

**Stk'emlupsemc te
Secwepemc Nation
Financial Statements**
For the year ended March 31, 2017

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Management's Responsibility for Financial Reporting

The accompanying financial statements of the Stk'emlupsemc te Secwepemc Nation are the responsibility of management and have been approved by the Joint Council.

The financial statements have been prepared by management in accordance with Canadian public sector accounting standards. Financial statements are not precise since they include certain amounts based on estimates and judgments. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances, in order to ensure that the financial statements are presented fairly, in all material respects.

The Stk'emlupsemc te Secwepemc Nation maintains systems of internal accounting and administrative controls of high quality, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and the entity's assets are appropriately accounted for and adequately safeguarded.

The Joint Council is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Joint Council carries out this responsibility principally through its Finance Committee.

The Joint Council reviews the entity's financial statements and recommends their approval. The Joint Council meets periodically with management, as well as the external auditors, to discuss internal controls over the financial reporting issues, to satisfy themselves that each party is properly discharging their responsibilities, and to review the financial statements and the external auditor's report. The Joint Council takes this information into consideration when approving the financial statements for issuance to the member First Nations. The Joint Council also appoint the engagement of the external auditor.

The financial statements have been audited by BDO Canada LLP in accordance with Canadian generally accepted auditing standards on behalf of the member First Nations. BDO Canada LLP has full access to the Joint Council and management.

Councilor

Councilor



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Independent Auditor's Report

To the Joint Council of
Stk'emlupsemc te Secwepemc Nation

We have audited the accompanying financial statements of Stk'emlupsemc te Secwepemc Nation, which comprise the statement of financial position as at March 31, 2017, and the statements of change in net financial assets, operations, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Stk'emlupsemc te Secwepemc Nation as at March 31, 2017 and the results of its operations, change in net financial assets and its cash flows for the year then ended in accordance with Canadian public sector accounting standards.

Chartered Professional Accountants

Kamloops, British Columbia
July 6, 2017

Stk'emlupsemc te Secwepemc Nation
Statement of Financial Position

As at March 31	2017	2016
Financial Assets		
Cash (Note 3)	\$ 2,638,872	\$ 2,473,490
Accounts receivable	84,775	7,125
Due from related party (Note 5)	379,049	385,024
Investments (Note 4)	100,000	100,000
	3,202,696	2,965,639
Liabilities		
Accounts payable and accrued liabilities (Note 5)	227,579	39,779
Due to related parties (Note 5)	1,658,377	1,159,529
	1,316,740	1,766,331
Net Financial Assets		
	1,316,740	1,766,331
Non-Financial Assets		
Prepaid lease payment	12,109	12,109
Tangible capital assets (Note 6)	8,940	11,175
	21,049	23,284
Accumulated Surplus (Note 7)	\$ 1,337,789	\$ 1,789,615

Commitments (Note 8)

Approved on behalf of the Joint Council:

_____, Councilor

_____, Councilor

Stk'emlupsemc te Secwepemc Nation
Statement of Change in Net Financial Assets

<u>For the year ended March 31</u>	<u>Budget</u>	<u>2017</u>	<u>2016</u>
Annual surplus (deficit)	\$ 49,500	\$ (451,826)	\$ (182,240)
Amortization of tangible capital assets	3,000	2,235	2,794
Net change in net financial assets	52,500	(449,591)	(179,446)
Net financial assets, beginning of year	1,766,331	1,766,331	1,945,777
Net financial assets, end of year	\$ 1,818,831	\$ 1,316,740	\$ 1,766,331

Stk'emlupsemc te Secwepemc Nation Statement of Operations

For the year ended March 31	Budget	2017	2016
Revenue			
NSR revenue (Note 7)	\$ 1,600,000	\$ 1,806,056	\$ 1,628,048
KGHM Capacity Funding Agreement (Note 5)	-	525,000	925,000
Cultural Heritage Funding Agreement (Note 5)	-	-	279,059
HVC Project Agreement (Note 5)	-	760,000	300,000
WestKam	-	75,000	125,000
BC Hydro Cultural Heritage Funding	-	270,000	-
BC Hydro Substation Funding	-	154,000	-
Other income	-	11,481	70,485
	<u>1,600,000</u>	<u>3,601,537</u>	<u>3,327,592</u>
Expenses			
Accounting and audit	9,000	8,243	8,000
Advertising and promotion	3,000	-	-
Amortization	3,000	2,235	2,794
Bank charges	500	79	175
Funding to Stk'emlupsemc Limited Partnership	-	1,709,000	1,504,059
Governance development plan	-	12,317	18,249
Management fee (Note 5)	815,000	815,000	815,000
NSR Distributions (Note 5)	300,000	925,160	737,458
Office expenses	-	5,250	1,868
Professional fees	420,000	575,614	289,258
Salaries and benefits	-	465	132,436
Travel	-	-	535
	<u>1,550,500</u>	<u>4,053,363</u>	<u>3,509,832</u>
Annual (deficit) surplus	49,500	(451,826)	(182,240)
Accumulated surplus, beginning of year	1,789,615	1,789,615	1,971,855
Accumulated surplus, end of year	\$ 1,839,115	\$ 1,337,789	\$ 1,789,615

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

Stk'emlupsemc te Secwepemc Nation
Statement of Cash Flows

For the year ended March 31	2017	2016
Operating activities		
Cash received from contributors	\$ 3,433,883	\$ 3,225,511
Cash paid to employees and suppliers	<u>(3,863,324)</u>	<u>(3,505,500)</u>
Cash flows from operating activities	<u>(429,441)</u>	<u>(279,989)</u>
Investing activity		
Advances from related parties	<u>594,823</u>	<u>1,347,050</u>
Net increase in cash	165,382	1,067,061
Cash, beginning of year	<u>2,473,490</u>	<u>1,406,429</u>
Cash, end of year	<u>\$ 2,638,872</u>	<u>\$ 2,473,490</u>

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

Stk'emlupsemc te Secwepemc Nation Notes to Financial Statements

March 31, 2017

1. Summary of Significant Accounting Policies

Accounting Principles	As Stk'emlupsemc te Secwepemc Nation ("SSN") is an extension of the Tk'emlups te Secwepemc ("TteS") and Skeetchestn Indian Band ("SIB") First Nation governments, the Joint Council has determined that it is appropriate to follow accounting principles consistent with those of the TteS and SIB, and, as such, SSN prepares its financial statements in accordance with Canadian generally accepted accounting principles for public sector entities.
Revenue Recognition	Revenue from contribution agreements are recognized when the significant acts for the agreement or milestones have been completed, the amount is due and collectability is reasonably assured.
Government Transfers	Government transfers are recognized in the financial statements in the period in which events giving rise to the transfers occur, providing the transfers are authorized, any eligibility criteria have been met and reasonable estimates of the amount can be made.
Segmented Information	SSN is a shared governance body between the TteS and SIB, whose purpose is to recover the costs of maintaining the natural resource rights and title within its traditional territory. As this is the sole function of SSN, it functions as one operating segment. Accordingly, no other segment reporting by function is being reported on these financial statements and the statement of operations reports expenses by object.

Stk'emlupsemc te Secwepemc Nation Notes to Financial Statements

March 31, 2017

1. Summary of Significant Accounting Policies - continued

Tangible Capital Assets

Tangible capital assets are recorded at cost, which includes all amounts directly attributable to acquisition, development or retirement of the asset. Proceeds on disposal of tangible capital assets are recorded as revenue in the appropriate program. The cost less residual value of the tangible capital assets are amortization is based on the estimated useful life of the assets and is recorded on a straight-line basis at the following annual rate:

Furniture and fixtures	20%
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Tangible capital assets received as contributions are recorded at their fair value at the date of receipt and also are recorded as revenue. No contributed capital assets were received during the year ended March 31, 2017 (2016 - \$nil).

Use of Estimates

The preparation of financial statements in accordance with Canadian public sector accounting standards requires management to make assumptions and estimates that have an effect on the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could be different from those estimates.

Investments

Investments are recorded at cost unless there has been a decline in market value which is other than temporary in nature, in which case the investments are written down to the market value.

Stk'emlupsemc te Secwepemc Nation Notes to Financial Statements

March 31, 2017

2. Government Reporting Entity

SSN is an unincorporated political entity that is the caretaker of the land base which is inhabited by the TteS and SIB. The objective of the entity is to recover the costs of maintaining the natural resource rights and title within its traditional territory. SSN does not own or control any other entities, and as such, no entities have been consolidated into or otherwise accounted for in these financial statements.

3. Cash

SSN's cash is held in one Canadian Chartered Bank and earns interest at the current prevailing rates for business operating accounts.

4. Investments

	<u>2017</u>	<u>2016</u>
KamWest Gold Corporation	<u>\$ 100,000</u>	<u>\$ 100,000</u>

The carrying value is equal to market value for this investment.

Stk'emlupsemc te Secwepemc Nation Notes to Financial Statements

March 31, 2017

5. Related Party Transactions

- (i) The SIB and TteS are related to SSN by virtue of their common control over SSN. In addition, SSN is a beneficiary of the SSN Napa Trust, of which, SIB and TteS are also beneficiaries. NSR revenue is paid from New Gold to the SSN Napa Trust, and SSN is then distributed the net proceeds. During the year, SSN paid NSR Distributions to the related parties, pursuant to the terms of the participation agreement discussed in Note 7, as follows:

	2017	2016
Skeetchestn Indian Band	\$ 462,580	\$ 368,729
Tk'emlups te Secwepemc	462,580	368,729
	\$ 925,160	\$ 737,458

- (ii) Stk'emlupsemc Enterprises Inc. ("SEI")

SEI is related to SSN by virtue of common control under SIB and TteS. The amount due from related party is due from SEI, is due on demand, unsecured and non-interest bearing with no specific terms of repayment.

In addition, SSN paid SEI a management fee in the amount of \$815,000 (2016 - \$815,000). This amount was paid in respect of SEI performing certain negotiating and other administrative functions on behalf of SSN.

- (iii) Stk'emlupsemc Limited Partnership ("SLP")

SSN is a related party to SLP by virtue of being under common control. The amount due to related party is due to SLP, is due on demand, unsecured and non-interest bearing with no specific terms of repayments.

During the year, SSN transferred \$1,709,000 (2016 - \$1,504,059) to SLP in relation to the KGHM Capacity Funding, Cultural Heritage Funding, and HVC Project.

Stk'emlupsemc te Secwepemc Nation
Notes to Financial Statements

March 31, 2017

5. Related Party Transactions - continued

At the end of the year, the advances to (from) related parties are as follows:

	2017	2016
Stk'emlupsemc Enterprises Inc.	\$ 379,049	\$ 385,024
Stk'emlupsemc Limited Partnership	(1,658,377)	(1,159,529)
	\$ (1,279,328)	\$ (774,505)

In addition to the above, included in accounts payable is \$68,002 due to Skeetchestn Natural Resources LLP, an entity controlled by SIB.

6. Tangible Capital Assets

	2017	2016
	Furniture and Fixtures	Furniture and Fixtures
Cost, beginning of year	\$ 37,891	\$ 37,891
Cost, end of year	37,891	37,891
Accumulated amortization, beginning of year	26,716	23,922
Amortization	2,235	2,794
Accumulated amortization, end of year	28,951	26,716
Net carrying amount, end of year	\$ 8,940	\$ 11,175

Stk'emlupsemc te Secwepemc Nation Notes to Financial Statements

March 31, 2017

7. Accumulated Surplus

Accumulated surplus is comprised of the following:

	<u>2017</u>	<u>2016</u>
Operating	\$ 709,806	\$ 781,682
Equity in tangible capital assets	8,940	11,175
New Gold NSR Reserve	419,043	871,758
WestKam Reserve	<u>200,000</u>	<u>125,000</u>
	<u>\$ 1,337,789</u>	<u>\$ 1,789,615</u>

The New Gold NSR Reserve has been established pursuant to the Participation Agreement with New Gold, which requires that annual payments be set aside for the sole benefit of the members of TteS and SIB. Any amounts paid into the Reserve or interest earned thereunder are to be used for the specified purposes of promoting, funding or carrying out social, community or economic development programs of direct benefit to the members of TteS and SIB. Reserve funds will be expended at the discretion of the Joint Council pursuant to the criteria outlined above.

The WestKam reserve has been established for the purposes of performing a Cultural Heritage Study pursuant to the WestKam Gold Advanced Exploration Agreement.

The comparative amounts presented in the reserves have been restated to reflect the actual reserve balances as at March 31, 2016.

Stk'emlupsemc te Secwepemc Nation
Notes to Financial Statements

March 31, 2017

8. Commitments

SSN has entered into a lease agreement for its premises with Kenuc'entwec Development Corp ("KDC"), an entity controlled by SIB. Under the terms of the lease agreement, SSN will pay rent in the amount of \$5,450 per month. The lease expires in October 2024. They have also entered into a lease agreement for their Kamloops office with Kamloops Indian Band Development Corporation. Under the terms of the lease agreement, SSN will pay rent in the amount of \$595 per month. The lease expires March 2018.

Minimum annual lease payments over the next five years for these agreements are as follows:

2018	\$	72,545
2019		65,400
2020		65,400
2021		65,400
2022		65,400
		<hr/>
	\$	334,145
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No rental expense has been recorded on these financial statements as SEI has assumed the lease obligations; however, no legal assignment of the leases have been completed, and as such, the lease commitment is reflected on these financial statements.