



## **DOLLARAMA INC. MANAGEMENT'S DISCUSSION AND ANALYSIS Second Quarter Ended August 2, 2020**

**September 2, 2020**

*The following management's discussion and analysis ("MD&A") dated September 2, 2020 is intended to assist readers in understanding the business environment, strategies, performance and risk factors of Dollarama Inc. (together with its consolidated subsidiaries, referred to as "Dollarama", the "Corporation", "we", "us" or "our"). This MD&A provides the reader with a view and analysis, from the perspective of management, of the Corporation's financial results for the second quarter ended August 2, 2020. This MD&A should be read in conjunction with the Corporation's unaudited condensed interim consolidated financial statements for the second quarter ended August 2, 2020 and the audited annual consolidated financial statements and notes for Fiscal 2020 (as hereinafter defined).*

*Unless otherwise indicated and as hereinafter provided, all financial information in this MD&A as well as the Corporation's unaudited condensed interim consolidated financial statements for the second quarter ended August 2, 2020 have been prepared in accordance with generally accepted accounting principles in Canada ("GAAP") as set out in the CPA Canada Handbook - Accounting under Part I, which incorporates International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").*

*The Corporation manages its business on the basis of one reportable segment. The functional and reporting currency of the Corporation is the Canadian dollar.*

### **Accounting Periods**

All references to "Fiscal 2019" are to the Corporation's fiscal year ended February 3, 2019; to "Fiscal 2020" are to the Corporation's fiscal year ended February 2, 2020; and to "Fiscal 2021" are to the Corporation's fiscal year ending January 31, 2021.

The Corporation's fiscal year ends on the Sunday closest to January 31 of each year and usually has 52 weeks.

### **Forward-Looking Statements**

This MD&A contains certain forward-looking statements about our current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or other future events or developments. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. Specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to:

- the potential adverse impact of the COVID-19 pandemic on the operating and financial results of Dollarama and Dollarcity (including the risk of a potential second wave);
- expectations on gross margin;
- the liquidity position of the Corporation;
- the refinancing of Senior Unsecured Notes (defined hereinafter) maturing in the next twelve months;
- the potential accretive effect of the normal course issuer bid;
- the impact of minimum wage increases on administrative and store operating expenses; and
- the estimated purchase price to be paid by the Corporation for a 50.1% interest in Dollarcity.

Forward-looking statements are based on information currently available to management and on estimates and assumptions made by management regarding, among other things, general economic conditions and the competitive environment within the retail industry in Canada and in Latin America, in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Many factors could cause actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including the following factors which are discussed in greater detail in the "Risks and Uncertainties" section of the Corporation's annual MD&A for Fiscal 2020, available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.dollarama.com](http://www.dollarama.com), and of this MD&A: future increases in operating costs (including increases in statutory minimum wages and incremental costs associated with COVID-19 measures), future increases in merchandise costs (including as a result of tariff disputes), inability to sustain assortment and replenishment of merchandise, increase in the cost or a disruption in the flow of imported goods (including as a result of the global outbreak of COVID-19), failure to maintain brand image and reputation, disruption of distribution infrastructure, inventory shrinkage, inability to renew store, warehouse and head office leases on favourable terms, inability to increase warehouse and distribution centre capacity in a timely manner, seasonality, market acceptance of private brands, failure to protect trademarks and other proprietary rights, foreign exchange rate fluctuations, potential losses associated with using derivative financial instruments, level of indebtedness and inability to generate sufficient cash to service debt, changes in creditworthiness and credit rating and the potential increase in the cost of capital, interest rate risk associated with variable rate indebtedness, competition in the retail industry, disruptive technologies, general economic conditions, departure of senior executives, failure to attract and retain quality employees, disruption in information technology systems, inability to protect systems against cyber-attacks, unsuccessful execution of the growth strategy, holding company structure, adverse weather, pandemic or epidemic outbreaks, natural disasters, climate change, geopolitical events and political unrest in foreign countries, unexpected costs associated with current insurance programs, product liability claims and product recalls, litigation, regulatory and environmental compliance and shareholder activism.

These factors are not intended to represent a complete list of the factors that could affect the Corporation; however, they should be considered carefully. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations regarding the Corporation's financial performance and may not be appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained in this MD&A are made as at September 2, 2020 and management has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

All of the forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.

**GAAP and Non-GAAP Measures**

This MD&A as well as the Corporation’s unaudited condensed interim consolidated financial statements and notes for the second quarter ended August 2, 2020 have been prepared in accordance with GAAP. However, this MD&A also refers to certain non-GAAP measures. The non-GAAP measures used by the Corporation are as follows:

<b>EBITDA</b>	Represents operating income plus depreciation and amortization and includes share of net earnings of equity-accounted investment.
<b>EBITDA margin</b>	Represents EBITDA divided by sales.
<b>Total debt</b>	Represents the sum of long-term debt (including accrued interest and unamortized debt issue costs as current portion), short-term borrowings under the US Commercial Paper Program and other bank indebtedness (if any).
<b>Net debt</b>	Represents total debt minus cash.
<b>Adjusted retained earnings</b>	Represents deficit plus the excess of (i) the price paid for all common shares repurchased under the Corporation’s normal course issuer bids from inception in June 2012 through August 2, 2020 over (ii) the book value of those common shares.

The above-described non-GAAP measures do not have a standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. Non-GAAP measures provide investors with a supplemental measure of our operating performance and financial position and thus highlight trends in our core business that may not otherwise be apparent when relying solely on GAAP measures. With the exception of adjusted retained earnings, these measures are used to bridge differences between external reporting under GAAP and external reporting that is tailored to the retail industry, and should not be considered in isolation or as a substitute for financial performance measures calculated in accordance with GAAP. Management uses non-GAAP measures in order to facilitate operating and financial performance comparisons from period to period, to prepare annual budgets, to assess the Corporation’s ability to meet future debt service, capital expenditure and working capital requirements, and to evaluate senior management’s performance. Management uses total debt and net debt to calculate the Corporation’s indebtedness level, cash position, future cash needs and financial leverage ratios. Adjusted retained earnings is a non-GAAP measure that shows retained earnings without the effect of the excess of (i) the price paid for all common shares repurchased under the Corporation’s normal course issuer bids from inception in June 2012 through August 2, 2020 over (ii) the book value of those common shares. The Corporation believes that securities analysts, investors and other interested parties frequently use non-GAAP measures in the evaluation of issuers. Refer to the section entitled “Selected Consolidated Financial Information” of this MD&A for a reconciliation of the non-GAAP measures used and presented by the Corporation to the most directly comparable GAAP measures.

**Recent Events**

***Quarterly Cash Dividend***

On September 2, 2020, the Corporation announced that its Board of Directors had approved a quarterly cash dividend for holders of common shares of \$0.044 per common share. This dividend is payable on November 6, 2020, to shareholders of record at the close of business on October 9, 2020. The dividend is designated as an “eligible dividend” for Canadian tax purposes.

***Revised Estimated Purchase Price for 50.1% Interest in Dollarcity***

On August 14, 2019, the Corporation acquired, through Dollarama International Inc. (“Dollarama International”), a 50.1% interest in Latin American value retailer Dollarcity and made an upfront cash payment of US\$40.0 million (\$52.8 million). The final purchase price will be calculated using 50.1% of a five times multiple of Dollarcity’s EBITDA for the 12-month period ended June 30, 2020, minus net debt and subject to other adjustments, following completion of the audit of Dollarcity’s financial statements for the reference period.

Based on Dollarcity's preliminary unaudited financial statements for the 12-month period ended June 30, 2020, the estimated purchase price for the Corporation's 50.1% interest in Dollarcity has been adjusted to US\$92.7 million (\$123.5 million) from the previously reported estimate of US\$80.4 million as at May 3, 2020. A gradual lifting of strict government-mandated confinement measures in countries of operation and an increase in store opening hours during the course of Dollarcity's latest quarter ended June 30, 2020 resulted in higher sales, EBITDA and lower debt levels than previously forecasted and anticipated in the context of the COVID-19 pandemic. The adjustment to the estimated purchase price is reflected in the cost of the equity-accounted investment on the interim consolidated statement of financial position. The estimated balance of the purchase price of US\$52.7 million (\$70.7 million) was recorded in accounts payable and accrued liabilities, and will be due, subject to final adjustments, in the third quarter of Fiscal 2021.

### ***COVID-19 Operational Procedures and Cost Impact***

Dollarama continues to maintain wide-ranging measures, implemented in the first quarter of Fiscal 2021, to promote the health and safety of its employees across its operations and of its customers in-store. In addition to various hygiene, cleaning and sanitation measures, strict protocols remain in place to minimize risk to employees and customers in any proven or probable case of COVID-19.

Direct costs related to COVID-19 measures implemented by Dollarama to support employees and protect the health and safety of customers and employees from the outset of the pandemic through to the end of the second quarter ended August 2, 2020 are estimated at approximately \$49.3 million, including \$15 million reported in the first quarter of Fiscal 2021 and \$34.3 million reported in the second quarter of Fiscal 2021. These amounts do not reflect any indirect costs related to COVID-19 such as lost sales and changes in the sales mix.

### **Overview**

#### ***Our Business***

As at August 2, 2020, the Corporation had 1,314 stores in Canada and continues to expand its network across the country. Stores average 10,289 square feet and offer a broad assortment of consumable products, general merchandise and seasonal items, including private label and nationally branded products, all at compelling values. Merchandise is sold in individual or multiple units at select, fixed price points up to \$4.00. All stores are corporately operated, providing a consistent shopping experience, and many are located in high-traffic areas, in metropolitan areas, mid-sized cities and small towns.

The Corporation has an online store to provide additional convenience to its Canadian customers – individuals and businesses alike – who wish to buy products in large quantities that may not be available in-store. Approximately 1,000 products, selected from the broader consumable, general merchandise and seasonal offering, are available for purchase through the online store by the full case only.

The Corporation's strategy is to grow sales, operating income, net earnings, earnings per share and cash flows by expanding its Canadian store network and by offering a compelling value proposition on a wide variety of merchandise to a broad base of customers. The Corporation continually strives to maintain and improve the efficiency of its operations.

The Corporation also has operations in Latin America through its 50.1% equity interest in Dollarcity, a Latin American value retailer headquartered in Panama. Dollarcity offers a broad assortment of consumable products, general merchandise and seasonal items at select, fixed price points up to US\$3.00 (or the equivalent in local currency). At its latest quarter ended June 30, 2020, Dollarcity had a total of 232 stores with 121 locations in Colombia, 48 in El Salvador and 63 in Guatemala.

***Key Items in the Second Quarter of Fiscal 2021***

Comparable Store Sales

- Excluding temporarily closed stores, comparable store sales<sup>(1)</sup> grew 5.4% in the second quarter of Fiscal 2021.
- Including temporarily closed stores, comparable store sales<sup>(1)</sup> grew 2.5% in the second quarter of Fiscal 2021.

Compared to the second quarter of Fiscal 2020:

- Sales increased by 7.1% to \$1,013.6 million;
- Gross margin<sup>(1)</sup> was 43.9% of sales, compared to 43.7% of sales;
- EBITDA<sup>(1)</sup> decreased by 1.3% to \$277.9 million, or 27.4% of sales, compared to 29.8% of sales;
- Operating income decreased by 4.6% to \$211.4 million, or 20.9% of sales, compared to 23.4% of sales; and
- Diluted net earnings per common share increased by 2.2%, to \$0.46 from \$0.45.

During the second quarter of Fiscal 2021, the Corporation opened 13 net new stores, compared to 14 net new stores during the corresponding period last year.

***Key Items in the First Six Months of Fiscal 2021***

Comparable Store Sales

- Excluding temporarily closed stores, comparable store sales<sup>(1)</sup> grew 3.2% in the first six months of Fiscal 2021.
- Including temporarily closed stores, comparable store sales<sup>(1)</sup> grew 0.3% in the first six months of Fiscal 2021.

Compared to the first six months of Fiscal 2020:

- Sales increased by 4.7% to \$1,858.4 million;
- Gross margin<sup>(1)</sup> was 42.7% of sales, compared to 43.0% of sales;
- EBITDA<sup>(1)</sup> decreased by 3.3% to \$491.6 million, or 26.5% of sales, compared to 28.6% of sales;
- Operating income decreased by 7.5% to \$361.1 million, or 19.4% of sales, compared to 22.0% of sales; and
- Diluted net earnings per common share decreased by 6.4%, to \$0.73 from \$0.78.

During the first six months of Fiscal 2021, the Corporation opened 23 net new stores, compared to 25 net new stores during the corresponding period of the previous fiscal year.

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<sup>(1)</sup> We refer the reader to the notes in the section entitled "Selected Consolidated Financial Information" of this MD&A for the definition of these items and, when applicable, their reconciliation with the most directly comparable GAAP measure.

## **Factors Affecting Results of Operations**

### **Sales**

The Corporation recognizes revenue from the sale of products or the rendering of services as the performance obligations are fulfilled.

All sales are final. Revenue is shown net of sales tax and discounts. Gift cards sold are recorded as a liability, and revenue is recognized when gift cards are redeemed.

Our sales consist of comparable store sales and new store sales as well as sales to third parties.

Comparable store sales represent sales of Dollarama stores, including relocated and expanded stores, open for at least 13 complete fiscal months relative to the same period in the prior fiscal year. The primary drivers of comparable store sales performance are changes in the number of transactions and the average transaction size. To increase comparable store sales, the Corporation focuses on offering a wide selection of quality merchandise at attractive values in well-designed, consistent and convenient store formats.

The Corporation's wholly-owned subsidiary, Dollarama International, may enter into arrangements with customers for the sale of products to consumers located outside of Canada. When the Corporation acts as the principal in these arrangements, it recognizes revenue based on the amounts billed to customers. Otherwise, the Corporation recognizes the net amount that it retains as revenue.

Sales by Dollarama International to customers represent sales of merchandise to Dollarcity. Following the acquisition by Dollarama International of a 50.1% interest in Dollarcity on August 14, 2019, the Corporation continues, through Dollarama International, to share its business expertise, to provide various services and to act as Dollarcity's primary supplier of products, either as principal or as intermediary, pursuant to a licensing and services agreement (the "LSA") entered into between the parties in February 2013.

Historically, the Corporation's highest sales results have occurred in the fourth quarter, with December representing the highest proportion of sales. Sales also generally increase ahead of other holidays and celebrations, such as Easter, St. Patrick's Day, Valentine's Day and Halloween, but the Corporation otherwise experiences limited seasonal fluctuations in sales in the normal course of business. The Corporation is currently monitoring the impact of the COVID-19 pandemic on its sales, as further discussed below. Refer to the section of the annual MD&A dated April 1, 2020 and of this MD&A entitled "Risks and Uncertainties" for a discussion about the risks associated with seasonality and business continuity.

### **Cost of Sales**

Our cost of sales consists mainly of inventory purchased, the variable and non-indexed portion of store occupancy costs that are excluded from the lease liability under IFRS 16, and transportation costs (which are largely variable and proportional to our sales volume) as well as warehouse and distribution centre occupancy costs. We record vendor rebates, consisting of volume purchase rebates, when it is probable that they will be received and the amounts are reasonably estimable. The rebates are recorded as a reduction of inventory purchases or, if the related inventory has been sold, as a reduction of the cost of sales.

Although cost increases can negatively affect our business, our multiple price point product offering provides some flexibility to react to cost increases on a timely basis. We have historically reduced our cost of sales by shifting most of our sourcing to low-cost foreign suppliers. For Fiscal 2020, direct overseas sourcing accounted for 53% of our purchases. While we still source a majority of our overseas products from China, we currently purchase products from over 25 different countries around the world.

Since the Corporation purchases goods in currencies other than the Canadian dollar, our cost of sales is affected by fluctuations in foreign currencies against the Canadian dollar. In particular, we purchase a vast majority of our imported merchandise from suppliers in China with U.S. dollars. Therefore, our cost of sales is impacted indirectly by the fluctuation of the Chinese renminbi against the U.S. dollar and directly by the fluctuation of the U.S. dollar against the Canadian dollar.

While we enter into foreign exchange forward contracts to hedge a significant portion of our exposure to fluctuations in the value of the U.S. dollar against the Canadian dollar (generally nine to twelve months in advance), we do not hedge our exposure to fluctuations in the value of the Chinese renminbi against the U.S. dollar.

Shipping and transportation costs, including surcharges on transportation costs, are also a significant component of our cost of sales. When fuel costs fluctuate, shipping and transportation costs increase or decrease, as applicable, because the carriers generally pass on these cost changes to us. Because of the high volatility of fuel costs, it is difficult to forecast the fuel surcharges we may incur from our carriers.

The occupancy costs included in our cost of sales are mainly comprised of variable and non-indexed rental expenses for our stores that are excluded from the lease liability under IFRS 16. Fixed and indexed rental payments are capitalized as a lease liability under IFRS 16. Occupancy costs have generally increased over the years. Management believes that it is generally able to negotiate leases at competitive market rates and does not anticipate material rate increases in the short to medium term. Presently, it is too early to determine the impact of the COVID-19 pandemic on commercial real estate rates. Typically, store leases are signed with base terms of ten years and one or more renewal options of five years each.

We strive to maintain a sustainable gross margin, where we believe we can achieve a healthy balance between maximizing returns to shareholders and offering a compelling value to our customers. The gross margin varies on a quarterly basis as a result of fluctuations in product margins, as we refresh approximately 25% to 30% of our offering on an annual basis, and/or fluctuations in logistics and transportation costs, among other factors. This fiscal year, the gross margin is also impacted by a shift in the sales mix in the COVID environment and by COVID-19 measures implemented throughout Dollarama's operations, including its logistics chain.

In the context of the COVID-19 pandemic and the prevailing retail environment in Canada, management maintained the decision to minimize price increases in Fiscal 2021 in order to provide Canadian consumers with affordable everyday products. Management intends to continue to invest in the value proposition to consumers to stimulate sales growth, both in terms of number of units per transaction and number of transactions.

#### ***General, Administrative and Store Operating Expenses***

General, administrative and store operating expenses ("SG&A") consist of store labour, which is primarily variable and proportional to our sales volume, as well as general store maintenance costs, salaries and related benefits of corporate and field management team members, administrative office expenses, professional fees, and other related expenses, all of which are primarily fixed. Although our average store hourly wage rate is higher than the statutory minimum wage, a significant increase in the statutory minimum wage would significantly increase our payroll costs unless we realize offsetting productivity improvements and other store cost reductions.

Certain Canadian provinces have announced notable increases in the statutory minimum wage. Some increases have already come into force in early Fiscal 2021 while others, including in Ontario, are scheduled to come into force on October 1, 2020. Minimum wage adjustments that deviate from the formula based on the year-over-year change in the consumer price index (CPI) create unpredictability, resulting in additional challenges for retailers.

In addition, in the first quarter of Fiscal 2021, in the context of the COVID-19 pandemic, Dollarama implemented a 10% pay increase, effective March 23, 2020, for all store, distribution centre and warehouse employees. On a year to date basis, Dollarama has also added approximately 1.5 million employee hours in stores, including the equivalent of an additional shift in each store to staff a dedicated position responsible for crowd control and to ensure the implementation of its COVID-19 operational procedures. The 10% temporary wage premiums, initially scheduled to end on July 1, were extended for another month and ended on August 2, 2020 while other measures, which represent approximately 67% of the costs incurred to date, will remain in place for the foreseeable future. These measures are meant to be temporary but they are expected to create an upward pressure on SG&A expenses for the remainder of Fiscal 2021.

***Economic or Industry-Wide Factors Affecting the Corporation***

The Corporation operates in the value retail industry, which is highly competitive with respect to price, store location, merchandise quality, assortment and presentation, in-stock consistency, and customer service. In addition to the competition from other dollar stores, the Corporation faces competition to an even greater extent from variety and discount stores, convenience stores and mass merchants operating in Canada, many of which operate stores in the areas where the Corporation operates, offer products substantially similar to those offered by Dollarama and engage in extensive advertising and marketing efforts. Moreover, as a result of the Corporation's broad offering of general merchandise, consumable products and seasonal items, it faces competition from various speciality retailers, including in the stationery, hardware, household ware, health and beauty, and arts and crafts categories, whose product offerings overlap with a subset of the Corporation's product offering. Additionally, the Corporation competes with a number of companies for prime retail site locations in Canada and for the recruitment of employees.

On March 11, 2020, the World Health Organization declared the rapidly spreading coronavirus disease (COVID-19) outbreak a pandemic. Subsequently, all of the jurisdictions in which Dollarama operates imposed increasingly strict measures in an attempt to slow the transmission of the virus, including travel restrictions, self-isolation measures, mandatory closures of non-essential services and businesses, and physical distancing practices. Similar measures have been taken in the countries of operation of Dollarcity.

Dollarama has been recognized as an essential business in Canada, and Dollarcity received the same recognition in El Salvador, Guatemala and Colombia. The Corporation is committed to maintaining stores well-stocked with affordable everyday products and offering the same compelling value proposition to customers.

From the outset of the COVID-19 outbreak, the Corporation implemented mitigation strategies, contingency plans and several preventive measures to protect the health and safety of its employees and customers. Also, the Corporation is continuously monitoring the impact of the pandemic on its local and global supply chains and its operations in Canada and Latin America. Measures adopted by the Corporation in response to COVID-19 as well as measures implemented by different levels of governments, which continue to evolve to this date, and their impact on operations, operating costs, customer traffic and labour productivity and availability could materially adversely affect the Corporation's financial results. Supply shortages, temporary closures of facilities, and increased government regulation could also negatively affect operations and financial results.

As at September 1, 2020, economic activity has resumed in all markets in which the Corporation operates, and all Dollarama and Dollarcity stores that were temporarily closed at the height of the pandemic have reopened. However, store traffic continues to be adversely impacted by physical distancing measures in place. The deterioration of economic conditions to date has resulted in a surge in unemployment and may lead to a deterioration in consumer balance sheets, all of which may impact consumers' spending behaviour and could adversely affect the Corporation's financial performance.

It remains impossible to reliably estimate the duration, severity and extent of public health and economic impacts of the COVID-19 pandemic on the operations and financial results of the Corporation, both in the short term and in the long term. A second wave of COVID-19 infections could force governments to reverse reopening plans and impose stricter restrictions.

**Selected Consolidated Financial Information**

The following tables set out selected financial information for the periods indicated. The selected consolidated financial information set out below as at August 2, 2020 and August 4, 2019 has been derived from the Corporation's unaudited condensed interim consolidated financial statements and related notes.

<i>(dollars and shares in thousands, except per share amounts)</i>	<b>13-Week Periods Ended</b>		<b>26-Week Periods Ended</b>	
	<b>August 2, 2020</b>	<b>August 4, 2019</b>	<b>August 2, 2020</b>	<b>August 4, 2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Earnings Data</b>				
Sales	1,013,592	946,405	1,858,390	1,774,441
Cost of sales	568,842	533,162	1,064,589	1,012,307
Gross profit	444,750	413,243	793,801	762,134
SG&A	169,337	131,651	307,075	253,774
Depreciation and amortization	66,507	59,965	130,482	118,164
Share of net earnings of equity-accounted investment	(2,503)	-	(4,877)	-
Operating income	211,409	221,627	361,121	390,196
Financing costs	22,604	24,618	49,806	50,176
Earnings before income taxes	188,805	197,009	311,315	340,020
Income taxes	46,309	53,826	82,740	93,325
Net earnings	142,496	143,183	228,575	246,695
Basic net earnings per common share	\$0.46	\$0.45	\$0.74	\$0.78
Diluted net earnings per common share	\$0.46	\$0.45	\$0.73	\$0.78
Weighted average number of common shares outstanding:				
Basic	310,748	314,757	310,515	314,729
Diluted	312,527	318,533	312,299	318,220
<b>Other Data</b>				
Year-over-year sales growth	7.1%	9.0%	4.7%	9.2%
Comparable store sales growth <sup>(1)</sup>	5.4%	4.7%	3.2%	5.2%
Gross margin <sup>(2)</sup>	43.9%	43.7%	42.7%	43.0%
SG&A as a % of sales <sup>(2)</sup>	16.7%	13.9%	16.5%	14.3%
EBITDA <sup>(3)</sup>	277,916	281,592	491,603	508,360
Operating margin <sup>(2)</sup>	20.9%	23.4%	19.4%	22.0%
Capital expenditures	34,502	30,362	82,500	61,042
Number of stores <sup>(4)</sup>	1,314	1,250	1,314	1,250
Average store size (gross square feet) <sup>(4)</sup>	10,289	10,262	10,289	10,262
Declared dividends per common share	\$0.044	\$0.044	\$0.088	\$0.088

**DOLLARAMA INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**September 2, 2020**

(dollars in thousands)

**A reconciliation of operating income to EBITDA is included below:**

	13-Week Periods Ended		26-Week Periods Ended	
	August 2, 2020	August 4, 2019	August 2, 2020	August 4, 2019
	\$	\$	\$	\$
Operating income	211,409	221,627	361,121	390,196
Add: Depreciation and amortization	66,507	59,965	130,482	118,164
<b>EBITDA</b>	<b>277,916</b>	<b>281,592</b>	<b>491,603</b>	<b>508,360</b>
EBITDA margin <sup>(3)</sup>	27.4%	29.8%	26.5%	28.6%

**A reconciliation of EBITDA to cash flows from operating activities is included below:**

EBITDA	277,916	281,592	491,603	508,360
Financing costs (net of amortization of debt issue costs)	(29,207)	(33,003)	(49,197)	(49,043)
Recognition of gains and losses on bond lock and bond forward contracts	(94)	(94)	(189)	(189)
Current income taxes	(46,309)	(54,200)	(83,941)	(88,119)
Share-based compensation	1,318	1,300	2,498	2,715
(Gain) loss on disposal of assets	(1,611)	24	(2,675)	(480)
Share of net earnings of equity-accounted investment	(2,503)	-	(4,877)	-
	199,510	195,619	353,222	373,244
Changes in non-cash working capital components	82,755	(12,855)	113,575	(96,166)
<b>Net cash generated from operating activities</b>	<b>282,265</b>	<b>182,764</b>	<b>466,797</b>	<b>277,078</b>

**Statement of Financial Position Data**

	As at	
	August 2, 2020	February 2, 2020
	\$	\$
Cash	218,357	90,464
Inventories	585,752	623,490
Total current assets	841,266	764,497
Property, plant and equipment	678,492	644,011
Right-of-use assets	1,305,161	1,283,778
Total assets	3,883,099	3,716,456
Total current liabilities	1,560,846	1,092,484
Total non-current liabilities	2,207,649	2,716,168
Total debt <sup>(5)</sup>	1,744,915	1,883,407
Net debt <sup>(6)</sup>	1,526,558	1,792,943
Shareholders' equity (deficit)	114,604	(92,196)

**DOLLARAMA INC.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**September 2, 2020**

(dollars in thousands)

**A reconciliation of long-term debt to total debt is included below:**

	As at	
	August 2, 2020	February 2, 2020
	\$	\$
Senior unsecured notes bearing interest at:		
Fixed annual rate of 3.55% payable in equal semi-annual instalments, maturing November 6, 2023 (the "3.55% Fixed Rate Notes")	500,000	500,000
Fixed annual rate of 2.203% payable in equal semi-annual instalments, maturing November 10, 2022 (the "2.203% Fixed Rate Notes")	250,000	250,000
Fixed annual rate of 2.337% payable in equal semi-annual instalments, maturing July 22, 2021 (the "2.337% Fixed Rate Notes", and collectively with the 3.55% Fixed Rate Notes and the 2.203% Fixed Rate Notes, the "Fixed Rate Notes")	525,000	525,000
Variable rate equal to 3-month bankers' acceptance rate (CDOR) plus 27 basis points payable quarterly, maturing February 1, 2021 (the "Series 3 Floating Rate Notes")	300,000	300,000
Variable rate equal to 3-month bankers' acceptance rate (CDOR) plus 59 basis points payable quarterly, repaid on March 16, 2020 (the "Series 2 Floating Rate Notes", and collectively with the Series 3 Floating Rate Notes, the "Floating Rate Notes")	-	300,000
Accrued interest on Floating Rate Notes and Fixed Rate Notes (collectively, "Senior Unsecured Notes")	6,368	8,407
Total long-term debt	1,581,368	1,883,407
USCP Notes issued under US Commercial Paper Program	163,547	-
<b>Total debt</b>	<b>1,744,915</b>	<b>1,883,407</b>

**A reconciliation of total debt to net debt is included below:**

Total debt	1,744,915	1,883,407
Cash	(218,357)	(90,464)
<b>Net debt <sup>(6)</sup></b>	<b>1,526,558</b>	<b>1,792,943</b>

**A reconciliation of deficit to adjusted retained earnings is included below:**

Deficit	(372,877)	(574,110)
Price paid in excess of book value of common shares repurchased under the NCIB	3,707,976	3,707,976
<b>Adjusted retained earnings <sup>(7)</sup></b>	<b>3,335,099</b>	<b>3,133,866</b>

The deficit as at August 2, 2020 or February 2, 2020 is not a reflection of poor operating performance. It results from the fact that a significant portion of the cash consideration for the repurchase of shares under the Corporation's normal course issuer bid is accounted for as a reduction of retained earnings and that the market price at which shares are repurchased significantly exceeds the book value of those shares. Even though no shares were repurchased for cancellation in the first two quarters of Fiscal 2021 as the Corporation chose to preserve liquidity as a result of the uncertainty related to the COVID-19 pandemic, management believes that buying back shares remains an effective strategy to drive shareholder value over time and constitutes an appropriate use of the Corporation's funds.

(1) Comparable store sales growth is a measure of the percentage increase or decrease, as applicable, of the sales of stores, including relocated and expanded stores, open for at least 13 complete fiscal months relative to the same period in the prior fiscal year. For the first and second quarters of Fiscal 2021, comparable store sales growth excludes temporarily closed stores.

(2) Gross margin represents gross profit divided by sales. SG&A as a percentage of sales represents SG&A divided by sales. Operating margin represents operating income divided by sales.

(3) EBITDA, a non-GAAP measure, represents operating income plus depreciation and amortization. EBITDA margin represents EBITDA divided by sales.

(4) At the end of the period.

(5) Total debt, a non-GAAP measure, represents the sum of long-term debt (including accrued interest and unamortized debt issue costs as current portion), short-term borrowings under the US Commercial Paper Program and other bank indebtedness (if any).

(6) Net debt, a non-GAAP measure, represents total debt minus cash.

(7) Adjusted retained earnings, a non-GAAP measure, represents deficit plus the excess of (i) the price paid for all common shares repurchased under the Corporation's normal course issuer bids from inception in June 2012 through August 2, 2020 over (ii) the book value of those common shares.

## **Results of Operations**

### ***Analysis of Results for the Second Quarter of Fiscal 2021***

The following section provides an overview of the Corporation's financial performance during the second quarter of Fiscal 2021 compared to the second quarter of Fiscal 2020.

#### *Sales*

Sales for the second quarter of Fiscal 2021 increased by 7.1% to \$1,013.6 million, compared to \$946.4 million in the corresponding period of the prior fiscal year. The increase in sales is attributable to the growth in the total number of stores over the past twelve months, from 1,250 stores on August 4, 2019 to 1,314 stores on August 2, 2020, and to an increase in comparable store sales, driven by higher sales of summer seasonal items as well as household and cleaning products. This was partially offset by lower in-store traffic, a reduction in demand for certain product categories, such as party supplies and greeting cards, and reduced opening hours in some locations.

At the beginning of the second quarter, 104 stores remained temporarily closed due to government-mandated closures, primarily in Quebec malls. In addition, about 84% of stores were operating with reduced hours to allow more time for re-stocking outside of opening hours and due to mandated closures on Sundays in Quebec. Over the course of the quarter, provincial governments began to lift certain restrictions resulting in the re-opening of enclosed-mall stores, the resumption of operations on Sundays in Quebec, coupled with a gradual return to regular opening hours in all markets. By June 19, 2020, all Dollarama stores were open but 107 were still operating with a 10% or more reduction in opening hours. As at September 1, 2020, only 83 stores had reduced opening hours. As a result, there was a gradual increase in store traffic throughout the quarter. However, customer habits continued to be impacted by the pandemic and the various public health measures in place, including physical distancing.

Comparable store sales excluding temporarily closed stores grew 5.4% in the second quarter of Fiscal 2021, consisting of a 41.7% increase in average transaction size and a 25.7% decrease in the number of transactions. Customers reduced the frequency of store visits but purchased larger quantities of goods at one time. Comparable store sales were negatively impacted by low traffic in stores located in malls and which remained open across Canada for the convenience of customers. Comparable store sales including temporarily closed stores grew 2.5%.

In this quarter, 75.0% of the Corporation's sales originated from products priced higher than \$1.25, compared to 72.0% in the corresponding quarter last year.

#### *Gross Margin*

Gross margin was \$444.8 million or 43.9% of sales in the second quarter of Fiscal 2021, compared to \$413.2 million or 43.7% of sales in the second quarter of Fiscal 2020. Gross margin was slightly higher quarter over quarter due to higher sales of higher margin products, namely summer seasonal items, and the positive impact of scaling. This increase was partially offset by incremental direct costs related to COVID-19 measures implemented throughout Dollarama's operations, including its logistics chain, representing approximately \$1.9 million in cost of goods sold and a 20 basis-point impact.

Gross margin includes sales made by the Corporation to Dollarcity, as principal, which represent approximately 1% of the Corporation's total sales, and a nominal markup margin. Consequently, these sales had minimal impact on overall gross margin in either the current or prior year quarter.

#### *SG&A*

SG&A for the second quarter of Fiscal 2021 increased by 28.5% to \$169.3 million, compared to \$131.7 million for the second quarter of Fiscal 2020. SG&A for the second quarter of Fiscal 2021 represented 16.7% of sales, compared to 13.9% of sales for the second quarter of Fiscal 2020. This 2.8% variance mainly reflects the equivalent of an additional shift in each store to staff a dedicated position responsible for limiting the number of customers in-store at one time and for the execution of additional cleaning and physical distancing measures, as well as temporary wage increases for store employees (effective March 23, 2020, and extended to August 2, 2020), amounting to approximately \$32.4 million in total and representing a 320 basis-point impact. SG&A was positively impacted by higher labor productivity in stores due to the processing of fewer transactions but larger baskets.

Incremental direct costs related to COVID-19 measures implemented by Dollarama to support employees and protect the health and safety of customers and employees are estimated at approximately \$34.3 million in the second quarter of Fiscal 2021. This amount does not reflect any indirect costs related to COVID-19 such as lost sales and changes in the sales mix.

#### *Depreciation and Amortization*

The depreciation and amortization expense increased by \$6.5 million, from \$60.0 million for the second quarter of Fiscal 2020 to \$66.5 million for the second quarter of Fiscal 2021. The increase is mainly explained by the depreciation of new stores, right-of-use assets and the distribution centre expansion completed in the last quarter of Fiscal 2020.

#### *Share of Net Earnings of Equity-Accounted Investment*

For the second quarter of Fiscal 2021, the Corporation's 50.1% share of Dollarcity's net earnings for the period from April 1, 2020 to June 30, 2020, was \$2.5 million. The Corporation's investment in Dollarcity is accounted for as a joint arrangement using the equity method.

#### *Financing Costs*

Financing costs decreased by \$2.0 million, from \$24.6 million for the second quarter of Fiscal 2020 to \$22.6 million for the second quarter of Fiscal 2021. The decrease is mainly due to a lower average borrowing rate following the implementation of the US Commercial Paper Program.

#### *Income Taxes*

Income taxes decreased by \$7.5 million, from \$53.8 million for the second quarter of Fiscal 2020 to \$46.3 million for the second quarter of Fiscal 2021, as a result of lower pre-tax earnings as well as a reduction in the statutory tax rate in certain jurisdictions. The statutory income tax rate for the second quarter of Fiscal 2021 was 26.7% compared to 26.9% in the corresponding quarter of Fiscal 2020. The Corporation's effective tax rates for the second quarters of Fiscal 2021 and Fiscal 2020 were 24.5% and 27.3%, respectively. The decrease in the effective tax rate for the second quarter of Fiscal 2021 is primarily due to the reduction of taxes payable on the call option gain following the readjustment to the Dollarcity estimated purchase price, as well as to the tax impact on the Corporation's share of net earnings of its equity-accounted investment, computed net of taxes provisioned by Dollarcity.

#### *Net Earnings*

Net earnings were \$142.5 million, or \$0.46 per diluted common share, in the second quarter of Fiscal 2021, compared to \$143.2 million, or \$0.45 per diluted common share, in the second quarter of Fiscal 2020. Net earnings in the second quarter of Fiscal 2021 reflect higher sales and improved gross margin, offset by the incremental, direct costs incurred in connection with the COVID-19 pandemic.

#### ***Analysis of Results for the First Six Months of Fiscal 2021***

The following section provides an overview of our financial performance during the first six months of Fiscal 2021 compared to the first six months of Fiscal 2020.

#### *Sales*

Sales for the first six months of Fiscal 2021 increased by 4.7% to \$1,858.4 million, compared to \$1,774.4 million in the corresponding period of the prior fiscal year. The increase in sales is attributable to the growth in the total number of stores over the past twelve months, from 1,250 stores on August 4, 2019 to 1,314 stores on August 2, 2020, and to an increase in comparable store sales, driven by higher sales of consumable products as well as summer seasonal items. This was partially offset by lower in-store traffic, a reduction in demand for certain product categories, such as party supplies and greeting cards, and reduced opening hours in some locations.

Comparable store sales grew 3.2%, excluding temporarily closed stores, in the first six months of Fiscal 2021. Comparable store sales growth for the first six months of Fiscal 2021 consisted of a 32.3% increase in average transaction size and a 22.0% decrease in the number of transactions. Customers reduced the frequency of store visits but purchased larger quantities of goods at one time. Comparable store sales were negatively impacted by low traffic in stores located in malls and which remained open across Canada for the convenience of customers.

In the first six months of Fiscal 2021, 73.5% of sales originated from products priced higher than \$1.25, compared to 70.7% in the corresponding period last year.

#### *Gross Margin*

Gross margin was \$793.8 million or 42.7% of sales in the first six months of Fiscal 2021, compared to \$762.1 million or 43.0% of sales in the first six months of Fiscal 2020. The variation was due to slightly lower product margins and the incremental direct costs related to COVID-19 measures implemented. Gross margin includes sales made by the Corporation to Dollarcity, as principal, which represent approximately 1% of the Corporation's total sales, and a nominal markup margin. Consequently, these sales had minimal impact on overall gross margin in either the current or prior year period. The impact of the incremental direct costs related to COVID-19 measures implemented throughout Dollarama's operations, including in its logistics chain, represents approximately \$2.9 million in cost of goods sold and a 15 basis-point impact.

#### *SG&A*

SG&A for the first six months of Fiscal 2021 was \$307.1 million, a 21.0% increase over \$253.8 million for the first six months of Fiscal 2020. SG&A for the first six months of Fiscal 2021 represented 16.5% of sales, compared to 14.3% of sales for the first six months of Fiscal 2020. This 2.2% variance mainly reflects the equivalent of an additional shift in each store to staff a dedicated position responsible for limiting the number of customers in-store at one time and for the execution of additional cleaning and physical distancing measures, as well as temporary wage increases for store employees (effective March 23, 2020, and extended to August 2, 2020), amounting to approximately \$46.4 million in total and representing a 250 basis-point impact. SG&A was positively impacted by higher labor productivity in stores due to the processing of fewer transactions but larger baskets.

#### *Depreciation and Amortization*

The depreciation and amortization expense increased by \$12.3 million, from \$118.2 million for the first six months of Fiscal 2020 to \$130.5 million for the first six months of Fiscal 2021. The increase is mainly explained by the depreciation of new stores, right-of-use assets and the distribution centre expansion completed in the last quarter of Fiscal 2020.

#### *Share of Net Earnings of Equity-Accounted Investment*

For the first six months of Fiscal 2021, the Corporation's 50.1% share of Dollarcity's net earnings for the period from January 1, 2020 to June 30, 2020 was \$4.9 million. The Corporation's investment in Dollarcity is accounted for as a joint arrangement using the equity method.

#### *Financing Costs*

Financing costs decreased by \$0.4 million, from \$50.2 million for the first six months of Fiscal 2020 to \$49.8 million for the first six months of Fiscal 2021. The decrease is mainly due to a lower average borrowing rate following the implementation of the US Commercial Paper Program.

*Income Taxes*

Income taxes decreased by \$10.6 million, from \$93.3 million for the first six months of Fiscal 2020 to \$82.7 million for the first six months of Fiscal 2021, as a result of lower pre-tax earnings as well as a reduction in the statutory tax rate in certain jurisdictions. The statutory income tax rates for the first six months of Fiscal 2021 and Fiscal 2020 were 26.7% and 26.9%, respectively. The Corporation's effective tax rates for the first six months of Fiscal 2021 and Fiscal 2020 were 26.6% and 27.4%, respectively. The decrease in the effective tax rate for the first six months of Fiscal 2021 is due to the tax impact on the Corporation's share of net earnings of its equity-accounted investment computed net of taxes provisioned by Dollarcity.

*Net Earnings*

Net earnings decreased to \$228.6 million, or \$0.73 per diluted common share, in the first six months of Fiscal 2021, compared to \$246.7 million, or \$0.78 per diluted common share, in the first six months of Fiscal 2020. Net earnings in the first six months of Fiscal 2021 reflect higher sales and improved gross margin, offset by the incremental, direct costs incurred in connection with the COVID-19 pandemic.

**Summary of Consolidated Quarterly Results**

<i>(dollars in thousands, except per share amounts)</i>	<b>Fiscal 2021</b>		<b>Fiscal 2020</b>				<b>Fiscal 2019</b>	
	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>
<b>Statement of Net Earnings Data</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Sales	1,013,592	844,798	1,065,201	947,649	946,405	828,036	1,059,714	864,267
Net earnings	142,496	86,079	178,717	138,627	143,183	103,512	171,006	132,093
<b>Net earnings per common share</b>								
Basic	\$0.46	\$0.28	\$0.57	\$0.44	\$0.45	\$0.33	\$0.54	\$0.41
Diluted	\$0.46	\$0.28	\$0.57	\$0.44	\$0.45	\$0.33	\$0.53	\$0.40

Historically, our lowest sales results have occurred during the first quarter whereas our highest sales results have occurred during the fourth quarter, with December representing the highest proportion of sales. Our sales also generally increase ahead of other holidays and celebrations, such as Easter, St. Patrick's Day, Valentine's Day and Halloween, but we otherwise experience limited seasonal fluctuations and expect this trend to continue. The occurrence of unusually adverse weather or an outbreak like the COVID-19 pandemic causing disruption in our business activities or operations during a peak season such as the winter holidays or around other major holidays and celebrations or for a prolonged period of time could have an adverse effect on our distribution network and on store traffic, which could materially adversely affect our business and financial results. Results for the second quarter of Fiscal 2021 may not be representative of results for other quarters or for the full fiscal year.

**Liquidity and Capital Resources**

**Cash Flows for the Second Quarter of Fiscal 2021**

<i>(dollars in thousands)</i>	<b>13-Week Periods Ended</b>		
	<b>August 2, 2020</b>	<b>August 4, 2019</b>	<b>Change</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash flows from operating activities	282,265	182,764	99,501
Cash flows used in investing activities	(62,384)	(30,181)	(32,203)
Cash flows used in financing activities	(524,168)	(68,829)	(455,339)
Net change in cash	(304,287)	83,754	(388,041)

*Cash Flows - Operating Activities*

For the second quarter of Fiscal 2021, cash flows generated from operating activities totalled \$282.3 million, compared to \$182.8 million for the second quarter of Fiscal 2020. This increase is attributable to a lower use of working capital resulting mainly from a deferral of tax installments allowed by Canadian tax authorities in the context of the COVID-19 pandemic, as well as a lower use of working capital to purchase inventory.

*Cash Flows - Investing Activities*

For the second quarter of Fiscal 2021, cash flows used in investing activities totalled \$62.4 million, compared to \$30.2 million for the second quarter of Fiscal 2020. The increase of \$32.2 million includes a US\$20.0 million (\$28.0 million) equity investment into Dollarcity, as well as new store openings and additional store-related transformational capital expenditures for Dollarama's stores in Canada, including but not limited to, the purchase of additional self-checkout machines for certain high-traffic locations across the network, the continued roll-out of security cameras, and other store optimization projects.

*Cash Flows - Financing Activities*

For the second quarter of Fiscal 2021, cash flows used in financing activities totalled \$524.2 million, compared to \$68.8 million for the second quarter of Fiscal 2020. This increase is mainly due to the repayment of the Credit Facility (defined hereinafter) and USCP Notes (defined hereinafter).

**Cash Flows for the First Six Months of Fiscal 2021**

<i>(dollars in thousands)</i>	<b>26-Week Periods Ended</b>		
	<b>August 2, 2020</b>	<b>August 4, 2019</b>	<b>Change</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash flows from operating activities	466,797	277,078	189,719
Cash flows used in investing activities	(110,276)	(60,510)	(49,766)
Cash flows used in financing activities	(228,628)	(127,887)	(100,741)
Net change in cash	127,893	88,681	39,212

*Cash Flows - Operating Activities*

For the first six months of Fiscal 2021, cash flows generated from operating activities totalled \$466.8 million, compared to \$277.1 million for the first six months of Fiscal 2020. This increase is attributable to lower use of working capital resulting mainly from a deferral of tax installments allowed by Canadian tax authorities in the context of the COVID-19 pandemic, improved collections of receivables, as well as a lower use of working capital to purchase inventory.

*Cash Flows - Investing Activities*

For the first six months of Fiscal 2021, cash flows used in investing activities totalled \$110.3 million, compared to \$60.5 million for the first six months of Fiscal 2020. This increase includes a US\$20.0 million (\$28.0 million) equity investment into Dollarcity, as well as new store openings and additional store-related transformational capital expenditures for Dollarama's stores in Canada, such as the purchase of additional self-checkout machines for certain high-traffic locations across the network, the continued roll-out of security cameras, and other store optimization projects.

*Cash Flows - Financing Activities*

For the first six months of Fiscal 2021, cash flows used in financing activities totalled \$228.6 million, compared to \$127.9 million for the first six months of Fiscal 2020. In the first six months of Fiscal 2021, cash flows were used to repay the Series 2 Floating Rate Notes, offset partially by proceeds received on the US Commercial Paper Program.

***Capital Expenditures***

Now that the expansion of the distribution centre is completed, capital expenditures mainly relate to investments in information technology projects and new stores.

Capital expenditures increased by \$4.1 million, from \$30.4 million for the second quarter of Fiscal 2020 to \$34.5 million for the second quarter of Fiscal 2021. This increase reflects additional store-related transformational capital expenditures, including but not limited to, the purchase of additional self-checkout machines for certain high-traffic locations across the network, the continued roll-out of security cameras, and other store optimization projects.

For the first six months of Fiscal 2021, capital expenditures totalled \$82.5 million, compared to \$61.0 million for the first six months of Fiscal 2020. This increase reflects additional store-related transformational capital expenditures, including but not limited to, the purchase of additional self-checkout machines for certain high-traffic locations across the network, the continued roll-out of security cameras, and other store optimization projects.

***Capital Resources***

The Corporation generates sufficient cash flows from operating activities to fund its planned growth strategy in Canada and in Latin America, service its debt and make dividend payments to shareholders. As at August 2, 2020, the Corporation had \$218.4 million of cash on hand and \$799.0 million undrawn under its Credit Facility of which \$163.5 million was reserved to serve as a backstop for outstanding amounts under the US Commercial Paper Program.

The Corporation's ability to pay the principal and interest on our debt, to refinance it, or to generate sufficient funds to pay for planned capital expenditures and investments will depend on our future performance, which to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory, or other factors that are beyond our control.

The Corporation is not eligible for any federal or provincial government support programs made available in the context of the COVID-19 pandemic. In Canada, the Corporation paid rent due to landlords, in full and in a timely manner, for all stores (including those that were temporarily closed during the first and second quarters of Fiscal 2021), warehouses and its head office.

Barring further extraordinary circumstances arising from the COVID-19 pandemic, based upon the current strength of earnings, management believes that cash flows from operating activities, together with cash on hand and credit available under the Credit Facility, will be adequate to meet future operating cash needs.

The Corporation had a negative working capital of \$719.6 million as at August 2, 2020, compared to a negative working capital of \$328.0 million as at February 2, 2020 as a result of the inclusion in current liabilities of the Senior Unsecured Notes due in the next twelve months. The Corporation expects to refinance those notes through the issuance of new long-term notes before their respective maturity dates. The Corporation is in good standing with rating agencies.

The Corporation's assumptions with respect to future liquidity needs and refinancing opportunities may not be correct, and funds available to it from the sources described herein may not be sufficient to enable it to service its indebtedness or cover any shortfall in funding for any unanticipated expenses.

*Senior Unsecured Notes*

Long-term debt outstanding consists of the following as at:	<b>August 2, 2020</b>	<b>February 2, 2020</b>
	<b>\$</b>	<b>\$</b>
Senior unsecured notes bearing interest at:		
Fixed annual rate of 3.55% payable in equal semi-annual instalments, maturing November 6, 2023	500,000	500,000
Fixed annual rate of 2.203% payable in equal semi-annual instalments, maturing November 10, 2022	250,000	250,000
Fixed annual rate of 2.337% payable in equal semi-annual instalments, maturing July 22, 2021	525,000	525,000
Variable rate equal to 3-month bankers' acceptance rate (CDOR) plus 27 basis points payable quarterly, maturing February 1, 2021	300,000	300,000
Variable rate equal to 3-month bankers' acceptance rate (CDOR) plus 59 basis points payable quarterly, repaid on March 16, 2020	-	300,000
Less: Unamortized debt issue costs	(5,619)	(6,624)
Accrued interest on the Senior Unsecured Notes	6,368	8,407
	<u>1,575,749</u>	<u>1,876,783</u>
Current portion (includes the Series 3 Floating Rate Notes maturing February 1, 2021, the 2.337% Fixed Rate Notes maturing July 22, 2021, unamortized debt issue costs and accrued interest on the Senior Unsecured Notes)	<u>(830,711)</u>	<u>(606,494)</u>
	<u>745,038</u>	<u>1,270,289</u>

The table below provides the carrying values and fair values of the Senior Unsecured Notes as at August 2, 2020 and February 2, 2020.

	<u>August 2, 2020</u>		<u>February 2, 2020</u>	
	<u>Carrying value</u>	<u>Fair value</u>	<u>Carrying value</u>	<u>Fair value</u>
	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
<b>Fixed Rate Notes</b>				
3.55% Fixed Rate Notes	501,295	537,850	500,874	523,480
2.203% Fixed Rate Notes	250,759	256,950	250,664	250,958
2.337% Fixed Rate Notes	524,905	533,400	524,686	527,678
<b>Floating Rate Notes</b>				
Series 3 Floating Rate Notes	300,307	299,970	301,302	300,204
Series 2 Floating Rate Notes	-	-	300,754	300,156
	<u>1,577,266</u>	<u>1,628,170</u>	<u>1,878,280</u>	<u>1,902,476</u>

*Credit Facility*

On February 14, 2020, the Corporation and the lenders entered into the Third Amended and Restated Credit Agreement (the "TARCA") reflecting a number of agreed upon amendments to the Second Amended and Restated Credit Agreement (the "SARCA"), including the addition of a new revolving credit facility, Facility D, in the amount of \$300.0 million, which is available until February 12, 2021, to the three existing facilities (all four facilities being collectively referred to as the "Credit Facility"). This additional facility brings total commitments up from \$500.0 million to \$800.0 million and the whole facility serves as a liquidity backstop for the repayment of the USCP Notes issued from time to time under the US Commercial Paper Program.

On March 13, 2020, the Corporation and the lenders entered into a first amending agreement to the TARCA in order to extend the term of Facility B and Facility C, representing \$200.0 million and \$50.0 million respectively, from September 29, 2021 to September 29, 2022. Facility A, in the amount of \$250.0 million, is available until September 27, 2024.

Under the TARCA, the Corporation may, under certain circumstances and subject to receipt of additional commitments from existing lenders or other eligible institutions, request increases to the Credit Facility up to an aggregate amount, together with all then-existing commitments, of \$1.5 billion.

The TARCA requires the Corporation to respect a minimum interest coverage ratio and a maximum leverage ratio, each tested quarterly on a consolidated basis. The Corporation has the option to borrow in Canadian or U.S. dollars.

The Credit Facility remains guaranteed by Dollarama L.P. and Dollarama GP Inc. (collectively, with the Corporation, the "Credit Parties"). The TARCA contains restrictive covenants that, subject to certain exceptions, limit the ability of the Credit Parties to, among other things, incur, assume, or permit to exist senior ranking indebtedness or liens, engage in mergers, acquisitions, asset sales or sale-leaseback transactions, alter the nature of the business and engage in certain transactions with affiliates. The TARCA also limits the ability of the Corporation to make loans, declare dividends and make payments on, or redeem or repurchase equity interests if there exists a default or an event of default thereunder.

As at August 2, 2020, no amount was outstanding under the TARCA (February 2, 2020 – no amount outstanding under the SARCA), although there were letters of credit issued for the purchase of inventories which amounted to \$1.0 million (February 2, 2020 – \$0.5 million). As at August 2, 2020, the Corporation was in compliance with all of its financial covenants.

*Short-Term Borrowings*

On February 18, 2020, the Corporation announced the establishment of a commercial paper program in the United States on a private placement basis, in reliance upon exemptions from registration and prospectus requirements under applicable securities legislation (the "US Commercial Paper Program").

Under the terms of the US Commercial Paper Program, the Corporation may issue, from time to time, unsecured commercial paper notes with maturities not in excess of 397 days from the date of issue (the "USCP Notes"). The aggregate principal amount of USCP Notes outstanding at any one time under the US Commercial Paper Program may not exceed US\$500.0 million. The Corporation uses derivative financial instruments to convert the net proceeds from the issuance of USCP Notes into Canadian dollars, and uses those proceeds for general corporate purposes.

The USCP Notes are direct unsecured obligations of the Corporation and rank equally with all of its other unsecured and unsubordinated indebtedness. The USCP Notes are unconditionally guaranteed by Dollarama L.P. and Dollarama GP Inc., each a wholly-owned subsidiary of the Corporation.

The USCP Notes had carrying values that approximated their fair values as at August 2, 2020 and their fair value was determined using Level 2 inputs. As at August 2, 2020, the amount outstanding under the US Commercial Paper Program was US\$122.2 million (\$163.5 million).

*Contractual Obligations, Off-Balance Sheet Arrangements and Commitments*

The table below analyzes the Corporation's non-derivative financial liabilities into relevant maturity groupings based on the remaining period from the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows as at August 2, 2020. Trade payable and accrued liabilities exclude liabilities that are not contractual (such as income tax liabilities created as a result of statutory requirements imposed by governments).

<i>(dollars in thousands)</i>	<b>Less than 3 months</b>	<b>3 months to 1 year</b>	<b>1-5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Trade payable and accrued liabilities	249,841	-	-	-	249,841
Dividend payable	13,683	-	-	-	13,683
Lease liabilities <sup>(1)</sup>	68,546	165,968	761,327	784,623	1,780,464
Principal repayment on:					
3.55% Fixed Rate Notes	-	-	500,000	-	500,000
2.203% Fixed Rate Notes	-	-	250,000	-	250,000
2.337% Fixed Rate Notes	-	525,000	-	-	525,000
Series 3 Floating Rate Notes	-	300,000	-	-	300,000
USCP Notes	163,547	-	-	-	163,547
Interest payments on:					
3.55% Fixed Rate Notes	-	17,750	44,375	-	62,125
2.203% Fixed Rate Notes	-	5,508	8,261	-	13,769
2.337% Fixed Rate Notes	-	12,269	-	-	12,269
Credit Facility and Floating Rate Notes <sup>(2)</sup>	603	1,206	-	-	1,809
	<b>496,220</b>	<b>1,027,701</b>	<b>1,563,963</b>	<b>784,623</b>	<b>3,872,507</b>

<sup>(1)</sup> Represent the basic annual rent and other charges paid to landlords that are fixed or that vary based on an index or a rate.

<sup>(2)</sup> Based on interest rates in effect as at August 2, 2020.

The following table summarizes the Corporation's off-balance sheet arrangements, letters of credit, and commitments as at August 2, 2020.

<i>(dollars in thousands)</i>	<b>Less than 3 months \$</b>	<b>3 months to 1 year \$</b>	<b>1-5 years \$</b>	<b>Over 5 years \$</b>	<b>Total \$</b>
Letters of credit	988	-	-	-	988

Other than letters of credit, the Corporation has no other off-balance sheet arrangements or commitments.

*Financial Instruments*

The Corporation uses derivative financial instruments such as foreign exchange forward contracts to mitigate the risk associated with fluctuations in the U.S. dollar against the Canadian dollar. These derivative financial instruments are used for risk management purposes and are designated as hedges of future forecasted purchases of merchandise or hedges of U.S. dollar borrowings converted into Canadian dollar borrowings under the US Commercial Paper Program.

Currency hedging entails a risk of illiquidity and, to the extent that the U.S. dollar depreciates against the Canadian dollar, hedging arrangements may have the effect of limiting or reducing the total returns to the Corporation if purchases at hedged rates result in lower margins than otherwise earned if purchases had been made at spot rates.

The Corporation documents the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategies for undertaking hedge transactions. Derivative financial instruments designated as hedging instruments are recorded at fair value, determined using market prices and other observable inputs.

With the introduction of the US Commercial Paper Program, the Corporation reassessed the nature of the risks arising from derivatives and related risk management during the first quarter of Fiscal 2021 and concluded that there were no material changes.

For a description of the derivative financial instruments of the Corporation, refer to Note 7 of the Corporation's unaudited condensed interim consolidated financial statements for second quarter ended August 2, 2020 and to Note 3 and Note 15 of the Corporation's Fiscal 2020 audited consolidated financial statements.

**Related Party Transactions**

***Property Leases***

As at August 2, 2020, the Corporation leased 19 stores, five warehouses and its head office from entities controlled by the Rossy family pursuant to long-term lease agreements. Rental payments associated with these related-party leases are measured at cost, which equals fair value, being the amount of consideration established at market terms.

As at August 2, 2020, the outstanding balance of lease liabilities owed to entities controlled by the Rossy family totalled \$47.8 million (February 2, 2020 – \$52.4 million).

Rental expenses charged by entities controlled by the Rossy family but not included in lease liabilities totalled \$1.5 million and \$3.2 million for the 13-week and 26-week periods ended August 2, 2020, respectively (13-week and 26-week periods ended August 4, 2019 – \$1.7 million and \$3.8 million, respectively).

### ***Dollarcity***

In 2013, Dollarama International, the Corporation's wholly-owned subsidiary, entered into the LSA with Dollarcity. As at August 2, 2020, the account receivable from Dollarcity for the goods sold, assets licensed and services provided under the LSA totalled US\$14.6 million (\$19.6 million), which amount is partly guaranteed by a letter of credit up to US\$10.0 million (\$13.4 million). For the 13-week and 26-week periods ended August 2, 2020, the goods sold to Dollarcity that are shipped directly from the Corporation's warehouses amounted to US\$4.0 million (\$5.5 million) and US\$7.5 million (\$10.3 million), respectively.

Under the Stockholders Agreement dated August 14, 2019, Dollarcity's founding stockholders have a put right pursuant to which they can require, in certain circumstances, that Dollarama International purchase shares of Dollarcity held by them at fair market value. This right is exercisable in the ordinary course commencing on October 1, 2022, and is subject to certain transaction size thresholds, required ownership thresholds and freeze periods, among other conditions and restrictions. This right may also be exercised upon the occurrence of certain extraordinary events, including a change in control of the Corporation and a sale of Dollarcity.

On May 8, 2020, the Corporation, through Dollarama International, and Dollarcity's founding stockholders, each made a capital contribution to Dollarcity to cover their pro rata share of the costs associated with a series of transactions aimed at bringing real estate assets into the Dollarcity group, eliminating existing related-party transactions and insourcing some logistics activities. The Corporation's capital contribution amounted to US\$20.0 million (\$28.0 million) and was added to the equity-accounted investment of the Corporation in Dollarcity.

### **Critical Accounting Estimates and Judgments**

The preparation of financial statements requires management to make estimates and assumptions using judgment that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses during the reporting period. Estimates and other judgments are continually evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

The Corporation's unaudited condensed interim consolidated financial statements have been prepared using the critical accounting estimates and judgments as outlined in Note 4 to the Fiscal 2020 audited consolidated financial statements.

### **Significant Standards and Interpretations**

#### ***Interest Rate Benchmark Reform: Amendments to IFRS 9, IAS 39 and IFRS 7***

Effective February 3, 2020, the Corporation adopted the "Interest Rate Benchmark Reform: Amendments to IFRS 9, IAS 39 and IFRS 7" (the "Reform"). The amendments were meant to provide temporary exceptions from applying specific hedge accounting requirements during the period of uncertainty arising from the Reform which affects the application of hedge accounting requirements of IFRS 9. There is no impact as a result of the adoption of these amendments since the hedges the Corporation contracted are not subject to an interest rate benchmark that is scheduled for replacement.

#### ***COVID-19-Related Rent Concessions (Amendments to IFRS 16)***

In May 2020, the IASB issued an amendment to IFRS 16, Leases, which provides lessees with a practical expedient that relieves lessees from assessing whether a COVID-19-related rent concession is a lease modification. A lessee that makes this election shall account for any change in lease payments resulting from the COVID-19-related rent concession the same way it would account for the change if the change were not a lease modification. The amendment is effective for annual and interim reporting periods beginning on or after June 1, 2020 with early application permitted. The Corporation has adopted the "COVID-19-Related Rent Concessions" amendment to IFRS 16. Early application by the Corporation of the practical expedient did not have an impact on the financial results as no rent concession was received by the Corporation.

## **Risks and Uncertainties**

Monitoring and improving its operations are constant concerns of the Corporation. In view of this, understanding and managing risks are important parts of the Corporation's strategic planning process. The board of directors requires that the Corporation's senior management identify and properly manage the principal risks related to the Corporation's business operations.

The major risks and uncertainties that could materially affect the Corporation's future business results are described in the Corporation's annual MD&A and annual information form for Fiscal 2020 (which are available on SEDAR at [www.sedar.com](http://www.sedar.com)) and updated herein, and are divided into the following categories:

- risks related to business operations;
- financial risks;
- market risks;
- human resources risks;
- technology risks;
- strategy and corporate structure risks;
- business continuity risks; and
- legal and regulatory risks.

The Corporation manages these risks on an ongoing basis and has put in place certain guidelines with the goal of mitigating these in order to lessen their financial impact, and the Corporation maintains cost-effective, comprehensive insurance coverage against most insurable events. The Corporation also gathers and analyzes economic and competitive data on a regular basis and senior management takes these findings into consideration when making strategic and operational decisions. Despite these guidelines and initiatives, the Corporation cannot provide assurances that any such efforts will be successful.

### ***Update to Risks and Uncertainties – Risk Related to Business Operations***

The COVID-19 pandemic continues to spread and is having a significant impact on global economic activity. The measures imposed by public authorities worldwide, including in Canada, to slow the transmission of the virus have resulted in the closure of non-essential services and businesses in certain jurisdictions and, notably, the closure of malls in Quebec, in the second half of the first quarter of Fiscal 2021, among other consequences. Certain of these measures have gradually been eased across Canada throughout the second quarter of Fiscal 2021 which has allowed us to re-open our remaining temporarily closed stores. However, some jurisdictions outside of Canada, which had also begun re-opening, are now returning to restrictions in the face of increases in new COVID-19 cases, and resurgences could cause more governments and businesses to re-introduce emergency measures including certain or all of the strict confinement measures and business closures that were implemented at the beginning of the pandemic or, potentially, additional measures.

The Corporation has been recognized as an essential business in its Canadian markets from the onset of the pandemic. However, if additional mitigation measures are implemented by public authorities as a result of a possible resurgence in the number of COVID-19, there is no guarantee that the Corporation would be able to requalify as an essential business and maintain its operations. In particular, the inability of the Corporation to re-obtain such status in Quebec could lead to the closure of the Corporation's distribution centre and significantly hinder its ability to re-stock its stores across Canada. Furthermore, the COVID-19 pandemic continues to cause a significant disruption in everyday life and in consumer habits in the Corporation's principal markets, and there is no assurance that the end of the pandemic will restore business as usual.

Similarly, in the Latin American markets in which Dollarcity operates (Colombia, El Salvador and Guatemala), the long-term impact of the COVID-19 pandemic is impossible to forecast at this time. As the situation in these markets evolves, Dollarcity may continue to be impacted by factors beyond its control, including without limitation forced store closures, potential supply disruptions or other unforeseen circumstances.

In the context of this pandemic, global financial markets have experienced, and could continue to experience, significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions and financial markets. However, the efficacy of these interventions is uncertain. Economic uncertainty, including as a result of a resurgence in the number of COVID-19 cases, could negatively impact access to capital markets, could cause interest rate volatility and movements, and could adversely affect our ability to raise financing as well as the cost thereof.

In addition, the risk factors described in the Corporation's annual MD&A and annual information form for Fiscal 2020, as updated in this MD&A, could be exacerbated, or become more likely to materialize, as a result of the COVID-19 pandemic or related events.

### **Controls and Procedures and Internal Controls over Financial Reporting**

There were no changes in internal control over financial reporting that occurred during the period beginning on May 4, 2020 and ended on August 2, 2020 that have materially affected or are reasonably likely to materially affect internal control over financial reporting.

### **Dividend**

On September 2, 2020, the Corporation announced that its Board of Directors had approved a quarterly cash dividend for holders of common shares of \$0.044 per common share. This dividend is payable on November 6, 2020, to shareholders of record at the close of business on October 9, 2020. The dividend is designated as an "eligible dividend" for Canadian tax purposes.

The payment of each quarterly dividend remains subject to the declaration of that dividend by the Board of Directors. The actual amount of each quarterly dividend, as well as each declaration date, record date and payment date are subject to the discretion of the Board of Directors.

### **Normal Course Issuer Bid**

On July 3, 2020, the Corporation announced the renewal of its normal course issuer bid and the approval from the Toronto Stock Exchange (the "TSX") to repurchase for cancellation up to 15,548,326 common shares, representing 5.0% of the common shares issued and outstanding as at the close of markets on June 30, 2020, during the 12-month period from July 7, 2020 to July 6, 2021.

During the 13-week and 26-week periods ended August 2, 2020, no common shares were repurchased for cancellation under the normal course issuer bid as the Corporation chose to preserve liquidity as a result of the uncertainty related to the COVID-19 pandemic.

### **Share Information**

The Corporation's outstanding share capital is comprised of common shares. An unlimited number of common shares are authorized.

As at September 1, 2020, there were 311,125,237 common shares issued and outstanding. In addition, there were 4,917,400 options, each exercisable for one common share, issued and outstanding as at September 1, 2020. Assuming exercise of all outstanding options, there would have been 316,042,637 common shares issued and outstanding on a fully diluted basis as at September 1, 2020.

### **Additional Information**

Additional information relating to the Corporation, including the Corporation's current annual information form, is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Corporation is a publicly traded company listed on the TSX under the symbol "DOL".