



MANAGEMENT'S DISCUSSION AND ANALYSIS Second Quarter Ended August 27, 2017

October 5, 2017

The following Management's Discussion and Analysis ("MD&A") is intended to assist readers in understanding the business environment, strategies and performance and risk factors of Aritzia Inc. (together with its consolidated subsidiaries, referred to herein as "Aritzia", the "Company", "we", "us" or "our"). This MD&A provides the reader with a view and analysis, from the perspective of management, of the Company's financial results for the thirteen and twenty-six week periods ended August 27, 2017. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes for Q2 2018 and YTD 2018 (as hereinafter defined) and the Company's audited consolidated financial statements and accompanying notes for Fiscal 2017 (as hereinafter defined) and the related Management's Discussion and Analysis.

Basis of Presentation

Our audited annual consolidated financial statements and unaudited condensed interim consolidated financial statements (together, the "consolidated financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), using the accounting policies described therein. All amounts are presented in thousands of Canadian dollars unless otherwise indicated. We manage our business on the basis of one operating and reportable segment.

All references in this MD&A to "Q2 2018" are to our 13-week period ended August 27, 2017, to "Q2 2017" are to our 13-week period ended August 28, 2016, to "YTD 2018" are to our 26-week period ended August 27, 2017 and to "YTD 2017" are to our 26-week period ended August 28, 2016. All references in this MD&A to "Fiscal 2018" are to our 52-week period ending February 25, 2018, "Fiscal 2017" are to our 52-week period ended February 26, 2017 and to "Fiscal 2016" are to our 52-week period ended February 28, 2016. In addition, references to "Q1 2018" are to our 13-week period ended May 28, 2017.

The unaudited condensed interim consolidated financial statements and accompanying notes for Q2 2018 and YTD 2018 and this MD&A were authorized by the Company's Board of Directors.

Non-IFRS Measures Including Retail Industry Metrics

This MD&A makes reference to certain non-IFRS measures including certain retail industry metrics. 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, these measures should not be considered in isolation or as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS measures including "EBITDA", "Adjusted EBITDA", "Adjusted Net Income", "Adjusted Net Income per diluted share" and "gross profit margin". This MD&A also makes reference to "comparable sales growth" and "sales per square foot", which are commonly used operating metrics in the retail industry but may be calculated differently compared to other retailers. Our comparable sales growth calculation excludes the impact of foreign currency fluctuations. Beginning Q1 2018, we changed our calculation methodology by applying the prior year's average quarterly exchange rate to both current year and prior year comparable sales

to achieve a consistent basis for comparison. Prior to Q1 2018, comparable sales growth was calculated using a U.S. dollar to Canadian dollar exchange rate of 1:1. These non-IFRS measures, including retail industry metrics, are used to provide investors with 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 measures. We believe that securities analysts, investors and other interested parties frequently use non-IFRS measures, including retail industry metrics, in the evaluation of issuers. Our management also uses non-IFRS measures, including retail industry metrics, in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. For definitions and reconciliations of these non-IFRS measures to the relevant reported measures, please see the "How We Assess the Performance of Our Business" and "Selected Consolidated Financial Information" sections of this MD&A.

Forward-Looking Information

Certain statements made in this MD&A may constitute forward-looking information under applicable securities laws. These statements may relate to our future financial outlook and anticipated events or results and include, but are not limited to, expectations regarding industry trends, overall market growth rates, our growth rates and growth strategies, expectations regarding our capital expenditures, operations and use of future cash flow, our financial position, financial results, business plans and strategies, expectations regarding brand expansions, expectations regarding eCommerce growth, expectations regarding new store openings and the expansion and repositioning of existing stores, expectations regarding increased efficiencies from new or expanded distribution centres and point-of-sale system updates, our ability to recruit exceptional talent, our belief that our business model will enable us to deliver consistent sales and profitability growth and in turn, increase shareholder value over the long term and intentions with respect to the implementation of new accounting standards and other statements that are not historical facts. Particularly, information regarding our expectations of future results, targets, performance achievements, prospects or opportunities is forward-looking information. As the context requires, this may include certain targets as disclosed in the prospectus for our initial public offering, which are based on the factors and assumptions, and subject to the risks, as set out therein and herein. See also the "Outlook" section of this MD&A.

Often but not always, forward-looking statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "believe", "estimate", "plan", "could", "should", "would", "outlook", "forecast", "anticipate", "foresee", "continue" or the negative of these terms or variations of them or similar terminology. Forward-looking statements are current as of the date of this MD&A and are based on applicable estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate and reasonable in the circumstances. However, we do not undertake to update any such forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada. There can be no assurance that such estimates and assumptions will prove to be correct.

Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors discussed in the "Risk Factors" section of this MD&A and in the Company's annual information form dated May 10, 2017 for the fiscal year ended February 26, 2017 (the "AIF"). A copy of the AIF and the Company's other publicly filed documents can be accessed under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. The Company cautions that the list of risk factors and uncertainties described in the AIF is not exhaustive and other factors could also adversely affect its 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.

The purpose of the forward-looking statements is to provide the reader with a description of management's current expectations regarding the Company's financial performance and they may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. To the extent any forward-looking information in this MD&A constitutes future-oriented financial information or financial outlook, within the meaning of applicable securities laws, such information is being

provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future-oriented financial information and financial outlook, as with forward-looking information generally, are based on current assumptions and subject to risks, uncertainties and other factors. Furthermore, unless otherwise stated, the forward-looking statements contained in this MD&A are made as of the date of this MD&A, and we have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

Overview

Aritzia is an innovative design house and fashion retailer of exclusive brands. We design apparel and accessories for our collection of exclusive brands and sell them under the Aritzia banner. We conceive, create, develop and sell a strategic mix of women's fashion products directly to our customers with a depth of design and quality that provides compelling value. Our unique multi-brand portfolio and product mix affords us enhanced flexibility to address evolving fashion trends and enables us to appeal to our customers across multiple life stages, resulting in strong and enduring customer loyalty.

We connect our customers to the energy of our culture through the products we sell, the environments we create and the ways in which we communicate. We currently operate 63 stores in Canada and 21 stores in the United States, averaging approximately 5,000 square feet, all of which are in prime locations within high performing retail malls and high streets. We sell our products exclusively through our stores and *aritzia.com*, giving us complete control of the presentation of our brand and the relationships with our customers. This strategy allows us to present our brand in a consistent manner, including pricing, marketing and product presentation. We strive to offer our customers an aspirational shopping experience and exceptional level of service at every interaction. Our culture is highly focused on the customer, and our sales associates and eCommerce support teams are trained to provide shopping experiences that are personalized to exceed our customers' wants and needs.

Initial Public Offering

On October 3, 2016, we successfully closed our initial public offering (the "IPO") of our subordinate voting shares (the "Shares") at a price of \$16.00 per Share through a secondary sale of Shares by our principal shareholders. Our principal shareholders sold 25,000,000 Shares under the IPO for total gross proceeds of \$400.0 million. The Shares are listed for trading on the Toronto Stock Exchange under the symbol "ATZ".

The underwriters were granted an over-allotment option (the "Over-Allotment Option") to purchase up to an additional 3,750,000 Shares from our principal shareholders at a price of \$16.00 per Share. The Over-Allotment Option was fully exercised after the IPO and raised additional gross proceeds of \$60.0 million for the selling shareholders. Underwriting fees were paid by the selling shareholders and other expenses related to the IPO of approximately \$7.7 million were incurred and are being paid by us.

In connection with and immediately prior to the IPO, each Class A and Class C common share was exchanged for either one multiple voting share or one Share. Our Class B and Class D common shares and preferred shares were removed from our authorized share capital. Our authorized share capital consists of (i) an unlimited number of Shares, (ii) an unlimited number of multiple voting shares and (iii) an unlimited number of preferred shares, issuable in series.

Following the foregoing share exchanges, all of our issued and outstanding multiple voting shares and Shares were consolidated on an approximately one-to-0.5932 basis. In connection with the IPO, options to acquire Class A and Class D common shares were also consolidated on an approximately one-to-0.5932 basis for options exercisable to acquire Shares at a post-consolidated exercise price such that the in-the-money value of such options remained unchanged.

Concurrent with the IPO, amendments to our credit facilities with our syndicate of lenders became effective. See the section entitled "Liquidity and Capital Resources - Credit Facilities".

Secondary Offering

On January 26, 2017, we successfully closed a secondary offering (the "Secondary Offering") of our Shares by certain of our shareholders at a price of \$17.45 per Share, as well as a concurrent block trade by a group of our employees (the "Concurrent Block Trade"). Our shareholders sold 20,100,000 Shares under the Secondary Offering and our employees sold 1,788,366 Shares under the Concurrent Block Trade for total gross proceeds of \$382.0 million. Underwriting fees were paid by the selling shareholders and other expenses related to the Secondary Offering of approximately \$0.8 million were incurred and paid by us.

Financial Highlights

We refer the reader to the section entitled "How We Assess the Performance of Our Business" of this MD&A for the definition of the items discussed below and, when applicable, to the section entitled "Selected Consolidated Financial Information" for reconciliations of non-IFRS measures with the most directly comparable IFRS measure.

Q2 2018 Compared to Q2 2017

Select financial highlights include the following:

- Net revenue increased by 10.2% to \$174.0 million from \$157.9 million in Q2 2017.
- Comparable sales growth⁽¹⁾ was 5.4%, following 16.4% growth in Q2 2017.
- Gross profit margin was 36.3% in Q2 2018. Continued improvement in product costs and lower markdowns were partially offset by additional straight-line rent expense from our new Vancouver distribution centre under construction, as well as rent expense related to our flagship stores not yet open during the quarter. Excluding these items, gross profit margin for Q2 2018 was 37.4%, compared to 35.9% in Q2 2017.
- SG&A expenses decreased by 4.0% to \$44.6 million from \$46.4 million in Q2 2017. Excluding the impact of IPO-related costs of approximately \$4.6 million incurred in Q2 2017, SG&A expenses increased by 6.6%, but decreased as a percentage of net revenue to 25.6% compared to 26.5% in Q2 2017.
- Other expenses, net were \$6.4 million in Q2 2018, primarily driven by the significant strengthening of the Canadian dollar during Q2 2018, compared to \$0.1 million in Q2 2017. Other expenses, net in Q2 2018 primarily relates to realized foreign exchange losses of \$1.6 million and unrealized foreign exchange losses of \$4.9 million.
- Adjusted EBITDA increased by 4.5% to \$20.7 million from \$19.8 million in Q2 2017. Included in Adjusted EBITDA are the straight-line rent expense related to our new distribution centre and flagship stores not yet open during Q2 2018, along with unrealized operational foreign exchange losses. Excluding these items, Adjusted EBITDA increased by 23.0% to \$24.3 million from \$19.8 million in Q2 2017.

Notes:

⁽¹⁾ Our comparable sales growth calculation excludes the impact of foreign currency fluctuations. Beginning Q1 2018, we changed our calculation methodology by applying the prior year's average quarterly exchange rate to both current year and prior year comparable sales to achieve a consistent basis for comparison. Prior to Q1 2018, comparable sales growth was calculated using a U.S. dollar to Canadian dollar exchange rate of 1:1. The prior fiscal quarters have been recalculated using the new constant currency calculation (see "Summary of Consolidated Quarterly Results and Certain Performance Measures").

- Stock-based compensation was \$3.0 million in Q2 2018, compared to \$90.9 million expensed in Q2 2017 due to the fair value accounting of our legacy time-based options and the triggering of our legacy performance-based options in connection with the Company's initial public offering.
- Net income increased to \$5.0 million in Q2 2018, compared to a net loss of \$67.3 million in Q2 2017.
- Adjusted Net Income increased by 11.8% to \$10.4 million, or \$0.09 per diluted share (treasury stock method⁽²⁾), from \$9.3 million or \$0.08 per diluted share (treasury stock method⁽³⁾), in Q2 2017. Included in Adjusted Net Income are the straight-line rent expense related to our new distribution centre and flagship stores not yet opened during Q2 2018, along with unrealized operational foreign exchange losses, and related tax effects. Excluding these items, Adjusted Net Income increased by 39.2% to \$13.0 million, or \$0.11 per diluted share (treasury stock method⁽²⁾), compared to \$9.4 million, or \$0.08 per diluted share (treasury stock method⁽³⁾), in Q2 2017.
- We opened two new stores (Rush Street in Chicago and Babaton Yorkdale in Greater Toronto) and expanded one store (Square One in Greater Toronto) during Q2 2018.

YTD 2018 Compared to YTD 2017

Select financial highlights include the following:

- Net revenue increased by 12.2% to \$319.0 million from \$284.3 million in YTD 2017.
- Comparable sales growth⁽¹⁾ was 7.1%, following 14.7% growth in YTD 2017.
- Gross profit margin was 37.8% in YTD 2018. Continued improvement in product costs and lower markdowns were partially offset by additional straight-line rent expense from our new Vancouver distribution centre under construction, as well as rent expense related to our flagship stores not yet open during YTD 2018. Excluding these items, gross profit margin for YTD 2018 was 38.8%, compared to 37.9% in YTD 2017.
- SG&A expenses increased by 5.7% to \$85.4 million, compared to \$80.8 million in YTD 2017. Excluding the impact of IPO-related costs of approximately \$4.6 million incurred in Q2 2017, SG&A expenses, as a percentage of net revenue, were flat at 26.8% in YTD 2018 compared to YTD 2017.
- Other expenses, net were \$4.2 million in YTD 2018, primarily driven by the significant strengthening of the Canadian dollar during Q2 2018, compared to \$0.2 million in YTD 2017. Other expenses, net in YTD 2018 primarily relate to realized foreign exchange losses of \$1.2 million and unrealized foreign exchange losses of \$3.3 million.
- Adjusted EBITDA increased by 11.8% to \$44.7 million from \$40.0 million in YTD 2017. Included in Adjusted EBITDA are the straight-line rent expense related to our new distribution centre and flagship stores not yet opened during YTD 2018, along with unrealized operational foreign exchange losses. Excluding these items, Adjusted EBITDA increased by 20.1% to \$48.8 million from \$40.6 million in YTD 2017.

⁽²⁾ Adjusted Net Income per diluted share for Q2 2018 and YTD 2018 is a non-IFRS measure and is calculated by dividing Adjusted Net Income by the total number of outstanding shares plus the total number of dilutive share options that would be included under the treasury stock method as at August 27, 2017 (or 116,745,179 diluted shares). For reconciliation of diluted shares to a reported measure, please see "Selected Consolidated Financial Information".

- Stock-based compensation was \$7.7 million in YTD 2018, compared to \$94.7 million expensed in YTD 2017 due to the fair value accounting of our legacy time-based options and the triggering of our legacy performance-based options in connection with the Company's initial public offering.
- Net income increased to \$13.1 million in YTD 2018, compared to a net loss of \$59.5 million in YTD 2017.
- Adjusted Net Income increased by 20.9% to \$22.9 million, or \$0.20 per diluted share (treasury stock method⁽²⁾), from \$18.9 million or \$0.16 per diluted share (treasury stock method⁽³⁾), in YTD 2017. Included in Adjusted Net Income are the straight-line rent expense related to our new distribution centre and flagship stores not yet opened during YTD 2018, along with unrealized operational foreign exchange losses, and related tax effects. Excluding these items, Adjusted Net Income increased by 31.7% to \$25.7 million, or \$0.22 per diluted share (treasury stock method⁽²⁾), compared to \$19.5 million, or \$0.17 per diluted share (treasury stock method⁽³⁾), in YTD 2017.

Summary of Factors Affecting Performance

We believe that 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. See also the "Risk Factors" section of this MD&A and in our AIF.

Our Brand

Aritzia is a growing, innovative design house and fashion retailer that creates and develops fashion apparel. We have become a well known and deeply loved brand by our customers in Canada with growing customer awareness and affinity in the United States and outside of North America. Maintaining, enhancing and growing our brand appeal within our addressable market is critical to our continued success. Any loss of brand appeal may adversely affect our business and financial results.

Product Innovation and Merchandise Planning Strategy

We believe that our differentiated multi-brand strategy is a key driver of our year-over-year net revenue growth and comparable sales growth. Each of our exclusive brands is treated as an independent label with its own vision and aesthetic point of view, and is supported by our own dedicated in-house design team focused on creating beautiful products. Our demand-driven merchandise planning, buying and inventory strategies have been developed and refined over many years, and are designed to ensure that we have the right product, at the right time, at the right price, in the right quantity and in the right place.

Store Network Expansion and Enhancement

We have a meaningful opportunity to continue to grow our store network across North America, particularly in the United States. In addition to opening new Aritzia and exclusive brand stores (e.g. Wilfred, Babaton and TNA), we have generated attractive returns on capital by enhancing elements of our existing stores (including footprint, layout and assortment) through carefully considered store expansions and repositions. As a result of our disciplined real estate selection process and compelling store economics, we have never closed an Aritzia store in our 33-year history.

⁽³⁾ The Company effected changes to its share capital in connection with the IPO completed in Q3 2017. For comparative purposes, Adjusted Net Income per diluted share for Q2 2017 and YTD 2017 is based on the same diluted share count as Adjusted Net Income per diluted share for Q2 2018 and YTD 2018, respectively.

The following table summarizes the change in our store count for the periods indicated.

	Q2 2018	Q2 2017	YTD 2018	YTD 2017
Number of stores, beginning of period	81	74	79	74
New stores	2	1	4	1
Number of stores, end of period	83	75	83	75
Stores expanded or repositioned	1	1	2	3

Subsequent to period end, we opened our fourth Babaton store, which is located in Vancouver's Pacific Centre Mall, and we expanded our Aritzia store located in Toronto Eaton Centre.

eCommerce Growth

Our eCommerce business was launched in fiscal 2013 and quickly surpassed our growth expectations with continued strong performance in YTD 2018.

We are in the early phases of leveraging advanced business intelligence and behaviour analytics to further enhance our understanding of our customers. We believe there is a synergistic relationship between our store network and *aritzia.com*, with the success of each channel benefiting the other through increased brand awareness and affinity. Within our eCommerce business, we believe there is a significant opportunity to broaden the assortment of both exclusive brands and third party products to complement our existing offering and drive new sales.

We introduced shipping to international markets in October 2016, which is helping set the foundation for future expansion by allowing us to gather intelligence, refine our learnings and identify international markets that could support our stores. This continues to allow us to further enhance our eCommerce reach, allowing us to capitalize on growing demand for our products outside North America.

Sourcing and Production

We contract and maintain direct relationships with a diversified base of independent suppliers and manufacturers for our exclusive brands, which provide us with the flexibility to source high quality materials and products at competitive costs. We source the majority of our raw materials directly from suppliers and manufacturers, which we believe to be best-in-class, located primarily in Asia and Europe that uphold our standards for quality, lead time and cost. By partnering closely with long-standing manufacturers as well as adding new innovative and scalable manufacturers, we have been able to drive lower product costs. We also maintain a formalized quality assurance program whereby we inspect our manufacturers' factories to ensure quality control. We engage independent expert service providers to conduct factory audits for compliance with local laws and regulations and global standards.

Infrastructure Investments

We continue to strategically invest ahead of our growth plans. At the end of Fiscal 2017, we implemented a set of enhancements to our new human resource information system, which included the implementation of employee self-service, and time and absence management. Since then we launched additional capabilities of this system to better enable strategic human capital decisions, as well as a new point-of-sale (POS) system to further enhance our omni-channel operations and customer relationship capabilities. In September 2017, we successfully completed the implementation of the new POS system in all our stores in the United States. Based on that success, we are implementing the new POS system in our stores in Canada during October 2017. In April 2017, we expanded our Columbus area distribution centre capacity from 45,000 square feet to 138,000 square feet. We also began the process of relocating and expanding our Greater Vancouver distribution centre, from our existing 83,000 square foot facility into a new 223,000 square foot facility. We expect the new Greater Vancouver distribution centre to be operational by the Fall of 2018. These investments in systems and infrastructure are expected to drive increased efficiencies and set the stage for the next phase of growth.

Consumer Trends

The women's apparel industry is subject to shifts in consumer trends, preferences and consumer spending and our revenue and operating results depend, in part, on our ability to respond to such changes in a timely manner. Our differentiated multi-brand strategy gives us control over our products and provides us with the flexibility to optimize our brand mix as needed to address changes in consumer demand and fashion preferences, which has been a critical driver of the consistency of our growth. Our diversified mix of exclusive brands satisfies a broad range of fashion needs, which allows us to attract a wide customer base and increases our addressable market. Our revenue is also impacted by discretionary spending by consumers, which is affected by many factors that are beyond our control, including, but not limited to, general economic conditions, consumer disposable income levels, consumer confidence levels, consumer debt, the cost of basic necessities and other goods and the effects of weather or natural disasters. We believe that our track record demonstrates the success of our exclusive brand strategy at responding to changes in fashion demands through all stages of economic cycles.

Seasonality

Our business is seasonal, with a higher proportion of net revenue and operating cash flows generated during the second half of the fiscal year, which includes the back-to-school and holiday seasons. We also have higher working capital requirements in the periods preceding the launch of new seasons as we receive and pay for new inventory. We manage our working capital needs through cash flow from operations and our Revolving Credit Facility (defined herein).

Average quarterly share of annual net revenue over the last three completed fiscal years is as follows:

First fiscal quarter	18%
Second fiscal quarter	23%
Third fiscal quarter	28%
Fourth fiscal quarter	<u>31%</u>
Yearly total	<u>100%</u>

Weather

Extreme weather conditions in the areas in which our stores are located could adversely affect our business and financial results. For example, frequent or unusually heavy snowfall, ice storms, rainstorms or other extreme weather conditions over a prolonged period could make it difficult for our customers to travel to our stores and thereby reduce our revenue and profitability. This is potentially mitigated by our customers' ability to buy our products through *aritzia.com*. Our business is also susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of our inventory incompatible with those unseasonable conditions, which could adversely affect sales of these seasonal items.

Competition

We operate in the women's apparel industry, primarily within the North American market. We are strategically positioned in a customer market segment of the global fashion landscape between fast fashion and affordable luxury. We compete on the basis of several factors that include our strategic mix of exclusive brands, offering high quality products at an attainable price point, our proven and sophisticated merchandise planning strategy, our focus on providing exceptional customer service, our premier real estate portfolio and our market positioning. We believe the industry is evolving to benefit players like us that have the scale needed to leverage their infrastructure and capabilities in areas such as brand equity creation, real estate selection, store design, supply chain and eCommerce.

Foreign Exchange

The majority of our net revenue is derived in Canadian dollars while the vast majority of our cost of goods sold is denominated in U.S. dollars. Fluctuations in the exchange rate of the Canadian dollar versus the U.S. dollar could materially affect our gross profit margins and operating results. We use foreign currency forward contracts to mitigate risks associated with forecasted U.S. dollar merchandise purchases sold in Canada, but there can be no assurances that such strategies will prove to be successful. See “Financial Instruments” and “Risk Factors” sections of this MD&A.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of financial and operating measures that affect our operating results.

Net Revenue

Net revenue primarily reflects our sale of merchandise, less returns and discounts. Retail revenue is recognized at the point of sale, net of an estimated allowance for returns, while eCommerce revenue is recognized at the estimated date of receipt of the merchandise by the customer, net of an estimated allowance for returns.

Comparable Sales Growth

Comparable sales growth is a retail industry metric used to compare the percentage change in sales derived from the established stores of a certain period as compared to the sales from the same stores in the same period in the prior year. Comparable sales growth helps to explain our revenue growth in established stores and eCommerce, which may not otherwise be apparent when relying solely on net revenues. Comparable sales is calculated based on revenue (net of sales tax, returns and discounts) from stores that have been opened for at least 56 weeks including eCommerce revenue (net of sales tax, returns and discounts), and excludes stores that were expanded or repositioned and stores in centres where we opened a new additional store during this period. Our comparable sales growth calculation excludes the impact of foreign currency fluctuations. Beginning Q1 2018, we changed our calculation methodology by applying the prior year’s average quarterly exchange rate to both current year and prior year comparable sales to achieve a consistent basis for comparison. Prior to Q1 2018, comparable sales growth was calculated using a U.S. dollar to Canadian dollar exchange rate of 1:1. The prior fiscal quarters have been recalculated using the new constant currency calculation (see “Summary of Consolidated Quarterly Results and Certain Performance Measures”). Our comparable sales growth may be calculated differently compared to other retailers.

Gross Profit

Gross profit reflects our net revenue less cost of goods sold. Cost of goods sold includes inventory and product-related costs and occupancy costs, as well as depreciation expense for our stores and distribution centres. Our cost of goods sold may include different costs compared to other retailers. Gross profit as a percentage of net revenue (gross profit margin) is impacted by the components of cost of goods sold, product mix and markdowns. We define gross profit margin as our gross profit divided by our net revenues.

Selling, General and Administrative (“SG&A”) Expenses

Our SG&A expenses consist of selling expenses that are generally variable with net revenue and general and administrative operating expenses that are primarily fixed. Our SG&A expenses also include depreciation and amortization expenses for all support office assets and intangible assets. We expect our SG&A expenses to increase as we continue to open new stores, grow our eCommerce business, increase brand awareness and invest in our infrastructure and people.

SG&A expenses as a percentage of net revenue is usually higher in the lower-volume first and second quarters, and lower in the higher-volume third and fourth quarters because a portion of these costs are relatively fixed. Our SG&A expenses may include different expenses compared to other retailers.

EBITDA

We define EBITDA as consolidated net income (loss) before depreciation and amortization, finance expense and income tax expense.

Adjusted EBITDA

We believe Adjusted EBITDA is a useful measure of operating performance, as it provides a more relevant picture of operating results in that it excludes the effects of financing and investing activities by removing the effects of interest, depreciation and amortization expenses that are not reflective of underlying business performance and other one-time or non-recurring expenses. We use Adjusted EBITDA to facilitate a comparison of our operating performance on a consistent basis from period-to-period and to provide for a more complete understanding of factors and trends affecting our business. We define Adjusted EBITDA as consolidated net income (loss) before depreciation and amortization, finance expense and income tax expense, adjusted for the impact of certain items, including non-cash items such as stock-based compensation expense, unrealized foreign exchange gains or losses on forward contracts and other items we consider non-recurring and not representative of our ongoing operating performance. Because Adjusted EBITDA excludes non-cash items, we believe that it is less susceptible to variances in actual performance resulting from depreciation and amortization and other non-cash charges.

Adjusted Net Income (per diluted share)

We believe Adjusted Net Income (per diluted share) is a useful measure of performance, as it provides a more relevant picture of results by excluding the effects of expenses that are not reflective of underlying business performance and other one-time or non-recurring expenses. We use Adjusted Net Income to facilitate a comparison of our performance on a consistent basis from period-to-period and to provide for a more complete understanding of factors and trends affecting our business. We define Adjusted Net Income as consolidated net income (loss), adjusted for the impact of certain items, including non-cash items such as stock-based compensation expense, unrealized foreign exchange gains or losses on forward contracts and other items we consider non-recurring and not representative of our ongoing operating performance, net of related tax effects. We define Adjusted Net Income per diluted share by dividing Adjusted Net Income by the total number of outstanding shares plus the total number of dilutive share options that would be included under the treasury stock method as at the end of the relevant period.

Sales per Square Foot

We calculate sales per square foot by dividing the revenue (net of sales tax, returns and discounts) from stores that have been opened for at least 13 fiscal periods (i.e. approximately 13 months) by the total leasable square footage used for day-to-day retail operations for these stores. Our sales per square foot may be calculated differently compared to other retailers.

Selected Consolidated Financial Information

The following table summarizes our recent results of operations for the periods indicated. The selected consolidated financial information set out below has been derived from our unaudited condensed interim consolidated financial statements and related notes.

	Q2 2018 13 weeks	Q2 2017 13 weeks	YTD 2018 26 weeks	YTD 2017 26 weeks
	(in thousands of Canadian dollars, unless otherwise noted)			
Consolidated Statements of Operations:				
Net revenue	\$ 173,968	\$ 157,918	\$ 319,014	\$ 284,325
Cost of goods sold	110,838	101,247	198,346	176,443
Gross profit	63,130	56,671	120,668	107,882
Operating expenses				
Selling, general and administrative	44,572	46,411	85,415	80,838
Stock-based compensation expense	3,044	90,946	7,711	94,666
Income (loss) from operations	15,514	(80,686)	27,542	(67,622)
Finance expense	1,382	2,274	2,648	4,558
Other expenses, net	6,420	145	4,194	178
Income (loss) before income taxes	7,712	(83,105)	20,700	(72,358)
Income tax expense (recovery)	2,722	(15,817)	7,581	(12,818)
Net income (loss)	\$ 4,990	\$ (67,288)	\$ 13,119	\$ (59,540)
Percentage of Net Revenue:				
Net revenue	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	63.7%	64.1%	62.2%	62.1%
Gross profit	36.3%	35.9%	37.8%	37.9%
Operating expenses				
Selling, general and administrative	25.6%	29.4%	26.8%	28.4%
Stock-based compensation expense	1.7%	57.6%	2.4%	33.3%
Income (loss) from operations	8.9%	(51.1%)	8.6%	(23.8%)
Finance expense	0.8%	1.4%	0.8%	1.6%
Other expenses, net	3.7%	0.1%	1.3%	0.1%
Income (loss) before income taxes	4.4%	(52.6%)	6.5%	(25.4%)
Income tax expense (recovery)	1.6%	(10.0%)	2.4%	(4.5%)
Net income (loss)	2.9%	(42.6%)	4.1%	(20.9%)
Other Performance Measures:				
Year-over-year net revenue growth	10.2%	30.1%	12.2%	29.4%
Comparable sales growth	5.4%	16.4%	7.1%	14.7%
Capital expenditures	\$ 12,968	\$ 6,142	\$ 29,418	\$ 13,222
Number of stores, end of period	83	75	83	75
New stores added	2	1	4	1
Stores expanded or repositioned	1	1	2	3

The following table provides a reconciliation of net income (loss) to EBITDA, Adjusted EBITDA and Adjusted Net Income, Adjusted Net Income per Diluted Share and Comparable Sales to Net Revenue for the periods indicated.

	Q2 2018 13 weeks	Q2 2017 13 weeks	YTD 2018 26 weeks	YTD 2017 26 weeks
	(in thousands of Canadian dollars, unless otherwise noted)			
Reconciliation of Net Income to Adjusted EBITDA:				
Net income (loss)	\$ 4,990	\$ (67,288)	\$ 13,119	\$ (59,540)
Depreciation and amortization	5,379	4,709	10,854	9,284
Finance expense	1,382	2,274	2,648	4,558
Income tax expense (recovery)	2,722	(15,817)	7,581	(12,818)
EBITDA	14,473	(76,122)	34,202	(58,516)
Adjustments to EBITDA:				
Stock-based compensation expense	3,044	90,946	7,711	94,666
Unrealized foreign exchange loss (gain) on forward contracts	3,183	385	2,379	(794)
IPO costs	-	4,600	-	4,600
Other non-recurring items ⁽¹⁾	-	-	361	-
Adjusted EBITDA	\$ 20,700	\$ 19,809	\$ 44,653	\$ 39,956
Adjusted EBITDA as a Percentage of Net Revenue	11.9%	12.5%	14.0%	14.1%
Reconciliation of Net Income (Loss) to Adjusted Net Income:				
Net income (loss)	\$ 4,990	\$ (67,288)	\$ 13,119	\$ (59,540)
Adjustments to net income (loss):				
Stock-based compensation expense	3,044	90,946	7,711	94,666
Unrealized foreign exchange loss (gain) on forward contracts	3,183	385	2,379	(794)
IPO costs	-	4,600	-	4,600
Other non-recurring items ⁽¹⁾	-	-	361	-
Related tax effects	(837)	(19,362)	(720)	(20,031)
Adjusted Net Income	\$ 10,380	\$ 9,281	\$ 22,850	\$ 18,901
Adjusted Net Income as a Percentage of Net Revenue	6.0%	5.9%	7.2%	6.6%
Adjusted Net Income per Diluted Share ⁽²⁾⁽³⁾	\$ 0.09	\$ 0.08	\$ 0.20	\$ 0.16

Notes:

- ⁽¹⁾ Other non-recurring items include separation costs related to a senior Company executive departure.
- ⁽²⁾ Adjusted Net Income per diluted share for Q2 2018 and YTD 2018 is a non-IFRS measure and is calculated by dividing Adjusted Net Income by the total number of outstanding shares plus the total number of dilutive share options that would be included under the treasury stock method as at August 27, 2017 (or 116,745,179 diluted shares). For reconciliation of diluted shares to a reported measure, please see below.
- ⁽³⁾ The Company effected changes to its share capital in connection with the IPO completed in Q3 2017. For comparative purposes, Adjusted Net Income per diluted share for Q2 2017 and YTD 2017 is based on the same diluted share count as Adjusted Net Income per diluted share for Q2 2018 and YTD 2018, respectively.

	Q2 2018 13 weeks	Q2 2017 13 weeks	YTD 2018 26 weeks	YTD 2017 26 weeks
	(in thousands of Canadian dollars, unless otherwise noted)			
Reconciliation of Comparable Sales to Net Revenue:				
Comparable sales ⁽⁴⁾	\$ 130,852	\$ 113,477	\$ 230,543	\$ 205,399
Non-comparable sales	43,116	44,441	88,471	78,926
Net revenue	<u>\$ 173,968</u>	<u>157,918</u>	<u>319,014</u>	<u>284,325</u>

Note:

⁽⁴⁾ The comparable sales for a given period represents revenue (net of sales tax, returns and discounts) from stores that have been opened for at least 56 weeks including eCommerce revenue (net of sales tax, returns and discounts) within that given period. This information is provided to give context for comparable sales in such given period as compared to net revenue reported in our financial statements. Our comparable sales growth calculation excludes the impact of foreign currency fluctuations. Beginning Q1 2018, we changed our calculation methodology by applying the prior year's average quarterly exchange rate to both current year and prior year comparable sales to achieve a consistent basis for comparison. Prior to Q1 2018, comparable sales growth was calculated using a U.S. dollar to Canadian dollar exchange rate of 1:1. See relevant definition in "How We Assess the Performance of Our Business" of this MD&A.

	Q2 2018 13 weeks	YTD 2018 26 weeks
Reconciliation of Diluted Shares (for purposes of Adjusted Net Income per diluted share) to Shares Outstanding:		
Weighted average number of basic shares outstanding	109,593,759	109,238,499
Adjustment to account for difference in weighted average number of shares outstanding and actual number of shares outstanding	<u>605,740</u>	<u>961,000</u>
Total number of shares outstanding	110,199,499	110,199,499
Dilutive share options under the treasury stock method	<u>6,545,680</u>	<u>6,545,680</u>
Total number of diluted shares for purposes of Adjusted Net Income per diluted share ⁽⁵⁾	<u>116,745,179</u>	<u>116,745,179</u>

Note:

⁽⁵⁾ Total number of diluted shares for purposes of calculating Adjusted Net Income per diluted share for Q2 2018 and YTD 2018 is a non-IFRS measure and is calculated by taking the total number of outstanding shares plus the total number of dilutive share options that would be included under the treasury stock method as at August 27, 2017 (or 116,745,179 diluted shares).

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

	As at August 27, 2017	As at February 26, 2017
Selected Consolidated Financial Position Data:		
Total assets	\$ 507,461	\$ 486,845
Total non-current liabilities	186,353	183,728

Results of Operations

Analysis of Results for Q2 2018 to Q2 2017

The following section provides an overview of our financial performance during Q2 2018 compared to Q2 2017.

Net Revenue

Net revenue increased by 10.2% to \$174.0 million in Q2 2018 from \$157.9 million in Q2 2017. The increase was primarily driven by the revenue from eight new store openings and four expanded or repositioned stores since the second quarter of Fiscal 2017, as well as comparable sales growth of 5.4%. Comparable sales growth was supported by continued momentum in our eCommerce business, driven by meaningful growth in traffic, and positive in-store performance.

We delivered our 12th consecutive quarter of positive comparable growth. This was despite pressure on our overall net revenue from the lower level of markdown inventory in July 2017, given the strong sales in the Spring and Summer seasons we previously reported.

Gross Profit

Gross profit increased by 11.4% to \$63.1 million, or 36.3% of net revenue in Q2 2018, compared to \$56.7 million, or 35.9% of net revenue in Q2 2017.

Continued improvement in product costs and lower markdowns were partially offset by straight-line rent expense from our new Vancouver distribution centre, which is under construction, as well as rent expense related to our flagship stores not yet open during the quarter. Excluding the impact of the straight-line rent expense related to these activities, gross profit margin for Q2 2018 was 37.4%, compared to 35.9% in Q2 2017.

SG&A Expenses

SG&A expenses decreased by 4.0% to \$44.6 million in Q2 2018, compared to \$46.4 million in Q2 2017.

Excluding the impact of IPO costs of approximately \$4.6 million incurred during Q2 2017, SG&A expenses were \$41.8 million in Q2 2017. This increase in SG&A expenses was primarily due to variable selling expenses driven by higher sales volume and investments in information technology.

SG&A expenses were 25.6% of net revenue in Q2 2018, compared to a normalized 26.5% of net revenue in Q2 2017, after excluding the impact of the aforementioned IPO costs.

Other Expenses (Income), net

Other expenses, net were \$6.4 million in Q2 2018, primarily driven by the significant strengthening of the Canadian dollar during the quarter, compared to \$0.1 million in Q2 2017. Other expenses, net in Q2 2018 primarily relates to realized foreign exchange losses of \$1.6 million and unrealized foreign exchange losses of \$4.9 million. Other expenses, net in Q2 2017 primarily includes unrealized foreign exchange losses of \$0.3 million, partially offset by realized foreign exchange gains of \$0.2 million.

Realized foreign exchange losses of \$1.6 million in Q2 2018 primarily consist of realized operational foreign exchange losses of \$0.5 million and realized foreign exchange losses on the settlement of our forward contracts of \$1.1 million. Unrealized foreign exchange losses of \$4.9 million in Q2 2018 primarily consist of unrealized operational foreign exchange losses of \$1.7 million and unrealized foreign exchange losses on forward contracts of \$3.2 million.

Adjusted EBITDA

Adjusted EBITDA increased by 4.5% to \$20.7 million, or 11.9% of net revenue in Q2 2018, compared to \$19.8 million, or 12.5% of net revenue in Q2 2017, primarily due to the factors discussed above.

Included in Adjusted EBITDA are straight-line rent expense related to our new distribution centre and flagship stores not yet opened during Q2 2018 of \$1.9 million, unrealized operational foreign exchange losses of \$1.7 million in Q2 2018 and gains of \$0.1 million in Q2 2017. Excluding these items, Adjusted EBITDA increased by 23.0% to \$24.3 million, or 14.0% of net revenue, compared to \$19.8 million, or 12.5% of net revenue, in Q2 2017.

Stock-Based Compensation Expense

Stock-based compensation of \$3.0 million was expensed in Q2 2018, compared to \$90.9 million in Q2 2017.

Included in Q2 2018 is \$0.6 million in expenses related to the accounting for options under our legacy option plan and \$2.4 million in expenses primarily related to the accounting of options under our new option plan. Q2 2018 also included a reversal of approximately \$1.3 million in previously recognized stock-based compensation expense related to the forfeiture of unvested options from departed employees.

Stock-based compensation of \$90.9 million was expensed in Q2 2017 due to the accounting of time-based and performance-based options under the legacy option plan in conjunction with the IPO. In Q2 2017, stock-based compensation of approximately \$68.4 million was expensed relating to the accounting for fair value adjustments on our time-based option plan, driven by the increase in valuation of our Shares in connection with the IPO. At the end of Q2 2017, we also concluded that it was probable that the performance conditions relating to our performance-based options would be achieved in connection with the IPO. As a result, we also recognized stock-based compensation expense for our performance-based options in the amount of \$22.5 million in Q2 2017.

Finance Expense

Finance expense decreased by \$0.9 million to \$1.4 million in Q2 2018, compared to \$2.3 million in Q2 2017. The decrease was primarily driven by lower average debt outstanding and lower average interest rates.

Income Tax Expense

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full fiscal year. The statutory income tax rates for Q2 2018 and Q2 2017 were 26.4% and 26.4%, respectively.

Income tax expense was \$2.7 million in Q2 2018, compared to income tax recovery of \$15.8 million in Q2 2017 and the effective tax rates for Q2 2018 and Q2 2017 were 35.3% and 19.0%, respectively. The increase in the income tax expense and effective tax rate when compared to Q2 2017 is due to stock-based compensation expense not being deductible for tax purposes in Q2 2018 while in Q2 2017, the stock-based compensation expense for legacy time-based options was treated as a deductible expense due to the cash settlement feature.

Net Income

Net income for Q2 2018 was \$5.0 million, compared to a net loss of \$67.3 million in Q2 2017. This increase is primarily the result of a 10.2% increase in net revenue, higher gross profit and lower SG&A expenses, stock-based compensation expense and finance expense, partially offset by higher other expenses, net and income tax expense.

Adjusted Net Income

Adjusted Net Income increased by 11.8% to \$10.4 million, or \$0.09 per diluted share (treasury stock method⁽⁴⁾) in Q2 2018, compared to \$9.3 million, or \$0.08 per diluted share in Q2 2017 (treasury stock method⁽⁵⁾), primarily due to the factors discussed above.

Included in Adjusted Net Income are straight-line rent expense related to our new distribution centre and flagship stores not yet opened during Q2 2018 of \$1.9 million, unrealized operational foreign exchange losses of \$1.7 million in Q2 2018 and gains of \$0.1 million in Q2 2017, and related tax effects. Excluding these items, Adjusted Net Income increased by 39.2% to \$13.0 million, or \$0.11 per diluted share (treasury stock method⁽⁴⁾), compared to \$9.4 million, or \$0.08 per diluted share (treasury stock method⁽⁵⁾), in Q2 2017.

Analysis of Results for YTD 2018 to YTD 2017

The following section provides an overview of our financial performance during YTD 2018 compared to YTD 2017.

Net Revenue

Net revenue increased by 12.2% to \$319.0 million in YTD 2018 from \$284.3 million in YTD 2017. The increase was primarily driven by comparable sales growth of 7.1%, driven by continued momentum in our eCommerce business, driven by meaningful growth in traffic, and positive in-store performance, as well as the revenue from non-comparable stores.

Gross Profit

Gross profit increased by 11.9% to \$120.7 million, or 37.8% of net revenue in YTD 2018, compared to \$107.9 million, or 37.9% of net revenue in YTD 2017.

Continued improvement in product costs and lower markdowns were partially offset by straight-line rent expense from our new Vancouver distribution centre, which is under construction, as well as rent expense related to our flagship stores not yet open during YTD 2018. Excluding the impact of the straight-line rent expense related to these activities, gross profit margin for YTD 2018 was 38.8%, compared to 37.9% in YTD 2017.

SG&A Expenses

SG&A expenses increased by 5.7% to \$85.4 million in YTD 2018, compared to \$80.8 million in YTD 2017.

Excluding the impact of IPO costs of approximately \$4.6 million incurred during Q2 2017, SG&A expenses were \$76.2 million in YTD 2017. This increase in SG&A expenses was primarily due to variable selling expenses driven by higher sales volume and investments in support office talent and information technology.

SG&A expenses remained relatively flat at 26.8% of net revenue in YTD 2018, compared to 26.8% of net revenue in YTD 2017 excluding the impact of the aforementioned IPO costs.

⁽⁴⁾ Adjusted Net Income per diluted share for Q2 2018 and YTD 2018 is a non-IFRS measure and is calculated by dividing Adjusted Net Income by the total number of outstanding shares plus the total number of dilutive share options that would be included under the treasury stock method as at August 27, 2017 (or 116,745,179 diluted shares). For reconciliation of diluted shares to a reported measure, please see "Selected Consolidated Financial Information".

⁽⁵⁾ The Company effected changes to its share capital in connection with the IPO completed in Q3 2017. For comparative purposes, Adjusted Net Income per diluted share for Q2 2017 and YTD 2017 is based on the same diluted share count as Adjusted Net Income per diluted share for Q2 2018 and YTD 2018, respectively.

Other Expenses (Income), net

Other expenses, net were \$4.2 million in YTD 2018, primarily driven by the significant strengthening of the Canadian dollar during Q2 2018, compared to \$0.2 million in YTD 2017. Other expenses, net in YTD 2018 primarily includes realized foreign exchange losses of \$1.2 million and unrealized foreign exchange losses of \$3.3 million. Other expenses, net in YTD 2017 primarily includes realized foreign exchange losses of \$0.3 million, offset by unrealized foreign exchange gains of \$0.1 million.

Realized foreign exchange losses of \$1.2 million in YTD 2018 primarily consist of realized operational foreign exchange losses of \$0.5 million and realized foreign exchange losses on the settlement of our forward contracts of \$0.7 million. Unrealized foreign exchange losses of \$3.3 million in YTD 2018 primarily consist of unrealized operational foreign exchange losses of \$0.9 million and unrealized foreign exchange losses on forward contracts of \$2.4 million.

Adjusted EBITDA

Adjusted EBITDA increased by 11.8% to \$44.7 million, or 14.0% of net revenue in YTD 2018, compared to \$40.0 million, or 14.1% of net revenue in YTD 2017, primarily due to the factors discussed above.

Included in Adjusted EBITDA are the straight-line rent expense related to our new distribution centre and flagship stores not yet opened during YTD 2018 of \$3.2 million, unrealized operational foreign exchange losses of \$0.9 million in YTD 2018 and losses of \$0.7 million in YTD 2017. Excluding these items, Adjusted EBITDA increased by 20.1% to \$48.8 million, or 15.3% of net revenue, compared to \$40.6 million, or 14.3% of net revenue, in YTD 2017.

Stock-Based Compensation Expense

Stock-based compensation of \$7.7 million was expensed in YTD 2018, compared to \$94.7 million in YTD 2017.

Included in YTD 2018 is \$2.9 million in expenses related to the accounting for options under our legacy option plan and \$4.8 million in expenses primarily related to the accounting of options under our new option plan. YTD 2018 also included a reversal of approximately \$1.3 million in previously recognized stock-based compensation expense related to the forfeiture of unvested options from departed employees.

Stock-based compensation of \$94.7 million was expensed in YTD 2017 due to the accounting of time-based and performance-based options under the legacy option plan in conjunction with the IPO. In YTD 2017, stock-based compensation of approximately \$72.2 million was expensed relating to the accounting for fair value adjustments on our time-based option plan, driven by the increase in valuation of our Shares in connection with the IPO. At the end of Q2 2017, we also concluded that it was probable that the performance conditions relating to our performance-based options would be achieved in connection with the IPO. As a result, we also recognized stock-based compensation expense for our performance-based options in the amount of \$22.5 million in YTD 2017.

Finance Expense

Finance expense decreased by \$1.9 million to \$2.6 million in YTD 2018, compared to \$4.6 million in YTD 2017. The decrease was primarily driven by lower average debt outstanding and lower average interest rates.

Income Tax Expense

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full fiscal year. The statutory income tax rates for YTD 2018 and YTD 2017 were 26.4% and 26.4%, respectively.

Income tax expense was \$7.6 million in YTD 2018, compared to income tax recovery of \$12.8 million in YTD 2017 and the effective tax rates for YTD 2018 and YTD 2017 were 36.6% and 17.7%, respectively. The increase in the income tax expense and effective tax rate when compared to YTD 2017 is due to stock-based

compensation expense not being deductible for tax purposes in YTD 2018 while in YTD 2017, the stock-based compensation expense for legacy time-based options was treated as a deductible expense due to the cash settlement feature.

Net Income

Net income for YTD 2018 was \$13.1 million, compared to a net loss of \$59.5 million in YTD 2017. This increase is primarily the result of a 12.2% increase in net revenue and a decrease in stock-based compensation expense and finance expense, partially offset by higher gross profit margin, higher SG&A expenses, other expenses, net and income tax expense.

Adjusted Net Income

Adjusted Net Income increased by 20.9% to \$22.9 million, or \$0.20 per diluted share (treasury stock method⁽⁴⁾) in YTD 2018, compared to \$18.9 million, or \$0.16 per diluted share (treasury stock method⁽⁵⁾) in YTD 2017, primarily due to the factors discussed above.

Included in Adjusted Net Income are the straight-line rent expense related to our new distribution centre and flagship stores not yet opened during YTD 2018 of \$3.2 million, unrealized operational foreign exchange losses of \$0.9 million in YTD 2018 and losses of \$0.7 million in YTD 2017, and related tax effects. Excluding these items, Adjusted Net Income increased by 31.7% to \$25.7 million, or \$0.22 per diluted share (treasury stock method⁽⁴⁾), compared to \$19.5 million, or \$0.17 per diluted share (treasury stock method⁽⁵⁾), in YTD 2017.

Summary of Consolidated Quarterly Results and Certain Performance Measures

The following table summarizes the results of our operations for the most recently completed quarters. This unaudited quarterly information, other than Adjusted EBITDA, Adjusted Net Income and comparable sales growth, has been prepared in accordance with IFRS. Due to seasonality, the results of operations for any quarter are not necessarily indicative of the results of operations for the fiscal year.

	Fiscal 2018		Fiscal 2017				Fiscal 2016	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
(in thousands of Canadian dollars)								
Consolidated Statements of Operations:								
Net revenue	\$ 173,968	\$ 145,046	\$ 196,396	\$ 186,460	\$ 157,918	\$ 126,407	\$ 167,358	\$ 155,380
Gross profit	63,130	57,538	75,368	82,273	56,671	51,211	56,932	63,478
Income (loss) from operations	15,514	12,028	21,484	29,844	(80,686)	13,064	15,915	23,983
Net income (loss)	\$ 4,990	\$ 8,129	\$ 11,528	\$ (8,097)	\$ (67,288)	\$ 7,748	\$ 10,013	\$ 15,553
Percentage of Net Revenue:								
Net revenue	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Gross profit	36.3%	39.7%	38.4%	44.1%	35.9%	40.5%	34.0%	40.9%
Income (loss) from operations	8.9%	8.3%	10.9%	16.0%	(51.1%)	10.3%	9.5%	15.4%
Net income (loss)	2.9%	5.6%	5.9%	(4.3%)	(42.6%)	6.1%	6.0%	10.0%
Adjusted EBITDA ⁽¹⁾	20,700	23,953	32,281	45,427	19,809	20,147	23,253	33,558
Adjusted Net Income ⁽¹⁾	10,380	12,470	18,284	27,457	9,281	9,605	11,757	18,976
Other Performance Measures:								
Comparable Sales Growth - constant currency ⁽¹⁾⁽²⁾	5.4%	9.3%	12.3%	15.1%	16.4%	12.8%	9.3%	15.5%
Comparable Sales Growth - prior methodology ⁽¹⁾⁽²⁾	5.3%	9.3%	11.5%	15.2%	16.9%	12.9%	9.2%	15.4%
Stores								
Number of stores, beginning of period	81	79	77	75	74	74	72	67
New stores	2	2	2	2	1	-	2	5
Number of stores, end of period	83	81	79	77	75	74	74	72
Stores expanded or repositioned	1	1	-	2	1	2	-	1

Notes:

- (1) See "How We Assess the Performance of Our Business" for definitions of Adjusted EBITDA, Adjusted Net Income and Comparable Sales Growth, which are non-IFRS measures including Retail Industry Metrics. See also "Non-IFRS Measures".
- (2) Our comparable sales growth calculation excludes the impact of foreign currency fluctuations. Beginning Q1 2018, we changed our calculation methodology by applying the prior year's average quarterly exchange rate to both current year and prior year comparable sales to achieve a consistent basis for comparison. Prior to Q1 2018, comparable sales growth was calculated using a U.S. dollar to Canadian dollar exchange rate of 1:1. The prior fiscal quarters have been recalculated using the new constant currency calculation.

Liquidity and Capital Resources

Overview

Our principal uses of funds are for operating expenses, capital expenditures and debt service requirements. We believe that cash generated from operations, together with amounts available under our credit facilities (defined herein), are expected to be sufficient to meet our future operating expenses, capital expenditures and future debt service requirements. Our ability to fund operating expenses, capital expenditures and future debt service requirements will depend on, among other things, our future operating performance, which will be affected by general economic, financial and other factors, including factors beyond our control. See "Summary of Factors Affecting Performance" and "Risk Factors" of this MD&A for additional information. We review investment opportunities in the normal course of our business and may make select

investments to implement our business strategy when suitable opportunities arise. Historically, the funding for any such investments has come from cash flows from operating activities and/or our credit facilities.

Credit Facilities

As at August 27, 2017, the aggregate amount outstanding under our term credit facility was \$134.1 million, maturing on May 13, 2019 (“Term Credit Facility”). A \$70.0 million revolving credit facility is also available as part of this facility (“Revolving Credit Facility” and together with the Term Credit Facility, the “Credit Facilities”). No amounts were drawn on the Revolving Credit Facility as at August 27, 2017. Scheduled mandatory repayments of the Term Credit Facility will be \$15.3 million and \$19.2 million in February 2018 and February 2019, respectively, with the balance due on the maturity date of May 13, 2019. In addition, the Term Credit Facility requires mandatory loan prepayments by us of principal and interest if certain events occur. See “Contractual Obligations – Off-Balance Sheet Arrangements and Commitments” for letters of credit issued.

Concurrent with the IPO, amendments to our Credit Facilities with our syndicate of lenders became effective. Each of the Credit Facilities has various interest rate charge options that are based on Canadian prime rates, base rates and LIBOR rates plus the applicable margin from time to time in effect. The amendment included allowing us to enter into bi-lateral letters of credit agreements of up to \$75.0 million with different lenders, lowering the applicable margin on interest rates and amending other terms and conditions.

On March 29, 2017, we entered into a \$50.0 million trade finance agreement for letters of credit, secured pari passu with the Credit Facilities. The interest rate for the letters of credit is between 1.17% and 2.00%.

The credit agreement contains restrictive covenants customary for credit facilities of this nature, including restrictions on us and each credit facility guarantor, subject to certain exceptions, to incur indebtedness, grant liens, merge, amalgamate or consolidate with other companies, transfer, lease or otherwise dispose of all or substantially all of its assets, liquidate or dissolve, engage in any material business other than the fashion clothing business, make investments, acquisitions, loans, advances or guarantees, make any restricted payments, enter into transactions with affiliates, repay indebtedness, enter into restrictive agreements, enter into sale-leaseback transactions, ensure pension plan compliance, sell or discount receivables, enter into agreements with unconditional purchase obligations, issue shares, create or acquire a subsidiary or make any hostile acquisitions.

Cash Flows

The following table presents cash flows for the periods indicated.

	Q2 2018 13 weeks	Q2 2017 13 weeks	YTD 2018 26 weeks	YTD 2017 26 weeks
Net cash generated from operating activities	\$ 8,966	\$ 7,660	\$ 3,331	\$ 21,321
Net cash generated from (used in) financing activities	2,580	(196)	2,903	(361)
Net cash used in investing activities	(12,968)	(6,142)	(29,418)	(13,222)
Effect of exchange rate changes on cash and cash equivalents	(263)	(7)	(181)	(17)
(Decrease) increase in cash and cash equivalents	<u>\$ (1,685)</u>	<u>\$ 1,315</u>	<u>\$ (23,365)</u>	<u>\$ 7,721</u>

Analysis of Cash Flows for the Second Quarter and YTD Fiscal 2018

Cash Flows Generated from Operating Activities

For Q2 2018, cash flows generated by operating activities totaled \$9.0 million, compared to cash flows of \$7.7 million generated in Q2 2017. This change was primarily attributable to higher Adjusted EBITDA, partially offset by higher income tax payments made in Q2 2018 and a higher use of working capital due to the timing of certain payments.

For YTD 2018, cash flows generated by operating activities totaled \$3.3 million, compared to cash flows of \$21.3 million generated in YTD 2017. This change was primarily attributable to higher income tax payments made in YTD 2018 and a higher use of working capital due to the timing of certain payments, partially offset by higher Adjusted EBITDA.

Cash Flows Generated From (Used in) Financing Activities

For Q2 2018, cash flows generated from financing activities totaled \$2.6 million, compared to cash flows of \$0.2 million used in Q2 2017. This change was primarily due to proceeds received from options exercised in Q2 2018, partially offset by repayments made on our lease obligations.

For YTD 2018, cash flows generated from financing activities totaled \$2.9 million, compared to cash flows of \$0.4 million used in YTD 2017. This change was primarily due to proceeds received from options exercised in 2018, partially offset by repayments made on our lease obligations.

Cash Flows Used in Investing Activities

For Q2 2018, cash flows used in investing activities totaled \$13.0 million, compared to \$6.1 million in Q2 2017. This increase was primarily due to an increased number of new stores and store expansions and repositions.

For YTD 2018, cash flows used in investing activities totaled \$29.4 million, compared to \$13.2 million in YTD 2017. This increase was primarily due to an increased number of new stores and store expansions and repositions.

Contractual Obligations

The following table summarizes our significant undiscounted maturities of our contractual obligations and commitments as at August 27, 2017.

	Less than 1 year	1 to 5 years	More than 5 years	Total
	(in thousands of Canadian dollars)			
Accounts payable and accrued liabilities	\$ 64,542	\$ -	\$ -	\$ 64,542
Finance lease obligations	462	165	-	627
Assumed interest on long-term debt ⁽¹⁾	4,157	2,534	-	6,691
Debt ⁽²⁾	15,321	118,738	-	134,059
Total contractual obligations	\$ 84,482	\$ 121,437	\$ -	\$ 205,919

Notes:

⁽¹⁾ Based on interest rate in effect as at August 27, 2017.

⁽²⁾ The Term Credit Facility requires mandatory loan prepayments by Aritzia of principal and interest if certain events occur.

Off-Balance Sheet Arrangements and Commitments

The following table summarizes our off-balance sheet arrangements and commitments as at August 27, 2017.

	Less than 1 year	1 to 5 years	More than 5 years	Total
	(in thousands of Canadian dollars)			
Operating leases	\$ 76,583	\$ 310,883	\$ 294,535	\$ 682,001
Purchase obligations	22,873	-	-	22,873
	<u>\$ 99,456</u>	<u>\$ 310,883</u>	<u>\$ 294,535</u>	<u>\$ 704,874</u>

Operating leases for certain of our premises include renewal options, rent escalation clauses and free-rent periods. The operating lease commitment reflects minimum annual commitments for our operating leases for our premises (excluding other occupancy charges and additional rent based on a percentage of revenue).

Our third party manufacturers purchase raw materials on our behalf to be used for future production. As at August 27, 2017, we had \$22.9 million of raw materials not already included for use in purchase orders.

We enter into trade letters of credit to facilitate the international purchase of inventory. We also enter into standby letters of credit to secure certain of our obligations, including leases and duties related to import purchases. As at August 27, 2017, letters of credit totaling \$26.3 million have been issued.

Other than those items disclosed here and elsewhere in this MD&A and our consolidated financial statements, we do not have any material off-balance sheet arrangements or commitments as at August 27, 2017.

Financial Instruments

We primarily use foreign currency forward contracts to manage our exposure to fluctuations with respect to the U.S. dollar for U.S. dollar merchandise purchases sold in Canada. We currently do not apply hedge accounting. The fair value of the forward contracts is included in prepaid expenses and other current assets or in accounts payable and accrued liabilities, depending on whether they represent assets or liabilities to us. Changes in the fair value of foreign currency forward contracts are recorded in net income. As at August 27, 2017, we had approximately \$59.5 million of U.S. dollar denominated forward contracts outstanding at an average forward rate of 1.2880. The forward contracts had a negative fair value of \$2.2 million as at August 27, 2017.

Related Party Transactions

Berkshire Partners LLC ("Berkshire") is the investment manager to private equity funds that indirectly hold an ultimate controlling interest in us. Berkshire provided consulting and management advisory services to us pursuant to a Management Agreement dated December 19, 2005. Concurrent with the closing of the IPO, we terminated the Management Agreement with Berkshire.

During the 13-week and 26-week periods ended August 28, 2016, we incurred management fees of \$80 and \$162, respectively, for services rendered. Total reimbursements to Berkshire for travel, lodging and other costs for the 13-week and 26-week periods ended August 28, 2016 were \$154 and \$176, respectively.

In connection with the IPO and Secondary Offering, we reimbursed in aggregate \$1.4 million in professional fees and other costs to the principal selling shareholders in accordance with our obligations under the registration rights agreement. At August 27, 2017 and February 26, 2017, \$730 and \$948, respectively, was included in accounts payable and accrued liabilities.

During the 13-week and 26-week periods ended August 27, 2017, we purchased \$4.3 million and \$8.2 million, respectively (13-week and 26-week periods ended August 28, 2016 \$1.9 million and \$7.1 million,

respectively), of merchandise from a company partially owned by private equity funds managed by Berkshire. At August 27, 2017 and February 26, 2017, \$nil and \$47, respectively, was included in accounts payable and accrued liabilities.

During the 13-week and 26-week periods ended August 27, 2017, we paid \$945 and \$1.7 million, respectively (13-week and 26-week periods ended August 28, 2016 \$488 and \$976, respectively), for rent of premises wholly or partially owned by companies that are owned by a director and officer of the Company.

Transactions with Key Management

Key management includes our directors and executive team. Compensation awarded to key management includes:

	Q2 2018 13 weeks	Q2 2017 13 weeks	YTD 2018 26 weeks	YTD 2017 26 weeks
	(in thousands of Canadian dollars)			
Salaries, directors' fees and short-term benefits	\$ 763	\$ 790	\$ 1,526	\$ 1,442
Stock-based compensation expense	1,378	11,680	2,890	11,810
	<u>\$ 2,141</u>	<u>\$ 12,470</u>	<u>\$ 4,416</u>	<u>\$ 13,252</u>

Subsequent Events

Subsequent to period end, we opened our fourth Babaton store, which is located in Vancouver's Pacific Centre Mall, and we expanded our Aritzia store, located in Toronto Eaton Centre. In addition, Tamara Melck, EVP, People is departing the Company on an indefinite leave due to family reasons.

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.

The following discusses the most significant accounting judgments and estimates made by management in preparation of the consolidated financial statements:

Valuation of Finished Goods Inventory

Inventory, consisting of finished goods, is stated at the lower of cost and net realizable value. Cost is determined using weighted average costs. Cost of inventories includes the cost of merchandise and all costs incurred to deliver the inventory to our distribution centres including freight and duty.

We periodically review our inventories and make provisions as necessary to appropriately value obsolete or damaged goods. In addition, as part of inventory valuations, we accrue for inventory shrinkage for lost or stolen items based on historical trends from actual physical inventory counts.

Impairment of Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. The recoverable value is determined using discounted future cash flow models, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates.

For the purposes of assessing impairment, assets are grouped at the lowest levels where there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating unit). Non-financial assets, other than goodwill, that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Stock-Based Compensation Expense

Stock-based compensation expense requires the use of estimates in the Black-Scholes option pricing model. The classification of stock options as an equity-settled or cash-settled plan is influenced by judgment in determining the expected settlement of the option. Judgment is also required in determining the timing of expense recognition for performance-based options.

Income Tax Expense

Income tax expense requires judgment to determine when tax losses, credits and provisions are recognized based on tax rules in various jurisdictions.

Significant New Accounting Standards Issued But Not Yet Adopted

- In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers". The new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. We are currently evaluating the impact of IFRS 15 on our consolidated financial statements and expect to apply the standard in accordance with its future mandatory effective date.
- In July 2014, the IASB issued the final version of IFRS 9, "Financial Instruments", which reflects all phases of the financial instruments project and replaces IAS 39, "Financial Instruments: Recognition and Measurement", and all previous versions of IFRS 9. The new standard introduces new requirements for classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. We are currently evaluating the impact of IFRS 9 on our consolidated financial statements and expect to apply the standard in accordance with its future mandatory effective date.
- In January 2016, the IASB issued IFRS 16, "Leases", which sets out a new model for lease accounting replacing IAS 17. The standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessors continue to classify leases as finance and operating leases. Other areas of the lease accounting model have been impacted, including the definition of a lease. Transitional provisions have been provided. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, and is to be applied retrospectively. Early adoption is permitted if IFRS 15 has been adopted. While we are currently evaluating the impact that this new guidance will have on our consolidated financial statements, the recognition of certain leases is expected to increase the assets and liabilities on our consolidated statements of financial position upon adoption. As a result, we

expect IFRS 16 to have a fundamental change to our consolidated statements of financial position. We expect to apply the standard in accordance with its future mandatory effective date.

- In June 2016, the IASB issued amendments to IFRS 2, "Share-based Payment", clarifying how to account for certain types of share-based payment transactions. The amendments provide requirements on the accounting for: the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification from cash-settled to equity-settled. The amendments to IFRS 2 are effective prospectively for annual periods beginning on or after January 1, 2018 with early application permitted. We are currently evaluating the impact of IFRS 2 on our consolidated financial statements and we expect to apply the standard in accordance with its future mandatory effective date.

Outlook

We remain pleased with the performance of our new fall product which is being well received among customers. At the start of the third quarter, comparable sales were trending higher than in the second quarter until the unseasonably warm weather across the continent arrived in the latter half of September. The resulting pressure on outerwear sales impacted comparable sales growth such that third quarter to date, comparable sales are trending slightly below that of the second quarter. However, based on product trends to date, we currently expect sales to regain the prior momentum once the seasonable weather patterns return.

We have already opened one new store in the third quarter, a Babaton store in Vancouver's Pacific Centre Mall, and expanded an Aritzia store in Toronto Eaton Centre Mall. In addition, we currently plan to open two new stores and expand or reposition three to four existing locations through the remainder of Fiscal 2018. This includes the repositioning of an existing San Francisco location into a flagship store on Market Street. By the end of Fiscal 2018, we expect to have opened a total of seven new stores and expanded or repositioned six to seven existing locations for total annual store growth investments of \$30 million to \$35 million.

We continue to believe that on an annual basis, for Fiscal 2018 our gross profit margin will remain essentially flat as compared to last fiscal year, and similarly our SG&A rate will remain consistent as our net revenue increases.

For the remainder of Fiscal 2018, we intend to continue making meaningful strategic investments in infrastructure and technology in amounts in excess of our planned annual average of \$15 million. In Fiscal 2017 we spent only \$6 million on infrastructure investments due to project timing. As a result, we anticipate spending \$25 million to \$30 million on infrastructure by the end of Fiscal 2018. We believe we will still average \$15 million of infrastructure investments annually, between Fiscal 2017 and fiscal 2021. In addition to infrastructure and technology investments, we will continue to invest in people, as we believe there are unprecedented opportunities to recruit exceptional talent. We also believe these investments will position Aritzia to meet and/or exceed all of its five-year growth targets.

Risk Factors

For a detailed description of risk factors associated with the Company, refer to the "Risk Factors" section of the Company's AIF, which is available on SEDAR at www.sedar.com.

In addition, we are exposed to a variety of financial risks in the normal course of operations including foreign exchange, interest rate, credit and liquidity risk, as summarized below. Our overall risk management program and business practices seek to minimize any potential adverse effects on our consolidated financial performance.

Financial risk management is carried out under practices approved by our Audit Committee. This includes reviewing and making recommendations to the Board regarding the adequacy of our risk management policies and procedures with regard to identification of the Company's principal risks, and implementation of appropriate systems and controls to manage these risks. Risk management covers many areas of risk including, but not limited to, foreign exchange risk, interest rate risk, credit risk and liquidity risk.

Foreign Exchange Risk

We source the majority of our raw materials and merchandise from various suppliers in Asia and Europe with the vast majority of purchases denominated in U.S. dollars. Our foreign exchange risk is primarily with respect to the U.S. dollar but we have limited exposure to other currencies as well. We use foreign exchange forward contracts to mitigate risks associated with forecasted U.S. dollar merchandise purchases sold in Canada.

Interest Rate Risk

We are exposed to changes in interest rates on our cash and cash equivalents, bank indebtedness and long-term debt. Debt issued at variable rates exposes us to cash flow interest rate risk. Debt issued at fixed rates exposes us to fair value interest rate risk. During the period, we had only variable interest rate debt.

Credit Risk

Credit risk refers to the possibility that we can suffer financial losses due to the failure of our counterparties to meet their payment obligations. We are exposed to minimal credit risk. We do not extend credit to customers, but do have some receivable exposure in relation to tenant improvement allowances. In order to reduce this risk, we enter into leases with landlords with established credit history, and for certain leases, we may offset rent payments until accounts receivable are fully satisfied. We deposit our cash and cash equivalents with major financial institutions that have been assigned high credit ratings by internationally recognized credit rating agencies. We only enter into derivative contracts with major financial institutions, as described above, for the purchase of foreign currency forward contracts.

Liquidity risk

Liquidity risk is the risk that we cannot meet a demand for cash or fund our obligations as they come due. We manage liquidity risk by continuously monitoring actual and projected cash flows, taking into account the seasonality of our revenue, income and working capital needs. The Revolving Credit Facility is used to maintain liquidity.

Disclosure Controls and Internal Control over Financial Reporting

Management is responsible for establishing and maintaining a system of disclosure controls and procedures to provide reasonable assurance that all material information relating to the Company is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reports for external purposes in accordance with IFRS. In designing such controls, it should be recognized that due to inherent limitations, any controls, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and may not prevent or detect misstatements. Additionally, management is required to use judgment in evaluating controls and procedures.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting in Q2 2018 that materially affected, or are reasonably likely to materially affect our internal controls over financial reporting.

Share Information Prior to the Completion of the IPO

Prior to the completion of the IPO, we had an unlimited authorized number of Class A, B, C and D common shares, with no par value. The Class A, B, C and D common shares were identical, except for an additional 0.001% voting right attached to each Class B common share and no voting right attached to each Class D common share. The Class A, B, C and D common shares ranked *pari passu* in all respects, including the right to receive dividends and upon any distribution of our assets.

Prior to the completion of the IPO, we had 110,987,688 Class A common shares and 62,781,263 Class C common shares issued and outstanding. In addition, there were 28,692,457 options (after giving effect to the cancellation of 898,625 options upon closing), each exercisable for one common share, issued and outstanding. Assuming exercise of all outstanding options, there would have been 202,461,408 common shares issued and outstanding on a fully diluted basis.

Current Share Information

As of October 4, 2017, an aggregate of 54,659,407 Shares, 55,756,002 multiple voting shares and no preferred shares are issued and outstanding. All of the issued and outstanding multiple voting shares are, directly or indirectly, held or controlled by the principal shareholders. As of October 4, 2017, an aggregate of 13,324,813 options to acquire Shares are outstanding.

Additional Information

Additional information relating to the Company, including the Company's AIF, is available on SEDAR at www.sedar.com. The Company's Shares are listed for trading on the Toronto Stock Exchange ("TSX") under the symbol "ATZ".