", "Adjusted EBITDA", "Adjusted EBITDA margin", "Adjusted Net Income" and "Adjusted Diluted Earnings per Share", to provide supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also uses non-IFRS measures in order to prepare annual operating budgets and to determine components of management compensation.

Forward-Looking Information

Certain statements contained in this MD&A including, in particular, in the sections below entitled "*Summary of Factors Affecting our Performance*", "*Liquidity and Capital Resources*", "*Outlook*" and "*Risk Factors*", contain forward-looking information within the meaning of applicable securities laws. Forward-looking information may relate to our future outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategy, budgets, operations, financial results, taxes, dividend policy, plans and objectives of our Company. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken",

“occur” or “be achieved”. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances.

In addition, our assessments of, and targets for, annual revenue, Adjusted EBITDA, Adjusted Diluted Earnings per Share and certain other measures are considered forward-looking information. See “*Outlook*” for additional information concerning our strategies, assumptions and market outlook in relation to these assessments.

The forward-looking information contained in this MD&A is based on management’s opinions, estimates and assumptions in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe to be appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Certain assumptions in respect of the ability to pursue further strategic acquisitions; our ability to source raw materials and other inputs from our suppliers; our ability to continue to innovate product offerings that resonate with our target customer base; our ability to retain key management and personnel; our ability to continue to expand our international presence and grow our brand internationally; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; changes to trends in our industry or global economic factors; and changes to laws, rules, regulations and global standards are material factors made in preparing the forward-looking information and management’s expectations contained in this MD&A.

The forward-looking information contained in this MD&A represents management’s expectations as of the date of this MD&A and is subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except (i) as required under applicable securities laws in Canada and (ii) to provide updates in our annual MD&A for each financial year up to and including that in respect of 2021 on our growth targets disclosed in our final prospectus dated June 29, 2017 in respect of our initial public offering and secondary offering, including to provide information on our growth targets disclosed in such prospectus, actual results and a discussion of variances from our growth targets. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Forward-looking information is necessarily based on a number of opinions, estimates and assumptions that management considered appropriate and reasonable as of the date such statements are made, is subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to those described below and referred to under the heading “*Risk Factors*” and those discussed under the “*Risk Factors*” section of our most recent annual information form.

We caution that the list of risk factors and uncertainties is not exhaustive and other factors could also adversely affect our results. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such information.

Overview

Founded in 1922, Jamieson is Canada’s leading branded manufacturer, distributor and marketer of high quality natural health products. We offer consumers a comprehensive and innovative line of branded vitamins, minerals and supplements (“VMS”) products and certain over-the-counter remedies through our Jamieson and Smart Solutions by Lorna Vanderhaeghe brands as well as sports nutrition products through our Progressive, Precision and Iron Vegan brands, all of which we refer to as our “Jamieson Brands” segment. In addition to our Jamieson Brands segment, we also offer comprehensive manufacturing and product development services on a contract manufacturing basis to select blue-chip consumer health companies and retailers worldwide, which we refer to as our “Strategic Partners” segment.

VMS and sports nutrition are two large and growing segments of the consumer health industry. Jamieson is Canada’s #1 overall consumer health brand by sales and Canada’s #1 brand in VMS by sales. Our trusted reputation

and success in Canada have allowed us to significantly grow the business internationally, with products being sold in over 40 countries worldwide.

Our trusted reputation, strong industry relationships and certifications and commitment to meeting the highest standards of manufacturing together with high quality production capabilities, attract opportunities for us to manufacture products for select blue-chip consumer health companies and retailers worldwide. Combining deep consumer insights with extensive research and development capabilities, we deliver category-leading innovation and growth.

Our leading market position and brands, focus on quality and innovation and extensive selection of products, make us the preferred partner for retailers in Canada.

Summary of Factors Affecting Our Performance

We believe our performance and future success depend on a number of factors that present significant opportunities for us. These factors are also subject to a number of inherent risks and challenges, some of which are discussed below and referred to under “*Risk Factors*”.

Impact of COVID-19

Considering the outbreak of COVID-19 around the world, conditions may come into existence that influence our operations. Since becoming aware of the outbreak in early January, the Company has secured additional, alternate sources of raw materials to ensure continuity of supply and implemented safety measures across the organization to ensure that our employees and business partners are protected. Consumer response to COVID-19 has resulted in the acceleration of demand for both immunity and general health supplements. Higher demand includes the impact of temporary non-essential store closures within the supplement only portion of the health food channel during the year while our products remained widely available within essential food, drug, mass and e-commerce channels.

Revenue and the distribution of our products may be impacted by an escalation of COVID-19 infections should it lead to the closure of essential food, drug, mass and e-commerce channels. High demand and service interruptions on transportation may affect the delivery of raw materials and ingredients as well as international and domestic shipments of finished goods. Manufacturing closures have the potential to impact our ability to produce finished goods and affect the availability of purchased finished goods. The duration and impact of the COVID-19 outbreak is unknown and our ability to continue to adapt to the changing environment may materially affect our business, results of operations or financial condition.

Our Brands

Our iconic brands have been built around consumer trust through focus on product quality, purity and potency. Our well-established brands include Jamieson, Smart Solutions by Lorna Vanderhaeghe, Progressive, Precision and Iron Vegan. Maintaining, enhancing and growing our brand appeal in Canada and internationally is critical to our continued success. Failure to maintain and enhance our brands in any of the targeted markets may materially and adversely affect the business, results of operations or financial condition.

Product Innovation and Planning

We believe that product innovation is integral to our success and we continue to focus on innovation as a key pillar of our growth. Our business is subject to changing consumer trends and preferences which is dependent, in part, on continued consumer interest in our new products, line extensions and reformulations. The success of new product offerings, enhancements, or reformulations depends upon a number of factors, including our ability to: (i) accurately anticipate customer needs; (ii) develop new products, line extensions or reformulations that meet these needs; (iii) successfully commercialize new products, line extensions and reformulations in a timely manner; (iv) price products competitively; (v) manufacture and deliver products in sufficient volumes and in a timely manner; (vi) differentiate product offerings from those of competitors; and (vii) maintain relationships with scientist employees and consultants and members of our panel of consumer health industry experts, which we call the Jamieson Scientific

Advisory Board, in order to benefit from their expertise and innovations. We believe our pace of innovation and speed to market with the introduction of new products provide us with a competitive advantage within the space we compete.

Customer Relationships

We have longstanding and deeply entrenched customer relationships with Canada's top retailers across the food, drug, mass, club, health food store, specialty and online retail channels. We sell products through our knowledgeable retail partners and we are dependent on retail partners across all channels to display and present our products to customers, in their brick and mortar stores and on their online e-commerce sites. Our partners service customers by stocking and displaying our products, and, in certain health food and other specialty stores, explaining product attributes and health benefits. Our relationships with these retail customers are important for consumer trust in the brand and the advertising and educational programs we continue to deploy. Failure to maintain these relationships with retail partners or financial difficulties experienced by these retail partners could adversely affect our business.

Sourcing and Production

We have developed a strong, global supply chain based on long-standing relationships and have had relationships with the majority of our suppliers for over ten years. We purchase our ingredients from approximately 200 high quality raw material ingredient and packaging suppliers worldwide and potential suppliers are subject to a rigorous evaluation process by our quality assurance department. We are dependent on a stable and consistent supply of materials and inputs, including ingredients and packaging products. Although materials and inputs are generally available from multiple sources, certain materials and inputs are sourced from a restricted number of suppliers. In 2019, our top ten suppliers accounted for approximately 45% of our purchases. As is customary in the consumer health industry, we do not have long-term written contracts with most suppliers and often enter into short to medium-term contracts for raw materials at fixed prices to provide time to address price increases and mitigate margin erosion.

Consumer Trends

The Canadian consumer health industry is subject to shifts in consumer trends, preferences and spending. Our revenue and operating results depend, in part, on our ability to respond to such changes in a timely manner. As a result of our broad product scope and our strong innovation capabilities, we believe that we are well-positioned to respond to these shifts in consumer trends, preferences and spending.

Our revenue is also impacted by consumer spending habits, including spending on our products, which are affected by many factors that are beyond our control, including, but not limited to, prevailing economic conditions, levels of employment, fuel prices, salaries and wages, the availability of consumer credit, and consumer perception of economic conditions.

Competition

The market for VMS and sports nutrition products is highly competitive. Our direct competition consists of publicly and privately-owned companies, which tend to be highly fragmented in terms of both geographic market coverage and product categories. In many of our product categories, we compete not only with widely advertised branded products, but also with private label products. Given our significant scale and broad product scope relative to our competition, iconic brand status, strong innovation capabilities and high-quality manufacturing, we believe that we are well-positioned to capitalize on favorable long-term trends in the VMS and sports nutrition segments. The specialized knowledge, expertise, and certifications required for production of VMS and sports nutrition products, is generally a significant barrier to entry for new competitors. Internationally, our competition varies by market and we have a strategic approach to entering international markets, which includes evaluating certain factors in each market, such as competitiveness, pricing dynamics, growth potential, regulatory environment and the propensity to be attracted to foreign brands.

Foreign Exchange

We currently benefit from a natural currency hedge by purchasing certain materials and inputs in U.S. dollars and selling our products internationally in U.S. dollars. With respect to sales in Canada, we are exposed to fluctuating U.S.-Canadian currency exchange rate where the products sold contain materials and inputs purchased with U.S. dollars. We manage net exposure to fluctuating U.S.-Canadian currency exchange rate with foreign exchange hedging contracts. We do not have foreign exchange hedging contracts in place with respect to all currencies in which we currently do business but may, from time to time, enter into additional foreign exchange hedging contracts in respect of other foreign currencies.

Currency hedging entails a risk of illiquidity and, to the extent the applicable foreign currency depreciates or appreciates against the Canadian dollar, the use of hedges could result in losses greater than if the hedging had not been used. There can be no assurance that our hedging strategies, if any, will be effective in the future or that we will be able to enter into foreign exchange hedging contracts on satisfactory terms.

Business Acquisitions

We leverage our relationships and network of industry participants and advisors to actively source and identify acquisition opportunities. We continue to pursue strategic acquisitions that enable us to further broaden and diversify product offerings and leverage current manufacturing and distribution facilities for new products. Any acquisitions may involve large transactions or realignment of existing investments, and present financial, managerial and operational challenges, which, if not successfully overcome, may reduce our profitability. We believe we have demonstrated our ability to successfully identify, integrate and grow businesses that we acquire. Since 2016, management has successfully made two acquisitions in line with our strategy.

Implementation of Growth Strategies

We have a successful track record of growing revenues faster than the broader VMS segment and we believe we have a strong domestic and international growth strategy in place aimed at continuing to exceed broader industry growth rates. Our future success depends, in part, on management's ability to implement our growth strategy, including (i) product innovations within existing categories and growth into adjacent categories and continued growth of existing products in existing categories; (ii) further penetration into international markets and new geographies; (iii) growth in the Strategic Partners segment; and (iv) in support of our profitability targets, improvements in operating income, gross profit and operating expense margins. The ability to implement this growth strategy depends, among other things, on our ability to develop new products and product line extensions that appeal to consumers, maintain and expand brand loyalty and brand recognition, maintain and improve competitive position in the channels in which we compete and identify and successfully enter and market products in new geographic markets, market segments and categories.

Regulation

In Canada and in the other jurisdictions in which we operate, we are subject to the laws and regulations applicable to any business engaged in formulation, production and distribution of consumer health products. This includes natural health product regulations, laws governing advertising, consumer protection regulations, environmental laws, laws governing the operation of warehouse facilities and labour and employment laws. We hold all required Health Canada site licenses, Canadian Food Inspection Agency certifications and import licenses for all of our manufacturing and distribution centres. Our products sold outside of Canada are subject to tariffs, treaties and various trade agreements as well as laws affecting the importation of consumer goods and we continuously monitor changes in these laws, regulations, treaties and agreements.

There is currently no uniform regulation applicable to natural health products worldwide and there has been an increasing movement in certain foreign markets to increase the regulation of natural health products. The adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements may result in compliance costs or lead us to discontinue product sales and may have an adverse effect on the marketing of our products, resulting in loss of sales. We believe that Canadian regulations are amongst the most stringent worldwide

and, as we currently operate in compliance with these high standards, increased regulation in foreign jurisdictions makes us uniquely positioned to grow sales in such jurisdictions.

How We Assess the Performance of our Business

The key performance indicators below are used by management in evaluating the performance of our Company and assessing our business. We refer to certain key performance indicators used by management and typically used by our competitors in the Canadian consumer health industry, certain of which are not recognized under IFRS. See “*Non-IFRS Financial Measures*”.

Revenue

The majority of our revenue is derived from the sale of Jamieson branded products to distributors, retail and wholesale customers, as well as providing contract manufacturing services and the sale of product through our Strategic Partners segment.

Revenue is recognized for the sale of Jamieson branded products and the manufacturing of products to our strategic partners at the point in time when control of the asset is transferred to the customer, based on applicable shipping terms. We generally have a right to payment at the time of delivery (which is the same time that we have satisfied our performance obligations under the arrangement), as such, a receivable is recognized as the consideration is unconditional and only the passage of time is required before payment is due.

A portion of our revenue is derived from contract manufacturing services provided to customers in our Strategic Partners segment under a tolling arrangement where the customer supplies us with a raw material or ingredient. Revenue is recognized net of the cost of the raw material or ingredient supplied by the customer.

Rights of return give rise to variable consideration. The variable consideration is estimated at contract inception using the expected value method as this best predicts the amount of variable consideration to which we are entitled. The variable consideration is constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when any uncertainty is subsequently resolved. For products that are expected to be returned, a refund liability is recognized as a reduction of revenue at the time the control of the products purchased is transferred to the customers.

We may provide discounts and sales promotional incentives to our customers, which give rise to variable consideration. The variable consideration is constrained to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when any uncertainty is subsequently resolved. The application of the constraint on variable consideration increases the amount of revenue that will be deferred. We apply the most likely amount method estimating discounts provided to customers using contracted rates and estimating sales promotional incentives provided to customers based on historical spending patterns. Jamieson may also provide other consideration to customers for customer-specific programs to promote the Company’s products. Consequently, revenues are recognized net of these estimated program costs. All other estimated non-customer-specific promotional costs and consideration are expensed as selling, general and administrative (“SG&A”) expenses.

In subsequent periods, we monitor the performance of customers against agreed-upon obligations related to sales incentive programs and make any adjustments to both revenue and sales incentive accruals as required.

As required for the interim consolidated financial statements, we have disaggregated revenue recognized from contracts with customers. Please refer to Note 11 in our unaudited condensed consolidated interim financial statements for the disclosure on disaggregated revenue.

Gross Profit

“Gross profit” is defined as revenue less cost of sales. Cost of sales includes product-related costs, labour, other operating costs such as rent, repair and maintenance, and amortization. Our cost of sales may include different costs compared to other manufacturers and distributors in the Canadian consumer health industry. Management

believes that gross profit is a useful measure in assessing the Company's underlying operating performance before SG&A expenses and share-based compensation.

Gross Profit Margin

"Gross profit margin" is defined as gross profit divided by revenue.

SG&A

Our SG&A expenses are predominantly comprised of wages, benefits, travel, marketing, accounting fees, legal fees, non-customer-specific promotional costs and other expenses related to the corporate infrastructure required to support our business. Our SG&A expenses also include regulatory, legal, accounting, insurance, termination benefits and other expenses associated with being a public company.

Earnings from Operations

"Earnings from operations" is defined as gross profit less SG&A expenses and share-based compensation.

Operating Margin

"Operating margin" is defined as earnings from operations divided by revenue.

EBITDA

"EBITDA" is defined as net income before: (i) provision for (recovery of) income taxes; (ii) interest (income) expense and other financing costs; (iii) depreciation of property, plant, and equipment; and (iv) amortization of intangible assets.

Adjusted EBITDA

"Adjusted EBITDA" is defined as EBITDA before: (i) share-based compensation; (ii) foreign exchange (gain) loss; (iii) termination benefits and related costs; (iv) international market expansion; (v) business integration; (vi) COVID-19 related costs; and (vii) other non-operating and non-recurring costs. We believe Adjusted EBITDA is a useful measure to assess the performance and cash flow of our Company as it provides more meaningful operating results by excluding the effects of interest, taxes, depreciation and amortization costs, expenses we believe are not reflective of our underlying business performance and other one-time, non-recurring or non-cash expenses.

Adjusted EBITDA Margin

"Adjusted EBITDA margin" is defined as Adjusted EBITDA divided by revenue.

Adjusted Net Income

"Adjusted Net Income" is defined as consolidated net income adjusted for the impact of: (i) share-based compensation; (ii) foreign exchange (gain) loss; (iii) termination benefits and related costs; (iv) international market expansion; (v) business integration; (vi) COVID-19 related costs; (vii) revaluation of deferred tax liability; and (viii) other non-operating and non-recurring costs net of related tax effects. We believe Adjusted Net Income is a useful measure to assess the performance of our Company as it provides more meaningful operating results by excluding the effects of expenses that are not reflective of our underlying business performance and other one-time or non-recurring expenses.

Adjusted Diluted Earnings per Share

“Adjusted Diluted Earnings per Share” is defined as Adjusted Net Income divided by the total number of outstanding diluted shares at the end of the most recently completed quarter for the relevant period. We believe Adjusted Diluted Earnings per Share is a useful measure to assess the performance of our Company.

Selected Consolidated Financial Information

The following table provides selected historical financial information and other data of the Company which should be read in conjunction with our unaudited condensed consolidated interim financial statements and related notes. A reconciliation of net income to EBITDA, Adjusted EBITDA, and Adjusted Net Income can be found below for the respective fiscal periods.

	Three months ended		Nine months ended	
	September 30		September 30	
	2020	2019	2020	2019
<i>(\$ in 000's, except as otherwise noted)</i>				
Revenue	105,565	88,558	283,292	241,728
Cost of sales	67,520	55,146	181,050	151,537
Gross profit	38,045	33,412	102,242	90,191
Selling, general and administrative expenses	19,010	18,867	57,635	52,305
Share-based compensation	1,231	1,280	3,769	2,770
Earnings from operations	17,804	13,265	40,838	35,116
Operating margin	16.9%	15.0%	14.4%	14.5%
Foreign exchange (gain) loss	(271)	346	(172)	177
Other expenses	3	3,400	3	3,403
Interest expense and other financing costs	1,315	2,521	4,633	7,406
Income before income taxes	16,757	6,998	36,374	24,130
Provision for income taxes	4,613	2,070	10,181	5,632
Net income	12,144	4,928	26,193	18,498
Adjusted net income	12,655	9,492	30,336	23,862
EBITDA	21,202	12,221	49,882	39,691
Adjusted EBITDA	22,933	19,394	58,603	50,269
Adjusted EBITDA margin	21.7%	21.9%	20.7%	20.8%
Weighted average number of shares				
Basic	39,741,698	38,538,319	39,430,417	38,389,489
Diluted	41,574,340	39,576,781	41,261,833	39,363,585
Earnings per share attributable to common shareholders:				
Basic, earnings per share	0.31	0.13	0.66	0.48
Diluted, earnings per share	0.29	0.12	0.63	0.47
Adjusted Diluted, earnings per share	0.30	0.24	0.74	0.61

The following table provides selected consolidated financial position data for the periods indicated.

	As at September 30,	As at December 31,
	2020	2019
<i>(\$ in 000's)</i>		
Selected Consolidated Financial Position Data:		
Total assets	607,822	561,775
Total non-current liabilities	237,692	229,265

Results of Operations — three months ended September 30, 2020 and 2019

The following table provides a summary of our results for the three months ended September 30, 2020 and September 30, 2019.

	Three months ended		\$ Change	% Change
	September 30			
	2020	2019		
<i>(\$ in 000's, except as otherwise noted)</i>				
Revenue	105,565	88,558	17,007	19.2%
Cost of sales	67,520	55,146	12,374	22.4%
Gross profit	38,045	33,412	4,633	13.9%
Gross profit margin	36.0%	37.7%	-	(1.7%)
Selling, general and administrative expenses	19,010	18,867	143	0.8%
Share-based compensation	1,231	1,280	(49)	(3.8%)
Earnings from operations	17,804	13,265	4,539	34.2%
Operating margin	16.9%	15.0%	-	1.9%
Foreign exchange (gain) loss	(271)	346	(617)	(178.3%)
Other expenses	3	3,400	(3,397)	(99.9%)
Interest expense and other financing costs	1,315	2,521	(1,206)	(47.8%)
Income before income taxes	16,757	6,998	9,759	139.5%
Provision for income taxes	4,613	2,070	2,543	122.9%
Net income	12,144	4,928	7,216	146.4%
Adjusted net income	12,655	9,492	3,163	33.3%
EBITDA	21,202	12,221	8,981	73.5%
Adjusted EBITDA	22,933	19,394	3,539	18.2%
Adjusted EBITDA margin	21.7%	21.9%	-	(0.2%)

The following table provides a reconciliation of net income to EBITDA, Adjusted EBITDA, and Adjusted Net Income for the three months ended September 30, 2020 and September 30, 2019.

	Three months ended		\$ Change	% Change
	September 30			
(\$ in 000's, except as otherwise noted)	2020	2019		
Net income	12,144	4,928	7,216	146.4%
<i>Add:</i>				
Provision for income taxes	4,613	2,070	2,543	122.9%
Interest expense and other financing costs	1,315	2,521	(1,206)	(47.8%)
Depreciation of property, plant, and equipment	2,071	1,778	293	16.5%
Amortization of intangible assets	1,059	924	135	14.6%
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	21,202	12,221	8,981	73.5%
Share-based compensation ⁽¹⁾	1,231	1,280	(49)	(3.8%)
Foreign exchange (gain) loss	(271)	346	(617)	(178.3%)
International market expansion ⁽²⁾	-	498	(498)	(100.0%)
Business integration ⁽³⁾	121	437	(316)	(72.3%)
COVID-19 related costs ⁽⁴⁾	645	-	645	100.0%
Other ⁽⁵⁾	5	4,612	(4,607)	(99.9%)
Adjusted EBITDA	22,933	19,394	3,539	18.2%
Provision for income taxes	(4,613)	(2,070)	(2,543)	(122.9%)
Interest expense and other financing costs	(1,315)	(2,521)	1,206	47.8%
Depreciation of property, plant, and equipment	(2,071)	(1,778)	(293)	(16.5%)
Amortization of intangible assets	(1,059)	(924)	(135)	(14.6%)
Share-based compensation ⁽⁶⁾	(1,087)	(1,090)	3	0.3%
Other	-	58	(58)	(100.0%)
Tax effect of normalization adjustments	(133)	(1,577)	1,444	91.6%
Adjusted net income	12,655	9,492	3,163	33.3%

- (1) The Company's share-based compensation expense pertains to our long-term incentive plan (the "LTIP") (refer to "*Share-based compensation*"), with performance-based share units ("PSUs") and time-based restricted share units ("RSUs") expenses, and associated payroll taxes of \$0.1 million included within the current period.
- (2) Costs in 2019 pertained to the initial setup expenses incurred in establishing our presence in China including entering into regulatory, distribution and supply agreements, and a study of the Chinese market focusing on broad industry understanding and factors affecting consumer purchase preferences.
- (3) We incurred expenses related to the integration of our offices, warehouses and supply chain activities with our acquired business. Current year expense pertains to a pre-existing contractual obligation, associated with the acquisition and subsequent integration of our acquired business, which terminates at the end of 2020. We incurred expenses related to supply chain optimization and other consulting fees in connection with our acquired business in Q3 2019.
- (4) We incurred additional costs related to COVID-19. These costs do not reflect the ongoing costs of operation and they have been adjusted for comparison purposes. In the current quarter, we donated vitamin supplements to various charitable organizations within Canada. In March 2020, we established shift premiums to essential Jamieson hourly staff who maintained production through the government mandated shutdowns of non-essential services. These shift premiums ended in August 2020.
- (5) In 2019, we recorded a \$3.4 million charge in connection with our amended and restated credit agreement including the write-off of unamortized deferred financing fee pertaining to our Initial Credit Agreement (refer to "*Credit Facilities*"). Additionally, we recorded a partial reserve in connection with a receivable from a key strategic partner customer, who fell victim to a social engineering scheme.

- (6) Costs pertaining to our LTIP, excluding PSUs and RSUs granted to certain employees (refer to “*Share-based compensation*”).

The following table provides selected financial information for the Jamieson Brands operating segment for the three months ended September 30, 2020 and September 30, 2019.

Jamieson Brands

(\$ in 000's, except as otherwise noted)

For the three months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue	82,604	70,184	12,420	17.7%
Gross profit	35,489	30,739	4,750	15.5%
Gross profit margin	43.0%	43.8%	-	(0.8%)
Selling, general and administrative expenses	17,322	16,188	1,134	7.0%
Share-based compensation	1,231	1,280	(49)	(3.8%)
Earnings from operations	16,936	13,271	3,665	27.6%
Operating margin	20.5%	18.9%	-	1.6%
Adjusted EBITDA	21,467	17,785	3,682	20.7%
Adjusted EBITDA margin	26.0%	25.3%	-	0.7%

The following table provides a reconciliation from earnings from operations to Adjusted EBITDA for the three months ended September 30, 2020 and September 30, 2019.

(\$ in 000's, except as otherwise noted)

For the three months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Earnings from operations	16,936	13,271	3,665	27.6%
Depreciation of property, plant, and equipment	1,592	1,308	284	21.7%
Amortization of intangible assets	1,059	924	135	14.6%
Share-based compensation	1,231	1,280	(49)	(3.8%)
International market expansion	-	498	(498)	(100.0%)
Business integration	121	437	(316)	(72.3%)
COVID-19 related costs	526	-	526	100.0%
Other	2	67	(65)	(97.0%)
Adjusted EBITDA	<u>21,467</u>	<u>17,785</u>	<u>3,682</u>	<u>20.7%</u>

The following table provides selected financial information for the Strategic Partners operating segment for the three months ended September 30, 2020 and September 30, 2019.

Strategic Partners

(\$ in 000's, except as otherwise noted)

For the three months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue	22,961	18,374	4,587	25.0%
Gross profit	2,556	2,673	(117)	(4.4%)
Gross profit margin	11.1%	14.5%	-	(3.4%)
Selling, general and administrative expenses	1,688	2,679	(991)	(37.0%)
Earnings (loss) from operations	868	(6)	874	14566.7%
Operating margin	3.8%	-	-	3.8%
Adjusted EBITDA	1,466	1,609	(143)	(8.9%)
Adjusted EBITDA margin	6.4%	8.8%	-	(2.4%)

The following table provides a reconciliation from earnings from operations to Adjusted EBITDA for the three months ended September 30, 2020 and September 30, 2019.

(\$ in 000's, except as otherwise noted)

For the three months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Earnings (loss) from operations	868	(6)	874	14566.7%
Depreciation of property, plant, and equipment	479	470	9	1.9%
COVID-19 related costs	119	-	119	100.0%
Other	-	1,145	(1,145)	(100.0%)
Adjusted EBITDA	<u>1,466</u>	<u>1,609</u>	<u>(143)</u>	<u>(8.9%)</u>

Revenue

Revenue increased 19.2%, or \$17.0 million, to \$105.6 million in Q3 2020. This was driven by 17.7% growth in Jamieson Brands revenue and 25.0% growth in Strategic Partners revenue compared with Q3 2019.

Revenue in the Jamieson Brands segment increased by \$12.4 million, or 17.7%, to \$82.6 million in Q3 2020 due to strong growth in domestic and international Jamieson Brands sales of \$5.9 million and \$6.5 million respectively. We continued to experience strong point-of-sale growth as COVID-19 impacted consumers in Canada and in international markets. Our domestic Jamieson Brands sales increased by 9.5% over Q3 2019 reflecting higher demand for immunity and general health supplements. This includes the impact of higher velocity on our sport nutrition products with sales returning to pre-COVID-19 levels as supplement only health food stores re-opened during the quarter. Our international business increased 82.2% compared to Q3 2019. We realized strong growth in China, Eastern Europe and the Middle East based on continued demand for immunity products and an acceleration of fourth quarter cough and cold shipments. China continues to lead our international growth through increased sales on cross border e-commerce and shipments into domestic retail stores as we expand our distribution network.

Revenue in the Strategic Partners segment increased 25.0%, or \$4.6 million, to \$23.0 million in Q3 2020 mainly due to the timing of programs launched in the first half of 2019 and higher turnkey revenues based on a billing change as disclosed in the prior year. Order fulfillment is weighted towards the latter half of this year as our customers returned to seasonal levels with new customer programs launching in Q3 2020. This was partially offset by lower volumes for a strategic partner retail customer who began consolidating stores while working through their Chapter 11 reorganization.

Gross profit

Gross profit increased by \$4.6 million in Q3 2020 mainly driven by revenue growth. Gross profit margin decreased by 170 basis points to 36.0% in Q3 2020 primarily due to higher costs to ensure continuity of supply. These costs include the implementation of physical distancing initiatives and safety measures in our production facilities in response to COVID-19. Additionally, we incurred higher costs to expediate raw materials and third-party packaging to maximize throughput.

Gross profit in the Jamieson Brands segment increased by \$4.8 million in Q3 2020 driven by revenue growth. Gross profit margin decreased by 80 basis points to 43.0% in Q3 2020 due to higher supply continuity costs required to maximize throughput noted above, partially offset by modest operational efficiencies that normally accompany higher volumes.

Gross profit in the Strategic Partners segment decreased by \$0.1 million to \$2.6 million and gross profit margin decreased by 340 basis points to 11.1% in Q3 2020. The decrease was primarily driven by customer mix along with higher supply continuity costs required to maximize throughput noted above.

Selling, general and administrative expenses

SG&A expenses increased by \$0.1 million to \$19.0 million in Q3 2020. Normalized for the impact of specified costs, SG&A expenses increased by \$1.5 million from \$16.7 million in Q3 2019 to \$18.2 million in Q3 2020. The normalized SG&A increase of \$1.5 million in Jamieson Brands was driven by higher variable compensation expense and timing of marketing activities which have been delayed to the latter half of the year as a result of COVID-19. Normalized SG&A in the Strategic Partners segment is consistent compared to the same period in the prior year.

Specified costs of \$0.8 million in the current quarter is mainly comprised of COVID-19 donations and wage premiums.

Share-based compensation

Share-based compensation is consistent to the prior year reflecting payroll taxes and the cumulative effect of our stock-based equity grants since our initial public offering on July 7, 2017.

Earnings from operations and operating margin

Earnings from operations increased by \$4.5 million and operating margin increased by 190 basis points to 16.9% in Q3 2020 as a result of higher revenue and gross profit while fixed costs remained consistent to the prior year as discussed above.

Earnings from operations in the Jamieson Brands segment increased by \$3.7 million and operating margin increased 160 basis points to 20.5% in Q3 2020 due to factors impacting revenue and gross profit margin discussed above along with lower fixed costs as a percentage of revenues.

Earnings from operations in the Strategic Partners segment increased by \$0.9 million and operating margin increased by 3.8% primarily due to factors impacting revenue and gross profit margin discussed above along with lower fixed costs.

Foreign exchange (gain) loss

Foreign exchange gain of \$0.3 million in Q3 2020 resulted from fluctuations in the USD/CAD exchange rates between the date of transaction and when cash is realized.

Interest expense and other financing costs

Interest expense and other financing costs decreased by \$1.2 million to \$1.3 million in Q3 2020 due to lower

average borrowings in the quarter and lower interest rates as a result of our amended and restated credit agreement (refer to “*Credit Facilities*”).

Provision for income taxes

Provision for income taxes was \$4.6 million in Q3 2020 compared to \$2.1 million in Q3 2019. Our Q3 2020 effective tax rate of 27.5% includes the impact of non-deductible share-based compensation. Our Q3 2019 effective tax rate was 29.6%, impacted by the reduction in taxable earnings from costs related to our amended credit facility combined with the impact of non-deductible share-based compensation.

Depreciation

Depreciation expense increased by \$0.3 million to \$2.1 million in Q3 2020 due to increases in our capital investments to increase capacity and improve efficiencies.

Amortization

Amortization expense increased by \$0.1 million to \$1.1 million in Q3 2020 driven by investments in website development, product patent and registrations.

EBITDA and Adjusted EBITDA

EBITDA increased by \$9.0 million to \$21.2 million in Q3 2020 primarily due to the factors discussed above.

Adjusted EBITDA increased by \$3.5 million to \$22.9 million and Adjusted EBITDA margin decreased by 20 basis points to 21.7% for the quarter mainly due to higher volumes offset by lower gross profit margins.

Adjusted EBITDA in the Jamieson Brands segment increased by \$3.7 million to \$21.5 million while Adjusted EBITDA margin increased by 70 basis points to 26.0%. The increase was primarily driven by higher volumes and lower fixed costs as a percentage of revenues.

Adjusted EBITDA in the Strategic Partners segment decreased by \$0.1 million, to \$1.5 million and Adjusted EBITDA margin decreased by 240 basis points to 6.4% in Q3 2020. The decrease was mainly due to the impact of gross profit margins discussed above.

Results of Operations — nine months ended September 30, 2020 and 2019

The following table provides a summary of our results for the nine months ended September 30, 2020 and September 30, 2019.

	Nine months ended September 30		\$ Change	% Change
	2020	2019		
<i>(\$ in 000's, except as otherwise noted)</i>				
Revenue	283,292	241,728	41,564	17.2%
Cost of sales	181,050	151,537	29,513	19.5%
Gross profit	102,242	90,191	12,051	13.4%
Gross profit margin	36.1%	37.3%	-	(1.2%)
Selling, general and administrative expenses	57,635	52,305	5,330	10.2%
Share-based compensation	3,769	2,770	999	36.1%
Earnings from operations	40,838	35,116	5,722	16.3%
Operating margin	14.4%	14.5%	-	(0.1%)
Foreign exchange (gain) loss	(172)	177	(349)	(197.2%)
Other expenses	3	3,403	(3,400)	(99.9%)
Interest expense and other financing costs	4,633	7,406	(2,773)	(37.4%)
Income before income taxes	36,374	24,130	12,244	50.7%
Provision for income taxes	10,181	5,632	4,549	80.8%
Net income	26,193	18,498	7,695	41.6%
Adjusted net income	30,336	23,862	6,474	27.1%
EBITDA	49,882	39,691	10,191	25.7%
Adjusted EBITDA	58,603	50,269	8,334	16.6%
Adjusted EBITDA margin	20.7%	20.8%	-	(0.1%)

The following table provides a reconciliation of net income to EBITDA, Adjusted EBITDA, and Adjusted Net Income for the nine months ended September 30, 2020 and September 30, 2019.

(\$ in 000's, except as otherwise noted)	Nine months ended		\$ Change	% Change
	September 30			
	2020	2019		
Net income	26,193	18,498	7,695	41.6%
<i>Add:</i>				
Provision for income taxes	10,181	5,632	4,549	80.8%
Interest expense and other financing costs	4,633	7,406	(2,773)	(37.4%)
Depreciation of property, plant, and equipment	5,924	5,419	505	9.3%
Amortization of intangible assets	2,951	2,736	215	7.9%
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	49,882	39,691	10,191	25.7%
Share-based compensation ⁽¹⁾	3,769	2,770	999	36.1%
Foreign exchange (gain) loss	(172)	177	(349)	(197.2%)
Termination benefits and related costs ⁽²⁾	-	480	(480)	(100.0%)
International market expansion ⁽³⁾	13	1,434	(1,421)	(99.1%)
Business integration ⁽⁴⁾	443	775	(332)	(42.8%)
COVID-19 related costs ⁽⁵⁾	4,663	-	4,663	100.0%
Other ⁽⁶⁾	5	4,942	(4,937)	(99.9%)
Adjusted EBITDA	58,603	50,269	8,334	16.6%
Provision for income taxes	(10,181)	(5,632)	(4,549)	(80.8%)
Interest expense and other financing costs	(4,633)	(7,406)	2,773	37.4%
Depreciation of property, plant, and equipment	(5,924)	(5,419)	(505)	(9.3%)
Amortization of intangible assets	(2,951)	(2,736)	(215)	(7.9%)
Share-based compensation ⁽⁷⁾	(3,337)	(2,199)	(1,138)	(51.8%)
Revaluation of deferred tax liability ⁽⁸⁾	-	(1,032)	1,032	100.0%
Other	98	117	(19)	(16.2%)
Tax effect of normalization adjustments	(1,339)	(2,100)	761	36.2%
Adjusted net income	30,336	23,862	6,474	27.1%

- (1) The Company's share-based compensation expense pertains to our LTIP, with PSUs and time-based RSUs expenses, and associated payroll taxes of \$0.3 million included within the current period.
- (2) In 2019, we incurred severance costs and salary continuance related to reorganization activities undertaken in order to gain the capabilities and structure to meet our long-term goals.
- (3) Costs in 2019 pertained to professional fees in establishing our presence in China including entering into regulatory, distribution and supply agreements, and the performance of a study of the Chinese market focusing on broad industry understanding and factors affecting consumer purchase preferences.
- (4) We incurred expenses related to the integration of our offices, warehouses and supply chain activities with our acquired business. Current year expense pertains to a pre-existing contractual obligation, associated with the acquisition and subsequent integration, which terminates at the end of 2020. In 2019, we incurred expenses pertaining to optimizing our manufacturing and supply chain processes, and other consulting fees.
- (5) We incurred additional costs related to COVID-19. These costs do not reflect the ongoing costs of operation and they have been adjusted for comparison purposes. Costs include donations of PPE and vitamin supplements as well as shift premiums paid to essential Jamieson hourly staff who maintained production through the government mandated shutdowns between March and August of this year. We have also provided for accounts receivable and specific inventory related to an international retail strategic partner customer who voluntarily entered into bankruptcy protection based on the impact of COVID-19 stay-at-home orders. Based on an executed trade agreement, we have resumed shipment to this partner.

- (6) In 2019, costs were mainly comprised of a \$3.4 million charge in connection with our amended and restated credit agreement including the write-off of unamortized deferred financing fee pertaining to our Initial Credit Agreement (refer to “*Credit Facilities*”). Additionally, we recorded a partial reserve in connection with a receivable from a key strategic partner customer, who fell victim to a social engineering scheme.
- (7) Costs pertaining to our LTIP, excluding PSUs and RSUs granted to certain employees (refer to “*Share-based compensation*”).
- (8) In 2019, we recorded a tax benefit on the revaluation of our deferred tax liability as a result of lower expected future tax rates due to the closure of our west coast office and distribution center.

The following table provides selected financial information for the Jamieson Brands operating segment for the nine months ended September 30, 2020 and September 30, 2019.

Jamieson Brands

(\$ in 000's, except as otherwise noted)

For the nine months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue	226,690	187,041	39,649	21.2%
Gross profit	95,295	80,864	14,431	17.8%
Gross profit margin	42.0%	43.2%	-	(1.2%)
Selling, general and administrative expenses	50,263	46,368	3,895	8.4%
Share-based compensation	3,769	2,770	999	36.1%
Earnings from operations	41,263	31,726	9,537	30.1%
Operating margin	18.2%	17.0%	-	1.2%
Adjusted EBITDA	54,878	44,282	10,596	23.9%
Adjusted EBITDA margin	24.2%	23.7%	-	0.5%

The following table provides a reconciliation from earnings from operations to Adjusted EBITDA for the nine months ended September 30, 2020 and September 30, 2019.

(\$ in 000's, except as otherwise noted)

For the nine months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Earnings from operations	41,263	31,726	9,537	30.1%
Depreciation of property, plant, and equipment	4,488	4,015	473	11.8%
Amortization of intangible assets	2,951	2,732	219	8.0%
Share-based compensation	3,769	2,770	999	36.1%
Termination benefits and related costs	-	464	(464)	(100.0%)
International market expansion	13	1,434	(1,421)	(99.1%)
Business integration	443	761	(318)	(41.8%)
COVID-19 related costs	1,949	-	1,949	100.0%
Other	2	380	(378)	(99.5%)
Adjusted EBITDA	<u>54,878</u>	<u>44,282</u>	<u>10,596</u>	<u>23.9%</u>

The following table provides selected financial information for the Strategic Partners operating segment for the nine months ended September 30, 2020 and September 30, 2019.

Strategic Partners

(\$ in 000's, except as otherwise noted)

For the nine months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Revenue	56,602	54,687	1,915	3.5%
Gross profit	6,947	9,327	(2,380)	(25.5%)
Gross profit margin	12.3%	17.1%	-	(4.8%)
Selling, general and administrative expenses	7,372	5,937	1,435	24.2%
Earnings (loss) from operations	(425)	3,390	(3,815)	(112.5%)
Operating margin	(0.8%)	6.2%	-	(7.0%)
Adjusted EBITDA	3,725	5,987	(2,262)	(37.8%)
Adjusted EBITDA margin	6.6%	10.9%	-	(4.3%)

The following table provides a reconciliation from earnings from operations to Adjusted EBITDA for the nine months ended September 30, 2020 and September 30, 2019.

(\$ in 000's, except as otherwise noted)

For the nine months ended September 30,	<u>2020</u>	<u>2019</u>	<u>\$ Change</u>	<u>% Change</u>
Earnings (loss) from operations	(425)	3,390	(3,815)	(112.5%)
Depreciation of property, plant, and equipment	1,436	1,404	32	2.3%
Amortization of intangible assets	-	4	(4)	(100.0%)
Termination benefits and related costs	-	16	(16)	(100.0%)
Business integration	-	14	(14)	(100.0%)
COVID-19 related costs	2,714	-	2,714	100.0%
Other	-	1,159	(1,159)	(100.0%)
Adjusted EBITDA	<u>3,725</u>	<u>5,987</u>	<u>(2,262)</u>	<u>(37.8%)</u>

Revenue

Revenue increased 17.2%, or \$41.6 million, to \$283.3 million in YTD 2020. This was driven by 21.2% growth in Jamieson Brands revenue and 3.5% growth in Strategic Partners revenue year-over-year.

Revenue in the Jamieson Brands segment increased by \$39.6 million, or 21.2%, to \$226.7 million in YTD 2020 due to strong growth in domestic and international Jamieson Brands sales of \$24.3 million and \$15.3 million respectively. We see sustained point-of-sale growth ahead of our expectation as COVID-19 continues to impact consumers in Canada and within international markets. Our domestic Jamieson Brands sales increased by 14.7% over prior year reflecting the acceleration of sales due to higher demand for immunity and general health supplements. This was partially offset by temporary closures of supplement only health food stores impacting sales, which has since rebounded to pre-COVID-19 levels since reopening. We continue to expand our global reach and product portfolio, with international sales increasing 69.7% versus prior year. We realized strong growth in China, Eastern Europe, and the Middle East based on continued demand for immunity and an acceleration of fourth quarter cough and cold shipments. China continues to lead our international growth through increased sales on cross border e-commerce and shipments into domestic retail stores as we expand our distribution network.

Revenue in the Strategic Partners segment increased 3.5%, or \$1.9 million, to \$56.6 million in YTD 2020 due to incremental revenue related to the change in billing practices for a key partner and timing, with order fulfillment for new programs launched in the first half of the prior year. All this was partially offset by the availability of production capacity to meet accelerated demand, and lower volumes for a strategic partner retail customer who began consolidating stores while working through their Chapter 11 reorganization.

Gross profit

Gross profit increased by \$12.1 million in YTD 2020 mainly driven by revenue growth. Gross profit margin decreased by 120 basis points to 36.1% in YTD 2020 primarily due to higher costs to ensure continuity of supply. These costs include the implementation of physical distancing initiatives and safety measures in our production facilities in response to COVID-19. Additionally, we incurred higher costs to expediate raw materials and third-party packaging to maximize throughput.

Gross profit in the Jamieson Brands segment increased by \$14.4 million in YTD 2020 driven by revenue growth. Gross profit margin decreased by 120 basis points to 42.0% in YTD 2020 due to higher supply continuity costs as noted above, partially offset by modest operational efficiencies that normally accompany higher volumes.

Gross profit in the Strategic Partners segment decreased by \$2.4 million to \$6.9 million in YTD 2020. The decrease was primarily driven by customer mix, higher supply continuity costs, and the factors impacting revenue noted above. Gross profit margin decreased by 480 basis points to 12.3% in YTD 2020 due to the billing change of a key customer along with the same factors noted above.

Selling, general and administrative expenses

SG&A expenses increased by \$5.3 million, to \$57.6 million in YTD 2020. Normalized for the impact of specified costs, SG&A expenses increased by \$4.4 million from \$48.1 million in YTD 2019 to \$52.5 million in YTD 2020. The normalized SG&A increase of \$4.5 million in Jamieson Brands was mainly driven by higher variable compensation expense, increase in domestic marketing program costs, plus the investment in resources for e-commerce and international growth, partially offset by a reduction in travel, meals and entertainment costs as a result of COVID-19. Normalized SG&A in the Strategic Partners segment is relatively consistent at a decrease of \$0.1 million compared to the same period in the prior year

Specified costs of \$5.1 million in the current year is mainly comprised of COVID-19 donations and wage premiums, reserves pertaining to a retail strategic partner customer's bankruptcy based on the impact of COVID-19, along with a pre-existing contractual obligation on our acquired business.

Share-based compensation

Share-based compensation increased by \$1.0 million to \$3.8 million in YTD 2020 due to the alignment of our grant timing to reflect annual performance targets, the cumulative effect of our stock-based equity grants since our initial public offering on July 7, 2017, and associated payroll taxes on the exercise of stock options.

Earnings from operations and operating margin

Earnings from operations increased by \$5.7 million in YTD 2020 as a result of higher revenue. Operating margin decreased marginally by 10 basis points to 14.4% in YTD 2020 mainly due to gross profit margin impact discussed above partially offset by lower fixed costs as a percentage of revenues.

Earnings from operations in the Jamieson Brands segment increased by \$9.5 million and operating margin increased 120 basis points to 18.2% in YTD 2020 mainly due to higher volumes discussed above and lower fixed costs as a percentage of revenues.

Earnings from operations in the Strategic Partners segment decreased by \$3.8 million to a loss of \$0.4 million and operating margin decreased by 7.0% primarily due to factors impacting revenue and gross profit margin discussed above along with higher SG&A expenses and reserves driven by COVID-19.

Foreign exchange (gain) loss

Foreign exchange gain in YTD 2020 is due to fluctuations in USD/CAD exchange rates between the date of the transaction and when cash is realized.

Other expenses

In YTD 2019, other expenses were comprised of a \$3.4 million charge in connection with our amended and restated credit agreement including the write-off of unamortized deferred financing fee pertaining to our Initial Credit Agreement (refer to “*Credit Facilities*”).

Interest expense and other financing costs

Interest expense and other financing costs decreased by \$2.8 million to \$4.6 million in YTD 2020 due to lower interest rates as a result of our amended and restated credit agreement (refer to “*Credit Facilities*”).

Provision for income taxes

Provision for income taxes was \$10.2 million in YTD 2020 compared to \$5.6 million in YTD 2019. In the prior year, our 2019 provision included a one-time tax benefit of \$1.0 million due to a revaluation of our deferred tax liability as a result of lower expected future tax rates due to the closure of our west coast office and distribution center. On a normalized basis, our 2020 effective tax rate of 28.0% is comparable to a prior year’s rate of 28.3%, both of which include the impact of non-deductible share-based compensation.

Depreciation

Depreciation expense increased by \$0.5 million to \$5.9 million in YTD 2020 due to increases in our capital investments to increase capacity and improve efficiencies.

Amortization

Amortization expense increased by \$0.2 million to \$3.0 million in YTD 2020 driven by investments in website development, product patent and registrations.

EBITDA and Adjusted EBITDA

EBITDA increased by \$10.2 million to \$49.9 million in YTD 2020 primarily due to the factors discussed above.

Adjusted EBITDA increased by \$8.3 million to \$58.6 million and Adjusted EBITDA margin decreased by 10 basis points to 20.7% mainly due to higher volumes offset by lower gross profit margins.

Adjusted EBITDA in the Jamieson Brands segment increased by \$10.6 million to \$54.9 million and Adjusted EBITDA margin increased by 50 basis points to 24.2% in YTD 2020. The increase was primarily driven by higher volumes and lower fixed costs as a percentage of revenues.

Adjusted EBITDA in the Strategic Partners segment decreased by \$2.3 million, to \$3.7 million and Adjusted EBITDA margin decreased by 430 basis points to 6.6% in YTD 2020. The decrease was mainly due to the impact of lower gross profit margins discussed above.

Summary of Consolidated Quarterly Results

The following is a summary of selected consolidated financial information for each of the eight most recently completed quarters prepared in accordance with IFRS. We have reclassified the presentation of certain costs on the unaudited condensed consolidated interim financial statements and our accompanying notes to be consistent with current presentation.

(\$ in 000's, except per share amounts)	2020			2019				2018
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue by segment								
Jamieson Brands	82,604	74,292	69,794	78,803	70,184	60,816	56,041	69,715
Strategic Partners	22,961	18,912	14,729	24,450	18,374	19,776	16,537	29,430
Total revenue	105,565	93,204	84,523	103,253	88,558	80,592	72,578	99,145
Earnings from operations	17,804	10,675	12,359	20,332	13,265	11,940	9,911	16,973
Net income	12,144	6,038	8,011	13,163	4,928	8,186	5,384	10,046
Adjusted net income	12,655	9,882	7,800	14,253	9,492	7,897	6,469	12,217
EBITDA	21,202	12,715	15,964	22,902	12,221	15,007	12,463	19,220
Adjusted EBITDA	22,933	18,983	16,687	25,641	19,394	16,392	14,481	22,933
Basic, earnings per share	0.31	0.15	0.20	0.34	0.13	0.21	0.14	0.26
Diluted, earnings per share	0.29	0.15	0.20	0.33	0.12	0.21	0.14	0.25
Adjusted Diluted, earnings per share	0.30	0.24	0.19	0.36	0.24	0.20	0.16	0.31

Revenue

Jamieson Brands segment revenue for the last eight quarters were impacted by factors including the following:

- accelerated demand for immunity and general health products as a result of the COVID-19 pandemic;
- the impact of innovation within our core VMS portfolio;
- shipment fluctuations in our international markets;
- the volume and timing of promotion and media;
- the volume of inventory and timing of shipments to distributors and retailers;
- seasonality;
- severity of cold and flu season; and
- foreign currency fluctuations.

Strategic Partners segment revenue for the last eight quarters were impacted by factors including the following:

- available capacity when considering demand for Jamieson Brands products;
- launch of new programs with existing or new customers, which include initial pipeline shipments;
- availability of customer supplied materials;
- innovation and geographic demand for high quality certified manufacturers;
- the impact of a change from a tolling arrangement to turnkey for certain products;
- periodic price increases to recapture cost escalation; and
- foreign currency fluctuations.

Earnings from operations

Earnings from operations for the last eight quarters were also impacted by factors including the following:

- revenue factors impacting price and volume noted above;
- return on incremental promotion and marketing programs;
- improvements in production efficiencies and higher economies of scale;
- temporary increases to production costs driven by physical distancing initiatives and safety measures established within our facilities to protect our employees as a result of the COVID-19 pandemic;

- supply continuity costs including air freight and third-party packaging costs to meet higher demand during the COVID-19 pandemic;
- raw material costs in native currency;
- timing of marketing spend and variable compensation; and
- foreign currency fluctuations.

Liquidity and Capital Resources

Overview

Our principal uses of funds are for operating expenses, capital expenditures, finance costs, and debt service. Management believes that cash generated from operations, together with amounts available under our Credit Facilities (refer to “*Credit Facilities*”), will be sufficient to meet the Company’s future operating expenses, capital expenditures, and future debt service costs.

Our primary liquidity and capital requirements are for capital expenditures, working capital and general corporate needs. We have cash and availability under our Credit Facilities that we expect to utilize, along with cash flow from operations, to provide capital to support the growth of our business (primarily through working capital and capital expenditures), repay short-term obligations and for general corporate purposes. We believe that cash from operations, together with our cash balance and our Credit Facilities will be sufficient to meet ongoing capital expenditures, working capital requirements and other cash needs.

Our ability to fund future debt service costs, operating expenses, and capital expenditures will depend on our future operating performance which will be affected by general economic, financial and other factors including factors beyond our control (refer to “*Risk Factors*”). From time to time, our management reviews acquisition opportunities and if suitable opportunities arise, may make selected acquisitions to implement our business strategy. Historically, the funding for any such acquisitions has come from cash flow from operating activities and additional debt.

Credit Facilities

As at September 30, 2020, the Company had \$118.0 million in cash and available revolving and swingline facilities.

On September 27, 2019, Jamieson Laboratories Ltd. (“JLL”), a wholly-owned subsidiary of Jamieson, amended and restated its credit agreement (the “Initial Credit Agreement”) to add Jamieson Health Products USA Ltd. (collectively with JLL the “Borrowers”) as a co-borrower and to provide a secured revolving facility of \$275.0 million (including a \$10.0 million swingline facility) with the option to increase the revolving facility by \$200.0 million (collectively, the “Credit Facilities”). The Credit Facilities mature on September 27, 2024 with the outstanding principal repayable in full on this date.

We concluded that the amendments to the Initial Credit Agreement represent a substantial modification of the terms with our lenders. Accordingly, extinguishment accounting was applied, resulting in the derecognition of the previous unamortized deferred financing fee of \$2.0 million. Financing costs of \$1.4 million were incurred as part of the issuance of the Credit Facilities which have been expensed and recorded as other expenses.

Prior to the amendment, JLL entered into the Initial Credit Agreement on January 31, 2017 with a syndicate of lenders. The Initial Credit Agreement provided a secured term credit facility of \$195.0 million (with the option to increase the facility up to \$255.0 million) and a secured revolving credit facility of \$75.0 million (including a \$10.0 million swingline facility). Financing costs of \$4.3 million and \$1.5 million were incurred as part of the issuance of the term credit facility and revolving credit facility, respectively.

For the three and nine months ended September 30, 2020, JLL made drawings of \$16.0 million and \$47.1 million, and debt repayments of \$19.6 million and \$51.7 million, respectively, applied against the Credit Facilities. For the three and nine months ended September 30, 2020, the weighted average interest rate on the Credit Facilities was 3.2% (2019 – Initial Credit Agreement rate 4.5%).

The Credit Facilities are secured by security agreements and first charges over the assets including property, plant and equipment and intellectual property of the Borrowers and certain other subsidiaries of JLL, subject to permitted liens. Under the terms of the Credit Facilities, the Borrowers are subject to restrictive covenants and must maintain an interest coverage ratio of not less than 3.00:1.00 and a leverage ratio not greater than 4.00:1.00. We are in compliance with all covenants as at the date of this MD&A.

Analysis of Cash Flows — three months ended September 30, 2020 and 2019

(\$ in 000's, except as otherwise noted)	Three months ended September 30		\$ Change	% Change
	2020	2019		
Cash, beginning of period	6,796	5,268	1,528	29.0%
Cash flows from (used in):				
Operating activities	4,553	6,741	(2,188)	(32.5%)
Investing activities	(1,799)	(1,678)	(121)	(7.2%)
Financing activities	(6,406)	(6,178)	(228)	(3.7%)
Cash, end of period	3,144	4,153	(1,009)	(24.3%)

Cash Flows Generated from Operating Activities

In Q3 2020, cash flows generated from operating activities totalled \$4.6 million compared to \$6.7 million for the same period in the prior year. Cash from operating activities before working capital considerations of \$16.1 million was \$4.4 million higher, reflecting higher volumes in the current quarter. Cash invested in working capital increased by \$6.6 million mainly driven by accelerated purchases and payment of immunity and other raw materials to ensure continuity of supply.

Cash Flows Used in Investing Activities

Cash flows used in investing activities in Q3 2020 totalled \$1.8 million compared to \$1.7 million for the same period in the prior year. Expenditures on intangible assets increased by \$0.3 million reflecting our investments in website development, product patent and registrations. This was partially offset by a \$0.2 million decrease in purchases of property, plant and equipment mainly due to the delivery timing of capacity expansion related equipment which is expected to arrive in the following quarter. Our capital expenditures consist primarily of manufacturing and packaging equipment required to expand production capacity in response to growing demands.

Cash Flows Used in Financing Activities

Cash flows used in financing activities in Q3 2020 totalled \$6.4 million compared to \$6.2 million for the same period in the prior year. In Q3 2020, we obtained proceeds of \$2.8 million from the exercise of stock options and our employee share purchase plan (“ESPP”), offset by net repayment of \$3.6 million on our Credit Facilities, the issuance of \$5.0 million of dividends to common shareholders and payment of lease liabilities of \$0.6 million. In Q3 2019, we obtained proceeds of \$0.2 million from the exercise of stock options and our ESPP, offset by net repayment of \$2.0 million on our Credit Facilities, the issuance of \$3.9 million of dividends to common shareholders and payment of lease liabilities of \$0.5 million.

Analysis of Cash Flows — nine months ended September 30, 2020 and 2019

(\$ in 000's, except as otherwise noted)	Nine months ended		\$ Change	% Change
	2020	2019		
Cash, beginning of period	198	12,445	(12,247)	(98.4%)
Cash flows from (used in):				
Operating activities	21,852	3,400	18,452	542.7%
Investing activities	(8,949)	(6,010)	(2,939)	(48.9%)
Financing activities	(9,957)	(5,682)	(4,275)	(75.2%)
Cash, end of period	<u>3,144</u>	<u>4,153</u>	<u>(1,009)</u>	<u>(24.3%)</u>

Cash Flows Generated from Operating Activities

In YTD 2020, cash flows generated from operating activities totalled \$21.9 million compared to \$3.4 million for the same period in the prior year. Cash from operating activities before working capital considerations of \$38.6 million was \$5.8 million higher primarily due to higher earnings and the impact of financing fees paid on our debt renewal on prior year's earnings. Lower cash used in working capital of \$12.6 million was mainly driven by favourable timing of payments along with lower rate of increases to inventories compared to the same period in the prior year.

Cash Flows Used in Investing Activities

Cash flows used in investing activities in YTD 2020 totalled \$8.9 million compared to \$6.0 million for the same period in the prior year. Expenditures on intangible assets increased by \$1.5 million reflecting our investments in website development, product patent and registrations, with the remaining increase due to purchases of property, plant and equipment. Our capital expenditures consist primarily of manufacturing and packaging equipment required to expand production capacity in response to growing demands.

Cash Flows Used in Financing Activities

Cash flows used in financing activities in YTD 2020 totalled \$10.0 million compared to \$5.7 million for the same period in the prior year. In YTD 2020, we obtained proceeds of \$9.9 million from the exercise of stock options and our ESPP, offset by net repayment of \$4.6 million to our Credit Facilities, the issuance of \$13.7 million of dividends to common shareholders and payment of lease liabilities of \$1.6 million. In YTD 2019, we obtained net proceeds of \$5.1 million from our Credit Facilities and \$1.4 million in the exercise of stock options and our ESPP, offset by the issuance of \$10.8 million of dividends to common shareholders and payment of lease liabilities of \$1.4 million.

Contractual Obligations

Other than the repayments and drawings noted in the above "*Credit Facilities*" section, there was no material change in our remaining contractual obligations and commitments from the annual MD&A as at and for the year ended December 31, 2019.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Related Party Transactions

Balances and transactions between us and our subsidiaries, have been eliminated on consolidation.

Critical Accounting Estimates and Judgments

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

Significant judgments made by management in applying our accounting policies and key sources of estimation of uncertainty were the same as those applied and described in Note 3 in the accompanying notes of our Company's audited consolidated annual financial statements for the year ended December 31, 2019. Additional items subject to significant estimate uncertainty and critical judgements which have an impact on the amounts recognized in the unaudited condensed consolidated interim financial statements are described below.

Receivables and allowance for doubtful accounts

The Company is exposed to credit risk with respect to amounts receivable from customers. The impact of the COVID-19 pandemic to customers' business is considered when making credit assessments. Deposits are requested on accounts as required. The Company also maintains provisions for potential credit losses, which are assessed on a regular basis.

Management estimates uncollectable accounts receivable after considering historical experience, current events and the characteristics of existing accounts. Provisions for losses on receivables are expensed to maintain the allowance at a level considered adequate to cover expected losses. The potential future economic impact of COVID-19 may impact the collectability of customer receivables.

Valuation of inventory

Consumer responses to COVID-19 have resulted in the acceleration of demand for both immunity and general health supplements, thus reducing the risk of inventory obsolescence. The Company has customer specific materials on hand to support certain Strategic Partner customers, that requires management to estimate future demand at the customers' retail locations when establishing appropriate provisions for inventory. These estimates are based on the assumption that such customers will continue to carry on business, and management also considers the current economic conditions of the customer, product life of inventory and the potential alternative use. To the extent that actual losses on inventory differ from those estimated, inventory, net income, and comprehensive income will be affected in future periods.

Significant Accounting Policies

Our unaudited condensed consolidated interim financial statements were prepared using the same accounting policies as described in Note 2 in the accompanying notes of our annual audited financial statements for the year ended December 31, 2019.

Internal Control over Financial Reporting

The Chief Executive Officer and the Chief Financial Officer of the Company (collectively, the "Certifying Officers"), along with other members of management, have designed, or caused to be designed under their supervision, internal control over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes prepared in accordance with IFRS. The Certifying Officers have used the Internal Control – Integrated Framework (2013 COSO Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission to design the Company's ICFR.

There have been no changes in the Company's ICFR during the three-month period ended September 30, 2020 which have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Limitations of an Internal Control System

We believe that any Disclosure Controls and Procedures or ICFR, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met and that all control issues, including instances of fraud, if any, within the Company have been prevented or detected. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. The design of any system of control is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all future conditions.

Outlook

In fiscal 2020, we expect revenue to range between \$395.0 and \$400.0 million, increasing from our previous range of \$385.0 and \$395.0 million, reflecting strong demand for our branded products both domestically and internationally. Our revised revenue guidance reflects an annual revenue growth of 14.5% to 16.0% compared to our previous guidance of 11.5% to 14.5%. We expect Adjusted EBITDA to range between \$86.0 and \$88.0 million, narrowed from our previous range of \$84.0 and \$88.0 million, reflecting higher volumes offset by a continuation of a higher cost operating environment as a result of COVID-19 measures to ensure continuity of supply and production. Adjusted Diluted Earnings per Share guidance has been updated to a range of \$1.11 to \$1.15, compared to our previous range of \$1.08 to \$1.15.

Revenue in the Jamieson Brands segment is expected to increase between 17% and 19%, compared with our previous guidance of 14% and 17%, driven by growth in the following categories:

- Domestic Jamieson Brands to grow between 12% to 14%, compared with our previous guidance of 10% to 12%, as the demand for immunity and general health supplements are expected to remain strong for the remainder of 2020. Our guidance reflects the accelerated demand for immunity products during the initial consumer response to COVID-19 as well as sustained demand across our portfolio as consumers establish new routines with repeat purchases to maintain health and wellness through the COVID-19 pandemic.
- International growth of approximately 50%, compared with our previous guidance of 40% to 50%, driven by strong demand for immunity products from our existing international markets. This estimate includes the impact of accelerated shipment in the third quarter to ensure supply reaches consumers entering cough & cold season throughout our international network.

Revenue in the Strategic Partners segment is expected to increase by approximately 5%, unchanged from our previous guidance.

In fiscal 2020, we incurred specific costs associated with COVID-19 including shift premiums for our front-line employees, as well as the donation of PPE and vitamins in support of local front-line medical workers and charitable organizations. In response to the accelerated growth and production capacity requirements, we are transitioning to a third-party logistics provider to make room for capacity expansion at our Twin Oaks and Scarborough distribution facilities. We expect to incur specific costs related to the transition of approximately \$3.0 million during the fourth quarter of 2020. These costs will impact net income while our expected Adjusted EBITDA range for fiscal 2020 reflects the normalization of these expenses. Our Adjusted Net Income and Adjusted Diluted Earnings per Share for fiscal 2020 will also reflect the adding back of these expenses on a tax-effected basis.

Our revenue growth and costs increase have been impacted by COVID-19 and as a result, will not be linear or consistent with seasonal trends observed in previous periods. The following factors will impact growth in the fourth quarter of 2020:

- Jamieson Brands domestic revenue is expected to grow by 6% to 13% in Q4 2020 due to strong demand in our food, drug, mass and e-commerce channels.
- We expect international growth of approximately 10% in the fourth quarter of 2020, reflecting strong third quarter shipments as customers ordered ahead of seasonal demand.
- Our Strategic Partners segment volumes are expected to be 10% to 15% higher than the prior year.

The foregoing financial outlook is based on the following assumptions for fiscal 2020, amongst others:

- an average annual exchange rate between the U.S. and Canadian dollar of U.S.\$1.00 = \$1.34;
- normalized SG&A expenses will increase approximately 9% to support growth in international markets and our e-commerce initiatives, including increased marketing to drive accelerating growth in China. Additionally, we expect to incur higher variable compensation expense which are aligned with our annual performance targets;
- depreciation will increase by approximately 10% reflecting accelerated capital additions to expand our available capacity;
- stock-based compensation costs of approximately \$5.0 million, reflecting a shift in timing for the 2020 grants and grants to certain employees, which are expected to normalize over our first four years as a public company;
- interest expense between \$6.0 to \$6.5 million based on our estimated borrowing and prevailing rates, reflecting the impact of our interest rate swaps to fix a portion of our floating rates beginning Q4 2020;
- income tax rates of approximately 28.0% based on non-deductible stock-based compensation; and
- a fully diluted share count of approximately 41.5 million shares, higher than our previous guidance due to the dilution impact of our recent share price.

Consumer response to COVID-19 has resulted in the acceleration of demand for both immunity and general health supplements throughout 2020. We expect higher demand to continue for products in specific categories as consumers seek out health and wellness solutions while adapting to the changing environment surrounding COVID-19. We have focused on the safety and well-being of our employees while implementing necessary measures in our operating facilities to ensure business continuity, including increased sanitation, maximizing physical distancing where possible, and establishing shift gaps to avoid congestion during changeovers. COVID-19 has affected supply chains globally and any manufacturing closures, for us or our suppliers, have the potential to impact the continuity of supply and availability of certain raw materials or components required for production. Our products remain widely available in all our existing retail channels and any store closures may affect the availability of our products to consumers. A resurgence of COVID-19 may result in more stringent government measures, potential closures of essential and non-essential businesses, which may impact revenues, the timing of shipments and cost of product. Our 2020 estimates may be impacted by the depth and duration of any potential measures resulting from COVID-19.

The description of our 2020 financial outlook in this MD&A is based on management's current views and strategies, our assumptions and expectations concerning our growth opportunities and our assessment of the opportunities for our business and the consumer health industry as a whole and the VMS and sports nutrition segments of the consumer health industry in particular, and has been calculated using accounting policies that are generally consistent with our current accounting policies. The description of our 2020 outlook is forward-looking information for purposes of applicable securities laws in Canada and readers are therefore cautioned that actual results may vary from those described above. See "Forward-Looking Information" and "Risk Factors" for a reference to the risks and uncertainties that impact our business and that could cause actual results to vary.

Current Share and Option Information

As of the date hereof, an aggregate of 39,862,412 Common Shares are issued and outstanding. As of the date hereof, the Company had 2,548,053 options, 256,894 PSUs and 18,000 RSUs outstanding.

Additional Information

Additional information relating to our Company, including our most recent annual report and annual information form are available on SEDAR at www.sedar.com.

Risk Factors

We are exposed to a variety of financial risks in the normal course of operations including credit risk, market risk and liquidity risk, each of which is discussed below. Management oversees the management of these risks. Our financial instruments and policies for managing these risks are detailed below. Please see also the discussion of risks associated with COVID-19 discussed above under the heading “Summary of Factors Affecting Our Performance” and “Outlook”.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations, resulting in financial loss to us. We are exposed to credit risk from our customers (primarily related to trade accounts receivable) in the normal course of business. We have adopted a policy of only dealing with creditworthy counterparties. To mitigate this risk, we carry out regular credit evaluations and purchase credit insurance for international customers, where appropriate, as a means of mitigating the risk of financial loss from defaults.

We are also exposed to counterparty credit risk inherent in our financing activities, trade receivable insurance, foreign currency derivatives and interest rate derivatives. We have assessed these risks as minimal.

Market Risk

Market risk is comprised of foreign exchange risk, interest rate risk and commodity price risk.

Foreign Exchange Risk

Foreign exchange 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. Our exposure to the risk of changes in foreign exchange rates relates primarily from transactions in U.S. dollars such as a portion of trade accounts payable, trade accounts receivable and cash. We use foreign exchange forward contracts to manage foreign exchange transaction exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our accounts receivable and accounts payable are non-interest bearing. Our exposure to the risk of changes in market interest rates arises from long-term debt obligations issued at fixed rates that create fair value interest rate risk and variable rate borrowings that create cash flow interest rate risk. We manage our interest rate risk by entering into interest rate swaps to reduce our long-term interest rate exposure and having a balanced portfolio of fixed and variable rate loans and borrowings.

Commodity Price Risk

We are exposed to price risk related to purchases of certain commodities used as raw materials. We may use fixed price contracts with suppliers to mitigate commodity price risk. Concentration in any one raw material is not significant to us.

Liquidity Risk

Liquidity risk is the risk we will not be able to meet our financial obligations associated with financial liabilities. We are exposed to this risk mainly in respect of our accounts payable and accrued liabilities, various long-term debt agreements, obligations under our post-retirement benefits plan and lease liabilities.

We manage our liquidity risk through continuous monitoring of our forecast and actual cash flows and through the management of our capital structure. We continually revise our available liquid resources as compared to the timing of the payment of liabilities to manage our liquidity risk.