



CORBY SPIRIT AND WINE LIMITED

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED DECEMBER 31, 2022 AND 2021

Q2

CORBY SPIRIT AND WINE LIMITED

Management's Discussion and Analysis

December 31, 2022

The following Management's Discussion and Analysis ("MD&A") dated February 8, 2023 should be read in conjunction with the interim condensed consolidated financial statements and accompanying notes as at and for the three-month period ended December 31, 2022 ("second quarter", "the quarter", or "Q2") and the six-month period ended December 31, 2022 ("H1"), prepared in accordance with International Financial Reporting Standards ("IFRS"). 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, 2022.

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 & 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 February 8, 2023. 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 second quarter of fiscal 2023 (three months ended December 31, 2022) are against results for the second quarter of fiscal 2022 (three months ended December 31, 2021). All dollar amounts are in Canadian dollars unless otherwise stated.

This MD&A includes references to "CAGR", which is a Non-GAAP financial measure. Management believes this non-GAAP measure is an important supplemental measure of operating performance and highlight trends in the core business that may not otherwise be apparent when relying solely on GAAP financial measures. See the "Non-GAAP Financial Measures" section of this MD&A for additional information.

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. As of May 20, 2023, Corby Spirit and Wine will no longer be representing The Wine Group brands in Canada. Corby is excited to continue representing Stave & Steel and Slow Press Californian wine brands through a new partnership with Resurrection Brands.

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.

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).

Even 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 LBs’ reporting calendars. In the wake of the COVID-19 pandemic, in addition to seasonal fluctuations, LBs’ order phasing, inventory management and global supply chain challenges have contributed to an alteration of our typical sales trends (impacting year over year comparability). Please refer to the “Outlook and the COVID-19 Pandemic” section of this MD&A for further discussion and information on these impacts.

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. The Company has been pursuing a cross-functional digital transformation to build competitive advantage in the mid-term.

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 the acquisition 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. The Company's diversity and inclusion pillar 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 Impacts of 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 have since been lifted. See "Risks & Risk Management – COVID-19 Pandemic" for more information on ongoing risks from the COVID-19 pandemic.

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 early phases of the pandemic. Those channel losses were compensated with growth in the Canadian retail channel led by consumer demand. In the current fiscal year, demand in the on-premise channel remains strong, albeit decelerating from the strong gains in the previous fiscal year. The travel retail sector is also seeing a robust recovery. Consumer demand in the off-premise channel stabilized over the past months at a high level after a strong performance last year.

Supply Chain

The Company closely monitors the changing global environment to ensure LBs' 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 global supply chains.

Global supply chain volatility has resulted in production and logistics delays affecting the Company. Production delays have impacted the availability of certain products to our customers, while logistics delays have increased lead times on imported products and may have impacted stock availability and consumer purchasing behavior. Quarterly shipments do not reflect underlying depletions. It is anticipated that supply chains may remain unpredictable and continue to be a potential risk, both for the supply of finished goods and raw materials.

Financial Implications

To date, our overall financial results have not been negatively impacted by the COVID-19 pandemic. H1 performance was impacted both positively by improvements in logistics and adversely by ongoing supply chain challenges for certain imported PR brands and production of Corby brands for export markets.

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 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, 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

Impacts of the COVID-19 Pandemic” section of this MD&A, Corby’s shipment volumes are impacted by volatility in LBs order phasing as well as global supply chain and logistics delays.

BRAND PERFORMANCE CHART - INCLUDES BOTH CANADIAN AND INTERNATIONAL SHIPMENTS								
(Volumes in 000's of 9L cases)	Three Months Ended				Six Months Ended			
	Dec. 31, 2022	Dec. 31, 2021	Shipment Change		Dec. 31, 2022	Dec. 31, 2021	Shipment Change	
			Volume %	Value %			Volume %	Value %
Brand								
J.P. Wiser's Canadian whisky	175	182	(3%)	4%	320	319	0%	5%
Polar Ice vodka	86	80	8%	11%	172	170	1%	6%
Lamb's rum	123	139	(11%)	(13%)	223	249	(10%)	(10%)
Wiser's Special Blend ⁽¹⁾	67	72	(7%)	2%	128	134	(5%)	1%
Mixable liqueurs	50	41	20%	26%	93	85	9%	18%
Ungava Spirits Brands	47	52	(9%)	4%	96	93	3%	10%
Other Corby-owned brands	46	53	(14%)	(10%)	94	100	(6%)	(4%)
Total Corby brands	594	619	(4%)	2%	1,126	1,150	(2%)	3%

⁽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 declined 4% in volume but grew 2% in value compared to the three months ended December 31, 2021 and declined 2% in shipment volume but grew 3% in shipment value when compared to the six-month period ended December 31, 2021. Performance in the second quarter reflects J.P. Wiser’s benefitting from price increases. Performance of Cabot Trail maple cream liqueur (included in the Ungava Spirits Brands in the above chart) delivered strong growth in the quarter supported by new listings and innovation launches in Quebec, including Coureur des Bois Maple Cream and Blueberry. Polar Ice Vodka delivered strong volume and value growth during the three month period ended December 31, 2022 due to on-premise performance and successful promotional activity, while Mixable Liqueurs lapped production challenges in the prior year. However, this was partially offset by declines in Lamb’s rum driven by consumer trends, and Canadian craft whiskies lapping a high comparison basis last year. Year to date shipments of Corby’s owned brands benefitted from price increases, while volumes were impacted by consumer trends and by the timing of LB orders and inventory management.

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

(Volumes in 000's of 9L cases)	Three Months Ended				Six Months Ended			
	Dec. 31, 2022	Dec. 31, 2021	Shipment Change		Dec. 31, 2022	Dec. 31, 2021	Shipment Change	
			Volume %	Value %			Volume %	Value %
Domestic	524	540	(3%)	4%	997	1,006	(1%)	5%
International	70	79	(12%)	(11%)	129	144	(10%)	(11%)
Total Corby brands	594	619	(4%)	2%	1,126	1,150	(2%)	3%

In the second quarter, domestic shipments increased by 4% in value despite a volume decline of 3% compared to the same period last year, while fiscal year to date domestic shipments declined 1% in volume though increased by 5% in value compared to the same period last year. Domestic sales benefitted from pricing initiatives, optimization of trade promotional spend and favourable product mix.

Regarding our international markets’ performance, shipment volumes declined 12% while shipment value declined 11% on a quarter over quarter comparable basis while fiscal year to date international shipments declined 10% in volume and declined 11% in value compared to the same period last year. Performance was negatively impacted by supply chain constraints on wet goods used in the production of Lamb’s rum in the UK market, as well as overall logistics disruptions. The Company has taken numerous actions to mitigate these risks, and continues to actively seek out options on mitigating the impact of these disruptions. J.P. Wiser’s in the US market continued to benefit from healthy distributor sell-out and the introduction of innovations in the market.

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.

In the six-months ended December 31, 2022, the Canadian spirits industry retail sales volume remained flat, with growth of 3% in retail value when compared to the same six month period in the prior year. Retail sales for the period were impacted by changes in purchase patterns as consumers increased their purchases at restaurants and bars while off-premise purchases have slowed but remained resilient. Industry trends were led by retail sales volume and value growth in tequila, liqueurs, and Vodka 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. Corby's overall retail value in the six-months ended December 31, 2022 increased 2% despite retail volume declining 1% compared to the same period in the prior year, sustained by broad-based price increases. Retail value performance was largely driven by the strong performance of Polar Ice Vodka in the on-premise channel as well as Mixable Liqueurs lapping a low comparison basis after last year's production challenges which led to stock unavailability. Corby's flagship brand, J.P. Wiser's, grew value and remained flat in volume, while Ungava Spirits grew in value despite flat volumes, led by strong momentum on Cabot Trail.

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

RETAIL SALES FOR THE CANADIAN MARKET ONLY (AS PROVIDED BY THE ACD ⁽¹⁾)													
Brand	Three Months Ended				Six Months Ended				Twelve Months Ended				
	Dec 31,		% Retail	% Retail	Dec 31,		% Retail	% Retail	Dec 31,		% Retail	% Retail	
	2022	2021	Volume	Value	2022	2021	Volume	Value	2022	2021	Volume	Value	
<i>(Volumes in 000's of 9L cases)</i>													
J.P. Wiser's Canadian whisky	167	168	(1%)	3%	288	287	0%	3%	515	512	1%	3%	
Polar Ice vodka	97	90	8%	11%	183	176	4%	7%	335	324	3%	6%	
Lamb's rum	75	79	(4%)	(3%)	141	147	(4%)	(4%)	255	268	(5%)	(4%)	
Wiser's Special Blend ⁽²⁾	73	74	(1%)	1%	132	137	(4%)	(1%)	259	260	(1%)	1%	
Mixable liqueurs	56	49	16%	22%	101	96	5%	9%	157	157	0%	2%	
Ungava Spirits Brands	60	64	(5%)	(1%)	97	97	0%	2%	157	148	6%	5%	
Other Corby-owned brands	48	52	(12%)	(9%)	88	97	(9%)	(6%)	168	182	(8%)	(5%)	
Total	576	576	0%	3%	1,030	1,037	(1%)	2%	1,846	1,851	0%	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 value grew 3% ahead of retail volume which remained flat thanks to pricing favourability and portfolio premiumization, performing better than the category in the six-month period ended December 31, 2022. Retail sales volumes for the Canadian whisky category declined 3%, 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 is a favourite in the on-premise channel. Polar Ice grew retail volume by 4% and retail value by 7% in the six-months ended December 31, 2022 compared to the same period in the prior year, supported by our successful promotional activities along with a strong Toronto Blue Jays™ partnership. The overall vodka category in Canada declined 1% in retail volume but grew 2% in retail value on a comparable basis. The standard vodka category, where Polar Ice vodka competes, grew 2% in retail volume and 3% 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 volume for the overall rum category declined 2% for the six-months ended December 31, 2022, while retail value increased 1%. Retail value growth is attributed to increases in the spiced rum segment. The economy rum category, however, saw retail volumes decline 3% while retail value remained flat compared to the same period last year. Lamb's rum declined 4% in retail volume and value for the six months ended December 31, 2022 compared to the same period in the prior year.

Wiser's Special Blend

Wiser's Special Blend retail volume declined 4%, while retail value declined 1% in the six-months ended December 31, 2022 compared to the same period last year. Retail sales volume for the Canadian whisky category declined 3%, 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 grew 5% while retail value grew 9% for the six months ended December 31, 2022 compared to the same period last year, lapping last year's lower comparison basis which was impacted by raw material constraints. Retail volume for the liqueurs category overall remained flat while value grew by 3% for the six-months ended December 31, 2022 compared to the same period last year.

Ungava Spirits Brands

Retail volume and value for the Ungava Spirits Brands remained flat in volume and grew 2% in value, for the six-months ended December 31, 2022 compared to the same period last year. The flagship brand, Ungava gin, impacted by strong competition in the Quebec and Ontario market, declined 9% in retail volume and 7% in retail value, lagging the gin category (which declined 2% in retail volume but remained flat in retail value). Ready-to-drink innovations launched under the Quebec market are growing rapidly, more than doubling in volume, but resulting in a dilutive effect on the overall volume to value conversion of the Ungava Spirits Brands portfolio.

Cabot Trail maple-based liqueurs (in Quebec, Coureur des Bois) performed very well, benefiting from increased distribution and consumer interest in liqueurs. Retail volume and value grew 3% and 8%, respectively, in the six-months ended December 31, 2022 compared to the same period last year.

Other Corby-Owned Brands

Other Corby-Owned Brands include premium offerings in Canadian whisky such as Lot No. 40, Pike Creek, and Gooderham & Worts (collectively known as the Northern Border Collection), Royal Reserve and the Foreign Affair Brands. Collectively this group of brands declined 9% in retail volume and 6% in retail value for the six-months ended December 31, 2022 compared to the same period in the prior year.

The Northern Border collection declined 9% in volume and 7% in value as performance cycled strong sales from innovation launches.

Royal Reserve® declined 8% in retail volume and 5% in retail value during the six-months ended December 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.

Financial and Operating Results

The following table presents a summary of certain selected consolidated financial information of the Company for the three and six-months ended December 31, 2022 and 2021:

(in millions of Canadian dollars, except per share amounts)	Three Months Ended				Six Months Ended			
	Dec. 31,	Dec. 31,	\$ Change	% Change	Dec. 31,	Dec. 31,	\$ Change	% Change
	2022	2021 ⁽¹⁾			2022	2021 ⁽¹⁾		
Revenue	\$ 45.4	\$ 45.2	\$ 0.2	1%	\$ 86.5	\$ 83.7	\$ 2.8	3%
Cost of sales	(20.4)	(18.0)	(2.4)	13%	(36.3)	(33.2)	(3.1)	9%
Marketing, sales and administration	(13.9)	(15.2)	1.3	-9%	(28.5)	(28.8)	0.3	-1%
Other income (expense)	0.1	0.0	0.1	27%	0.0	0.0	0.0	-141%
Earnings from operations	11.2	12.0	(0.8)	-6%	21.7	21.7	0.0	0%
Financial income	0.5	0.1	0.4	564%	0.7	0.1	0.6	447%
Financial expenses	0.0	(0.1)	0.1	28%	(0.1)	(0.1)	0.0	-1%
Net financial income	0.5	0.0	0.5	N/A	0.6	0.0	0.6	N/A
Earnings before income taxes	11.7	12.0	(0.3)	-3%	22.3	21.7	0.6	3%
Income taxes	(3.1)	(3.1)	0.0	-2%	(5.9)	(5.8)	(0.1)	1%
Net earnings	\$ 8.6	\$ 8.9	\$ (0.3)	-4%	\$ 16.4	\$ 15.9	\$ 0.5	3%
Per common share								
- Basic net earnings	\$ 0.30	\$ 0.31	\$ (0.01)	-4%	\$ 0.58	\$ 0.56	\$ 0.02	3%
- Diluted net earnings	\$ 0.30	\$ 0.31	\$ (0.01)	-4%	\$ 0.58	\$ 0.56	\$ 0.02	3%

(1) Certain comparative information has been reclassified to conform to the current year's presentation.

Overall Financial Results

Net earnings decreased \$0.3 million or 4% for the three months ended December 31, 2022 and increased \$0.5 million or 3% for the H1 period or, six months ended December 31, 2022, compared to the same periods last year. Second quarter performance was affected by rising cost of inputs and ongoing production and logistics challenges on certain brands. Our sales, marketing and administration expenses were optimized and focused on impactful promotional activity to efficiently support sales growth behind our key Corby-owned brands. H1 Net Earnings achieved a healthy growth as compared to pre-pandemic H1 fiscal 2019 with a CAGR of +5% (see Non-GAAP financial measures section of this MD&A).

Revenue

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

(in millions of Canadian dollars)	Three Months Ended				Six Months Ended			
	Dec. 31,	Dec. 31,	\$ Change	% Change	Dec. 31,	Dec. 31,	\$ Change	% Change
	2022	2021			2022	2021		
Revenue streams:								
Case goods	\$ 37.3	\$ 36.7	\$ 0.6	2%	\$ 69.8	\$ 67.7	\$ 2.1	3%
Net Commissions	7.3	7.4	(0.1)	(3%)	15.2	13.6	1.6	11%
Other services	0.8	1.1	(0.3)	(29%)	1.5	2.4	(0.9)	(36%)
Revenue	\$ 45.4	\$ 45.2	\$ 0.2	1%	\$ 86.5	\$ 83.7	\$ 2.8	3%

Case Goods revenue increased \$0.6 million, or 2% and increased \$2.1 million, or 3% for the three and six-month periods ended December 31, 2022, respectively, when compared to the same periods last year. Performance during the three-and-six months period was attributable to the company's pricing initiatives, as well as strong underlying consumer demand for key brands. Revenue from international markets was negatively impacted by logistics and production challenges in the UK.

Net commissions decreased \$0.1 million, or 3% and increased \$1.6 million, or 11% for the three and six-month periods ended December 31, 2022, respectively, when compared to the same periods last year. Second quarter performance was impacted by continued delays on certain PR wines, while H1 results, supported by a strong first quarter, benefited from price increases across the portfolio and an overall improvement in delays from production and logistics when compared to the same period last year. Retail performance on PR brands remained in growth as the portfolio benefitted from its positioning within growing 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 decreased \$0.3 million in the three-month comparative period and declined \$0.9 million for the six-month period ended December 31, 2022, when compared to the same periods last year and are attributable to decreased non-core business bulk whisky sales.

As a result, total Revenue increased \$0.2 million, or 1% and increased \$2.8 million, or 3% for the three and six-month periods ended December 31, 2022, respectively, when compared to the same periods last year.

Cost of sales

Cost of sales increased \$2.4 million, or 13% and increased \$3.1 million, or 9% for the three and six-month periods ended December 31, 2022, respectively, when compared to the same periods last year. The overall increase in cost of sales results from the rising cost of inputs due to high inflation on production lines salaries and on raw materials. Cost increases have been partially offset by bold broad-based price increases and trade promotion optimization.

Marketing, sales and administration

Marketing, sales and administration expenses decreased \$1.3 million, or 9% for the quarter ended December 31, 2022. For the six-month period ended December 31, 2022, marketing, sales and administration expenses decreased \$0.3 million, or 1% when compared to the same period last year. Marketing and promotional investment for this quarter and H1 cycled expenses related to large media programming on certain brands last year. Overhead expenses remained well-controlled, although impacted by inflation.

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 six-month period ended December 31, 2022 increased compared to the prior year as interest rates increased in the current economic environment.

Income taxes

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

	<i>Three Months Ended</i>		<i>Six Months Ended</i>	
	<i>Dec. 31,</i> <i>2022</i>	<i>Dec. 31,</i> <i>2021</i>	<i>Dec. 31,</i> <i>2022</i>	<i>Dec. 31,</i> <i>2021</i>
Combined basic Federal and Provincial tax rates	26.4%	26.4%	26.4%	26.4%
Other	0.0%	(0.3%)	0.1%	0.4%
Effective tax rate	26.4%	26.1%	26.5%	26.8%

Liquidity, Contractual Obligations and Capital Resources

Corby's sources of liquidity are its deposits in cash management pools of \$52.4 million as at December 31, 2022, and its cash generated from operating activities. A summary of the maturity of the Company's contractual obligations as at December 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	\$	52.4	\$	-	\$	-	\$ 52.4
Lease liabilities		1.3		2.7		-	4.0
Pension liability		-		-		7.7	7.7
	\$	53.7	\$	2.7	\$	7.7	\$ 64.1

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 & Risk Management" section of this MD&A for further information.

Cash Flows

(in millions of Canadian dollars)	Three Months Ended			Six Months Ended		
	Dec. 31, 2022	Dec. 31, 2021	\$ Change	Dec. 31, 2022	Dec. 31, 2021	\$ Change
Operating activities						
Net earnings, adjusted for non-cash items	\$ 14.9	\$ 15.6	\$ (0.7)	\$ 29.0	\$ 29.0	\$ 0.0
Net change in non-cash working capital	5.9	14.4	(8.5)	(10.4)	5.3	(15.7)
Net payments for interest and income taxes	(0.8)	(3.1)	2.3	(3.4)	(7.6)	4.2
	20.0	26.9	(6.9)	15.2	26.7	(11.5)
Investing activities						
Additions to property and equipment	(0.8)	(0.5)	(0.3)	(1.6)	(0.9)	(0.7)
Additions to intangible assets	(0.1)	0.0	(0.1)	(0.1)	(54.5)	54.4
Proceeds from disposition of property and equipment	0.3	-	0.3	0.3	-	0.3
(Deposits in)/Withdrawals from cash management pools	(12.8)	(19.3)	6.5	0.0	42.2	(42.2)
	(13.4)	(19.8)	6.4	(1.4)	(13.2)	11.8
Financing activities						
Payment of lease liabilities	(0.3)	(0.3)	0.0	(0.7)	(0.7)	0.0
Dividends paid	(6.3)	(6.8)	0.5	(13.1)	(12.8)	(0.3)
	(6.6)	(7.1)	0.5	(13.8)	(13.5)	(0.3)
Net change in cash	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Operating activities

Net cash generated from operating activities was \$20.0 million during the quarter ended December 31, 2022, compared to \$26.9 million generated during the same period last year, representing a decrease in generation of cash of \$6.9 million on a quarter over quarter comparison basis. Cash flows were impacted by unfavourable working capital changes, offset by lower tax payments. Working capital was negatively impacted by phasing of advertising & promotional spend, inventory build-up and an increase in maturing stocks as a result of increased distillation and rising costs. This was partially offset by favourable changes in accounts receivable as a result of sales phasing.

For the six-month period ended December 31, 2022, net cash from operating activities was \$15.2 million, reflecting a decrease of \$11.5 million compared to the same six-month period last year. Cash flows were impacted by unfavourable working capital changes, offset by lower tax payments and increased earnings. Working capital was primarily driven by phasing of advertising & promotional spend, increased receivables from customers, and inventory build-up.

Investing activities

Net cash used in investing activities was \$13.4 million for the quarter ended December 31, 2022 compared to \$19.8 million in the same period of the prior year. Net cash used in investing activities for the six-months ended December 31, 2022 was \$1.4 million, compared to \$13.2 million in the same six-month period last year. Investing

activities include payments related to additions to property plant and equipment and intangible assets in all periods. During the six month period ending December 31, 2021, investing activities included the use of cash in the amount of \$54.5 million for the payment of the upfront fee required under the 2021 Representation Agreement (defined below) with PR (see the Related Party Transactions section of this MD&A for further information).

Cash management pools represent cash on deposit with Citibank NA via Corby's Mirror Netting Service Agreement (defined below) 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 and the definition of "Mirror Netting Service Agreement", please refer to the "Related Party Transactions" section of this MD&A.

Financing activities

Cash used for financing activities was \$6.6 million for the quarter ended December 31, 2022, compared to \$7.1 million in the same period last year. Financing activity reflects dividend payments paid to shareholder and the payment of lease liabilities.

On February 8, 2023, subsequent to the quarter ended December 31, 2022, Corby's Board of Directors declared its regular quarterly dividend of \$0.21 per common share, to be paid March 3, 2023, to shareholders of record as at the close of business on February 23, 2023. Despite the high inflationary context and an uncertain economic outlook, the Board of Directors decided to exercise their discretion to declare a quarterly dividend in excess of the dividend policy of 90% of net earnings of the preceding fiscal year ended June 30, 2022, normalizing dividends to pre-pandemic levels. 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:

<u>For</u>	<u>Declaration date</u>	<u>Record Date</u>	<u>Payment date</u>	<u>\$ / Share</u>
2023 - Q2	February 8, 2023	February 23, 2023	March 3, 2023	\$ 0.21
2023 - Q1	November 9, 2022	November 25, 2022	December 9, 2022	0.22
2022 - Q4	August 24, 2022	September 16, 2022	September 30, 2022	0.24
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

Outstanding Share Data

As at February 8, 2023, 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. 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 were 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 Representation 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 Representation 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 Representation 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 distribution network throughout Great Britain. On March 28, 2019 the agreement was amended to include Ungava Gin, and 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"). 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 February 8, 2023, 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.

<i>(in millions of Canadian dollars, except per share amounts)</i>	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021
Revenue	\$ 45.4	\$ 41.1	\$ 41.2	\$ 34.5	\$ 45.2	\$ 38.5	\$ 40.4	\$ 33.8
Earnings from operations	11.2	10.5	5.0	6.0	12.0	9.7	7.7	8.4
Net earnings	8.6	7.8	3.1	4.4	8.9	7.0	5.7	6.2
Basic EPS	0.30	0.28	0.11	0.15	0.31	0.25	0.20	0.22
Diluted EPS	0.30	0.28	0.11	0.15	0.31	0.25	0.20	0.22

Critical Accounting Estimates

These interim condensed consolidated financial statements have been prepared in accordance with IFRS using the accounting policies described in Note 4 of the annual audited consolidated financial statements for the year ended June 30, 2022 as well as in the Company's Annual MD&A. The preparation of the interim condensed consolidated financial statements in conformity with IFRS requires management to make certain judgments, 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. Critical judgements, estimates and assumptions used in applying the Company's accounting policies are outlined in Note 2 of the annual audited consolidated financial statements for the year ended June 30, 2022.

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 change 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. These accounting policies and accounting estimates are critical to the understanding of the business and to the results of operations. For the three- and six-month period ended December 31, 2022, there were no material changes to the critical accounting estimates used by the Company from those reported in the Annual MD&A and annual financial statements for the year ended June 30, 2022.

Recent Accounting Pronouncements

Recent accounting pronouncements

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

a) IAS 16, Property, Plant and Equipment – Proceeds Before Intended Use

In May 2020, the IASB issued an amendment to IAS 16, “Property, Plant and Equipment – Proceeds Before Intended Use” (“IAS 16”). The amendment prohibits deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity is required to recognize the proceeds from selling such items, and the cost of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. For Corby, the amendment became effective July 1, 2022. This amendment did not have an impact on the Company’s interim condensed consolidated financial statements.

b) IAS 37, Onerous Contracts – Cost of Fulfilling a Contract

In May 2020, the IASB issued an amendment to IAS 37, “Provisions, Contingent Liabilities and Contingent Assets” (“IAS 37”), specifically with regard to onerous contracts. The amendment clarifies the meaning of costs to fulfil a contract and specifies the costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. For Corby, the amendment became effective July 1, 2022. This amendment did not have an 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 cloud computing arrangements. 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. Based on the agenda decision published by the Committee, Corby reviewed its intangible assets to determine if all assets have been recorded in line with the interpretation. As a result of the review, Corby retroactively applied the accounting policy and adjusted amounts previously recorded in its financial statements. Please refer to the June 30, 2022 annual consolidated financial statements for further information.

The following table outlines the impact the retroactive application of this accounting policy change had on the comparative balance sheet for the period, as at December 31, 2021:

	Dec. 31,
Balance sheet impacts	2021
Decrease in intangible assets	\$ (1,203)
Increase in prepaid expenses	1,022
Decrease in deferred income taxes	48
Decrease in retained earnings	\$ (133)

Recent accounting pronouncements not in effect

The below standards and amendments to standards have been issued but are not yet effective for the financial period ended December 31, 2022, and accordingly, have not been applied in preparing these interim condensed consolidated financial statements:

a) Environmental, Social and Governance ("ESG") and climate reporting

Emissions, carbon and other regulations impacting climate and climate related matters are constantly evolving. With respect to Environmental, Social and Governance ("ESG") and climate reporting, the International Sustainability Standards Board has issued an IFRS Sustainability Disclosure Standard with the goal to develop sustainability disclosure standards that are globally consistent, comparable and reliable. The Canadian Securities Administrators have also issued a proposed National Instrument 51-107 Disclosure of Climate-related Matters which details the additional reporting requirements for Canadian Public Companies. The Company continues to monitor progress on these reporting requirements and assess their impact on the Company's financial statements.

b) IAS 1, Presentation of Financial Statements

In January 2020, the IASB issued an amendment to IAS 1, "Presentation of Financial Statements" ("IAS 1"). The amendment clarifies the classification of liabilities as current or non-current depending on the rights that exist at the end of the reporting period. The amendment also clarifies the meaning of settlement of a liability. This amendment is effective for annual periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023 and is not expected to have a material impact on Corby's financial statements or disclosures.

In October 2022, the IASB further amended the standard to specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. In addition, the amendment requires a company to disclose information about these covenants in the notes to the financial statements. The amendment is effective for annual reporting periods beginning on or after January 1, 2024. For Corby, the amendment will become effective July 1, 2024 and will not have an impact on its financial statements and related disclosures.

In February 2021, the IASB issued an amendment to IAS 1 regarding the disclosure of accounting policies. The amendment clarifies that an entity will be required to disclose its material accounting policy information instead of its significant accounting policies. This amendment is effective for annual periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact this amendment will have on its financial statement disclosures.

c) IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, the IASB issued an amendment to IAS 8, "Accounting Policies, Changes in Accounting Estimates and Errors" ("IAS 8"). The amendment replaces the definition of a change in accounting estimates with a definition of accounting estimates. The amendment also clarifies that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendment is effective for annual reporting periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact the amendment to the standard will have on its financial statements and related disclosures.

d) IAS 12, Income Taxes

In May 2021, the IASB issued an amendment to IAS 12, "Income Taxes" ("IAS 12"). The amendment requires companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendment is effective for annual reporting periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact the amendment to the standard will have on its financial statements and related disclosures.

Other upcoming standards and amendments to standards that are not expected to have an impact on the Company's disclosures and financial results are as follows:

	New or Revised Pronouncement	Effective Date	Company Effective Date
IFRS 17	<i>Insurance Contracts</i>	January 1, 2023	July 1, 2023
Amendments to IFRS 17	<i>Insurance Contracts</i>	January 1, 2023	July 1, 2023
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>	January 1, 2024	July 1, 2024

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 the first quarter of Fiscal 2022 management introduced the use of certain Non-GAAP financial measures, including "Adjusted Revenue", "Adjusted Earnings from Operations", "Adjusted Net Earnings", "Adjusted Basic Earnings per Share" and "Adjusted Diluted Earnings per Share". 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. Management introduced these measures to allow for assessment of the Company's operating performance and financial condition on a basis that is more consistent and comparable between reporting periods.

Starting from the first quarter of Fiscal 2023, the amortization of representation rights is now consistent between this fiscal year and the prior year comparison period. As such, management believes these Non-GAAP financial measures related to adjusted metrics are no longer helpful to readers, nor do they provide additional information relevant to their understanding of the year-on-year performance of the first half of Fiscal 2023.

In addition to using financial measures prescribed under GAAP, references are made in this MD&A to "CAGR", a Non-GAAP financial measure.

CAGR is the compounded annual growth rate at which a quantity or amount grows over time. Throughout this MD&A, CAGRs for Q2 FY23 and H1 FY23 were calculated with reference to the same financial measure of Q2 FY19 and H1 FY19 respectively.

Management believes the non-GAAP measure defined above is an important supplemental measure 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 this measure allows for assessment of the Company's operating performance and financial condition on a basis that is more consistent and comparable between reporting periods.

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 supply chains in particular remain uncertain as its duration is not known. 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 remained open for business throughout the majority of the pandemic.

Corby monitors the remaining 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 financial position cannot be reasonably estimated at this time and will depend on future developments and resulting evolution of economic impacts (see below, "Consumer Consumption Patterns" for more information).

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, health trends and government alcohol consumption guidelines, as well as 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. 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 LBs' 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 chains continue 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 15, "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 this risk through the use of longer-term procurement contracts where possible. In addition, subject to competitive conditions, the Company may pass on commodity price changes 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.

USD Exposure

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.

GBP Exposure

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 of the Company's reportable segments as at December 31, 2022:

Segment	Associated Market	Carrying Values as at Dec. 31, 2022		
		Goodwill	Intangibles	Total
Case Goods - Domestic	Canada	7.4	3.6	11.0
Case Goods - International	United Kingdom ⁽¹⁾	1.3	11.8	13.1
		\$ 8.7	\$ 15.4	\$ 24.1

⁽¹⁾ The Case Goods - International segment relates to Lamb's rum which 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.

Therefore, economic factors (such as consumer consumption patterns) specific to these segments 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, 2022.

CORBYS SPIRIT AND WINE LIMITED

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in thousands of Canadian dollars)

As at	Notes	Dec. 31, 2022	Dec. 31, 2021 ⁽¹⁾	June 30, 2022
ASSETS				
Deposits in cash management pools		\$ 52,445	\$ 52,204	\$ 52,459
Accounts receivable	4	39,785	37,261	35,845
Income taxes recoverable		862	-	2,442
Inventories	5	66,926	59,881	61,090
Prepaid expenses		958	1,660	647
Total current assets		160,976	151,006	152,483
Other assets		6,874	12,027	6,764
Right-of-use assets		3,924	3,839	3,644
Property, plant and equipment		20,132	18,255	20,601
Goodwill		8,757	8,757	8,757
Intangible assets		55,669	67,764	61,264
Total assets		\$ 256,332	\$ 261,648	\$ 253,513
LIABILITIES				
Accounts payable and accrued liabilities	6	\$ 52,376	\$ 50,225	\$ 53,403
Income and other taxes payable		-	250	-
Current lease liabilities		1,310	1,229	1,215
Total current liabilities		53,686	51,704	54,618
Provision for employee benefits		7,712	10,217	7,722
Deferred income taxes		5,691	5,751	5,480
Long-term lease liabilities		2,678	2,653	2,488
Total liabilities		69,767	70,325	70,308
Shareholders' equity				
Share capital		14,304	14,304	14,304
Accumulated other comprehensive gain		5,294	7,192	5,243
Retained earnings		166,967	169,827	163,658
Total shareholders' equity		186,565	191,323	183,205
Total liabilities and shareholders' equity		\$ 256,332	\$ 261,648	\$ 253,513

⁽¹⁾ In preparing its comparative information, the Company has adjusted amounts reported previously in the financial statements as a result of the retrospective application of an accounting policy change in line with IAS 38. Refer to Note 2 for details regarding adjusted amounts.

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

(Unaudited)

(in thousands of Canadian dollars, except per share amounts)

	Notes	For the Three Months Ended		For the Six Months Ended	
		Dec. 31, 2022	Dec. 31, 2021 ⁽¹⁾	Dec. 31, 2022	Dec. 31, 2021 ⁽¹⁾
Revenue	7	\$ 45,433	\$ 45,186	\$ 86,496	\$ 83,682
Cost of sales		(20,403)	(18,047)	(36,324)	(33,229)
Marketing, sales and administration		(13,871)	(15,190)	(28,432)	(28,774)
Other income (expense)	8	65	51	(22)	54
Earnings from operations		11,224	12,000	21,718	21,733
Financial income	9	485	73	728	133
Financial expense	9	(68)	(53)	(127)	(128)
		417	20	601	5
Earnings before income taxes		11,641	12,020	22,319	21,738
Current income taxes		(2,701)	(2,900)	(5,721)	(5,349)
Deferred income taxes		(377)	(241)	(193)	(483)
Income taxes		(3,078)	(3,141)	(5,914)	(5,832)
Net earnings		\$ 8,563	\$ 8,879	\$ 16,405	\$ 15,906
Basic earnings per share		\$ 0.30	\$ 0.31	\$ 0.58	\$ 0.56
Diluted earnings per share		\$ 0.30	\$ 0.31	\$ 0.58	\$ 0.56
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

⁽¹⁾ Certain comparative information has been reclassified to conform to the current year's presentation.

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

CORBYS SPIRIT AND WINE LIMITED

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(in thousands of Canadian dollars)

	For the Three Months Ended		For the Six Months Ended	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Net earnings	\$ 8,563	\$ 8,879	\$ 16,405	\$ 15,906
Other Comprehensive Income:				
Amounts that will not be subsequently reclassified to earnings:				
Net actuarial gains	34	284	69	568
Income taxes	(9)	(76)	(18)	(150)
	25	208	51	418
Total comprehensive income	\$ 8,588	\$ 9,087	\$ 16,456	\$ 16,324

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

(in thousands of Canadian dollars)

	Share Capital	Accumulated Other Comprehensive Income	Retained Earnings	Total
Balance as at June 30, 2022	\$ 14,304	\$ 5,243	\$ 163,658	\$ 183,205
Total comprehensive income	-	51	16,405	16,456
Dividends	-	-	(13,096)	(13,096)
Balance as at December 31, 2022	\$ 14,304	\$ 5,294	\$ 166,967	\$ 186,565
Balance as at June 30, 2021 ⁽¹⁾	\$ 14,304	\$ 6,774	\$ 166,732	\$ 187,810
Total comprehensive income	-	418	15,906	16,324
Dividends	-	-	(12,811)	(12,811)
Balance as at December 31, 2021	\$ 14,304	\$ 7,192	\$ 169,827	\$ 191,323

⁽¹⁾ In preparing its comparative information, the Company has adjusted amounts reported previously in the financial statements as a result of the retrospective application of an accounting policy change in line with IAS 38. Refer to Note 2 for details regarding adjusted amounts.

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

(Unaudited)

(in thousands of Canadian dollars)

	Notes	For the Three Months Ended		For the Six Months Ended	
		Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Operating activities					
Net earnings		\$ 8,563	\$ 8,879	\$ 16,405	\$ 15,906
Adjustments for:					
Amortization and depreciation	10	3,712	3,597	7,374	7,283
Net financial income	9	(417)	(20)	(601)	(5)
Loss on disposal of property and equipment		64	1	64	-
Income tax expense		3,078	3,141	5,914	5,832
Provision for employee benefits		(79)	3	(140)	(24)
		14,921	15,601	29,016	28,992
Net change in non-cash working capital balances	11	5,945	14,352	(10,358)	5,272
Interest received		461	64	690	101
Income taxes paid		(1,304)	(3,127)	(4,142)	(7,696)
Net cash from operating activities		20,023	26,890	15,206	26,669
Investing activities					
Additions to property and equipment		(743)	(508)	(1,556)	(882)
Additions to intangible assets		(91)	(8)	(149)	(54,504)
Proceeds from disposition of property and equipment		271	-	271	-
(Deposits in)/withdrawals from cash management pools		(12,835)	(19,304)	14	42,195
Net cash used in investing activities		(13,398)	(19,820)	(1,420)	(13,191)
Financing activities					
Payment of lease liabilities		(362)	(237)	(690)	(667)
Dividends paid		(6,263)	(6,833)	(13,096)	(12,811)
Net cash used in financing activities		(6,625)	(7,070)	(13,786)	(13,478)
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.

CORBY SPIRIT AND WINE LIMITED

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(in thousands of Canadian dollars, except per share amounts)

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 December 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 annual consolidated financial statements for the year-ended June 30, 2022.

These interim condensed consolidated financial statements were approved by the Company’s Board of Directors on February 8, 2023.

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 circumstances 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.

The Company has assessed significant accounting judgements and estimates in preparing these interim condensed consolidated financial statements for the three and six months ended December 31, 2022 and December 31, 2021. 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 and have been applied consistently in the preparation of these condensed consolidated interim financial statements except for the impact of the adoption of the new and revised standards and interpretations described below.

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 December 31, 2022, and accordingly, have been applied in preparing these interim condensed consolidated financial statements:

a) IAS 16, Property, Plant and Equipment – Proceeds Before Intended Use

In May 2020, the IASB issued an amendment to IAS 16, "Property, Plant and Equipment – Proceeds Before Intended Use" ("IAS 16"). The amendment prohibits deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity is required to recognize the proceeds from selling such items, and the cost of producing those items, in profit or loss. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. For Corby, the amendment became effective July 1, 2022. This amendment did not have an impact on the Company's interim condensed consolidated financial statements.

b) IAS 37, Onerous Contracts – Cost of Fulfilling a Contract

In May 2020, the IASB issued an amendment to IAS 37, “Provisions, Contingent Liabilities and Contingent Assets” (“IAS 37”), specifically with regard to onerous contracts. The amendment clarifies the meaning of costs to fulfil a contract and specifies the costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. The amendment is effective for annual reporting periods beginning on or after January 1, 2022. For Corby, the amendment became effective July 1, 2022. This amendment did not have an 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 cloud computing arrangements. 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. Based on the agenda decision published by the Committee, Corby reviewed its intangible assets to determine if all assets have been recorded in line with the interpretation. As a result of the review, Corby retroactively applied the accounting policy and adjusted amounts previously recorded in its financial statements. Please refer to the June 30, 2022 annual consolidated financial statements for further information.

The following table outlines the impact the retroactive application of this accounting policy change had on the comparative balance sheet for the period, as at December 31, 2021:

	Dec. 31, 2021
Balance sheet impacts	
Decrease in intangible assets	\$ (1,203)
Increase in prepaid expenses	1,022
Decrease in deferred income taxes	48
Decrease in retained earnings	\$ (133)

Recent accounting pronouncements not in effect

The below standards and amendments to standards have been issued but are not yet effective for the financial period ended December 31, 2022, and accordingly, have not been applied in preparing these interim condensed consolidated financial statements:

a) Environmental, Social and Governance (“ESG”) and climate reporting

Emissions, carbon and other regulations impacting climate and climate related matters are constantly evolving. With respect to Environmental, Social and Governance (“ESG”) and climate reporting, the International Sustainability Standards Board has issued an IFRS Sustainability Disclosure Standard with the goal to develop sustainability disclosure standards that are globally consistent, comparable and reliable. The Canadian Securities Administrators have also issued a proposed National Instrument 51-107 Disclosure of Climate-related Matters which details the additional reporting requirements for Canadian Public Companies. The Company continues to monitor progress on these reporting requirements and assess their impact on the Company’s financial statements.

b) IAS 1, Presentation of Financial Statements

In January 2020, the IASB issued an amendment to IAS 1, “Presentation of Financial Statements” (“IAS 1”). The amendment clarifies the classification of liabilities as current or non-current depending on the rights that exist at the end of the reporting period. The amendment also clarifies the meaning of settlement of a liability. This amendment is effective for annual periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023 and is not expected to have a material impact on Corby’s financial statements or disclosures.

In October 2022, the IASB further amended the standard to specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. In addition,

the amendment requires a company to disclose information about these covenants in the notes to the financial statements. The amendment is effective for annual reporting periods beginning on or after January 1, 2024. For Corby, the amendment will become effective July 1, 2024 and will not have an impact on its financial statements and related disclosures.

In February 2021, the IASB issued an amendment to IAS 1 regarding the disclosure of accounting policies. The amendment clarifies that an entity will be required to disclose its material accounting policy information instead of its significant accounting policies. This amendment is effective for annual periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact this amendment will have on its financial statement disclosures.

c) *IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors*

In February 2021, the IASB issued an amendment to IAS 8, “Accounting Policies, Changes in Accounting Estimates and Errors” (“IAS 8”). The amendment replaces the definition of a change in accounting estimates with a definition of accounting estimates. The amendment also clarifies that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendment is effective for annual reporting periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact the amendment to the standard will have on its financial statements and related disclosures.

d) *IAS 12, Income Taxes*

In May 2021, the IASB issued an amendment to IAS 12, “Income Taxes” (“IAS 12”). The amendment requires companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendment is effective for annual reporting periods beginning on or after January 1, 2023. For Corby, the amendment will become effective July 1, 2023. The Company is currently assessing the impact the amendment to the standard will have on its financial statements and related disclosures.

Other upcoming standards and amendments to standards that are not expected to have an impact on the Company’s disclosures and financial results are as follows:

	<u>New or Revised Pronouncement</u>	<u>Effective Date</u>	<u>Company Effective Date</u>
IFRS 17	<i>Insurance Contracts</i>	January 1, 2023	July 1, 2023
Amendments to IFRS 17	<i>Insurance Contracts</i>	January 1, 2023	July 1, 2023
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i>	January 1, 2024	July 1, 2024

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

	Dec. 31, 2022		Dec. 31, 2021 ⁽¹⁾		June 30, 2022
Trade receivables	\$ 21,685	\$	19,821	\$	22,369
Due from related parties	16,092		16,328		11,605
Other	2,008		1,112		1,871
	\$ 39,785	\$	37,261	\$	35,845

⁽¹⁾ Certain comparative information has been reclassified to conform to the current year's presentation.

5. INVENTORIES

	Dec. 31, 2022		Dec. 31, 2021		June 30, 2022
Raw materials	\$ 4,540	\$	4,977	\$	4,790
Work-in-progress	51,314		45,660		47,005
Finished goods	11,072		9,244		9,295
	\$ 66,926	\$	59,881	\$	61,090

The cost of inventory recognized as an expense and included in cost of goods sold during the three and six month periods ended December 31, 2022 were \$18,431 and \$32,876 (2021⁽¹⁾ – \$16,367 and \$30,256). During the three and six month periods ended December 31, 2022 there were write-downs of \$106 and \$151 (2021 – \$152 and \$193) on inventory as a result of net realizable value being lower than cost. No inventory write-downs recognized in previous years were reversed.

⁽¹⁾ Certain comparative information has been reclassified to conform to the current year's presentation.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Dec. 31, 2022		Dec. 31, 2021		June 30, 2022
Trade payables and accruals	\$ 37,368	\$	38,693	\$	43,155
Due to related parties	13,203		10,162		8,473
Other	1,805		1,370		1,775
	\$ 52,376	\$	50,225	\$	53,403

7. REVENUE

The Company's revenue consists of the following streams:

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Case goods sales	\$ 37,386	\$ 36,630	\$ 69,835	\$ 67,673
Gross commissions	9,857	10,045	20,346	18,835
Amortization of representation rights	(2,593)	(2,593)	(5,186)	(5,186)
Commissions, net	7,264	7,452	15,160	13,649
Other services	783	1,104	1,501	2,360
	\$ 45,433	\$ 45,186	\$ 86,496	\$ 83,682

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

8. OTHER INCOME (EXPENSE)

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

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021 ⁽¹⁾	Dec. 31, 2022	Dec. 31, 2021 ⁽¹⁾
Foreign exchange gain (loss)	\$ 146	\$ (31)	\$ 40	\$ (27)
Loss on disposal of property and equipment	(64)	(1)	(64)	-
Other (expense) income	(17)	83	2	81
	\$ 65	\$ 51	\$ (22)	\$ 54

⁽¹⁾ Certain comparative information has been reclassified to conform to the current year's presentation.

9. NET FINANCIAL INCOME AND EXPENSE

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

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Interest income	\$ 485	\$ 73	\$ 728	\$ 133
Interest expense on lease liabilities	(24)	(4)	(38)	(31)
Net financial impact of pensions	(44)	(49)	(89)	(97)
	\$ 417	\$ 20	\$ 601	\$ 5

10. EXPENSES BY NATURE

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

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Depreciation of property and equipment	\$ 628	\$ 520	\$ 1,242	\$ 1,046
Depreciation of right-of-use assets	360	293	695	671
Amortization of intangible assets	2,724	2,784	5,437	5,566
Salary and payroll costs	7,156	6,636	14,345	13,483
Expenses related to pensions and benefits	168	267	335	534

11. NET CHANGE IN NON-CASH WORKING CAPITAL BALANCES

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Accounts receivable	\$ (491)	\$ (5,202)	\$ (3,940)	\$ (1,544)
Inventories	(1,212)	2,057	(5,836)	904
Prepaid expenses	(125)	(290)	(311)	(348)
Accounts payable and accrued liabilities	7,773	17,787	(271)	6,260
	\$ 5,945	\$ 14,352	\$ (10,358)	\$ 5,272

12. DIVIDENDS

On February 8, 2023 subsequent to the quarter ended December 31, 2022, the Board of Directors declared its regular quarterly dividend of \$0.21 per common share, to be paid on March 3, 2023, to shareholders of record as at the close of business on February 23, 2023. The Board of Directors has exercised their discretion to declare a dividend beyond the Company's dividend policy which 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.

13. 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.

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:

	<i>Three months ended</i>		<i>Six months ended</i>	
	Dec. 31, 2022	Dec. 31, 2021	Dec. 31, 2022	Dec. 31, 2021
Sales to related parties				
Commissions - parent, ultimate parent and affiliated companies	\$ 9,195	\$ 9,449	\$ 19,380	\$ 17,793
Products for resale at an export level - affiliated companies	2,152	2,718	3,769	4,839
Bulk spirits - affiliated companies	-	-	-	288
	\$ 11,347	\$ 12,167	\$ 23,149	\$ 22,920
Cost of goods sold, purchased from related parties				
Distilling, blending, and production services - parent	\$ 8,148	\$ 5,257	\$ 16,428	\$ 10,764
Administrative services purchased from related parties				
Marketing, selling and administration services - parent	\$ 848	\$ 684	\$ 1,757	\$ 1,368

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

During the three and six month periods ended December 31, 2022, Corby entered into a transaction with its parent whereby Corby exchanged certain vintages and varieties of bulk whiskey inventory with a fair value of \$nil and \$1,950 (2021-\$nil) for differing vintage and varieties of bulk whisky with an equivalent fair value in an effort to balance each companies' future inventory requirements. The exchange was not a culmination of the earnings process and as such did not impact Corby's net earnings nor its financial position.

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 February 8, 2023, 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 six months ended December 31, 2022, Corby earned interest income of \$503 and \$773 from PR (2021 – \$88 and \$288). Corby has the right to terminate its participation in the Mirror Netting Service Agreement at any time, subject to five days' written notice.

14. 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 7 of the interim condensed consolidated financial statements. Commission revenue is reported net of the amortization of the Long-term Representation Rights which are included in Intangible assets. Amortization for the three and six month periods ended December 31, 2022 was \$2,593 and \$5,186 (2021 – \$2,593 and \$5,186). Therefore, a table detailing operational results by segment has not been provided as no additional meaningful information would result.

15. 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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