TANO T'ENNEH LIMITED PARTNERSHIP

NON-CONSOLIDATED FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT

MARCH 31, 2022





INDEPENDENT AUDITOR'S REPORT

To the Partners of Tano T'enneh Limited Partnership

Qualified Opinion

We have audited the non-consolidated financial statements of Tano T'enneh Limited Partnership, which comprise the non-consolidated balance sheet as at March 31, 2022, and the non-consolidated statements of income, partners' surplus and cash flows for the year then ended, and notes to the non-consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying non-consolidated financial statements present fairly, in all material respects, the non-consolidated financial position of the management as at March 31, 2022, and its non-consolidated results of operations and its non-consolidated cash flows for the year then ended in accordance with Canadian accounting standards for private enterprises.

Basis for Qualified Opinion

During the year Tano T'enneh Limited Partnership adopted the Canadian accounting standards for private enterprises with a transition date of April 1, 2020, as described in the emphasis of matter paragraph of this report. As such the comparative information presented in these financial statements is unaudited.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the management in accordance with the ethical requirements that are relevant

See accompanying notes to these financial statements

to our audit of the non-consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Basis for Accounting

Without modifying our opinion, we draw attention to note 1 in the financial statements which describes the basis of accounting. The financial statements are prepared to assist the Partnership to meet the requirements of the partners of the Partnership. As a result, the financial statements may not be suitable for another purpose.

Emphasis of Matter

Without modifying our opinion, we draw attention to note 2 to the financial statements which describes that Tano T'enneh Limited Partnership adopted Canadian accounting standards for private enterprises on April 1, 2021 with a transition date of April 1, 2020. These standard were applied retrospectively by management to the comparative information in these financial statements, including the non consolidated balance sheet as at March 31, 2021 and April 1, 2020, and the non-consolidated statements of income, partners' surplus and cash flows for the year ended March 31, 2021 and related disclosures. We were not engaged the report on the restated comparative information, and as such, it is unaudited.

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

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

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

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

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

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

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

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

Prince George, B.C. January 12, 2023

DMC Chartered Professional Accountants Inc.

TANO T'ENNEH LIMITED PARTNERSHIP NON-CONSOLIDATED STATEMENT OF INCOME YEAR ENDED MARCH 31, 2022

		2022	2021
REVENUE			
Revenue Interest income	\$ _	4,891,979 \$ 62,699	4,611,112 55,810
		4,954,678	4,666,922
GENERAL AND ADMINISTRATIVE EXPENSES			
Amortization		107,791	88,085
COVID-19 Support		_	22,500
Consulting fees		71,761	66,854
Insurance, licenses and fees		244	476
Interest and bank charges		1,526	382
Honorarium		158,000	137,500
Office		29,212	16,002
Professional fees		185,134	77,185
Property taxes		81,559	64,367
Repairs and maintenance		29,057	55,499
Telephone and utilities		9,615	6,942
Wages and benefits	_	102,840	659
	_	776,739	536,451
INCOME BEFORE OTHER ITEMS		4,177,939	4,130,471
OTHER ITEMS			
Impairment loss		(276,014)	_
Investments in Tano T'enneh LP companies (Schedule 1)		1,156,470	418,102
Uda Dune Baiyoh (House of Ancestors) (Schedule 2)		(210,660)	(278,522)
Community Hall Internet Cafe (Schedule 3)		(15,018)	25,890
		654,778	165,470
NET INCOME	\$	4,832,717 \$	4,295,941

TANO T'ENNEH LIMITED PARTNERSHIP NON-CONSOLIDATED STATEMENT OF PARTNERS' SURPLUS YEAR ENDED MARCH 31, 2022

	LHEIDLI <u>L'ENNEH BAND</u>	TANO T'ENNEH GENERAL PARTNER CORPORATION	TOTAL 2022	TOTAL 2021
BALANCE, BEGINNING OF YEAR	\$ 19,033,077	\$ (365)\$	19,032,712	3 14,789,315
Share of net income	4,832,234	483	4,832,717	4,295,941
Drawings	(82,781)	(40)	(82,821)	(52,544)
BALANCE, END OF YEAR	\$ 23,782,530	\$ 78 \$	23,782,608	5 19,032,712

TANO T'ENNEH LIMITED PARTNERSHIP NON-CONSOLIDATED BALANCE SHEET MARCH 31, 2022

		March 31, 2022	March 31, 2021	April 1, 2020
ASSETS				
CURRENT ASSETS Cash Short term investment Accounts receivable Deposits Due from related party (Note 4)	\$	7,515,410 - 1,297,858 3,648 90,445 8,907,361	\$ 4,204,018 \$ 4,542,735 1,220,605 3,648 - 9,971,006	748,764 4,000,000 1,950,277 3,648 - 6,702,689
INVESTMENTS (Note 3)		4,096,728	546,819	760,276
DUE FROM RELATED PARTIES (Note 4)		6,287,858	3,661,455	2,456,350
PROPERTY, PLANT AND EQUIPMENT (Note 5)		6,930,906	 7,186,717	7,240,298
	\$	26,222,853	\$ 21,365,997	\$ 17,159,613

Approved on behalf of the partners

Partner

Partner

TANO T'ENNEH LIMITED PARTNERSHIP NON-CONSOLIDATED BALANCE SHEET MARCH 31, 2022

	March 31, 2022	March 31, 2021	April 1, 2020
LIABILITIES			
CURRENT LIABILITIES Accounts payable and accrued liabilities Due to government agencies	\$ 142,375 63,553	\$ 41,515 \$ 57,476	75,598 60,406
	205,928	98,991	136,004
DUE TO RELATED PARTY (Note 4)	 5,174	5,151	5,151
	 211,102	104,142	141,155
PARTNERS' SURPLUS			
PARTNERSHIP UNITS	2,229,143	2,229,143	2,229,143
PARTNERS' SURPLUS	 23,782,608	19,032,712	14,789,315
	 26,011,751	21,261,855	17,018,458
	\$ 26,222,853	\$ 21,365,997 \$	3 17,159,613

TANO T'ENNEH LIMITED PARTNERSHIP NON-CONSOLIDATED STATEMENT OF CASH FLOW YEAR ENDED MARCH 31, 2022

The state of the s		2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES Net income Adjustments for items which do not affect cash	\$	4,832,717 \$	4,295,941
Amortization Equity earnings in LTN Enviro Consulting LP		255,812 (3,572)	270,109
Equity earnings in Lhai Ventures Equity earnings in LTN Contracting Equity eanings in Shas Resources		(454,666) (675,320) (22,489)	(217,409) (200,694)
		3,932,482	4,147,947
Change in non-cash working capital items Short term investment Accounts receivable Accounts payable and accrued liabilities Due from/to government agencies		4,542,735 (77,253) 100,859 6,077	(542,735) 729,672 (34,081) (2,930)
	_	4,572,418	149,926
		8,504,900	4,297,873
CASH FLOWS FROM INVESTING ACTIVITIES Purchase of investments Proceeds on sale of investments Purchase of property, plant and equipment		(2,393,862) - -	(22) 631,580 (216,528)
	_	(2,393,862)	415,030
CASH FLOWS FROM FINANCING ACTIVITIES Advances to related parties Partner drawings	-	(2,716,825) (82,821)	(1,205,105) (52,544)
	Manual	(2,799,646)	(1,257,649)
INCREASE IN CASH		3,311,392	3,455,254
CASH, BEGINNING OF YEAR	_	4,204,018	748,764
CASH, END OF YEAR	<u>\$</u>	7,515,410 \$	4,204,018

DESCRIPTION OF OPERATIONS

Tano T'enneh Limited Partnership is a limited partnership between Lheidli T'enneh Band and Tano T'enneh General Partner Corporation, providing support activities for Lheidli T'enneh Band's forestry, and resource territory for the benefit of the Band and it's members.

1. BASIS OF ACCOUNTING AND SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Canadian accounting standards for private enterprises set out in Part II of the CPA Canada Handbook. These financial statements are prepared to assist the Partnership to meet the requirement of the partners of the Partnership, and as such, the basis of accounting used differs from International Financial Reporting Standards set out in Part I of the CPA Canada Handbook, the financial reporting framework applicable to the general purpose financial statements of the Partnership.

Limited Partnership Agreement

Lheidli T'enneh First Nation ('the Limited Partner') holds 99.99% of the Partnership units, and is allocated their respective share of net income or loss of the Partnership based on these holdings.

Tano T'enneh General Partner Corporation, (the 'General Partner'), acts as the General Partner and holds 0.01% of the Partnership units and is allocated their respective share of net income or loss of the Partnership based on these holdings.

These financial statements pertain to the partnership carried on under the name of Tano T'enneh Limited Partnership and accordingly do not include all the assets, liabilities, revenue and expenses of the individual partners.

Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for private enterprises requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. By their nature, these estimates are subject to measurement uncertainty. The effect of changes in such estimates on the financial statements in future periods could be significant. Accounts specifically affected by estimates in these financial statements are accounts receivable, property, plant and equipment and accounts payable and accrued liabilities.

1. BASIS OF ACCOUNTING AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

(i) Measurement of financial instruments

The Partnership initially measures its financial assets and financial liabilities at fair value adjusted by, in the case of a financial instrument that will not be measured subsequently at fair value, the amount of transaction costs directly attributable to the instrument. Amounts due to and from related parties are measured at the exchange amount, being the amount agreed upon by the related parties.

The Partnership subsequently measures its financial assets and financial liabilities at amortized cost. Changes in fair value are recognized in net income.

Financial assets measured at amortized cost include cash, short term investments, accounts receivable, due from related parties and property, plant and equipment.

Financial liabilities measured at amortized cost include accounts payable and accrued liabilities and due to related parties.

The Partnership does not measure and financial assets at fair market value.

(ii) Impairment

Financial assets measured at amortized cost are tested for impairment when there are indicators of possible impairment. When a significant adverse change has occurred during the period in the expected timing or amount of future cash flows from the financial asset or group of assets, a write-down is recognized in net income. The write down reflects the difference between the carrying amount and the higher of:

- the present value of the cash flows expected to be generated by the asset or group of assets;
- the amount that could be realized by selling the assets or group of assets;
- the net realizable value of any collateral held to secure repayment of the assets or group of assets.

When the events occurring after the impairment confirm that a reversal is necessary, the reversal is recognized in net income up to the amount of the previously recognized impairment.

1. BASIS OF ACCOUNTING AND SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment are recorded at cost. The Partnership provides for amortization using the declining balance method at rates designed to amortize the cost of the property, plant and equipment over their estimated useful lives. The annual amortization rates are as follows:

Buildings	4%
Office equipment	20%
Signs	5%

Investments

The equity method is used to account for the Partnership's investment in associated corporations and partnerships. This method of accounting brings into consolidated earnings the Partnership's share in earnings of the associated corporations and partnerships, which is also added to the carrying value of the investment. The excess of cost over the underlying share of equity in the investment since the date of acquisition is being amortized against the Partnership's share of earnings of the associated corporation.

Revenue recognition

Revenue is recognized as services are rendered and collection is reasonably assured.

Revenue from the Community Hall Internet Cafe and Uda Dune Baiyoh (House of Ancestors) is recognized when goods are delivered and services are rendered and reasonable assurance exists regarding the consideration to be received and ultimate collection.

Revenue from Investments is recognized using the equity pickup method.

Income taxes

No provision has been made for income taxes in these financial statements, as the income will be taxable to the corporate partners.

2. IMPACT OF THE CHANGE IN THE BASIS OF ACCOUNTING

These are the Partnership's first financial statements prepared in accordance with Canadian generally accepted accounting principles for private enterprises. There were no changes required to the comparative balances presented as a result of adoption of these accounting principles.

3.	INVESTMENTS				
			March 31, 2022	March 31, 2021	April 1, 2020
	Investment in LTN Contracting (100%)				
	(2021-50%)	\$	3,420,216 \$	351,456 \$	782,344
	Investment in Shas Resources LP (12.5%)		-	(22,489)	(22,489)
	Investment in LTN Environmental \(\)			(, ,	, ,
	Consulting LP (51%)		4,415	843	843
	Investment in Environmental Consulting GP	•	•		
	Corp (51%)		-	(422)	(422)
	Investment in LHAI Ventures LP (22.5%)		672,097	217,431	<u>-</u>
	·				, , , , , , , , , , , , , , , , , , , ,
		\$	4,096,728 \$	546,819 \$	760,276

On May 1, 2021, the remaining 50% of shares in LTN Contracting Ltd. were purchased from Roga Contracting Ltd. for a purchase price of \$2,393,440.

4. DUE FROM (TO) RELATED PARTIES

During the year, the partnership entered into transactions with related parties.

Lheidli T'e LTN Contr	ires - Hall revenue nneh - Hall revenue acting - Hall revenue Ltd Hall revenue			\$	429 89,513 2,032 774	\$ 2,360 46,843 - 972
				<u>\$</u>	92,748	\$ 50,175
(a) Due from (to)	related parties		March 31, 2022		March 31, 2021	April 1, 2020
	ing Ltd Current portion evelopment Corporation ing Ltd.	\$	90,445 2,182,336 4,099,747 5,775	·	- 2,456,350 1,205,105 -	\$ - 2,456,350 - -
Less current	portion	Electronic Control	6,378,303 90,445		3,661,455 -	2,456,350 -
Due beyond	one year	\$	6,287,858	\$	3,661,455	\$ 2,456,350

4. DUE FROM (TO) RELATED PARTIES (continued)

The balances due from related parties are unsecured, non-interest bearing with no specific terms of repayment, with the exception of the amount due from LTN Contracting Ltd.

Of the amount due from LTN Contracting Ltd. \$2,603,550 is repayable at \$18,358 per month commencing August 2022, including interest at 3.3% per annum. The remaining balance is non-interest bearing with no specific terms of repayments.

(b) Due to (from) related parties

		March 31, 2022	March 31, 2021	April 1, 2020
Lhai Ventures LP LTN Environmental Consulting LP	\$	23 \$ 5,151	- \$ 5,151	- 5,151
	<u>\$</u>	5,174 \$	5,151 \$	5,151

The balances due to related parties are unsecured, non-interest bearing with no specific terms of repayment.

5. PROPERTY, PLANT AND EQUIPMENT

	- Everandorum			March 31, 2022	March 31, 2021	April 1, 2020
	-	Cost	cumulated nortization	Net Book Value	Net Book Value	Net Book Value
Land Buildings Office	\$	1,910,196 5,517,072	\$ - 720,115	\$ 1,910,196 \$ 4,796,957	1,910,196 \$ 4,996,830	1,910,196 5,018,334
equipment Signs		444,437 1,770,000	220,684 1,770,000	223,753	279,691 -	311,768 -
	\$	9,641,705	\$ 2,710,799	\$ 6,930,906 \$	7,186,717 \$	7,240,298

6. ECONOMIC DEPENDENCE

Tano T'enneh Limited Partnership generates the majority of its revenues from an agreegement with Canadian Forest Products Ltd., the agreement is in effect until April 2024. If the agreement is not renewed after this date operations of the Partnership will be reduced.

7. FINANCIAL INSTRUMENTS

Transactions in financial instruments may result in an entity assuming or transferring to another party one or more of the financial risks described below. The required disclosures provide information that assists users of non-consolidated financial statements in assessing the extent of risk related to financial instruments.

(a) Credit risk

The Partnership does have credit risk in accounts receivable of \$1,297,858 (2021 - \$1,220,605). Credit risk is the risk that one party to a transaction will fail to discharge an obligation and cause the other party to incur a financial loss. The Partnership maintains strict credit policies and limits in respect to counterparties. In the opinion of management the credit risk exposure to the Partnership is low and is not material.

(b) Concentration of credit risk

The Partnership does have concentration of credit risk. Concentration of credit risk is the risk that a customer has more than ten percent of the total accounts receivable balance and thus there is a higher risk to the business in the event of a default by one of these customers. Concentrations of credit risk relates to groups of counterparties that have similar economic or industry characteristics that cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. At March 31, 2022, receivables from 1 customer comprised approximately 93% of the total outstanding receivables. The Partnership reduces this risk by regularly assessing the credit risk associated with these accounts and closely monitoring any overdue balances. In the opinion of management the concentration risk exposure to the Partnership that is associated with their customers is low and is not material.

TANO T'ENNEH LIMITED PARTNERSHIP SCHEDULE 1 - NON-CONSOLIDATED INVESTMENTS IN TANO T'ENNEH LP COMPANIES YEAR ENDED MARCH 31, 2022

REVENUE			
LTN Contracting	\$	675,320 \$	200,694
LTN Environmental Consulting GP	Ψ	422	200,004
LTN Environmental Consulting LP		3,573	_
Lhai Ventures		454,666	217,408
Shas Resources		22,489	, -
	\$	1,156,470 \$	418,102

TANO T'ENNEH LIMITED PARTNERSHIP SCHEDULE 2 - NON-CONSOLIDATED Uda Dune Baiyoh (House of Ancestors) Schedule of Revenue & Expenditures YEAR ENDED MARCH 31, 2022

		2022	2021
REVENUE	\$	345,479 \$	196,219
DIRECT COSTS			
Wages and benefits		282,558	163,807
Materials and supplies		47,778	48,506
Equipment rental		3,911	2,592
		004.047	044.005
		334,247	214,905
GROSS PROFIT (LOSS)	-	11,232	(18,686)
GENERAL AND ADMINISTRATIVE EXPENSES			
Advertising		6,690	9,436
Amortization		148,021	182,024
Consulting fees		542	18,348
Insurance, licenses and fees		13,530	652
Office		5,142	8,022
Repairs and maintenance		13,993	20,876
Telephone and utilities		33,974	20,478
	_	221,892	259,836
NET LOSS	<u> </u>	(210,660)\$	(278,522)

TANO T'ENNEH LIMITED PARTNERSHIP

SCHEDULE 3 - NON-CONSOLIDATED Community Hall Internet Cafe Schedule of Revenue & Expenditures

YEAR ENDED MARCH 31, 2022

	2022	2021
REVENUE	\$ 179,546	\$ 96,754
DIRECT COSTS Wages and benefits Materials and supplies Equipment rental	94,841 85,873 3,343 184,057	3 19,408 3 1,302
GROSS PROFIT (LOSS)	(4,511	***************************************
EXPENSES Advertising Consulting fees Insurance, licenses and fees Office Telephone and utilities Repairs and maintenance	4,881 600 370 354 1,900 2,402	0 - 0 - 1 - 0 6,366 2 -
	10,507	7,537
NET INCOME (LOSS)	\$ (15,018	3)\$ 25,890