CORBY SPIRIT AND WINE LIMITED

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED MARCH 31, 2022 AND 2021

Q3

CORBY SPIRIT AND WINE LIMITED
Management's Discussion and Analysis
March 31, 2022

The following Management's Discussion and Analysis ("MD&A") dated May 12, 2022 should be read in conjunction with the interim condensed consolidated financial statements and accompanying notes as at and for the three-month period ended March 31, 2022 ("third quarter", "the quarter", or "Q3") and the nine-month period ended March 31, 2022 ("Q3 YTD"), prepared in accordance with International Financial Reporting Standards ("IFRS"). These interim condensed consolidated financial statements were not audited or reviewed by the Company's external auditors in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of unaudited interim financial statements by an entity's auditor. These unaudited interim condensed consolidated financial statements do not contain all disclosures required by IFRS for annual financial statements and, accordingly, should also be read in conjunction with the most recently prepared annual consolidated financial statements for the year ended June 30, 2021.

This MD&A contains forward-looking statements, including statements concerning possible or assumed future results of operations of Corby Spirit and Wine Limited ("Corby" or the "Company"), including the statements made under the headings "Strategies", "Outlook and the COVID-19 Pandemic", "Liquidity, Contractual Obligations and Capital Resources", "Recent Accounting Pronouncements" and "Risks and Risk Management." Forward-looking statements typically are preceded by, followed by or include the words "believes", "expects", "anticipates", "estimates", "intends", "plans" or similar expressions. Forward-looking statements are not guarantees of future performance. They involve risks and uncertainties, including, but not limited to: the impact of the COVID-19 pandemic; the impact of competition; the impact, and successful integration of, acquisitions; business interruption; trademark infringement; consumer confidence and spending preferences; regulatory changes; general economic conditions; geopolitical events, including disputes between nations, war and international sanctions; and the Company's ability to attract and retain qualified employees. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These factors are not intended to represent a complete list of the factors that could affect the Company and other factors could also affect Corby's results. For more information, please see the "Risk and Risk Management" section of this MD&A.

This document has been reviewed by the Audit Committee of Corby's Board of Directors and contains certain information that is current as of May 12, 2022. Events occurring after that date could render the information contained herein inaccurate or misleading in a material respect. Corby will provide updates to material forward-looking statements, including in subsequent news releases and its interim management's discussion and analyses filed with regulatory authorities as required under applicable law. Additional information regarding Corby, including the Company's Annual Information Form, can be found under the Company's profile on the System of Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Unless otherwise indicated, all comparisons of results for the third quarter of fiscal 2022 (three months ended March 31, 2022) are against results for the third quarter of fiscal 2021 (three months ended March 31, 2021). All dollar amounts are in Canadian dollars unless otherwise stated.

This MD&A includes references to "Adjusted Revenue", "Adjusted Earnings from Operations", "Adjusted Net Earnings", "Adjusted Basic Earnings per Share" and "Adjusted Diluted Earnings per Share", which are financial measures that are not calculated in accordance with GAAP. For a reconciliation of these non-GAAP measures to the most directly comparable GAAP financial measures, see the "Non-GAAP Financial Measures" section of this MD&A.

Business Overview

Corby is a leading Canadian manufacturer, marketer and importer of spirits and wines. Corby's national leadership is sustained by a diverse brand portfolio that allows the Company to drive profitable organic growth with strong, consistent cash flows. Corby is a publicly traded company, with its shares listed on the Toronto Stock Exchange under the symbols “CSW.A” (Voting Class A Common Shares) and “CSW.B” (Non-Voting Class B Common Shares). Corby’s Voting Class A Common Shares are majority-owned by Hiram Walker & Sons Limited (“HWSL”) (a private company) located in Windsor, Ontario. HWSL is a wholly-owned subsidiary of international spirits and wine company Pernod Ricard S.A. (“PR”) (a French public limited company), which is headquartered in Paris, France. Therefore, throughout the remainder of this MD&A, Corby refers to HWSL as its parent, and to PR as its ultimate parent. Affiliated companies are those that are also subsidiaries of PR.

The Company derives its revenues from the sale of its owned-brands (“Case Goods”), as well as earning commission income from the representation of selected non-owned brands in Canada (“Commissions”). The Company also supplements these primary sources of revenue with other ancillary activities incidental to its core business, such as logistics fees and from time-to-time bulk whisky sales to rebalance its maturation inventories. Revenue from Corby’s owned-brands predominantly consists of sales made to each of the provincial liquor boards (“LBs”) in Canada, and also includes sales to international markets.

Corby’s portfolio of owned-brands includes some of the most renowned brands in Canada, including J.P. Wiser’s® Canadian whisky, Lamb’s® rum, Polar Ice® vodka, McGuinness® liqueurs, and Ungava® gin, Chic Choc® Spiced rum, and Cabot Trail® maple cream liqueur (Coureur des Bois®, in Quebec) (collectively, the “Ungava Spirit Brands,”) and the Foreign Affair® wine brands (the “Foreign Affair Brands”). Through its affiliation with PR, Corby also represents leading international brands such as ABSOLUT® vodka, Chivas Regal®, The Glenlivet® and Ballantine’s® Scotch whiskies, Jameson® Irish whiskey, Beefeater® gin, Malibu® rum, Kahlúa® liqueur, Mumm® champagne, and Jacob’s Creek®, Wyndham Estate®, Stoneleigh®, Campo Viejo®, and Kenwood® wines. In addition to representing PR’s brands in Canada, Corby also provides representation for certain selected, unrelated third-party brands (“Agency brands”) when they fit within the Company’s strategic direction and, thus, complement Corby’s existing brand portfolio.

PR produces the majority of Corby’s owned-brands under a distillate agreement and a co-pack agreement, each expiring September 30, 2026 at HWSL’s production facility in Windsor, Ontario. Under an administrative services agreement which also expires September 30, 2026, the parties provide certain services to each other and, until June 30, 2020, Corby managed some of PR’s business interests in Canada, including HWSL’s production facility.

Corby sources more than 90% of its spirits production requirements from HWSL at its production facility in Windsor, Ontario. Corby’s wholly-owned subsidiary, Ungava Spirits Co. Ltd. (“Ungava Spirits”) produces the Ungava Spirits Brands and operates the Cowansville, Quebec production facility. Corby’s wholly-owned subsidiary, the Foreign Affair Winery Ltd., produces the Foreign Affair Brands and operates the winery and vineyard, based in Ontario’s Niagara region (the “Foreign Affair Winery”). The Company’s remaining production requirements have been outsourced to various third-party vendors including a third-party manufacturer in the United Kingdom (“UK”). The UK site blends and bottles Lamb’s products destined for sale in countries located outside North America.

In most provinces, Corby’s route to market in Canada entails shipping its products to government-controlled LBs. The LBs then sell directly, or control the sale of, beverage alcohol products to end consumers. Exceptions to this model include Alberta, where the retail sector is privatized. In this province, Corby ships products to a bonded warehouse that is managed by a government-appointed service provider who is responsible for warehousing and distribution into the retail channel. Other provinces have aspects of both government-controlled and private retailing, including British Columbia, Saskatchewan, Ontario, Manitoba and Quebec.

Corby’s shipment patterns to the LBs will not always exactly match short-term consumer purchase patterns. However, given the importance of monitoring consumer consumption trends over the long term, the Company stays abreast of consumer purchase patterns in Canada through its member affiliation with the Association of Canadian Distillers (“ACD”), which tabulates and disseminates consumer purchase information it receives from the LBs to its industry members. Corby refers to this data throughout this MD&A as “retail sales”, which are measured in volume (measured in nine-litre case equivalents). Current retail value information as discussed in this MD&A is based on available pricing information as provided by the ACD and the LBs.

In addition to a focus on efforts to open new international markets, Corby’s international business is concentrated in the United States (“US”) and UK and the Company has a different route-to-market for each. For the US market, Corby manufactures its products in Canada and ships to third party US distributors. The market in the US operates a three-tier distribution system which often requires a much longer and larger inventory pipeline than in other markets, resulting in a disconnect between quarterly shipment performance, as reported in the financial statements, and the true underlying performance of the brands at retail level during the same quarter.

For the other international markets, Corby products are distributed by PR affiliates or third parties (more information is provided in the “Related Party Transactions” section of this MD&A).

Prior to the COVID-19 pandemic, (“COVID-19”, “COVID”, or the “pandemic”) Corby’s operations were subject to seasonal fluctuations: sales typically were strong in the first and second quarters, while third-quarter sales usually declined after the end of the retail holiday season. Fourth-quarter sales typically increased again with the onset of warmer weather as consumers tend to increase their purchasing levels during the summer season. In addition, retail sales comparisons could be affected by timing of key holidays and LB reporting calendars. With the onset of the COVID-19 pandemic, in addition to seasonal fluctuations, LB order phasing, inventory management and global supply chain challenges have altered our typical sales trends (impacting year over year comparability). It is not known at this time when we will return to more normal sales patterns (more information is provided in the “Outlook and the COVID-19 Pandemic” section of this MD&A).

Strategies

Corby’s ambition is to be the leading spirits and wines company in Canada. Our strategy is designed to achieve this ambition with responsible, sustainable and profitable growth through targeted brand investment that the Company believes will also produce strong and consistent cash flows to sustain a generous dividend policy.

The Company believes that Corby’s iconic Canadian brand portfolio provides a route to sustainable value creation, complemented by its exclusive representation of a broad portfolio of international brands. Operating in the mature yet growing Canadian spirits and wines market, brand performance is driven by evolving consumer trends, the deep understanding of which is the foundation for market success.

Active brand management is the foundation of Corby’s strategy, driving growth through volume, price and mix, with passionate teams dedicated to developing and executing plans with rigor and agility. The Company believes that providing offerings across different price points will provide Corby the opportunity to capture the long-term trend toward premiumization and help it maintain relevance across all occasions. Improving profitability through the pursuit of efficiencies is another important lever as we work to maximize revenue growth management, cost optimization and advertising and promotion effectiveness.

Consumer insight-led innovations are essential to Corby’s strategy to capture growth in the ever-changing environment. These innovations will target different activities encompassing the entirety of the consumer proposition including new product development to bring to life new-to-world products and range extensions or limited editions that expand a brand’s footprint to new consumers and occasions. Related to innovation, to ensure the portfolio continues to provide relevant consumer propositions, M&A remains a strategic option. This can encompass acquisitions of brands to develop the portfolio or adjacent businesses to complement our current business.

Export provides a clear growth opportunity, and the Company intends to continue actively developing its export business.

The Company believes its unique position in Canada, as well as its partnership with its ultimate parent, the world’s number two spirits company, PR, enables Corby to leverage both local and global expertise. The relationship with PR provides an important revenue stream through Commissions with a complementary premium international portfolio that expands Corby’s market presence and sustains an organization able to bring world class expertise.

The Company is of the view that expertise is provided through world class talents; beginning with consumer insights, encompassing commercial teams with national route to market coverage, and leveraging PR for its production expertise at the Hiram Walker distillery, home of our flagship brand J.P. Wiser’s Canadian whisky. Having access to national sales data through our membership in the ACD, combined with our investments in promotion management tools, provides Corby with a data-rich foundation from which to drive its strategy.

Our strategy is founded on our values. Being a consumer-centric company means reflecting in our own organization the society that we operate in. Diversity and inclusion is a strategic focus and part of the Company's ongoing journey to have highly engaged and performing teams.

Sustainability and Responsibility ("S&R") initiatives are an important part of how we connect with our communities, partner with our customers, and support our employees. Through our partnership with our ultimate parent, PR, the Company believes that it is able to leverage the global best practices, expertise and resources of PR's S&R programs in order to enhance the positive impact of Corby's own activities.

Outlook and the COVID-19 Pandemic

The global disruption caused by the COVID-19 pandemic has continued for longer than was expected when the World Health Organization declared the disease to be a pandemic in March 2020. In Canada, the pandemic initially resulted in country-wide government restrictions and regional closures of non-essential businesses including restaurants, bars and other on-premise establishments. Restrictions on non-essential businesses continue to be volatile as governments respond to the evolving spread of the pandemic, with the majority of restrictions on non-essential businesses being lifted in Q3. Importantly for the industry in which Corby operates, the LBs and retail stores in most provinces have remained open throughout the pandemic, albeit with supplier and customer restrictions.

Demand

The Canadian on-premise sector (bars, clubs and restaurants) which accounted for around 9% of Canada's market volumes and the travel retail sector which accounted for around 2% of market volumes pre-pandemic, were hard hit in the previous fiscal year. Those channel losses were compensated with growth in the Canadian retail channel led by consumer demand. In the current fiscal year, the lifting of COVID-19 restrictions led to a strong Q3 YTD recovery in the on-premise channel despite the dynamic nature of containment measures for certain non-essential businesses. As result, growth in consumer demand has largely shifted from the off-premise channel as we lap last year's high comparison basis. The travel retail sector has been slower to recover.

Supply Chain

The Company closely monitors the changing global environment to ensure LB order fulfillment is achieved across the various markets in which the Company operates. Consumer goods and materials traffic from worldwide ports continues to be affected by shipping container availability and port disruptions. Throughout the pandemic, suppliers and LBs have faced increasing volatility in both purchasing patterns and in global supply chains.

Recent global supply chain volatility has resulted in logistics delays affecting the Company. Logistics delays have increased lead times on imported products and may have impacted stock availability and consumer purchasing behaviour. Quarterly shipments do not reflect underlying depletions. It is anticipated that supply chains may remain unpredictable for the remainder of the fiscal year as global supply chains continue to be a potential risk, both for the supply of finished goods, and for raw materials.

Partners and employees

Corby's business has demonstrated resilience to date. As a manufacturer and distributor of alcoholic beverages, Corby is deemed to be an essential business in Canada. The health and safety of our employees and business partners remains the key priority. At the onset of the pandemic, we limited the scope of our operations and where possible, employees worked from their homes, however in accordance with local government guidance and in conjunction with LB social distancing measures, our commercial team presence and activity have resumed a more normal cadence in retail stores and with our on-premise partners. We continue to respond to the requirements of evolving government restrictions.

Financial Implications

To date, our overall financial results have not been negatively impacted by the COVID-19 pandemic; however, some brands with a more pronounced exposure to the on-premise channel have been affected. This fiscal year to date is lapping a high comparison base seen in the same period last year, while also seeing evolving containment restrictions affecting underlying consumer purchasing patterns in both the on-premise and off-premise channels. Marketing, sales and administration expenses have increased compared to the same period last year as we return to the office and more normal ways of working. Global supply chain issues remain ongoing and may have an impact on the Company's full year Adjusted Net Earnings. Adjusted Net Earnings is a non-

GAAP financial measure. Non-GAAP financial measures do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. For more information on the calculation of Adjusted Net Earnings, please see the “Non-GAAP Financial Measure” section of this MD&A.

Significant Event

Renewal of exclusive rights to represent Pernod Ricard S.A. brands in Canada

On September 24, 2020, Corby renewed its exclusive right to represent PR’s brands in Canada for a further five years and three months, effective July 1, 2021 until September 29, 2026, with a potential for automatic renewal for a further three years thereafter, subject to the achievement of certain performance criteria (the “2021 Agreement”). The end of the term of the new Canadian representation agreement aligns with those of existing production and administrative services agreements between Corby and PR, which were renewed in 2016. The agreement secures for Corby the continuation of the Commission income revenue stream which generated $33.4 million in gross Commissions in fiscal year 2021 (gross Commissions excludes the impact of the amortization of fees paid to PR on commencement of the previous representation agreement) through the representation of the premium international portfolio of PR. This income stream has grown at a 5% compound annual growth rate over the previous five years. The Commission rate remains unchanged.

On September 28, 2021, Corby paid an upfront fee of $54.5 million as part of the 2021 Agreement. The up-front fee will be amortized on a straight-line basis over this initial term of the agreement resulting in a $10.4 million pre-tax charge to income on an annual basis starting July 1, 2021. Commissions earned through the 2021 Agreement will be reported net of amortization of the up-front fee.

Corby anticipates that the transaction will provide the Company with continuity and greater assurance with respect to earnings, in addition to the leverage of a global player in PR and its brands (more information is provided in the “Related Party Transactions” section of this MD&A). Corby funded the payment of the upfront fee through its deposits in cash management pools.

Brand Performance Review

Corby’s portfolio of owned brands accounts for over 80% of the Company’s total annual revenue. Included in this portfolio are its key brands: J.P. Wiser’s Canadian whisky, Lamb’s rum, Polar Ice vodka, Corby’s mixable liqueur brands, McGuinness and Meaghers, and the Ungava Spirits Brands. The sales performance of these key brands significantly impacts Corby’s net earnings.

Shipment Volume and Shipment Value Performance

See below a table summary of the performance of Corby’s owned-brands (i.e., Case Goods) in terms of both shipment volume (as measured by shipments to customers in equivalent nine-litre cases) and shipment value (as measured by the change in net sales revenue). The table includes results for sales in both Canada and international markets. Specifically, J.P. Wiser’s, Lamb’s rum, Lot No. 40, Pike Creek, Gooderham & Worts, Polar Ice, and the Ungava Spirits Brands are also sold to international markets, particularly in the US and UK. As described in the “Outlook and the COVID-19 Pandemic” section of this MD&A, Corby’s shipment volumes are impacted by volatility in LB order phasing as well as global supply chain and logistics delays.

BRAND PERFORMANCE CHART - INCLUDES BOTH CANADIAN AND INTERNATIONAL SHIPMENTS								
	Three Months Ended				*Nine months Ended*			
			Shipment Change				*Shipment Change*	
	Mar. 31,	*Mar. 31,*	*Volume*	*Value*	***Mar. 31,***	*Mar. 31,*	*Volume*	*Value*
(Volumes in 000's of 9L cases)	***2022***	*2021*	*%*	*%*	***2022***	*2021*	*%*	*%*
Brand								
J.P. Wiser's Canadian whisky	**129**	123	5%	2%	**448**	450	(1%)	(1%)
Polar Ice vodka	**74**	76	(3%)	(18%)	**243**	256	(5%)	(6%)
Lamb's rum	**90**	96	(6%)	(8%)	**339**	339	0%	3%
Wiser's Special Blend (1)	**60**	57	4%	6%	**194**	205	(5%)	(5%)
Mixable liqueurs	**26**	29	(10%)	(10%)	**111**	120	(8%)	(8%)
Ungava Spirits Brands	**41**	37	12%	13%	**134**	120	12%	13%
Other Corby-owned brands	**43**	45	(4%)	11%	**143**	154	(7%)	4%
Total Corby brands	**463**	463	0%	(1%)	**1,612**	1,644	(2%)	0%

(1) *For presentation purposes, Wisers Special Blend has been presented to reflect the separation from premium variants of J.P. Wiser's.*

Corby's owned brands remained flat volume while declining 1% in value compared to the three months ended March 31, 2021 and declined 2% in shipment volume but remained flat in shipment value when compared to the nine-month period ended March 31, 2021. Performance in the third quarter reflects strong momentum of Cabot Trail maple cream liqueur (included with the Ungava Spirits Brands in the above chart), the normalization of shipments of J.P. Wiser's and Lamb's rum in export markets. However, this was partially offset by production challenges impacting mixable liqueurs as a result of raw material constraints caused by supply chain disruptions, while higher trade promotional spend impacted Polar Ice Vodka value conversion. Year to date shipments of Corby's owned brands, specifically Lamb's rum and Polar Ice Vodka, have been unfavourably impacted by consumer trends on these categories while Mixable Liqueurs were unfavourably impacted by raw material constraints.

Trends in Canada differ from international markets as highlighted in the following table:

	Three Months Ended				*Nine months Ended*			
			Shipment Change				*Shipment Change*	
	Mar. 31,	*Mar. 31,*	*Volume*	*Value*	***Mar. 31,***	*Mar. 31,*	*Volume*	*Value*
(Volumes in 000's of 9L cases)	***2022***	*2021*	*%*	*%*	***2022***	*2021*	*%*	*%*
Domestic	**401**	399	0%	0%	**1,406**	1,448	(3%)	(1%)
International	**62**	64	(3%)	(4%)	**206**	196	5%	12%
Total Corby brands	**463**	463	0%	(1%)	**1,612**	1,644	(2%)	0%

Third quarter domestic shipments were flat in volume and value while fiscal year to date domestic shipments declined 3% in volume and declined 1% in value compared to the same period last year. Effective value conversion was delivered through favourable mix and optimization of trade spend and promotions. Performance on domestic shipments was impacted by raw material supply chain constraints, and has cycled a high comparative base driven by pandemic-influenced consumer demand of key brands in the prior year comparative period and inventory management by LBs, predominantly in the first quarter of the prior year.

On international performance, third quarter shipment volumes declined 3% while shipment value declined 4% compared to the same period last year. Performance was driven by phasing of shipments in the US market. For the nine months ended March 31, 2022, shipment volumes increased 5% while shipment value increased 12% on a year over year comparable basis, driven by strong performance of Lamb's rum exports, partially offset by soft US market performance impacted by logistics delays.

Retail Sales Performance / Spirit Market Trends

Analysis of performance of Corby's brands at the retail level in Canada provides insight with regards to consumers' current purchase patterns and trends.

Consumer consumption behaviours have adapted to the physical distancing and containment measures imposed by authorities. In the third quarter of this fiscal year, restaurants and bars in many jurisdictions across the country reopened as authorities eased restrictions, but remain subject to changing regional regulations. As on-premise establishments reopen, off-premise purchases have slowed. E-commerce channels, the ability to purchase on-line, and click-and-collect options vary across provincial regions. Through our J.P. Wiser's, Ungava and Foreign Affair Winery brand home pages, Corby is providing e-commerce purchasing to consumers, as permitted by applicable legislation.

The following market trend discussion utilizes retail sales volume and value data, provided by the ACD and LB's.

In the nine-months ended March 31, 2022, the Canadian spirits industry experienced retail sales volume growth of 2%, and 5% in retail value when compared to the same period in the prior year. Retail sales for the period were impacted by changes in consumer purchase patterns as restaurants and bars reopened and off-premise purchases slowed. The industry cycled increases in consumer demand seen in the early days of the pandemic. Core staples enjoyed during the early stages of pandemic lockdown decreased, unfavourably impacting Canadian whisky and rum. Industry trends in the nine-months ended March 31, 2022 were led by retail sales volume and value growth in tequila, the coffee and cream liqueurs, Irish whiskey and Gin categories.

Corby's portfolio is heavily weighted in the Canadian whisky, rum and vodka categories; together they make up about 85% of the Company's total retail volumes. Overall retail volume declined 2% in the nine-months ended March 31, 2022 compared to the same period in the prior year while retail value declined 1%. Declines in retail performance were largely driven by Lamb's rum and Mixable Liqueurs. Corby's flagship brand, J.P. Wiser's, successfully grew in volume and value in a declining category, while Ungava Spirits Brands benefitted from growth in product innovation launches and liqueurs.

The following brand discussion provides a more detailed analysis of the performance of each of Corby's key brands relative to its respective industry category. Retail sales volume and value data, as provided by the ACD and LBs, is set out in the following table and is discussed throughout this MD&A.

It should be noted that the retail information presented does not include international retail sales of Corby-owned brands and on-site winery sales.

Retail Sales Performance / Summary of Corby's Key Brands

The following market trend discussion utilizes retail sales volume and value data, provided by the ACD and LB's.

RETAIL SALES FOR THE CANADIAN MARKET ONLY (AS PROVIDED BY THE ACD[1])

	Three Months Ended				*Nine Months Ended*				*Twelve Months Ended*			
			% Retail	*% Retail*			*% Retail*	*% Retail*			*% Retail*	*% Retail*
	Mar 31,	*Mar 31,*	*Volume*	*Value*	***Mar 31,***	*Mar 31,*	*Volume*	*Value*	***Mar 31,***	*Mar 31,*	*Volume*	*Value*
(Volumes in 000's of 9L cases)	***2022***	*2021*	*Growth*	*Growth*	***2022***	*2021*	*Growth*	*Growth*	***2022***	*2021*	*Growth*	*Growth*
Brand												
J.P. Wiser's Canadian whisky	**109**	107	2%	2%	**396**	395	0%	1%	**513**	509	1%	2%
Polar Ice vodka	**73**	73	0%	(1%)	**250**	250	0%	0%	**324**	329	(2%)	(1%)
Lamb's rum	**53**	58	(9%)	(9%)	**200**	217	(8%)	(7%)	**262**	285	(8%)	(6%)
Wiser's Special Blend [2]	**61**	61	0%	0%	**198**	208	(5%)	(3%)	**260**	275	(5%)	(5%)
Mixable liqueurs	**25**	27	(7%)	(11%)	**121**	120	1%	1%	**154**	152	1%	1%
Ungava Spirits Brands	**27**	26	4%	2%	**123**	112	10%	8%	**149**	142	5%	4%
Other Corby-owned brands	**39**	43	(10%)	(5%)	**134**	146	(9%)	(4%)	**178**	193	(8%)	(5%)
Total	**387**	395	(2%)	(2%)	**1,422**	1,448	(2%)	(1%)	**1,840**	1,885	(2%)	(1%)

[1] Refers to sales at the retail store level in Canada, as provided by the Association of Canadian Distillers.
[2] For presentation purposes, Wiser's Special Blend has been presented to reflect the separation from premium variants of J.P. Wiser's.

J.P. Wiser's Canadian Whisky

J.P. Wiser's Canadian whisky is Corby's flagship brand and one of Canada's best-selling Canadian whiskies. The brand's retail volumes remained flat while retail value grew 1%, performing better than the category, in the nine-month period ended March 31, 2022. Retail sales volumes for the Canadian whisky category declined 2%, while retail value for the category remained flat over the same comparable period.

Polar Ice Vodka
Polar Ice Vodka is among the top-selling vodka brands in Canada and was a favourite in the on-premise channel. As a result, Polar Ice was highly impacted by on-going COVID-19 related restrictions and on-premise closures. As the on-premise channel reopens, Polar Ice performed better than the category with retail value and volume remaining flat in the nine-months ended March 31, 2022 compared to the same period in the prior year. The overall vodka category in Canada declined 1% in retail volume and grew 1% in retail value on a comparable basis driven by the premium and flavoured vodka segment. The standard vodka category, where Polar Ice Vodka competes, declined 2% in retail volume and declined 1% in value compared to the same period in the prior year.

Lamb's Rum
Lamb's rum, a top-selling rum family in Canada, continued to be impacted by changing consumer trends for standard rum, particularly in regional strongholds. Retail volumes for the overall rum category declined 1% for the nine-months ended March 31, 2022, while retail values grew 1%. Growth was driven by the premium rum segment. The economy rum category, however, saw retail volumes decline 4% while retail value declined 2% compared to the same period last year. Lamb's rum declined 8% in retail volumes and 7% in retail value for the nine-months ended March 31, 2022 compared to the same period in the prior year.

Wiser's Special Blend
Wiser's Special Blend retail volumes declined 5%, while retail value declined 3% in the nine-months ended March 31, 2022 compared to the same period last year. Retail sales volumes for the Canadian whisky category declined 2%, while retail value for the category remained flat over the same comparable period.

Mixable Liqueurs
Corby's mixable liqueur brands consist of McGuinness liqueurs (Canada's largest mixable liqueur brand family) and Meaghers liqueurs (available in Quebec). Retail volumes and value grew 1% for the nine-months ended March 31, 2022 compared to the same period last year, with Meaghers liqueurs unfavourably impacted by raw material supply constraints. Retail volume for the liqueurs category overall grew by 4% and value by 6% for the nine months ended March 31, 2022 compared to the same period last year. Category growth was driven primarily by traditional coffee and cream liqueurs.

Ungava Spirits Brands
Retail volume and value for the Ungava Spirits Brands grew 10% in volume and 8% in value, for the nine-months ended March 31, 2022 compared to the same period last year. The flagship brand, Ungava gin, impacted by prolonged on-premise closures and strong competition in the Quebec market, grew 7% in retail volume with the launch of the Ungava Gin and Tonic, but grew 1% in retail value. The Canadian gin category grew 3% in retail volume and 4% in retail value.

Cabot Trail maple-based liqueurs (in Quebec, Coureur des Bois) performed exceptionally well, benefiting from increased distribution and at-home consumption. Retail volume and value grew 14% and 16%, respectively, in the nine-months ended March 31, 2022 compared to the same period last year. Cabot Trail benefitted from increased consumer interest in coffee and cream liqueurs during COVID-19 pandemic social distancing.

Other Corby-Owned Brands
Premium offerings in Canadian whisky such as Lot No. 40, Pike Creek, and Gooderham & Worts (collectively known as the Northern Border Collection) grew 25% in retail volume and 28% in retail value for the nine-months ended March 31, 2022 compared to the same period in the prior year.

Royal Reserve® declined 10% in retail volume and 9% in retail value during the nine-months ended March 31, 2022 compared to the same period last year.

Foreign Affair Brands are available through several channels including e-commerce, direct delivery (on-premise and wine club) and the on-site winery visitor centre. Retail performance is typically impacted by customer ordering patterns and does not capture e-commerce, direct delivery and on-site sales to consumers.

Selected Financial Information

This fiscal year saw the commencement of the 2021 Agreement and the payment of the $54.5 million upfront fee, which will be amortized on a straight line basis over the duration of the 2021 Agreement resulting in a $10.4 million pre-tax charge to income on an annual basis starting July 1, 2021. As a result, financials will be impacted this fiscal year by a one-off amortization variation effect. To help understand underlying business performance, Corby uses certain Non-GAAP financial measures which Management believes are important supplemental measures of operating performance and highlight trends in the core business that may not otherwise be apparent when relying solely on GAAP financial measures. Management believes that these measures allow for assessment of the Company's operating performance and financial condition on a basis that is more consistent and comparable between reporting periods. These Non-GAAP financial measures exclude the amortization of the 2021 Agreement up-front fee and similarly, amortization of up-front fees paid on the previous representation agreements between the Company and PR (together with the 2021 Agreement, the "Pernod Ricard Representation Agreements", "PR Representation Agreements") in comparative periods and are described as "Adjusted." Non-GAAP financial measures do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. See the "Non-GAAP Financial Measures" section of this MD&A.

"Adjusted Revenue" is equal to revenue for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements.

"Adjusted Earnings from Operations" is equal to earnings from operations before interest and taxes for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements.

"Adjusted Net Earnings" is equal to net earnings for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements, net of tax calculated using the effective tax rate. Adjusted earnings per share is computed in the same way as basic earnings per share.

The following table presents selected key performance metrics of the Company for the three and nine-months ended March 31, 2022 and 2021 which should be read in conjunction with the financial statements of the Company.

	Three months ended				*Nine months ended*			
(in millions of Canadian dollars, except per share amounts)	**Mar. 31, 2022**	Mar. 31, 2021	*$ Change*	*% Change*	**Mar. 31, 2022**	Mar. 31, 2021	*$ Change*	*% Change*
Revenue	**$ 34.5**	$ 33.8	$ 0.7	2%	**$ 118.2**	$ 119.4	$ (1.2)	(1%)
Adjusted Revenue[1]	**37.1**	35.6	1.5	4%	**126.0**	124.8	1.2	1%
Earnings from Operations	**6.0**	8.4	(2.4)	(29%)	**27.7**	33.8	(6.1)	(18%)
Adjusted Earnings from Operations[1]	**8.6**	10.2	(1.6)	(16%)	**35.5**	39.2	(3.7)	(9%)
Net earnings	**4.4**	6.2	(1.8)	(30%)	**20.3**	24.9	(4.6)	(18%)
Adjusted Net Earnings[1]	**6.3**	7.5	(1.2)	(17%)	**26.0**	28.8	(2.8)	(10%)
Per common share								
- Basic net earnings per share	**$ 0.15**	$ 0.22	$ (0.07)	(30%)	**$ 0.71**	$ 0.87	$ (0.16)	(18%)
- Diluted net earnings	**0.15**	0.22	(0.07)	(30%)	**0.71**	0.87	(0.16)	(18%)
- Adjusted Basic, net earnings per share[1]	**0.22**	0.26	(0.04)	(17%)	**0.91**	1.01	(0.10)	(10%)

1) See "Non-GAAP Financial Measures" section below.

Financial and Operating Results

The following table presents a summary of certain selected consolidated financial information of the Company for the three and nine-month period ended March 31, 2022 and 2021:

(in millions of Canadian dollars, except per share amounts)	Three Months Ended Mar. 31 2022	Mar. 31 2021	$ Change	% Change	Nine Months Ended Mar. 31 2022	Mar. 31 2021	$ Change	% Change
Revenue	**$ 34.5**	$ 33.8	$ 0.7	2%	**$ 118.2**	$ 119.4	$ (1.2)	(1%)
Cost of sales	**(14.3)**	(13.5)	(0.8)	6%	**(47.6)**	(47.0)	(0.6)	1%
Marketing, sales and administration	**(14.0)**	(11.9)	(2.1)	18%	**(42.9)**	(38.8)	(4.1)	11%
Other income	**(0.2)**	0.0	(0.2)	804%	**0.0**	0.2	(0.2)	(97%)
Earnings from operations	**6.0**	8.4	(2.4)	(29%)	**27.7**	33.8	(6.1)	(18%)
Financial income	**0.1**	0.2	(0.1)	(49%)	**0.2**	0.5	(0.3)	(56%)
Financial expenses	**(0.1)**	(0.2)	0.1	(60%)	**(0.2)**	(0.5)	0.3	(59%)
	0.0	0.0	0.0	6,857%	**0.0**	0.0	0.0	50%
Earnings before income taxes	**6.0**	8.4	(2.4)	(29%)	**27.7**	33.8	(6.1)	(18%)
Income taxes	**(1.6)**	(2.2)	0.6	(27%)	**(7.4)**	(8.9)	1.5	(17%)
Net earnings	**$ 4.4**	$ 6.2	$ (1.8)	(30%)	**$ 20.3**	$ 24.9	$ (4.6)	(18%)
Per common share								
- Basic net earnings	**$ 0.15**	$ 0.22	$ (0.07)	(30%)	**$ 0.71**	$ 0.87	$ (0.16)	(18%)
- Diluted net earnings	**$ 0.15**	$ 0.22	$ (0.07)	(30%)	**$ 0.71**	$ 0.87	$ (0.16)	(18%)

Overall Financial Results

Net earnings declined $1.8 million or 30% for the three months ended March 31, 2022 and decreased $4.6 million or 18% for the nine-months ended March 31, 2022 compared to the same periods last year. With the signing of the 2021 Agreement, amortization charges to net earnings increased $0.6 million (on an after-tax basis, or 42%) for the three months ended March 31, 2022 and increased $1.8 million (on an after-tax basis, or 43%) for the nine-months ended March 31, 2022 when compared to the same periods last year. Adjusted Net Earnings declined $1.2 million or 17% for the three months ended March 31, 2022 and declined $2.8 million or 10% for the nine-months ended March 31, 2022 compared to the same period last year.

The three and nine-month period ended March 31, 2022 cycled last year's exceptionally high comparison base and reflects the impact of the global supply chain volatility and related logistics delay experienced this year. In the current year, the progressive return of sales, marketing and administration expenses to pre-pandemic levels capitalized on the underlying resilience of consumer demand with the easing of COVID-19 pandemic restrictions. Adjusted Net Earnings, while decreased in the nine-months ended March 31, 2022 compared to the previous year, have grown compared to pre-pandemic nine-months ended March 31, 2020 with a compound annual growth rate of +7%.

Revenue

The following highlights the key components of the Company's revenue streams:

(in millions of Canadian dollars)	Three Months Ended Mar. 31 2022	Mar. 31 2021	$ Change	% Change	Nine Months Ended Mar. 31 2022	Mar. 31 2021	$ Change	% Change
Revenue streams:								
Case goods	**$ 26.6**	$ 26.7	$ (0.1)	(1%)	**$ 94.2**	$ 94.2	$ 0.0	0%
Gross Commissions	**9.2**	7.9	1.3	17%	**28.1**	27.3	0.8	3%
Amortization of Representation Rights	**(2.6)**	(1.8)	(0.8)	44%	**(7.8)**	(5.4)	(2.4)	44%
Commissions	**6.6**	6.1	0.5	9%	**20.3**	21.9	(1.6)	(8%)
Other services	**1.3**	1.0	0.3	37%	**3.7**	3.3	0.4	13%
Revenue	**$ 34.5**	$ 33.8	$ 0.7	2%	**$ 118.2**	$ 119.4	$ (1.2)	(1%)
Adjusted Revenue[1]	**$ 37.1**	$ 35.6	$ 1.5	4%	**$ 126.0**	$ 124.8	$ 1.2	1%

1) See "Non-GAAP Financial Measures".

Case Goods revenue decreased $0.1 million, or 1% and remained flat for the three and nine-month periods ended March 31, 2022, respectively, when compared to the same periods last year. Performance in the third quarter reflected flat domestic shipments due to raw material supply constraints, fluctuations in LB order patterns and inventory management. Case Goods revenue remained flat to the prior comparable nine-month period, as year-to-date performance experienced logistics disruptions which impacted both production and carrier availability. Revenue from international markets grew strongly led by Lamb's UK performance.

Gross Commissions increased $1.3 million, or 17%, and increased $0.8 million, or 3%, during the three and nine-month periods ended March 31, 2022, respectively, when compared to the same periods last year. Imported brands in Q3 YTD fiscal 2021 benefited from strong consumer demand as well as from earlier and larger LB orders. Q3 shipments of PR brands grew compared to the same three month period last year, recovering after delays caused by global supply chain and logistic interruptions experienced in the first half of fiscal 2022. Increased amortization of the 2021 Agreement laps the accelerated amortization of the 2006 Agreement (as defined below) fee in the previous year. Including the amortization of representation rights, net Commission income increased $0.5 million or 9% and decreased $1.6 million, or 8% during the three-and-nine-month periods ended March 31, 2022, respectively, when compared to the same periods last year. Retail performance on PR brands remained in growth as the portfolio benefitted from the on-premise channel rebound, and its positioning within premium categories along with PR's investment to build these brands in Canada. Other represented wines for which Corby acts as an agent were also similarly impacted.

Other services represent ancillary revenue incidental to Corby's core business activities, such as logistical fees, merchandise sales, and occasional bulk whisky sales. Revenue from other services increased $0.3 million or 37% and increased $0.4 million, or 13% during the three-and-nine-month periods ended March 31, 2022, respectively, when compared to the same periods last year.

As a result, total Adjusted Revenue increased $1.5 million or 4% and increased $1.2 million, or 1% during the three-and-nine-month periods ended March 31, 2022, respectively, when compared to the same periods last year. Reported revenue increased $0.7 million or 2% and decreased $1.2 million, or 1% during the three-and-nine-month periods ended March 31, 2022, respectively.

Cost of sales

Cost of sales in the three months ended March 31, 2022 was $14.3 million, an increase of $0.8 million, or 6% when compared to the same quarter last year. The overall increase in cost of sales was the result of increasing component costs, production challenges caused by supply chain constraints as well as the premiumization of our product sales mix. On a case rate basis our Case Goods costs have increased 5%.

Cost of sales in the nine-months ended March 31, 2022 was $47.6 million, an increase of $0.6 million, or 1% when compared to the same nine-month period last year. The overall increase in cost of sales is the result of the premiumization of product mix on flat Case Goods shipments. On a case rate basis our Case Goods costs have increased 3% due to increasing component costs. Cost increases have been partially offset by price initiatives and trade promotion optimization resulting in an overall gross margin of 51%, declining 35 basis points when compared to the same period last year (note: Commissions are not included in this calculation).

Marketing, sales and administration

Marketing, sales and administration expenses increased $2.1 million, or 18% for the quarter ended March 31, 2022. For the nine-month period ended March 31, 2022, marketing, sales and administration expenses increased $4.1 million, or 11% when compared to the same period last year. Marketing and promotional investment capitalized on the reopening of the on-premise channel and included increased media investments on key brands. Current fiscal investments continue to cycle the low comparison base of the prior year as campaigns were adjusted in response to pandemic related programming restrictions. Overhead expenses also lap a low base and while well-controlled, reflect a return to more normal ways of working.

Net financial income

Net financial income is comprised of interest earned on deposits in cash management pools, offset by interest costs associated with the Company's pension and post-retirement benefit plans and interest charges on leased assets. Interest income for the three and nine-month period ended March 31, 2022 decreased slightly compared to the prior year due to decreased deposits in cash management pools.

Income taxes

A reconciliation of the effective tax rate to the statutory rates for each period is presented below.

	Three Months Ended		Nine Months Ended	
	Mar. 31	Mar. 31	**Mar. 31**	Mar. 31
	2022	2021	**2022**	2021
Combined basic Federal and Provincial tax rates	**26.4%**	26.3%	**26.4%**	26.3%
Other	**0.6%**	0.1%	**0.5%**	0.2%
Effective tax rate	**27.0%**	26.4%	**26.9%**	26.5%

Liquidity, Contractual Obligations and Capital Resources

Corby's sources of liquidity are its deposits in cash management pools of $46.9 million as at March 31, 2022, and its cash generated from operating activities. A summary of the maturity periods of the Company's contractual obligations as at March 31, 2022 are represented in the table below:

	Less than 1 year	1 to 5 years	5 years and thereafter	Total
Trade payables and accrued liabilities	$ 42.4	$ -	$ -	$ 42.4
Lease liabilities	1.2	2.4	-	3.6
Pension liability	-	-	10.2	10.2
	$ 43.6	$ 2.4	$ 10.2	$ 56.2

The Company believes that its deposits in cash management pools, combined with its historically strong operational cash flows, provide for sufficient liquidity to fund its operations, investing activities and commitments for the foreseeable future. The Company's cash flows from operations are subject to fluctuation due to commodity, foreign exchange and interest rate risks. Please refer to the "Risks and Risk Management" section of this MD&A for further information.

Cash Flows

	Three Months Ended			Nine Months Ended		
	Mar. 31,	Mar. 31,		**Mar. 31,**	Mar. 31,	
(in millions of Canadian dollars)	**2022**	2021	$ Change	**2022**	2021	$ Change
Operating activities						
Net earnings, adjusted for non-cash items	**$ 9.6**	$ 10.7	$ (1.1)	**$ 38.6**	$ 41.4	$ (2.8)
Net change in non-cash working capital	**(2.9)**	(3.1)	0.2	**2.4**	(5.0)	7.4
Net payments for interest and income taxes	**(2.8)**	(2.2)	(0.6)	**(10.4)**	(10.3)	(0.1)
	3.9	5.4	(1.5)	**30.6**	26.1	4.5
Investing activities						
Additions to property, plant & equipment	**(1.9)**	(0.2)	(1.7)	**(2.8)**	(0.8)	(2.0)
Additions to intangible assets	**(0.2)**	(0.1)	(0.1)	**(54.7)**	(0.3)	(54.4)
Proceeds from disposition of capital assets	**0.0**	0.2	(0.2)	**0.0**	0.2	(0.2)
Withdrawals from/(deposits in) cash management pools	**5.3**	1.1	4.2	**47.5**	(6.1)	53.6
	3.2	1.0	2.2	**(10.0)**	(7.0)	(3.0)
Financing activity						
Payment of lease liabilities	**(0.3)**	(0.4)	0.1	**(1.0)**	(1.2)	0.2
Dividends paid	**(6.8)**	(6.0)	(0.8)	**(19.6)**	(17.9)	(1.7)
	(7.1)	(6.4)	(0.7)	**(20.6)**	(19.1)	(1.5)
Net change in cash	**$ -**	$ -	$ -	**$ -**	$ -	$ -

Operating activities

Net cash generated from operating activities was $3.9 million during the quarter ended March 31, 2022 compared to $5.4 million during the same period last year, representing a decrease of $1.5 million, driven by lower earnings and fluctuations in working capital balances compared to the same quarter last year, specifically the timing of payments to vendors and timing of customer collections.

For the nine-month period ended March 31, 2022, net cash generated from operating activities was $30.6 million compared to $26.1 million generated during the same period last year, representing an increase of $4.5 million. Favourable working capital changes, including timing of sales, resulted in higher customer collections compared to the same period last year.

Investing activities
Net cash generated from investing activities was $3.2 million for the three-month period ended March 31, 2022 compared to $1.0 million for the same quarter last year. Net cash used in investing activities for the nine-months ended March 31, 2022 was $10.0 million, compared to $7.0 million in the same nine-month period last year. Investing activities include withdrawals and deposits into Corby's cash management pools, as well as investments in long-term assets (including property, plant and equipment and intangible assets) in both the current and the prior comparable period. The nine-month period ended March 31, 2022 includes the $54.5 million payment required under the 2021 Agreement. In the nine-month period ended March 31, 2022, $47.5 million was withdrawn from Corby's cash management pools.

Cash management pools represent cash on deposit with Citibank NA via Corby's Mirror Netting Service Agreement with PR. Corby has daily access to these funds and earns a market rate of interest from PR on its deposits. Changes in cash management pools reflect amounts either deposited in or withdrawn from these bank accounts and are simply a function of Corby's cash requirements during the period. For more information related to these deposits please refer to the "Related Party Transactions" section of this MD&A.

Financing activities
Cash used for financing activities was $7.1 million for the quarter ended March 31, 2022, compared to $6.4 million in the same period last year and $20.6 million for the nine-month period ended March 31, 2022, compared to $19.1 million in the same period last year. Financing activity reflects dividend payments paid to shareholder and the payment of lease liabilities.

On May 12, 2022, subsequent to the quarter ended March 31, 2022, Corby's Board of Directors declared its regular quarterly dividend of $0.24 per common share, to be paid June 10, 2022, to shareholders of record as at the close of business on May 27, 2022. Given the Company's strong performance achieved in extraordinary circumstances of the preceding fiscal year, the Board of Directors decided to exercise their discretion to declare a quarterly dividend aligned to Corby's dividend policy. The policy provides that, subject to business conditions and opportunities and appropriate adjustment for extraordinary events, regular dividends will be paid quarterly, on the basis of an annual amount equal to the greater of 90% of net earnings per share in the preceding fiscal year ended June 30, or $0.60 per share.

The following table summarizes dividends paid and payable by the Company over the last three fiscal years:

For	Declaration date	Record Date	Payment date	$ / Share
2022 - Q3	May 12, 2022	May 27, 2022	June 10, 2022	$ 0.24
2022 - Q2	February 10, 2022	February 24, 2022	March 4, 2022	0.24
2022 - Q1	November 10, 2021	November 26, 2021	December 10, 2021	0.24
2021 - Q4	August 25, 2021	September 15, 2021	September 29, 2021	0.21
2021 - Q3	May 13, 2021	May 27, 2021	June 11, 2021	0.21
2021 - Q2	February 11, 2021	February 25, 2021	March 5, 2021	0.21
2021 - Q1	November 12, 2020	November 27, 2020	December 11, 2020	0.22
2020 - Q4	August 26, 2020	September 16, 2020	September 30, 2020	0.20
2020 - Q3	May 13, 2020	May 27, 2020	June 12, 2020	0.20
2020 - Q2	February 12, 2020	February 26, 2020	March 6, 2020	0.22
2020 - Q1	November 6, 2019	November 22, 2019	December 6, 2019	0.22
2019 - Q4	August 21, 2019	September 11, 2019	September 27, 2019	0.22

Outstanding Share Data

As at May 12, 2022, Corby had 24,274,320 Voting Class A Common Shares and 4,194,536 Non-Voting Class B Common Shares outstanding. The Company does not have a stock option plan, and therefore, there are no options outstanding.

Related Party Transactions

Transactions with parent, ultimate parent, and affiliates
Corby engages in a significant number of transactions with its parent company, its ultimate parent and various affiliates. Specifically, Corby renders services to its parent company, its ultimate parent, and affiliates for the marketing and sale of beverage alcohol products in Canada. Furthermore, Corby outsources the large majority of its distilling, maturing, storing, blending, bottling and related production activities to its parent company. A significant portion of Corby's bookkeeping, recordkeeping services, data processing and other administrative services are also outsourced to its parent company. Significant transactions with the parent company, ultimate parent and affiliates are subject to Corby's related party transaction policy, which requires such transactions to undergo an extensive review and require approval from an Independent Committee of the Board of Directors.

The companies operate under the terms of agreements that initially became effective on September 29, 2006 (the "2006 Agreements"). These agreements provide the Company with the exclusive right to represent PR's brands in the Canadian market, as well as providing for the continuing production of certain Corby brands by PR at its production facility in Windsor, Ontario. Certain officers of Corby have been appointed as directors and officers of PR's North American entities, as approved by Corby's Board of Directors.

These agreements have been amended and renewed, as follows:

- On August 26, 2015, Corby entered into an agreement with PR and certain affiliates amending the September 29, 2006 Canadian representation agreements, pursuant to which Corby agreed to provide more specialized marketing, advertising and promotion services for the PR and affiliate brands under the applicable representation agreements in consideration of an increase to the rate of Commission payable to Corby by such entities.
- On November 11, 2015, Corby and PR entered into agreements for the continued production and bottling of Corby`s owned-brands by Pernod Ricard at the HWSL production facility in Windsor, Ontario, for a 10-year term commencing September 30, 2016. On the same date, Corby and PR entered into an administrative services agreement, under which Corby agreed to continue to manage certain of PR's business interests in Canada, with a similar term and commencement date. Corby's role managing the HWSL production facility ended on June 30, 2020 but the rest of the services contemplated by the administrative services agreement continue to be provided and are governed by that agreement.

On September 24, 2020, Corby renewed its exclusive right to represent PR's brands in Canada for a further five years and three months, effective July 1, 2021 until September 29, 2026, with a potential for automatic renewal for a further three years thereafter, subject to the achievement of performance criteria ("The 2021 Agreement"). This new representation agreement also renewed Corby's exclusive right to represent ABSOLUT vodka in Canada. Those rights were originally granted in an agreement entered into on October 1, 2013 for a five-year term, which was extended to September 29, 2021 (consistent with the brands subject to the 2006 Agreements) by way of an agreement dated November 9, 2011 and amended on September 30, 2013. The end of the term of the new Canadian representation agreement aligns with those of existing production and administrative services agreements with PR, renewed in 2016.The 2021 Agreement required a payment of an up-front fee of $54.5 million which was paid September 28, 2021, which Corby funded through its deposits in cash management pools. Since the 2021 Agreement is a related party transaction, the agreement was approved by the Independent Committee of the Corby Board of Directors, in accordance with Corby's related party transaction policy, following extensive review and with external financial and legal advice.

PR also represents certain Corby-owned brands in the United Kingdom. On March 21, 2016, the Company entered into an agreement with Pernod Ricard UK Ltd. ("PRUK"), an affiliated company, which provides PRUK the exclusive right to represent Lamb's rum in Great Britain effective July 1, 2016. The agreement provides Lamb's with access to PRUK's extensive national distribution network throughout Great Britain. On March 28, 2019 the agreement was amended to include Ungava Gin. The agreement was amended again on March 21, 2021 to modify the list of products represented by PRUK and to extend the term of the agreement for a five-year period ending June 30, 2026.

Deposits in cash management pools
Corby participates in a cash pooling arrangement under a Mirror Netting Service Agreement, together with PR's other Canadian affiliates, the terms of which are administered by Citibank N.A. effective July 17, 2014. The Mirror Netting Service Agreement acts to aggregate each participant's net cash balance for purposes of having a centralized cash management function for all of PR's Canadian affiliates, including Corby. As a result of Corby's participation in this agreement, Corby's credit risk associated with its deposits in cash management pools is contingent upon PR's credit rating. PR's credit rating as at May 12, 2022, as published by Standard & Poor's and Moody's, was BBB+ and Baa1, respectively. PR compensates Corby for the benefit it receives from having the Company participate in the Mirror Netting Service Agreement by paying interest to Corby based upon the 30-day Canadian Dealer Offered Rate plus 0.40%. Corby accesses these funds on a daily basis and has the contractual right to withdraw these funds or terminate these cash management arrangements upon providing five days' written notice.

Selected Quarterly Information

Summary of Quarterly Financial Results

Seasonality factors cause Corby's operating results to fluctuate from quarter to quarter. Sales are typically strong in the first and second quarters, while third-quarter sales (January, February and March) usually decline after the end of the retail holiday season. Fourth-quarter sales typically increase again with the onset of warmer weather, as consumers tend to increase their purchasing levels during the summer season. Notably, the COVID-19 pandemic has had a dramatic impact on consumption and shipment patterns as well as sales, marketing and administrative expenses, impacting quarter over quarter comparability.

The following table provides selected historical information and other data, which should be read in conjunction with the financial statements of the Company.

(in millions of Canadian dollars, except per share amounts)	**Q3 2022**	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
Revenue	**$ 34.5**	$ 45.2	$ 38.5	$ 40.4	$ 33.8	$ 42.2	$ 43.4	$ 38.2
Adjusted Revenue[1]	**37.1**	47.8	41.1	42.2	35.6	44.0	45.2	39.6
Earnings from operations	**6.0**	12.0	9.7	7.7	8.4	10.6	14.7	9.8
Adjusted Earnings from Operations[1]	**8.6**	14.6	12.3	9.5	10.2	12.4	16.5	11.2
Net earnings	**4.4**	8.9	7.0	5.7	6.2	7.8	10.8	7.2
Basic EPS	**0.15**	0.31	0.25	0.20	0.22	0.28	0.38	0.25
Diluted EPS	**0.15**	0.31	0.25	0.20	0.22	0.28	0.38	0.25
Adjusted Net earnings[1]	**6.3**	10.8	8.9	7.1	7.5	9.2	12.2	8.2
Adjusted Basic EPS[1]	**0.22**	0.38	0.32	0.25	0.26	0.32	0.43	0.29
Adjusted Diluted EPS[1]	**0.22**	0.38	0.32	0.25	0.26	0.32	0.43	0.29

1) See "Non-GAAP Financial Measures".

Recent Accounting Pronouncements

Recent accounting pronouncements
A number of new standards, amendments to standards and interpretations are effective for the financial period ended March 31, 2022, and accordingly, have been applied in preparing these interim condensed consolidated financial statements:

a) Interest Rate Benchmark Reform – Phase 2

In August 2020, the IASB issued amendments to "Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4, IFRS 16)". The amendments clarify impacts to the financial statements arising from IBOR reform and transitioning to alternative benchmark rates. The amendments are effective for annual reporting periods beginning on or after January 1, 2021. For Corby, these amendments became effective July 1, 2021. These amendments did not impact the Company's interim condensed consolidated financial statements.

b) IFRS 16, Leases

In March 2021, the IASB issued an amendment to IFRS 16, "Leases" ("IFRS 16"). The amendment extends, by one year, the May 2020 amendment that provides lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. The amendment is effective for annual reporting periods beginning on or after April 1, 2021. For Corby, the amendment became effective July 1, 2021 and did not have a significant impact on the Company's interim condensed consolidated financial statements.

c) IAS 38, Intangible Assets

In December 2020 and March 2021, the IFRS Interpretations Committee (the "Committee") discussed the configuration or customization of costs in a cloud computing arrangement. This decision clarifies IAS 38 Intangible Assets with respect to the accounting treatment for configuration or customization costs on software as a service ("SaaS") contracts that are analyzed as service contracts. Based on the agenda decision published by the Committee, Corby is currently reviewing its intangible assets to determine if all assets have been recorded in line with the interpretation. While this review is ongoing, it is not expected that the outcome will have a material impact on the financial statements of the Company in future periods.

Recent accounting pronouncements not in effect
The below standards have been issued but are not yet effective for the financial period ended March 31, 2022, and accordingly, have not been applied in preparing the interim condensed consolidated financial statements:

IFRS 17	*Insurance Contracts*
Amendments to IFRS 17	*Insurance Contracts*
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*
Amendments to IAS 1	*Disclosure of Accounting Policies*
Amendments to IAS 8	*Definition of Accounting Estimates*
Amendments to IAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to IFRS 3	*Reference to the Conceptual Framework*
Amendments to IAS 16	*Property, Plant and Equipment—Proceeds before Intended Use*
Amendments to IAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*
Annual Improvements to IFRS Standards 2018-2020 Cycle	*Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture*

The Company is reviewing the impact the standards and amendments to standards listed above may have on the financial statements of the Company in future periods.

Internal Controls Over Financial Reporting

The Company maintains 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.

In addition, the CEO and CFO have designed, or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be designed effectively can provide only reasonable assurance with respect to financial reporting and financial statement preparation.

There were no changes in internal controls over financial reporting during the Company's most recent interim period that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Non-GAAP Financial Measures

In addition to using financial measures prescribed under GAAP, references are made in this MD&A to "Adjusted Revenue", "Adjusted Earnings from Operations", "Adjusted Net Earnings", "Adjusted Basic Earnings per Share" and "Adjusted Diluted Earnings per Share" which are non-GAAP financial measures. Non-GAAP financial measures do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers.

Adjusted Revenue is equal to revenue for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements.

Adjusted Earnings from Operations is equal to earnings from operations before interest and taxes for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements.

Adjusted Net Earnings is equal to net earnings for the period adjusted to remove the amortization related to the Pernod Ricard Representation Agreements, net of tax calculated using the effective tax rate. Adjusted earnings per share is computed in the same way as basic earnings per share.

CAGR is the compounded annual growth rate at which a quantity or amount grows over time.

Management believes the non-GAAP measures defined above are important supplemental measures of operating performance and highlight trends in the core business that may not otherwise be apparent when relying solely on GAAP financial measures. Management believes that these measures allow for assessment of the Company's operating performance and financial condition on a basis that is more consistent and comparable between reporting periods

Reconciliation Tables

The following table presents a reconciliation of Revenue to Adjusted Revenue, Earnings from Operations to Adjusted Earnings from Operations and Net Earnings to Adjusted Net Earnings to their most directly comparable financial measures for the three and nine-months ended March 31, 2022, and 2021:

	Three months ended				*Nine months ended*			
(in millions of Canadian dollars, except per share amounts)	**Mar. 31, 2022**	Mar. 31, 2021	*$ Change*	*% Change*	**Mar. 31, 2022**	Mar. 31, 2021	*$ Change*	*% Change*
Revenue	**$ 34.5**	$ 33.8	$ 0.7	2%	**$ 118.2**	$ 119.4	$ (1.2)	(1%)
Adjusted for amortization of PR Representation rights	**2.6**	1.8	0.8	44%	**7.8**	5.4	2.4	44%
Adjusted Revenue[1]	**37.1**	35.6	1.5	4%	**126.0**	124.8	1.2	1%
Earnings from Operations	**6.0**	8.4	(2.4)	(29%)	**27.7**	33.8	(6.1)	(18%)
Adjusted for amortization of PR Representation rights	**2.6**	1.8	0.8	44%	**7.8**	5.4	2.4	44%
Adjusted Earnings from Operations[1]	**8.6**	10.2	(1.6)	(16%)	**35.5**	39.2	(3.7)	(9%)
Net earnings	**4.4**	6.2	(1.8)	(30%)	**20.3**	24.9	(4.6)	(18%)
Adjusted for amortization of PR Representation rights, net of tax impact	**1.9**	1.3	0.6	42%	**5.7**	3.9	1.8	43%
Adjusted Net Earnings[1]	**6.3**	7.5	(1.2)	(17%)	**26.0**	28.8	(2.8)	(10%)
Basic net earnngs per share	**$ 0.15**	$ 0.22	$ (0.07)	(30%)	**$ 0.71**	$ 0.87	$ (0.16)	(18%)
Adjusted for amortization of PR Representation rights, net of tax impact	**0.07**	0.04	0.03	42%	**0.20**	0.14	0.06	43%
Adjusted Basic, net earnings per share[1]	**0.22**	0.26	(0.04)	(17%)	**0.91**	1.01	(0.10)	(10%)
Dilluted net earnngs per share	**0.15**	0.22	(0.07)	(30%)	**0.71**	0.87	(0.16)	(18%)
Adjusted for amortization of PR Representation rights, net of tax impact	**0.07**	0.04	0.03	42%	**0.20**	0.14	0.06	43%
Adjusted Diluted, net earnings per share[1]	**0.22**	0.26	(0.04)	(17%)	**0.91**	1.01	(0.10)	(10%)

1) See "Non-GAAP Financial Measures".

Risks & Risk Management

The Company is exposed to a number of risks in the normal course of its business that have the potential to affect its operating and financial performance.

Industry and Regulatory

The beverage alcohol industry in Canada is subject to government policy, extensive regulatory requirements and significant rates of taxation at both the federal and provincial levels. As a result, changes in the government policy, regulatory and/or taxation environments within the beverage alcohol industry may affect Corby's business operations, causing changes in market dynamics or changes in consumer consumption patterns. In addition, the Company's provincial LB customers have the ability to mandate changes that can lead to increased costs, as well as other factors that may impact financial results.

Additionally, as the Company becomes more reliant on international product sales in the US, UK and other countries, exposure to changes in the laws and regulations (including on matters such as regulatory requirements, import duties and taxation) in those countries could also adversely affect the operations, financial performance or reputation of the Company.

The Company continuously monitors the potential risk associated with any proposed changes to its government policy, regulatory and taxation environments and, as an industry leader, actively participates in trade association discussions relating to new developments.

COVID-19 Pandemic

The COVID-19 pandemic resulted in economic volatility in global markets. Governments and central banks responded with monetary and fiscal interventions to stabilize economies and ease financial disruption. The ultimate impact of the COVID-19 pandemic on the global economy and its duration remains uncertain, and disruptions caused by the COVID-19 pandemic may adversely affect Corby's future performance.

As a manufacturer and distributor of alcoholic beverages, Corby continues to be an essential business in Canada and has remained open for business throughout the majority of the pandemic. The health and safety of our employees and business partners remains the key priority. At the onset of the pandemic, we limited the scope of our operations and where possible, employees worked from their homes. In accordance with local government guidance and in conjunction with LB social distancing measures, our commercial team presence and activity have resumed a more normal cadence in retail stores and with our on-premise partners. We continue to respond to the requirements of evolving government restrictions.

Corby monitors the effects of the COVID-19 pandemic on its day-to-day business operations while prioritizing the health and safety of its employees, customers and business partners. Global supply chains continue to be a potential risk, both for the supply of finished goods, and for raw materials. To date, there has not been a negative impact on the Company's liquidity and financial position. As the COVID-19 pandemic continues to evolve, its full duration and impact on the Company's liquidity and the financial position cannot be reasonably estimated at this time and will depend on future developments and resulting evolution of economic impacts.

Geo-Political Risk

Geo-political and other events, such as the ongoing situation in Ukraine, and the sanctions imposed in connection therewith, have led, and in the future may lead, to disruptions in Canadian and global economies and markets generally. The political and civil situations both domestically and in other countries cannot be accurately predicted. National and international political activities remain fluid and beyond our control. While we continue to monitor economic and political situations in Canada and other countries closely, any new, prolonged or expanded unrest, military activities, or sanctions, could increase financial market volatility and have significant adverse direct or indirect effects on global economies and on our business, results of operations or financial results. Such events may indirectly impact the performance of the Company due to increased cost of inputs and supply chain volatility.

Consumer Consumption Patterns

Beverage alcohol companies are susceptible to risks relating to changes in consumer consumption patterns. Consumer consumption patterns are affected by many external influences, not the least of which is economic outlook and overall consumer confidence in the stability of the economy as a whole. Uncertainty and adverse changes in general economic conditions including high inflation, fuel and energy costs and interest rates may negatively impact consumer spending and consumer demand for the Company's products and services which could adversely affect the Company's operations or financial performance.

Additionally, the legalization of recreational cannabis in Canada could have the potential to impact consumer consumption patterns with respect to beverage alcohol products. The duration and impact of the COVID-19 pandemic on consumer consumption patterns remains unknown. Corby offers a diverse portfolio of products across all major spirits categories and at various price points. Corby continues to identify and offer new innovations in order to address consumer desires

Distribution/Supply Chain Interruption
The Company is susceptible to risks relating to distributor and supply chain interruptions. Distribution in Canada is largely accomplished through the government-owned provincial LBs and, therefore, an interruption (e.g., a labour strike or pandemic) for any length of time, or a change in business model may have a significant impact on the Company's ability to sell its products in a particular province and/or market. International sales are subject to the variations in distribution systems within each country where the products are sold.

Supply chain interruptions, including a manufacturing or inventory disruption or regional or global disruptions related to the COVID-19 pandemic, can impact product quality and availability. The Company adheres to a comprehensive suite of quality programmes and proactively manages production and supply chains to mitigate any potential risk to consumer safety or Corby's reputation and profitability.

The Company closely monitors the changing global environment to ensure LB order fulfillment is achieved across the various markets. Consumer traffic from worldwide ports continues to be affected by shipping container availability issues and port disruptions. Global supply chain volatility continues to be a potential risk, both for the supply of finished goods, and for raw materials.

Inherent to producing maturing products, there is a potential for shortages or surpluses in future years if demand and supply are materially different from long-term forecasts. Additionally, the loss through contamination, fire or other natural disaster of the stock of maturing products may result in significant reduction in supply and, as a result, Corby may not be able to meet customer demands. The Company monitors category trends and regularly reviews maturing inventory levels.

Environmental Compliance
Environmental liabilities may potentially arise when companies are in the business of manufacturing products and, thus, required to handle potentially hazardous materials. As Corby largely outsources its production, including all of its storage and handling of maturing alcohol, the risk of environmental liabilities is considered minimal. Corby currently has no significant recorded or unrecorded environmental liabilities. See Note 16, "Contingency" in the Company's financial statements for related information.

Industry Consolidation
In recent years, the global beverage alcohol industry has continued to experience consolidation. Industry consolidation can have varying degrees of impact and, in some cases, may even create exceptional opportunities. Either way, management believes that the Company is well positioned to deal with this or other changes to the competitive landscape in Canada and other markets in which it carries on business.

Corby's ability to properly complete acquisitions and subsequently integrate them may affect its results
Corby monitors growth opportunities that may present themselves, including by way of acquisitions. While we believe that an acquisition may create the opportunity to realize certain benefits, achieving these benefits will depend in part on successfully consolidating functions and integrating operations, procedures and personnel in an efficient manner, as well as our ability to realize any anticipated growth opportunities or costs savings from combining the target's assets and operations with our existing brands and operations. Integration efforts following any acquisition may require the dedication of substantial management effort, time and resources, which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. In addition, Corby may be required to assume greater-than-expected liabilities due to liabilities that are undisclosed at the time of completion of an acquisition. A failure to realize, in whole or in part, the anticipated benefits of an acquisition may have a negative impact on the results or financial position of Corby.

Competition
The Canadian and international beverage alcohol industry is extremely competitive. Competitors may take actions to establish and sustain a competitive advantage through advertising and promotion and pricing strategies to maintain market share, which may negatively affect our sales, revenues and profitability. Corby constantly monitors the market and adjusts its own advertising, promotion, and pricing strategies as appropriate.

Competitors may also affect Corby's ability to attract and retain high-quality employees. The Company's long heritage attests to Corby's strong foundation and successful execution of its strategies. Its role as a leading Canadian beverage alcohol company helps facilitate recruitment efforts.

Credit Risk
Credit risk arises from deposits in cash management pools held with PR via Corby's participation in the Mirror Netting Service Agreement (as previously described in the "Related Party Transactions" section of this MD&A), as well as credit exposure to customers, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the Company's financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of its counterparties, considering their financial position, past experience and other factors. As the majority of Corby's accounts receivable balances are collectible from government-controlled LBs, management believes the Company's credit risk relating to accounts receivable is at an acceptably low level.

Exposure to Interest Rate Fluctuations
The Company does not have any short- or long-term debt facilities. Interest rate risk exists, as Corby earns market rates of interest on its deposits in cash management pools. An active risk management programme does not exist, as management believes that changes in interest rates would not have a material impact on Corby's financial position over the long term.

Exposure to Commodity Price Fluctuations and Inflation Risk
Commodity risk exists, as the manufacture of Corby's products requires the procurement of several known commodities, such as grains, sugar and natural gas. Inflation as well as other economic factors including demand, global events and supply chain challenges could impact the cost of production inputs and negatively impact the Company's results from operations. The Company strives to partially mitigate these risks through the use of longer-term procurement contracts where possible. In addition, subject to competitive conditions, the Company may pass on production cost increases to consumers through pricing over the long-term.

Foreign Currency Exchange Risk
The Company has exposure to foreign currency risk, as it conducts business in multiple foreign currencies; however, its exposure is primarily limited to the US dollar ("USD") and UK pound sterling ("GBP"). Corby does not utilize derivative instruments to manage this risk. Subject to competitive conditions, changes in foreign currency rates may be passed on to consumers through pricing over the long term.

<u>USD Exposure</u>
The Company's demand for USD has traditionally outpaced its supply, due to USD sourcing of production inputs and Advertising & Promotion expenses exceeding that of the Company's USD sales. Therefore, decreases in the value of the Canadian dollar ("CAD") relative to the USD will have an unfavourable impact on the Company's earnings.

<u>GBP Exposure</u>
The Company's supply of GBP outpaces demand, as Corby's sales into the UK market are denominated in GBP, while having only certain production inputs denominated in GBP. Therefore, increases in the value of the CAD relative to the GBP will have an unfavourable impact on the Company's earnings.

Third-Party Service Providers
HWSL provides more than 90% of the Company's production requirements, among other services including administration and information technology. The Company is also reliant upon certain third-party service providers in respect of certain of its operations. It is possible that negative events affecting HWSL and these third-party service providers could, in turn, negatively impact the Company. While the Company has no direct control over how HWSL and such third parties are managed, it has entered into contractual arrangements to formalize these

relationships. In order to minimize operating risks, the Company actively monitors and manages its relationships with its service providers.

Brand Reputation and Trademark Protection

The Company promotes nationally branded, non-proprietary products as well as proprietary products. Damage to the reputation of any of these brands, or to the reputation of any supplier or manufacturer of these brands, could negatively impact consumer opinion of the Company or the related products, which could have an adverse impact on the financial performance of the Company. The Company strives to mitigate such risks by selecting only those products from suppliers that strategically complement Corby's existing brand portfolio and by actively monitoring brand advertising and promotion activities.

Additionally, although the Company registers trademarks, as applicable, it cannot be certain that trademark registrations will be issued with respect to all the Company's applications. Also, while Corby constantly watches for and responds to competitive threats, as necessary, the Company cannot predict challenges to, or prevent a competitor from challenging, the validity of any existing or future trademark issued or licensed to Corby.

Information Technology and Cyber Security

The Company uses technology supplied by third parties, both related and non-related, to support operations and invests in information technology to improve route to market, reporting, analysis, and marketing initiatives. Issues with availability, reliability and security of systems and technology could adversely impact the Company's ability to compete resulting in corruption or loss of data, regulatory-related issues, litigation or brand reputation damage. With the fast-paced changing nature of the technology environment including digital marketing, the Company works with these third parties to maintain policies, processes and procedures to help secure and protect these information systems as well as consumer, corporate and employee data.

Valuation of Goodwill and Indefinite-life Intangible Assets

Goodwill and indefinite-life intangible assets account for a significant amount of the Company's total assets. Indefinite-life intangible assets are included in Corby's consolidated balance sheet in intangible assets (which also includes finite-lived intangible assets such as software and representation rights).

Goodwill and indefinite-lived intangible assets are subject to impairment tests that involve the determination of fair value. Inherent in such fair value determinations are certain judgments and estimates including, but not limited to, projected future sales, earnings and capital investment, discount rates, and terminal growth rates. These judgments and estimates may change in the future due to uncertain competitive market and general economic conditions, or as the Company makes changes in its business strategies. Certain of the aforementioned factors affecting the determination of fair value may be impacted and, as a result, the Company's financial results may be adversely affected.

The following table summarizes Corby's goodwill and indefinite-life intangible assets and details the amounts associated with each brand (or basket of brands) and market as at March 31, 2022:

		Carrying Values as at Mar. 31, 2022		
Associated Brand	Associated Market	Goodwill	Intangibles	Total
Lamb's rum	United Kingdom[1]	1.3	11.8	13.1
Ungava brands [2]	Canada	5.1	3.2	8.3
Foreign Affair Winery brands	Canada	0.4	2.5	2.9
Other domestic brands	Canada	1.9	-	1.9
		$ 8.7	$ 17.5	$ 26.2

[1] The international business for Lamb's rum is primarily focused in the UK, however, the trademarks and licences purchased relate to all international markets outside of Canada, as Corby previously owned the Canadian rights.

[2] The Ungava brands include trademarks related to Ungava Premium Canadian Gin, Chic Choc Spiced Rum and Cabot Trail maple-based liqueurs.

Therefore, economic factors (such as consumer consumption patterns) specific to these brands and markets are primary drivers of the risk associated with their respective goodwill and indefinite-life intangible assets valuations.

Employee Future Benefits

The Company has certain obligations under its registered and non-registered defined benefit pension plans and other post-retirement benefit plan. New regulations and market-driven changes may result in changes in the discount rates and other variables, which would result in the Company being required to make contributions in the future that differ significantly from estimates. An extended period of depressed capital markets and low interest rates could require the Company to make contributions to these plans in excess of those currently contemplated, which, in turn, could have an adverse impact on the financial performance of the Company. Somewhat mitigating the impact of a potential market decline is the fact that the Company monitors its pension plan assets closely and follows strict guidelines to ensure that pension fund investment portfolios are diversified in-line with industry best practices. In fiscal year 2020 the Company underwent a pension de-risking strategy for its defined benefit salaried pension plan by purchasing a buy-in annuity for retirees and deferred vested plan members. Future cash flows from the annuity will match the amount and timing of benefits payable under the portion of the plan for these groups, substantially mitigating the exposure to future volatility in the related pension obligations. For further details related to Corby's defined benefit pension plans, please refer to Note 9 of the annual audited consolidated financial statements for the year ended June 30, 2021.

CORBY SPIRIT AND WINE LIMITED
INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS
(not audited or reviewed by the Company's external auditor)
(in thousands of Canadian dollars)

As at	Notes		**Mar. 31, 2022**		Mar. 31, 2021		June 30, 2021
ASSETS							
Deposits in cash management pools		**$**	**46,946**	$	87,815	$	94,399
Accounts receivable	4		**31,681**		30,561		35,717
Income taxes recoverable			**1,577**		-		-
Inventories	5		**60,571**		61,725		60,785
Prepaid expenses			**519**		564		290
Total current assets			**141,294**		180,665		191,191
Other assets			**12,194**		6,269		11,688
Right-of-use assets			**3,524**		4,700		4,322
Property, plant and equipment			**19,568**		17,505		18,419
Goodwill			**8,757**		8,757		8,757
Intangible assets	6		**66,334**		21,757		20,029
Total assets		**$**	**251,671**	$	239,653	$	254,406
LIABILITIES							
Accounts payable and accrued liabilities	7	**$**	**42,370**	$	34,722	$	43,965
Income and other taxes payable			**-**		2,223		2,596
Current lease liabilities			**1,173**		1,442		1,385
Total current liabilities			**43,543**		38,387		47,946
Provision for employee benefits			**10,154**		14,590		10,374
Deferred income taxes			**6,391**		2,963		5,167
Long-term lease liabilities			**2,390**		3,291		2,976
Total liabilities			**62,478**		59,231		66,463
Shareholders' equity							
Share capital			**14,304**		14,304		14,304
Accumulated other comprehensive gain (loss)			**7,401**		(992)		6,774
Retained earnings			**167,488**		167,110		166,865
Total shareholders' equity			**189,193**		180,422		187,943
Total liabilities and shareholders' equity		**$**	**251,671**	$	239,653	$	254,406

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

CORBY SPIRIT AND WINE LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(not audited or reviewed by the Company's external auditor)
(in thousands of Canadian dollars, except per share amounts)

		For the Three Months Ended		For the Nine Months Ended	
	Notes	**Mar. 31, 2022**	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Revenue	8	**$ 34,548**	$ 33,811	**$ 118,230**	$ 119,392
Cost of sales		**(14,284)**	(13,502)	**(47,612)**	(47,031)
Marketing, sales and administration		**(14,049)**	(11,861)	**(42,928)**	(38,764)
Other (expense) / income	9	**(253)**	(28)	**5**	190
Earnings from operations		**5,962**	8,420	**27,695**	33,787
Financial income	10	**77**	151	**210**	473
Financial expense	10	**(61)**	(151)	**(189)**	(459)
		16	-	**21**	14
Earnings before income taxes		**5,978**	8,420	**27,716**	33,801
Current income taxes		**(1,099)**	(2,253)	**(6,448)**	(8,882)
Deferred income taxes		**(518)**	28	**(1,001)**	(62)
Income taxes		**(1,617)**	(2,225)	**(7,449)**	(8,944)
Net earnings		**$ 4,361**	$ 6,195	**$ 20,267**	$ 24,857
Basic earnings per share		**$ 0.15**	$ 0.22	**$ 0.71**	$ 0.87
Diluted earnings per share		**$ 0.15**	$ 0.22	**$ 0.71**	$ 0.87
Weighted average common shares outstanding					
Basic		**28,468,856**	28,468,856	**28,468,856**	28,468,856
Diluted		**28,468,856**	28,468,856	**28,468,856**	28,468,856

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

CORBY SPIRIT AND WINE LIMITED

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(not audited or reviewed by the Company's external auditor)

(in thousands of Canadian dollars)

	For the Three Months Ended		For the Nine Months Ended	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Net earnings	**$ 4,361**	$ 6,195	**$ 20,267**	$ 24,857
Other Comprehensive Income:				
Amounts that will not be subsequently reclassified to earnings:				
Net actuarial gains	**283**	396	**851**	1,189
Income taxes	**(74)**	(104)	**(224)**	(313)
	209	292	**627**	876
Total comprehensive income	**$ 4,570**	$ 6,487	**$ 20,894**	$ 25,733

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(not audited or reviewed by the Company's external auditor)

(in thousands of Canadian dollars)

	Share Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance as at June 30, 2021	$ 14,304	$ 6,774	$ 166,865	$ 187,943
Total comprehensive income	-	627	20,267	20,894
Dividends	-	-	(19,644)	(19,644)
Balance as at March 31, 2022	**$ 14,304**	**$ 7,401**	**$ 167,488**	**$ 189,193**
Balance as at June 30, 2020	$ 14,304	$ (1,868)	$ 160,188	$ 172,624
Total comprehensive income	-	876	24,857	25,733
Dividends	-	-	(17,935)	(17,935)
Balance as at March 31, 2021	$ 14,304	$ (992)	$ 167,110	$ 180,422

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

CORBY SPIRIT AND WINE LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
(not audited or reviewed by the Company's external auditor)
(in thousands of Canadian dollars)

	Notes	For the Three Months Ended **Mar. 31, 2022**	For the Three Months Ended Mar. 31, 2021	For the Nine Months Ended **Mar. 31, 2022**	For the Nine Months Ended Mar. 31, 2021
Operating activities					
Net earnings		**$ 4,361**	$ 6,195	**$ 20,267**	$ 24,857
Adjustments for:					
Amortization and depreciation	11	**3,676**	3,004	**10,959**	9,060
Net financial income	10	**(16)**	-	**(21)**	(14)
Loss on disposal of property and equipment		**(1)**	-	**(1)**	-
Income tax expense		**1,617**	2,225	**7,449**	8,944
Provision for employee benefits		**4**	(721)	**(20)**	(1,411)
		9,641	10,703	**38,633**	41,436
Net change in non-cash working capital balances	12	**(2,846)**	(3,147)	**2,426**	(5,047)
Interest received		**65**	119	**166**	375
Income taxes paid		**(2,924)**	(2,341)	**(10,620)**	(10,616)
Net cash from operating activities		**3,936**	5,334	**30,605**	26,148
Investing activities					
Additions to property and equipment		**(1,887)**	(217)	**(2,769)**	(822)
Additions to intangible assets		**(173)**	(98)	**(54,677)**	(301)
Proceeds from disposition of property and equipment		**20**	226	**20**	226
Deposits in cash management pools		**5,258**	1,119	**47,453**	(6,134)
Net cash from (used in) investing activities		**3,218**	1,030	**(9,973)**	(7,031)
Financing activities					
Payment of lease liabilities		**(321)**	(386)	**(988)**	(1,182)
Dividends paid		**(6,833)**	(5,978)	**(19,644)**	(17,935)
Net cash used in financing activities		**(7,154)**	(6,364)	**(20,632)**	(19,117)
Net increase in cash		**-**	-	**-**	**-**
Cash, beginning of year		**-**	-	**-**	-
Cash, end of year		**$ -**	$ -	**$ -**	$ -

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

1. GENERAL INFORMATION

Corby Spirit and Wine Limited ("Corby" or the "Company") is a leading Canadian manufacturer, marketer and importer of spirits and wines. The Company derives its revenues from the sale of its owned-brands in Canada and other international markets, as well as earning commissions from the representation of selected non-owned brands in the Canadian marketplace. Revenues predominantly consist of sales made to each of the provincial liquor boards in Canada. The Company also supplements these primary sources of revenue with other ancillary activities incidental to its core business, such as logistics fees.

Corby is controlled by Hiram Walker & Sons Limited ("HWSL"), which is a wholly-owned subsidiary of Pernod Ricard, S.A. ("PR"), a French public limited company that controls 51.6% of the outstanding Voting Class A Common Shares of Corby as at March 31, 2022.

Corby is a public company incorporated and domiciled in Canada, whose shares are traded on the Toronto Stock Exchange. The Company's registered address is 225 King Street West, Suite 1100, Toronto, ON M5V 3M2.

2. SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of Preparation

Statement of compliance
These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting" ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"). These interim condensed consolidated financial statements follow the same accounting policies as the most recent annual consolidated financial statements, except for changes in accounting policies and methods described below. These interim condensed consolidated financial statements should be read in conjunction with the Company's 2021 annual financial statements.

These interim condensed consolidated financial statements were approved by the Company's Board of Directors on May 12, 2022.

Functional and presentation currency
The Company's interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's, and its subsidiaries, functional and presentation currency.

Foreign currency translation
Transactions denominated in foreign currencies are translated into the functional currency using the exchange rate applying at the transaction date. Non-monetary assets and liabilities denominated in foreign currencies are recognized at the historical exchange rate applicable at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate applying at the balance sheet date. Foreign currency differences related to operating activities are recognized in earnings from operations for the period; foreign currency differences related to financing activities are recognized within net financial income.

Basis of measurement
These interim condensed consolidated financial statements are prepared in accordance with the historical cost model, except for certain categories of assets and liabilities, which are measured in accordance with other methods provided for by IFRS as described in the most recent annual consolidated financial statements, except for recently adopted policies and methods described below. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

Use of estimates and judgements
The preparation of these interim condensed consolidated financial statements in conformity with IFRS requires management to make certain judgements, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the interim condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period.

Judgement is commonly used in determining whether a balance or transaction should be recognized in the interim condensed consolidated financial statements, and estimates and assumptions are more commonly used in determining the measurement of recognized transactions and balances. However, judgement and estimates are often interrelated.

Estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Estimates are made on the assumption the Company will continue as a going concern and are based on information available at the time of preparation. Estimates may be revised where the circumstance on which they were based changes or where new information becomes available. Future outcomes can differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Management's most critical estimates in determining the value of assets and liabilities and the most critical judgements in applying accounting policies that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next year have been described in Note 2 of the Company's most recent annual consolidated financial statements, except for the impact of the adoption of the new and revised standards and interpretations described below.

In March 2020, the World Health Organization declared the outbreak of the novel coronavirus ("COVID-19", the "pandamic") a global pandemic. COVID-19 continues to impact the Company's customers, employees and suppliers. In Canada, the pandemic initially resulted in country-wide government restrictions and regional closures of non-essential businesses including restaurants, bars and other on-premise establishments. While these restrictions on non-essential businesses have lifted in many jurisdictions, they continue to evolve. Importantly for the industry in which Corby operates, the Liquor Boards ("LBs") and retail stores in most provinces have remained open. COVID-19 has impacted LB order timing due to changes to consumer purchasing patters and global supply chain volatility.

For the three and nine months ended March 31, 2022 no indicators of impairment have arisen as a result of the pandemic. Management has also reviewed its judgements and estimates as part of the preparation of its interim condensed consolidated financial statements and concluded that there were no significant changes as a result of COVID-19 during the three and nine months ended, and as at March 31, 2022. Management will continue to monitor the effects of the pandemic on external political, economic and social environments, on our business and on our industry.

Seasonality
The interim condensed consolidated financial statements should not be taken as indicative of the performance to be expected for the full fiscal year due to the seasonal nature of the spirits business. Corby's operations are typically subject to seasonal fluctuations in that the retail holiday season generally results in an increase in consumer purchases over the course of October, November and December. Further, the summer months traditionally result in higher consumer purchases of spirits as compared to the winter and spring months. As a result, the Company's first and second quarter of each fiscal year tend to reflect the impact of seasonal fluctuations in that more shipments are typically made during those quarters.

(ii) Adoption of New and Revised Standards and Interpretations

Recent accounting pronouncements
A number of new standards, amendments to standards and interpretations are effective for the financial period ended March 31, 2022, and accordingly, have been applied in preparing these interim condensed consolidated financial statements:

a) Interest Rate Benchmark Reform – Phase 2

In August 2020, the IASB issued amendments to "Interest Rate Benchmark Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4, IFRS 16)". The amendments clarify impacts to the financial statements arising from IBOR reform and transitioning to alternative benchmark rates. The amendments are effective for annual reporting periods beginning on or after January 1, 2021. For Corby, these amendments became effective July 1, 2021. These amendments did not impact the Company's interim condensed consolidated financial statements.

b) IFRS 16, Leases

In March 2021, the IASB issued an amendment to IFRS 16, "Leases" ("IFRS 16"). The amendment extends, by one year, the May 2020 amendment that provides lessees with an exemption from assessing whether a COVID-19-related rent concession is a lease modification. The amendment is effective for annual reporting periods beginning on or after April 1, 2021. For Corby, the amendment became effective July 1, 2021 and did not have a significant impact on the Company's interim condensed consolidated financial statements.

c) IAS 38, Intangible Assets

In December 2020 and March 2021, the IFRS Interpretations Committee (the "Committee") discussed the configuration or customization of costs in a cloud computing arrangement. This decision clarifies IAS 38 Intangible Assets with respect to the accounting treatment for configuration or customization costs on software as a service ("SaaS") contracts that are analyzed as service contracts. Based on the agenda decision published by the Committee, Corby is currently reviewing its intangible assets to determine if all assets have been recorded in line with the interpretation. While this review is ongoing, it is not expected that the outcome will have a material impact on the financial statements of the Company in future periods.

Recent accounting pronouncements not in effect
The below standards have been issued but are not yet effective for the financial period ended March 31, 2022, and accordingly, have not been applied in preparing the interim condensed consolidated financial statements:

IFRS 17	*Insurance Contracts*
Amendments to IFRS 17	*Insurance Contracts*
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current*
Amendments to IAS 1	*Disclosure of Accounting Policies*
Amendments to IAS 8	*Definition of Accounting Estimates*
Amendments to IAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to IFRS 3	*Reference to the Conceptual Framework*
Amendments to IAS 16	*Property, Plant and Equipment—Proceeds before Intended Use*
Amendments to IAS 37	*Onerous Contracts – Cost of Fulfilling a Contract*
Annual Improvements to IFRS Standards 2018-2020 Cycle	*Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture*

The Company is reviewing the impact the standards and amendments to standards listed above may have on the financial statements of the Company in future periods.

3. FAIR VALUE

The Company uses a fair value hierarchy in order to classify the fair value measurements and disclosures related to the Company's financial assets and financial liabilities. The fair value hierarchy has the following levels:

- Level 1 – Quoted market prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 – Unobservable inputs such as inputs for the asset or liability that are not based on observable market data.

For financial assets and liabilities that are valued at other than fair value on its balance sheets (i.e., deposits in cash management pools, accounts receivable, accounts payable and accrued liabilities), fair value approximates their carrying value at each balance sheet date due to their short-term maturities. Fair value is determined using Level 2 inputs. Level 3 inputs are used to determine the fair value of pension plan assets contained within the infrastructure and real estate funds.

4. ACCOUNTS RECEIVABLE

	Mar. 31, 2022	Mar. 31, 2021	Jun. 30, 2021
Trade receivables	**$ 18,933**	$ 16,007	$ 18,138
Due from related parties	**11,322**	13,403	15,773
Other	**1,426**	1,151	1,806
	$ 31,681	$ 30,561	$ 35,717

5. INVENTORIES

	Mar. 31, 2022	Mar. 31, 2021	Jun. 30, 2021
Raw materials	**$ 4,436**	$ 3,745	$ 3,811
Work-in-progress	**46,265**	45,372	45,744
Finished goods	**9,870**	12,608	11,230
	$ 60,571	$ 61,725	$ 60,785

The cost of inventory recognized as an expense and included in cost of goods sold during the three and nine month periods ended March 31, 2022 were $13,017 and $43,371 (2021 – $12,283 and $42,580). During the three and nine month periods ended March 31, 2022 there were write-downs of $189 and $383 (2021 – $203 and $624) on inventory as a result of net realizable value being lower than cost. No inventory write-downs recognized in previous years were reversed.

6. INTANGIBLE ASSETS

Movements for the nine months ended March 31, 2022

	Opening Book Value	Movements in the Year: Additions	Movements in the Year: Amortization	Ending Book Value
Long-term representation rights	**$ -**	**$ 54,450**	**$ (7,779)**	**$ 46,671**
Trademarks and licences	**17,461**	**-**	**-**	**17,461**
IT Software	**2,568**	**227**	**(593)**	**2,202**
	$ 20,029	**$ 54,677**	**$ (8,372)**	**$ 66,334**

Movements for the nine months ended March 31, 2021

	Opening Book Value	Movements in the Year: Additions	Movements in the Year: Amortization	Ending Book Value
Long-term representation rights	$ 7,201	$ -	$ (5,397)	$ 1,804
Trademarks and licences	17,461	-	-	$ 17,461
IT Software	2,776	301	(584)	$ 2,492
	$ 27,438	$ 301	$ (5,981)	$ 21,757

On September 24, 2020 Corby signed an agreement with its ultimate parent whereby Corby will continue to represent PR Brands for a five year and three-month period beginning July 1, 2021. The agreement required a payment of an up-front fee of $54.5 million which was paid September 28, 2021, which Corby funded through its deposits in cash management pools. See Note 14, "Related Party Transactions" for further information.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Mar. 31, 2022	Mar. 31, 2021	Jun. 30, 2021
Trade payables and accruals	**$ 32,963**	$ 26,724	$ 37,145
Due from related parties	**8,069**	6,883	5,094
Other	**1,338**	1,115	1,726
	$ 42,370	$ 34,722	$ 43,965

8. REVENUE

The Company's revenue consists of the following streams:

	Three months ended		*Nine months ended*	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Case goods sales	**$ 26,570**	$ 26,738	**$ 94,243**	$ 94,165
Gross commissions	**9,207**	7,883	**28,042**	27,324
Amortization of representation rights	**(2,593)**	(1,805)	**(7,779)**	(5,397)
Commissions, net	**6,614**	6,078	**20,263**	21,927
Other services	**1,364**	995	**3,724**	3,300
	$ 34,548	$ 33,811	**$ 118,230**	$ 119,392

Other services include revenues incidental to the manufacture of Case Goods, such as logistics fees, miscellaneous bulk spirit sales, and on-premise spirit and merchandise sales.

9. OTHER (EXPENSE) / INCOME

The Company's other (expense) income consists of the following amounts:

	Three months ended		*Nine months ended*	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Foreign exchange (loss) gain	**$ (46)**	$ (28)	**$ (73)**	$ 80
Loss on disposal of property and equipment	**(1)**	-	**(1)**	-
Grants	**-**	-	**204**	110
Other expense	**(206)**	-	**(125)**	-
	$ (253)	$ (28)	**$ 5**	$ 190

10. NET FINANCIAL INCOME AND EXPENSE

The Company's financial income (expense) consists of the following amounts:

	Three months ended		Nine months ended	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Interest income	**$ 77**	$ 151	**$ 210**	$ 473
Interest expense on lease liabilities	**(14)**	(31)	**(45)**	(98)
Net financial impact of pensions	**(47)**	(120)	**(144)**	(361)
	$ 16	$ -	**$ 21**	$ 14

11. EXPENSES BY NATURE

Earnings from operations include depreciation and amortization, as well as personnel expenses, as follows:

	Three months ended		Nine months ended	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Depreciation of property and equipment	**$ 554**	$ 607	**$ 1,600**	$ 1,877
Depreciation of right-of-use assets	**316**	389	**987**	1,202
Amortization of intangible assets	**2,806**	2,008	**8,372**	5,981
Salary and payroll costs	**6,457**	6,603	**19,940**	19,708
Expenses related to pensions and benefits	**267**	343	**801**	1,082

12. NET CHANGE IN NON-CASH WORKING CAPITAL BALANCES

	Three months ended		Nine months ended	
	Mar. 31, 2022	Mar. 31, 2021	**Mar. 31, 2022**	Mar. 31, 2021
Accounts receivable	**$ 5,580**	$ 4,152	**$ 4,036**	$ (4,229)
Inventories	**(690)**	(1,015)	**214**	(381)
Prepaid expenses	**119**	(228)	**(229)**	(125)
Accounts payable and accrued liabilities	**(7,855)**	(6,056)	**(1,595)**	(312)
	$ (2,846)	$ (3,147)	**$ 2,426**	$ (5,047)

13. DIVIDENDS

On May 12, 2022 subsequent to the quarter ended March 31, 2022, the Board of Directors declared its regular quarterly dividend of $0.24 per common share, to be paid on June 10, 2022, to shareholders of record as at the close of business on May 27, 2022. This dividend is in accordance with the Company's dividend policy.

14. RELATED PARTY TRANSACTIONS

Transactions with parent, ultimate parent, and affiliates
The majority of Corby's issued and outstanding Voting Class A shares are owned by HWSL. HWSL is a wholly-owned subsidiary of PR. Therefore, HWSL is Corby's parent and PR is Corby's ultimate parent. Affiliated companies are subsidiaries, which are controlled by Corby's parent and/or ultimate parent.

Corby engages in a significant number of transactions with its parent company, its ultimate parent and various affiliates. Specifically, Corby renders services to its parent company, its ultimate parent, and affiliates for the marketing and sale of beverage alcohol products in the Canadian market. Furthermore, Corby outsources the large majority of its distilling, maturing, storing, blending, bottling and related production activities to its parent company, HWSL. A significant portion of Corby's bookkeeping, recordkeeping services, data processing and other administrative services are also outsourced to its parent company, HWSL. Significant transactions with the parent company, ultimate parent and affiliates are subject to Corby's related party transaction policy, which requires such transactions to undergo an extensive review and require approval from an Independent Committee of the Board of Directors.

The companies operate under the terms of agreements that initially became effective on September 29, 2006 (the "2006 Agreements"). These agreements provide the Company with the exclusive right to represent PR's brands in the Canadian market, as well as providing for the continuing production of certain Corby brands by PR at its production facility in Windsor, Ontario. Certain officers of Corby have been appointed as directors and officers of PR's North American entities, as approved by Corby's Board of Directors.

The 2006 Agreements have been amended and renewed, as follows:

- On August 26, 2015, Corby entered into an agreement with PR and certain affiliates amending the September 29, 2006 Canadian representation agreements, pursuant to which Corby agreed to provide more specialized marketing, advertising and promotion services for the PR and affiliate brands under the applicable representation agreements in consideration of an increase to the rate of commission payable to Corby by such entities.
- On November 11, 2015, Corby and PR entered into agreements for the continued production and bottling of Corby`s owned-brands by Pernod Ricard at the HWSL production facility in Windsor, Ontario, for a 10- year term commencing September 30, 2016. On the same date, Corby and PR entered into an administrative services agreement, under which Corby agreed to continue to manage certain of PR's business interests in Canada, with a similar term and commencement date. Corby's role managing the HWSL production facility ended on June 30, 2020 but the rest of the services contemplated by the administrative services agreement continue to be provided and are governed by that agreement.

On September 24, 2020, Corby renewed its exclusive right to represent PR's brands in Canada for a further five years and three months, effective July 1, 2021 until September 29, 2026, with a potential for automatic renewal for a further three years thereafter, subject to the achievement of performance criteria ("The 2021 Agreement"). This new representation agreement also renewed Corby's exclusive right to represent ABSOLUT vodka in Canada. Those rights were originally granted in an agreement entered into on October 1, 2013 for a five-year term, which was extended to September 29, 2021 (consistent with the brands subject to the 2006 Agreements) by way of an agreement dated November 9, 2011 and amended on September 30, 2013. The end of the term of the new Canadian representation agreement aligns with those of existing production and administrative services agreements with PR, renewed in 2016.The 2021 Agreement required a payment of an up-front fee of $54.5 million which was paid September 28, 2021, which Corby funded through its deposits in cash management pools. Since the 2021 Agreement is a related party transaction, the agreement was approved by the Independent Committee of the Corby Board of Directors, in accordance with Corby's related party transaction policy, following extensive review and with external financial and legal advice.

PR also represents certain Corby-owned brands in the United Kingdom. On March 21, 2016, the Company entered into an agreement with Pernod Ricard UK Ltd. ("PRUK"), an affiliated company, which provides PRUK the exclusive right to represent Lamb's rum in Great Britain effective July 1, 2016. On March 28, 2019 the agreement was amended to include Ungava Gin. The agreement was amended again on March 21, 2021 to modify the list of products represented by PRUK and to extend the term of the agreement for a five-year period ending June 30, 2026.

Transactions between Corby and its parent, ultimate parent and affiliates during the period are as follows:

		Three months ended				Nine months ended		
		Mar. 31, 2022		Mar. 31, 2021		**Mar. 31, 2022**		Mar. 31, 2021
Sales to related parties								
Commissions - parent, ultimate parent and affiliated companies	**$**	**8,652**	$	7,440	**$**	**26,445**	$	25,756
Products for resale at an export level - affiliated companies		**1,944**		1,831		**6,783**		5,407
Bulk spirits - affiliated companies		**778**		79		**1,066**		79
	$	**11,374**	$	9,350	**$**	**34,294**	$	31,242
Cost of goods sold, purchased from related parties								
Distilling, blending, and production services - parent	**$**	**5,992**	$	5,143	**$**	**16,756**	$	17,226
Administrative services purchased from related parties								
Marketing, selling and administration services - parent	**$**	**722**	$	500	**$**	**2,090**	$	1,777

Balances outstanding with related parties are due within 60 days, are to be settled in cash and are unsecured.

During the three and nine month periods ended March 31, 2022, Corby sold casks to its parent company for net proceeds of $20 (2021 - $226).

Deposits in cash management pools

Corby participates in a cash pooling arrangement under the Mirror Netting Service Agreement together with PR's other Canadian affiliates, the terms of which are administered by Citibank N.A. The Mirror Netting Service Agreement acts to aggregate each participant's net cash balance for the purposes of having a centralized cash management function for all of PR's Canadian affiliates, including Corby.

As a result of Corby's participation in this agreement, Corby's credit risk associated with its deposits in cash management pools is contingent upon PR's credit rating. PR's credit rating as at May 12, 2022, as published by Standard & Poor's and Moody's, was BBB+ and Baa1, respectively. PR compensates Corby for the benefit it receives from having the Company participate in the Mirror Netting Service Agreement by paying interest to Corby based upon the 30-day CDOR rate plus 0.40%. During the three and nine months ended March 31, 2022, Corby earned interest income of $143 and $430 from PR (2021 – $183 and $558). Corby has the right to terminate its participation in the Mirror Netting Service Agreement at any time, subject to five days' written notice.

15. SEGMENT INFORMATION

Corby has two reportable segments: Case Goods and Commissions. Corby's Case Goods segment derives its revenue from the production and distribution of its owned beverage alcohol brands. Corby's portfolio of owned-brands includes some of the most renowned and respected brands in Canada, such as J. P. Wiser's Canadian whisky, Lamb's rum, Polar Ice vodka, and McGuinness liqueurs.

Corby's Commissions segment earns commission income from the representation of non-owned beverage alcohol brands in Canada. Corby represents leading international brands such as ABSOLUT vodka, Chivas Regal, The Glenlivet and Ballantine's scotches, Jameson Irish whiskey, Beefeater gin, Malibu rum, Kahlúa liqueur, Mumm champagne, and Jacob's Creek and Wyndham Estate wines.

The Commissions segment's financial results are fully reported as "Commissions" in Note 8 of the interim condensed consolidated financial statements. Therefore, a table detailing operational results by segment has not been provided as no additional meaningful information would result.

16. CONTINGENCY

On June 16, 2021, a claim was filed regarding a proposed class action against Corby related to black discoloration near aging warehouses owned by our Parent company, for which Corby acted as manager until June 30, 2020, pursuant to an agreement with our Parent company, HWSL. Corby believes the claim is without merit and intends to vigorously defend itself. Due to the inherent uncertainties of litigation, it is not possible to predict the final outcome of this class action, or determine the amount of any potential losses resulting therefrom, if any.

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