

Financial Statements

For the Fiscal Year
ended March 31, 2023



Management's Responsibility and Certification

Management is responsible for the integrity, consistency and reliability of the financial statements and other information presented in the annual report. The financial statements have been prepared by Management in accordance with International Financial Reporting Standards.

We certify that we have reviewed the financial statements and other information contained in the annual report, and, based on our knowledge, they do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the statements and the annual report.

Based on our knowledge, the financial statements together with other financial information included in the annual report fairly present in all material respects the financial condition, results of operations and cash flows of the Ontario Securities Commission (the "OSC") as of the dates and for the periods presented. The preparation of financial statements involves transactions affecting the current period which cannot be finalized with certainty until future periods. Estimates and assumptions are based on historical experience and current conditions, and are believed to be reasonable.

We are responsible for establishing and maintaining internal control over financial reporting for the OSC. We have designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

We evaluated, or caused to be evaluated under our supervision, the effectiveness of the OSC's internal control over financial reporting at the financial year-end, and the OSC has disclosed in its annual MD&A our conclusion about the effectiveness of internal control over financial reporting at the financial year-end based on that evaluation.

We have also disclosed in the MD&A any change in our internal control over financial reporting that occurred during the year that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

The Board of Directors ensures that management fulfills its responsibility for financial reporting and internal control. The financial statements have been reviewed by the Audit and Finance Committee and approved by the Board of Directors. The Auditor General's Report, which follows, outlines the scope of the Auditor's examination and opinion on the financial statements.

Original signed by

Grant Vingoe
Chief Executive Officer

Original signed by

Mary Campione
Chief Financial Officer, and Director,
Financial Management & Reporting

June 23, 2023



Independent Auditor's Report

To the Ontario Securities Commission

Opinion

I have audited the financial statements of the Ontario Securities Commission (OSC), which comprise the statement of financial position as at March 31, 2023, and the statements of comprehensive income, changes in surplus and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the OSC as at March 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

I conducted my audit in accordance with Canadian generally accepted auditing standards. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the OSC in accordance with the ethical requirements that are relevant to my audit of the financial statements in Canada, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRSs, 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.

In preparing the financial statements, management is responsible for assessing the OSC's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the OSC either intends to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing OSC's financial reporting process.

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Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 OSC's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the OSC's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the OSC to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.



Bonnie Lysyk, MBA, FCPA, FCA, LPA
Auditor General

Toronto, Ontario
June 23, 2023

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Statement of Financial Position

(in Canadian dollars)

As at March 31, 2023	Note(s)	2023	2022
ASSETS			
Current			
Cash		\$ 119,450,786	\$ 117,946,691
Trade and other receivables	4, 5	5,912,178	5,752,708
Prepayments		7,302,472	4,084,678
Total current		\$ 132,665,436	\$ 127,784,077
Non-current			
Funds held pursuant to settlements and sanction orders	3(e), 6	\$ 123,666,708	\$ 119,295,539
Funds restricted for CSA Systems operations and redevelopment	2, 7, 18	112,027,307	141,960,636
Reserve funds	8	20,000,000	20,000,000
Lease receivable	12	2,946,766	3,116,596
Right of use assets	12	38,895,290	45,546,808
Property, plant & equipment	9	7,131,989	7,815,101
Intangible assets	10	18,717,973	11,170,385
Total non-current		\$ 323,386,033	\$ 348,905,065
Total assets		\$ 456,051,469	\$ 476,689,142
LIABILITIES			
Current			
Trade and other payables	11	\$ 27,319,652	\$ 25,237,772
Lease liabilities	12	2,886,746	2,524,821
Total current		\$ 30,206,398	\$ 27,762,593
Non-current			
Lease liabilities	12	\$ 42,651,397	\$ 49,375,458
Pension liabilities	13(b)	4,411,012	4,915,315
Funds held pursuant to settlements and sanction orders	3(e), 6	123,666,708	119,295,539
Funds restricted for CSA Systems operations and redevelopment	2, 7, 18	112,027,307	141,960,636
Total non-current		\$ 282,756,424	\$ 315,546,948
Total liabilities		\$ 312,962,822	\$ 343,309,541
SURPLUS			
General		\$ 123,088,647	\$ 113,379,601
Reserve	8, 14	20,000,000	20,000,000
Operating surplus		\$ 143,088,647	\$ 133,379,601
Total liabilities and surplus		\$ 456,051,469	\$ 476,689,142

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

On behalf of the board of the Commission.



Kevan Cowan
Chair



Frances Kordyback
Chair, Audit and Finance Committee

Statement of Comprehensive Income

(in Canadian dollars)

For the year ended March 31, 2023	Note(s)	2023	2022
REVENUE			
Fees	3(d), 15	\$ 154,075,169	\$ 159,352,952
Miscellaneous		637,994	662,360
Interest income		3,484,272	636,980
		\$ 158,197,435	\$ 160,652,292
EXPENSES			
Salaries and benefits	16	\$ 111,768,402	\$ 103,682,457
Administrative	17	15,444,332	11,644,550
Occupancy		4,924,401	3,978,351
Professional services		13,858,824	11,824,522
Depreciation	9, 12	5,446,211	5,277,097
Amortization	10	1,217,944	1,985,051
Other		373,872	27,610
		\$ 153,033,986	\$ 138,419,638
Finance costs	12	1,672,420	1,826,712
Recoveries of enforcement costs	3(h)	(451,358)	(341,365)
Recoveries of investor education and knowledge enhancement costs	3(h), 20	(5,149,407)	(3,348,372)
		\$ 149,105,641	\$ 136,556,613
Excess of revenue over expenses		\$ 9,091,794	\$ 24,095,679
OTHER COMPREHENSIVE INCOME			
Remeasurements of defined benefit pension plans	13(b)	\$ 617,252	\$ 302,115
Other comprehensive gain		\$ 617,252	\$ 302,115
Total comprehensive income		\$ 9,709,046	\$ 24,397,794

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

Statement of Changes in Surplus

(in Canadian dollars)

For the year ended March 31, 2023	Note(s)	2023	2022
Operating surplus, beginning of year		\$ 133,379,601	\$ 108,981,807
Total comprehensive income		9,709,046	24,397,794
Operating surplus, end of year		\$ 143,088,647	\$ 133,379,601
Represented by:			
General		\$ 123,088,647	\$ 113,379,601
Reserve	8, 14	20,000,000	20,000,000
		\$ 143,088,647	\$ 133,379,601

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

Statement of Cash Flows

(in Canadian dollars)

For the year ended March 31, 2023	Note(s)	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Excess of revenue over expenses		\$ 9,091,794	\$ 24,095,679
Adjusted for:			
Interest received		3,013,484	594,739
Interest income		(3,484,272)	(636,980)
Pension liabilities		112,949	105,740
Loss on disposal of property, plant & equipment	9	128,805	3,324
Depreciation - right of use asset	12	2,890,483	3,036,744
Depreciation	9	2,555,728	2,240,353
Amortization	10	1,217,944	1,985,051
		\$ 15,526,915	\$ 31,424,650
Changes in non-cash working capital:			
Trade and other receivables		\$ 327,624	\$ (2,276,336)
Prepayments		(3,217,794)	(1,591,928)
Trade and other payables		97,173	(1,162,614)
		\$ (2,792,997)	\$ (5,030,878)
Net cash flows from operating activities		\$ 12,733,918	\$ 26,393,772
CASH FLOWS USED IN INVESTING ACTIVITIES			
Principal payments on lease receivable	12	\$ 153,524	\$ 133,799
Purchase of intangible assets	10	(6,758,756)	(4,044,276)
Purchase of property, plant & equipment	9	(2,023,490)	(4,007,865)
Net cash used in investing activities		\$ (8,628,722)	\$ (7,918,342)
CASH FLOWS USED IN FINANCING ACTIVITIES			
Principal payments on lease liabilities	12	\$ (2,601,101)	\$ (2,211,636)
Net cash used in financing activities		\$ (2,601,101)	\$ (2,211,636)
Net increase in cash position		\$ 1,504,095	\$ 16,263,794
Cash, beginning of year		117,946,691	101,682,897
Cash, end of year		\$ 119,450,786	\$ 117,946,691
SUPPLEMENTAL CASH FLOW INFORMATION			
Finance costs paid		\$ 1,672,420	\$ 1,826,712
Finance income received		110,512	115,333
Property, plant & equipment and intangible assets funded by trade and other payables		2,042,291	1,936,531

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

Notes to the Financial Statements

1. Reporting Entity

The Ontario Securities Commission (OSC) is a corporation domiciled in Ontario. The address of the OSC's registered office is 20 Queen Street West, Toronto, Ontario, M5H 3S8. The OSC is a corporation without share capital incorporated under the *Securities Act*, R.S.O. 1990, c. S.5. The OSC is the regulatory body responsible for regulating the

province's capital markets. As a Crown corporation, the OSC is exempt from income taxes.

On April 29, 2022, following the proclamation of the *Securities Commission Act, 2021*, the OSC continues as a corporation without share capital.

2. Basis of Presentation

(a) Statement of compliance

These financial statements are prepared in accordance with International Financial Reporting Standards (IFRS). These financial statements are as at March 31, 2023 for the year then ended and includes comparatives. These financial statements were authorized for issue by the Board of Directors on June 23, 2023.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain pension liabilities that are measured net of actuarial gains and losses, as explained in Note 3(f). Historical cost is generally based on the fair value of the consideration given in exchange for assets.

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the OSC's functional currency. Amounts have been rounded to the nearest dollar.

(d) Use of judgements and sources of estimation uncertainty

(i) Judgements

The preparation of financial statements in accordance with IFRS requires that management make judgements in applying accounting policies that can affect the reported

amounts of assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenue and expenditures for the period.

The following are the judgements in applying accounting policies, apart from those involving estimates, that have the most significant effect on the amounts recognized in the financial statements.

Lease accounting

In determining the lease liabilities and corresponding right of use assets, significant judgement is required in determining the lease term.

The lease term is defined as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

The OSC exercised significant judgement in determining the lease term, particularly the premise lease, by considering all facts and circumstances that create an economic incentive to exercise a renewal option or to not exercise a termination option including investments in major leaseholds, past practice and the length of time remaining before the option is exercisable.

Revenue recognition

The OSC exercised significant judgement in determining whether participation fees and other certain fees are within the scope of IFRS 15. Since these fees do not arise from contracts with customers as envisioned in IFRS 15, the OSC has exercised judgement in deciding to apply IFRS 15, by analogy, to such fees.

Significant judgement is required to determine the nature and extent of the OSC's performance obligations arising from participation fees and determining the timing of the transfer of control – at a point in time or over time. OSC recognizes revenue when (or as) the organization satisfies a performance obligation by transferring the promised service to the market participant. This transfer happens when the market participant obtains control of the service.

Recoveries of investor education and knowledge enhancement costs

Beginning April 1, 2015, the OSC began recovering costs that are in accordance with subparagraph 3.4(2)(b)(ii) of the *Securities Act* (Ontario) which was amended on June 20, 2012 to expand the purposes for which enforcement monies may be designated to include "for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets" ("investor education and knowledge enhancement costs"). The OSC developed guidelines to assist in determining which costs would be in accordance with subparagraph 3.4(2)(b)(ii). With the proclamation of the *Securities Commission Act* (SCA), effective April 29, 2022, section 3.4 of the *Securities Act* was repealed and replaced by section 19(2)(b) of the SCA which continues to allow the Commission to fund investor education and for promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets. The OSC exercised judgement in evaluating the types of costs incurred which would be in accordance with these guidelines. See Note 20 for a summary of costs recovered.

Funds restricted for Canadian Securities Administrators Systems operations and redevelopment (Funds Restricted for CSA Systems)

The OSC was appointed the Designated Principal Administrator – Operations (DPA) to administer the financial management processes of the CSA Systems net

assets and act as custodian over any surplus funds. The use of the CSA Systems surplus funds is governed by the four Principal Administrators (PAs), each having one vote on the CSA Systems matters. The four PAs are the OSC, British Columbia Securities Commission (BCSC), Alberta Securities Commission (ASC) and l'Autorité des marchés financiers (AMF).

Based on an evaluation of the contractual terms and conditions related to the arrangement, OSC management has exercised significant judgement to determine that participants in the capital markets, rather than the OSC (or other CSA members), obtain the benefit or rewards from the restricted funds or any future development of the CSA Systems. The OSC does not control or have significant influence over how the restricted funds are managed in performing its custodial role for the CSA Systems.

See Note 7 for more information, including summary financial information related to CSA Systems operations and redevelopment.

(ii) Sources of estimation uncertainty

The preparation of financial statements in accordance with IFRS requires management to make assumptions about the future and other sources of estimation uncertainty that have a significant risk of affecting the carrying amounts of assets and liabilities within the next fiscal year.

Determining the carrying amounts of some assets and liabilities requires management to estimate the effects of uncertain future events on those assets and liabilities at the end of the reporting period. Actual amounts can differ from these estimates to the extent future outcomes differ significantly from management's estimations. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The following are the key assumptions and other major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment within the next financial year.

Leases

In determining the carrying amount of right of use assets and lease liabilities, the OSC is required to estimate the incremental borrowing rate specific to each leased

asset if the interest rate implicit in the lease is not readily determined. The OSC determines the incremental borrowing rate using a prime rate with an adjustment that reflects, among other things, the OSC's credit rating, lease term, value of the underlying leased asset, and the economic environment in Ontario.

Supplemental pension plan

Supplemental pension plan liabilities represent the estimated present value of the OSC's obligation for future payments as at the fiscal year end. The OSC utilizes an independent actuarial expert to determine the present value of the defined benefit obligation of the supplemental pension plan and related impact to the Statement of Comprehensive Income and Other comprehensive income (OCI).

In some cases, this determination will involve management's best estimates and information from other accredited sources. A change in one or more of these assumptions could have a material impact on the OSC's financial statements.

The significant actuarial assumptions used to determine the present values of the defined benefit obligations and sensitivity analysis of changes in the actuarial assumptions used are outlined in Note 13(b).

Settlements and sanction orders and recoveries of enforcement costs

Funds held pursuant to settlements and sanction orders and recoveries of enforcement costs are recorded when settlements are approved or orders are made by the Commission, unless management determines that collecting the settlement and order is significantly doubtful, in which case it is recognized when payment

is received. Estimation is required to determine the collectible amount of monetary sanctions and recoveries of enforcement costs.

Management considers the ability of the respondent to pay the sanction amount, the ability to locate the respondent and whether the respondent owns any assets. A change in any of these factors could have a material impact on the OSC's financial statements. Assets and liabilities will change based on estimated settlements and sanction order amounts deemed to be collectible. Expenses may change based on recoveries of enforcement costs. For more information on settlements and sanction order amounts, see Note 6.

Allowance for credit losses

The determination of the OSC's expected credit losses for trade receivables depends on several highly related variables and is subject to estimation uncertainty. In determining expected credit losses, the OSC considers historical data, existing market conditions, and forward-looking information to determine, among other things, expected loss rates. The OSC must rely on estimates and exercise judgement regarding circumstances that may cause future assessments of expected credit losses to be materially different from current assessments, which could require an increase or decrease in the allowance for credit losses.

Trade and other receivables, and funds held pursuant to settlements and sanction orders are subject to measurement uncertainty due to the credit risk of debtors. See Note 5 and Note 6 for further detail on the trade and other receivables, and funds held pursuant to settlements and sanction orders.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. See Note 21 for discussion related to accounting standards, interpretations and amendments that became effective in the year.

(a) Financial instruments

Trade receivables and borrowings issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized

when the OSC becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value, plus or minus transaction costs that are directly attributable to their acquisition. The measurement of financial instruments in subsequent periods and the recognition of changes in the fair value depend on the category in which they are classified. All financial assets and financial liabilities are categorized and subsequently measured at amortized cost.

Classification of financial assets depends on the business model for managing the financial asset and the contractual cash flow characteristics of the financial asset. A financial asset is subsequently measured at amortized cost if both of the following conditions are met.

- a) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows.
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Currently, OSC's financial assets meet the conditions for subsequent measurement at amortized cost. Gains or losses on disposal and impairment losses are recorded in the Statement of Comprehensive Income. Premiums, discounts and transaction costs are amortized over the term of the instrument on an effective yield basis as an adjustment to interest income. Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or when the contractual rights to receive the cash flows of the financial asset are transferred. A financial liability is derecognized when it is extinguished; that is, when the contractual obligation is discharged, cancelled or expires.

The OSC recognizes an allowance for expected credit losses for all financial assets not held at fair value through profit and loss. Expected credit losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the OSC expects to receive, discounted at an approximation of the original effective interest rate.

In relation to trade receivables, the OSC measures expected credit losses for trade receivables by establishing a provision based on aging at year end through the application of a provision matrix. The provision matrix is based on historically observed default rates over the expected life of the trade receivables, adjusted for forward looking estimates.

The carrying amount of trade receivables is reduced through the use of an allowance account and the expected credit loss is recognized in the Statement of Comprehensive Income.

The gross carrying amount of a trade receivable is written off to the extent there is no reasonable

prospect of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, insolvency of the debtor and the exhaustion of reasonable collection efforts.

(b) Property, plant & equipment

Items of property, plant & equipment are recorded at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset.

The cost of property, plant & equipment, less any residual value, is depreciated and recognized in excess of revenues over expenses on a straight-line basis over the estimated useful life of the asset, as follows:

Computer hardware and related applications	3 years
Network servers and cabling	5 years
Office furniture and equipment	5 to 10 years
Leasehold improvements	Lesser of lease term and useful life of asset

The estimated useful lives, residual values and depreciation method are reviewed at the end of each fiscal year. Any changes in estimates are accounted for on a prospective basis.

An item of property, plant & equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from the disposal or retirement of an item of property, plant & equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in excess of revenue over expenses.

Items of property, plant & equipment are reviewed for impairment at each reporting date. If any impairment is indicated, the asset's recoverable amount is estimated. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

(c) Intangible assets

Intangible assets represent identifiable non-monetary assets and are acquired either separately or internally generated. The OSC's intangible assets consist primarily of software enhancement and development and purchased software.

Development costs that are directly attributable to internally developed software are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software and use it;
- there is an ability to use the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use the software are available; and
- the expenditures attributable to the software during its development can be reliably measured.

For internally generated intangible assets, cost includes all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management. Subsequent expenditures on a specific intangible asset is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including maintenance, are recognized in profit or loss as incurred. Research expenditures and certain development expenditures that do not meet the criteria for capitalization above are recognized as an expense as incurred.

For purchased software, the cost of separately acquired intangible assets include its purchase price and directly attributable costs of preparing the asset for its intended use.

For software enhancement and development, amortization of an intangible asset begins when development is complete, and the asset is available for use. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment losses. Amortization expense

is included in the Statement of Comprehensive Income. Intangible assets are amortized using the straight-line method over the following periods:

Software enhancement and development	1 to 10 years
Purchased software	3 years

Amortization methods, useful lives and residual values are reviewed at the end of each fiscal year and adjusted if appropriate, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with finite lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired. If any impairment is indicated, the intangible asset's recoverable amount is estimated. The recoverable amount is the higher of an intangible asset's fair value less costs to sell and value in use. An impairment loss is recognized for the amount by which the intangible asset's carrying amount exceeds its recoverable amount. An impairment loss is recognized on the Statement of Comprehensive Income in the period in which the impairment is identified.

Impairment losses previously recognized are assessed and reversed if the circumstances leading to the impairment are no longer present. Reversal of any impairment loss will not exceed the carrying amount of the intangible asset that would have been determined had no impairment loss been recognized for the asset in prior periods.

(d) Revenue recognition

IFRS 15 sets out the principles for when revenue should be recognized and how it should be measured, together with related disclosures.

Participation fees

Participation fees are recognized when the OSC has permitted (or not restricted) market participant access to the Ontario capital markets. Typically, this occurs at a point-in-time when both the access is granted (or not restricted) and the associated fees are received.

These fees represent the payment for the right to participate in the Ontario capital markets. The OSC has no specific obligations throughout the year to any individual market participant. As such, the OSC's performance consists of a single act, which is provision of access. Once the access is provided (or not restricted), the OSC has the right to the stipulated participation fees, there is no obligation to refund the fees, the market participant has the legal right to access and participate in the capital market including the risks and rewards associated with such participation and there are no unfulfilled conditions on behalf of the OSC to the market participant.

Activity fees

Activity fees represent the direct cost of OSC staff resources expended in undertaking certain activities requested of staff by market participants. Activity fees are recognized when the filing is received, as the activities undertaken are normally completed in a relatively short period of time.

Late filing fees

Late fees may apply if certain documents that are required to be filed under Ontario Securities law are not filed on time. Additional fees may be charged for payments made past the required due date. Revenue from late fees is recognized when the respective document is filed or the corresponding outstanding fee is paid. In addition, the transaction price is measured as the amount of the fee.

(e) Funds held pursuant to settlements and sanction orders

Funds held pursuant to settlements and sanction orders are recorded when settlements are approved or orders are made by the Commission, unless management determines that collecting the settlement amount is significantly doubtful, in which case they are recognized when payment is received. Due to the restricted use of funds held pursuant to settlements and sanction orders, a corresponding non-current liability that equals the related non-current asset is reflected in the Statement of Financial Position.

(f) Employee benefits

Ontario Public Service Pension Plan (OPSPP)

The OSC provides pension benefits to its full-time employees through participation in the OPSPP. The

Province of Ontario is the sole sponsor of the OPSPP. This plan is accounted for as a defined contribution plan because sufficient information is not provided to the OSC or otherwise available for the OSC to apply defined benefit plan accounting to this pension plan.

The plan sponsor is responsible for ensuring that the pension funds are financially viable. Any surpluses or unfunded liabilities arising from statutory actuarial funding valuations are not assets or obligations of the OSC. The OSC is not exposed to any liability to the plan for other entities' obligations under the terms and conditions of the plan.

In addition, there is no agreed allocation of a deficit or surplus on wind-up or withdrawal by the OSC from the plan. Payments made to the plan are recognized as an expense when employees have rendered the service entitling them to the benefit. For more information on the OPSPP, see Note 13(a).

Supplemental pension plan

The OSC also maintains unfunded supplemental pension plans for full-time appointees comprised of its current Chief Executive Officer and Chief Adjudicator, and former Chairs, and Vice-Chairs as described in Note 13(b). These plans are final salary pension plans, which provide benefits to members in the form of a guaranteed level of pension payable for life. The level of the target benefits provided depends on the member's length of service and their salary in the final years prior to retirement. In some plans, the target benefits are indexed with inflation. The target benefits are then offset by the benefits payable from the OPSPP (registered and supplemental plans), which are linked to inflation.

The defined benefit liability recognized in the Statement of Financial Position for the supplemental pension plans is the present value of the defined benefit obligation at the reporting date.

Actuarial gains and actuarial losses resulting from remeasurements of the net defined benefit liability arising from the supplemental pension plans are recognized immediately in the Statement of Financial Position with a corresponding increase or decrease through OCI in the period in which they occur. Remeasurements are not reclassified to excess of revenues over expenses in subsequent periods.

Other post-employment obligations

The costs of non-pension benefits for eligible pensioners are paid by the Government of Ontario and are not included in the Statement of Comprehensive Income, as described in Note 19(b).

Termination benefits

Termination benefits are generally payable when employment is terminated before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits. The OSC recognizes a liability and an expense for termination benefits at the earlier of the date the OSC has demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without a realistic possibility of withdrawal or when the OSC has recognized costs for providing termination benefits as a result of a restructuring involving a fundamental reorganization that has a material effect on the nature and focus of OSC operations.

Short-term benefits

Short-term employee benefits, such as salaries, pension contributions, paid annual leaves and bonuses, are measured on an undiscounted basis and are expensed as the related service is provided to the OSC.

(g) Leases

A contract is or contains a lease if it conveys the right to control the use of an identified asset for a specified period in exchange for consideration. When the OSC leases assets from other parties, the OSC is the lessee. When the OSC leases or subleases assets to other parties, the OSC is the lessor.

Lessee accounting

At the lease commencement date, a lease liability and right of use asset are recognized on the Statement of Financial Position for the leased asset. These two amounts are determined as follows:

- a) Lease liability – the present value of fixed payments from commencement date, variable payments that depend on an index or a rate, exercise price of a purchase option (if the lessee is reasonably certain to exercise that purchase option), payments for penalties for terminating a lease (if the lease term

reflects the lessee exercising an option to terminate the lease), and amounts expected to be payable by the lessee under residual value guarantees.

- b) Right of use asset – the sum of the initial lease liability, initial indirect costs and expected restoration costs, and lease payments made at or prior to commencement, less any lease incentives received.

In determining the carrying amount of lease liabilities and right of use assets, the lessee is required to use the incremental borrowing rate specific to each leased asset, if the interest rate implicit in the lease is not readily determined.

Most of the OSC's leases are comprised of premise leases, for which fixed payments covering lease components are included in the value of the right of use assets and lease liabilities. As lease payments are made and the leases elapse, lease liabilities are reduced by the principal portion of payments, finance costs are recognized for the interest portion of payments, and the right of use assets are depreciated. Depreciation and finance costs are recognized in the Statement of Comprehensive Income.

For non-lease components payments (i.e. common area maintenance), amounts are recognized within occupancy costs in the Statement of Comprehensive Income and are not recognized in the Statement of Financial Position.

Payments for short-term leases (12 months or less and do not have a purchase option) and low-value leases are recognized on a straight-line basis within occupancy costs in the Statement of Comprehensive Income and are not recognized in the Statement of Financial Position.

Lessor accounting

The OSC engages in subleasing arrangements for premise leases on a full cost recovery basis. When the OSC makes the underlying leased asset available for use to the lessee, the OSC classifies each lease as either an operating lease or a finance lease. A lease is a finance lease if it transfers substantially all the risks and rewards of the underlying asset to the lessee; otherwise, the lease is an operating lease.

For leases classified as finance leases, the underlying assets are derecognized, lease receivables are recognized on the Statement of Financial Position and finance income is recognized.

The OSC assesses the sublease classification by reference to the right of use assets. Among other things, the OSC considers factors such as whether the sublease term covers a major portion of the head lease term. For those subleases classified as finance leases, a lease receivable is recognized within the trade and other receivables, with an offsetting reduction in the right of use assets, on the Statement of Financial Position, and finance income is recognized. For those classified as operating leases, there is no impact on the right of use assets and lease income is recognized. Refer to Note 12 for details on subleasing activities.

(h) Recoveries

Recoveries of enforcement costs

Recoveries of enforcement costs are recorded as offsets to total expenses on the date a settlement is approved or an order is issued by the OSC, unless management determines that collecting the settlement amount is significantly doubtful, in which case, recovery is recognized when payment is received.

Recoveries of investor education and knowledge enhancement costs

Recoveries of investor education and knowledge enhancement costs are recorded as offsets to total expenses on a quarterly basis based on eligible expenses recorded in the quarter.

(i) Provisions

A provision is recognized when a present legal or constructive obligation results from past events, it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

4. Financial Instruments Risks

The OSC is exposed to various risks in relation to financial instruments. The OSC's objective is to manage risks to acceptably low levels. The OSC's financial assets and liabilities by category are summarized in Note 3(a). The main types of risks related to the OSC's financial instruments are currency risk, interest rate risk, credit risk and liquidity risk. This note provides information about the OSC's exposure to these risks and the OSC's objectives, policies and processes for measuring and managing these risks.

Currency risk

The OSC's exposure to currency risk is minimal due to the low number of transactions denominated in currencies other than Canadian dollars.

Interest rate risk

The OSC's financial assets and liabilities are not exposed to significant interest rate risk due to their short-term nature. The OSC's cash, funds held pursuant to

settlements and sanction orders, funds restricted for CSA Systems operations and redevelopment and reserve funds are held by Schedule I financial institutions. The bank balances earn interest at a rate of 1.85% below the prime rate. The average rate of interest earned on bank balances for the year was 3.33% (2022 – 0.65%).

A 25 basis points change in the interest rate would impact the OSC's operating surplus as follows:

	Impact on operating surplus	
	25 basis points increase in rates	25 basis points decrease in rates
Reserve funds	\$ 50,197	\$ (50,197)
Cash balance	216,348	(216,348)
	\$ 266,545	\$ (266,545)

Credit risk

The OSC is exposed to credit risk related to cash, funds held pursuant to settlements and sanction orders, funds restricted for CSA Systems operations and redevelopment, reserve funds and trade and other receivables.

Schedule I financial institutions hold approximately 94.3% of the OSC's financial assets including those held for funds restricted for CSA Systems operations and redevelopment and another 5.7% are held in one credit union in British Columbia (for cash components of funds restricted for CSA Systems operations and redevelopment exclusively). The Credit Union Deposit Insurance Corporation (CUDIC), a statutory corporation, guarantees the deposits of the British Columbia credit union, as set out in the Financial Institutions Act of British Columbia. Deposits are guaranteed to a maximum of \$0.1 million by Canada Deposit Insurance Corporation. The remaining balance of financial assets are accounts receivable. Given the nature of these counterparties, it is management's opinion that the credit risk exposure due to concentration is low.

Trade receivables balances consist of a large number of debtors owing individually immaterial balances.

Other receivables in aggregate are material, with most debtors owing individually and in aggregate immaterial amounts, and a small number of debtors owing larger amounts, which are material in aggregate or individually,

and are receivable from:

- Funds restricted for CSA Systems operations and redevelopment, to recover staff and occupancy costs and other charges incurred,
- Funds held pursuant to settlements and sanction orders, to recover investor education and knowledge enhancement costs,
- Government of Canada for recovering Harmonized Sales Tax paid during the year, and
- Government of Canada to recover costs for OSC leasing activity under a sublease.

Therefore, the OSC's exposure to credit risk is considered low.

The OSC maintains an allowance for credit losses. Therefore, the carrying amount of trade and other receivables generally represents the maximum credit exposure. The expected credit loss is not expected to have a significant impact on trade and other receivables and the lease receivable as a significant component of these balances are owing from the Government of Canada, the CSA and settlements and sanction orders. Collection efforts continue for trade and other receivables balances, including those that are captured in the allowance for credit loss.

The aging of trade and other receivables is as follows:

2023	Note	Current	Past due 31 to 60 days	Past due 61 to 90 days	Past due greater than 90 days	Total
Trade and other receivables		\$ 5,305,591	\$ 204,776	\$ 78,803	\$ 736,922	\$ 6,326,092
Allowance for credit losses		(8,288)	(3,806)	(3,578)	(398,242)	(413,914)
Total Trade and other receivables	5	\$ 5,297,303	\$ 200,970	\$ 75,225	\$ 338,680	\$ 5,912,178

2022	Note	Current	Past due 31 to 60 days	Past due 61 to 90 days	Past due greater than 90 days	Total
Trade and other receivables		\$ 4,342,193	\$ 184,578	\$ 761,701	\$ 1,372,303	\$ 6,660,775
Allowance for credit losses		(26,118)	(11,983)	(8,352)	(861,614)	(908,067)
Total Trade and other receivables	5	\$ 4,316,075	\$ 172,595	\$ 753,349	\$ 510,689	\$ 5,752,708

Reconciliation of allowance for credit losses is as follows:

	Note	March 31, 2023	March 31, 2022
Opening balance		\$ 908,067	\$ 528,561
Current year provision		(235,613)	596,406
Written-off during the year		(258,540)	(216,900)
Closing balance	5	\$ 413,914	\$ 908,067

In 2023, after reviewing the collectability of trade and other receivables, \$0.3 million of balances were deemed uncollectable and were written off, resulting in a reduction to the allowance for credit losses and a corresponding reduction of trade and other receivables for the same amount. The amount written off was charged to bad debt expense in prior years. Credit losses are calculated at an amount equal to the lifetime expected credit losses. As a result of additional collection efforts made during the year, previously provisioned receivables were collected resulting in a reversal of previous years' provisions and a gain in bad debt expense in 2023 of \$0.2 million.

Liquidity risk

The OSC's exposure to liquidity risk is low as the OSC has sufficient cash, reserve fund assets, and access to a credit facility to settle all current liabilities. As at March

31, 2023, the OSC had a cash balance of \$119.5 million and reserve fund assets of \$20.0 million to settle current liabilities of \$30.2 million.

The OSC has a \$52.0 million credit facility to address any short-term cash deficiencies. Interest on the credit facility is charged at a rate of 0.5% below the prime rate. During the year, the OSC did not utilize the credit facility (2022 - \$0).

The overall assessment of the OSC's exposure to liquidity risk is low and remains unchanged from 2022.

Supplemental pension plan risks

The OSC's overall exposure to supplemental pension plan risks is low due to the plan being a supplemental plan and the limited number of plan members entitled to plan benefits. For more information, see Note 13(b).

5. Trade and Other Receivables

	Note(s)	March 31, 2023	March 31, 2022
Trade receivables		\$ 625,452	\$ 1,352,028
Other receivables		2,502,238	2,745,204
Allowance for credit losses	4	(413,914)	(908,067)
		\$ 2,713,776	\$ 3,189,165
Interest receivable		574,952	104,164
Amount recoverable from investor education and knowledge enhancement costs	20	1,789,339	1,277,961
Sales taxes recoverable		664,281	1,027,894
Lease receivable	12	169,830	153,524
Total Trade and other receivables	4	\$ 5,912,178	\$ 5,752,708

The lease receivable represents the current portion of the receivable due from the Government of Canada as part of the subleasing arrangement. The OSC is an

intermediate lessor in the arrangement to sublease office space to the Government of Canada. For more information, see Note 12.

6. Funds Held Pursuant to Settlements and Sanction Orders

The OSC has a number of settlement agreements and sanction orders arising from enforcement proceedings where monies from these settlements and sanction orders are to be set aside and allocated to such third parties in accordance with section 3.4(2)(b) of the *Securities Act* (Ontario), repealed and replaced by section 19(2)(b) of the *Securities Commission Act* (SCA) effective April 29, 2022. These funds are eligible to be used by the OSC for the purpose of educating investors, or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets, and for authorized uses defined in section 19(2) of the *Securities Commission Act*, including such designated internal costs as approved by the Board.

On July 14, 2016, the OSC established the Whistleblower Program (the "Program"). Under the Program, whistleblowers may be eligible for awards of between

5% to 15% of total monetary sanctions imposed and/or voluntary payments made if their information leads to an administrative proceeding where these amounts total \$1.0 million or more. The maximum amount of the award has been set at \$1.5 million where monetary sanctions and/or voluntary payments are not collected and \$5.0 million where these amounts have been collected.

Whistleblowers will be paid out of funds held pursuant to settlements and sanction orders.

The accumulated funds are held in a segregated bank account and earn interest at the monthly average bank prime rate less 1.90%. Funds are paid to harmed investors where practicable and possible to do so. The remaining funds, are allocated as determined by the Board in accordance with the authorized purposes as set out in subsection 19(2)(b) of the SCA.

As at March 31, 2023 the accumulated balance is determined as follows:

	March 31, 2023	March 31, 2022
Opening balance	\$ 119,295,539	\$ 117,001,434
Assessed during the year	\$ 23,609,717	\$ 17,889,330
Less: Orders deemed uncollectible	(16,250,501)	(11,481,738)
Amount recorded from assessments in year	\$ 7,359,216	\$ 6,407,592
Add: Amounts received from previously deemed uncollectible orders	339,992	633,332
Amounts collected in advance of enforcement hearing	(400,000)	400,000
Interest	4,022,255	752,303
Less: Payments to		
Whistleblowers	(481,092)	(240,000)
OSC for recovery of investor education and knowledge enhancement costs	(4,638,029)	(2,858,748)
External collections firm	(25,690)	(324,732)
Harmed investors	(142,796)	(728,069)
Investor education and advocacy organizations	(1,662,687)	(1,747,573)
Closing balance	\$ 123,666,708	\$ 119,295,539
Represented by:		
Cash	\$ 122,899,206	\$ 119,166,859
Receivable	767,502	128,680
	\$ 123,666,708	\$ 119,295,539

During the year, \$23.6 million (2022 - \$17.9 million) in settlements and sanction orders were assessed, of which \$7.4 million (2022 - \$6.4 million) was collected or deemed collectable and \$16.3 million (2022 - \$11.5 million) was deemed uncollectible. The OSC's average collection rate of settlements and sanction orders assessed during the year was 30.3% (2022 - 35.6%).

The accumulated balance of settlements and sanction orders funds of \$123.7 million (\$119.3 million in 2022) is comprised of \$122.9 million in cash (\$119.2 million in 2022) and \$0.8 million in receivables (\$0.1 million in 2022). After considering funds set aside for possible allocation to harmed investors, \$120.6 million (\$116.6

million in 2022) of the funds on hand are allocated and available for use by the Commission for authorized uses defined in section 19(2) of the *Securities Commission Act*. Of the \$120.6 million, a total of \$119.1 million has been earmarked for authorized uses defined in section 19(2) of the *Securities Commission Act* (\$43.4 million in 2022 for authorized uses under section 3.4(2) of the *Securities Act*).

During the year, the Board authorized payments of \$7.0 million from funds held pursuant to settlements and sanction orders in accordance with section 19(2) of the SCA (2022 - \$5.9 million). Details on the recipients of these payments are included in the table above.

7. Funds Restricted for CSA Systems Operations and Redevelopment

(Funds restricted for CSA Systems)

The core CSA Systems consist of the System for Electronic Document Analysis and Retrieval (SEDAR), the National Registration Database (NRD) and the System for Electronic Disclosure by Insiders (SEDI).

The OSC, in its role as DPA, collects, holds and administers the CSA Systems surplus funds. User fees are charged to recover systems operations and redevelopment costs, which are used only for the benefit of CSA Systems users. A CSA Systems Governance Committee (SGC), consisting of members of the four PAs, was established through an agreement that sets out a governance framework for management and oversight of the CSA Systems and the external service provider who hosts and maintains the CSA Systems.

Use of the surplus funds within the terms of the various agreements requires the approval of members of the SGC. Majority approval is required for all permissible uses of the surplus funds as outlined within the various agreements, with the exception of the following, which all require unanimous approval of the PAs:

- any financial commitments in excess of the lesser of (i) \$5.0 million and (ii) 15% of the accumulated surplus at such date,
- significant changes to the design of the systems, and
- any changes to system fees.

The CSA is redeveloping the CSA Systems in a multi-year phased approach. Funding for the redevelopment is coming from the accumulated CSA surplus funds.

The 2023 financial results of the CSA Systems operations and redevelopment are presented in the table on the following page. Assets include cash and investments of \$112.0 million (2022 - \$142.0 million) presented on the OSC's Statement of Financial Position. Assets also include intangible assets of \$105.2 million (2022 - \$61.7 million) primarily consisting of costs towards the redevelopment of the CSA Systems.

Summarized Statement of Financial Position

As at March 31	2023	2022
Assets	\$ 225,492,716	\$ 212,087,633
Liabilities	\$22,582,551	\$ 12,622,394
Surplus	202,910,165	199,465,239
Liabilities and surplus	\$ 225,492,716	\$ 212,087,633

Summarized Statement of Comprehensive Income

For the year ended March 31	2023	2022
Revenue	\$ 31,403,125	\$ 30,913,552
Expenses	27,958,199	24,135,751
Excess of revenues over expenses	3,444,926	\$ 6,777,801

Summarized Statement of Cash Flows

For the year ended March 31	2023	2022
Net cash flows from/(used in) operations	\$ (1,766,056)	\$ 6,115,024
Net cash flows from/(used in) investing activities	11,989,309	(17,869,074)
Net increase/(decrease) in cash position	10,223,253	(11,754,050)
Cash, beginning of year	11,483,570	23,237,620
Cash, end of year	\$ 21,706,823	\$ 11,483,570

For more information on the net assets held for CSA Systems operations and redevelopment, see Note 2(d) and Note 18.

8. Reserve Funds

As part of the approval of its self-funded status, the OSC was allowed to establish a \$20.0 million reserve to be used as an operating contingency against revenue shortfalls and unanticipated expenditures, or to cover the discrepancy between timing of revenue and expenses. The prime investment consideration for the reserve is

the protection of principal and appropriate liquidity to meet cash flow needs. Interest earned on investments is credited to the operations of the OSC. Reserve funds are held in a segregated bank account and earn interest at the monthly average bank prime rate less 1.90%.

9. Property, Plant & Equipment

The table below presents the property, plant & equipment continuity schedule.

2023	Office furniture	Office equipment	Computer hardware and related applications	Networks and servers	Leasehold improvements	Total
COST						
Balance as at April 1, 2022	\$ 5,759,902	\$ 226,301	\$ 8,988,193	\$ 3,640,736	\$ 12,747,517	\$ 31,362,649
Additions	930,327	118,761	765,392	244,525	—	2,059,005
Disposals	(100,099)	(47,957)	(2,208,075)	(129,116)	—	(2,485,247)
Adjustments	—	—	—	—	(57,584)	(57,584)
Balance as at March 31, 2023	\$ 6,590,130	\$ 297,105	\$ 7,545,510	\$ 3,756,145	\$ 12,689,933	\$ 30,878,823
ACCUMULATED DEPRECIATION						
Balance as at April 1, 2022	\$ (4,973,323)	\$ (106,532)	\$ (5,210,604)	\$ (2,558,891)	\$ (10,698,198)	\$ (23,547,548)
Depreciation for the year	(107,071)	(32,260)	(1,095,948)	(403,287)	(917,162)	(2,555,728)
Disposals	100,099	32,547	2,186,256	37,540	-	2,356,442
Balance as at March 31, 2023	\$ (4,980,295)	\$ (106,245)	\$ (4,120,296)	\$ (2,924,638)	\$ (11,615,360)	\$ (23,746,834)
Carrying amount as at March 31, 2023	\$ 1,609,835	\$ 190,860	\$ 3,425,214	\$ 831,507	\$ 1,074,573	\$ 7,131,989
2022						
COST						
Balance as at April 1, 2021	\$ 5,206,801	\$ 178,801	\$ 6,661,379	\$ 3,183,679	\$ 11,531,761	\$ 26,762,421
Additions	553,101	47,500	2,498,169	520,297	1,215,756	4,834,823
Disposals	—	—	(171,355)	(63,240)	—	(234,595)
Balance as at March 31, 2022	\$ 5,759,902	\$ 226,301	\$ 8,988,193	\$ 3,640,736	\$ 12,747,517	\$ 31,362,649
ACCUMULATED DEPRECIATION						
Balance as at April 1, 2021	\$ (4,918,073)	\$ (74,132)	\$ (4,996,872)	\$ (2,142,325)	\$ (9,407,064)	\$ (21,538,466)
Depreciation for the year	(55,250)	(32,400)	(383,040)	(478,529)	(1,291,134)	(2,240,353)
Disposals	—	—	169,308	61,963	—	231,271
Balance as at March 31, 2022	\$ (4,973,323)	\$ (106,532)	\$ (5,210,604)	\$ (2,558,891)	\$ (10,698,198)	\$ (23,547,548)
Carrying amount as at March 31, 2022	\$ 786,579	\$ 119,769	\$ 3,777,589	\$ 1,081,845	\$ 2,049,319	\$ 7,815,101

Work in progress as at March 31, 2023, totalled nil (2022 - nil).

For the year ended March 31, 2023 the OSC disposed of \$2.5 million (2022 - \$0.2 million) of property plant and equipment and realized a loss on disposal of \$0.1 million (2022 - \$3,324).

10. Intangible Assets

Intangible assets consist of assets with finite useful lives. Finite life intangible assets include assets such as purchased software and software enhancement and

development. Amortization of intangible assets only commences once the software is available for use.

2023	Purchased software	Software enhancement and development	Total
COST			
Balance as at April 1, 2022	\$ 6,022,820	\$ 12,430,346	\$ 18,453,166
Additions	176,844	8,588,688	8,765,532
Disposals	(2,040,311)	—	(2,040,311)
Balance as at March 31, 2023	\$ 4,159,353	\$ 21,019,034	\$ 25,178,387
ACCUMULATED AMORTIZATION			
Balance as at April 1, 2022	\$ (5,907,803)	\$ (1,374,978)	\$ (7,282,781)
Amortization expense	(237,075)	(980,869)	(1,217,944)
Disposals	2,040,311	—	2,040,311
Balance as at March 31, 2023	\$ (4,104,567)	\$ (2,355,847)	\$ (6,460,414)
Carrying amount as at March 31, 2023	\$ 54,786	\$ 18,663,187	\$ 18,717,973

2022	Purchased software	Software enhancement and development	Total
COST			
Balance as at April 1, 2021	\$ 5,995,760	\$ 7,669,121	\$ 13,664,881
Additions	73,994	5,079,855	5,153,849
Disposals	(46,934)	(318,630)	(365,564)
Balance as at March 31, 2022	\$ 6,022,820	\$ 12,430,346	\$ 18,453,166
ACCUMULATED AMORTIZATION			
Balance as at April 1, 2021	\$ (5,283,764)	\$ (379,530)	\$ (5,663,294)
Amortization expense	(670,973)	(1,314,078)	(1,985,051)
Disposals	46,934	318,630	365,564
Balance as at March 31, 2022	\$ (5,907,803)	\$ (1,374,978)	\$ (7,282,781)
Carrying amount as at March 31, 2022	\$ 115,017	\$ 11,055,368	\$ 11,170,385

Intangible assets that are not yet available for use totalled \$16.0 million (2022 - \$9.7 million). No amortization has been taken on these assets.

There was no impairment loss to software enhancement and development (2022 - \$0.3 million).

For the year ended March 31, 2023 the OSC disposed of \$2.0 million of fully amortized purchased software that is no longer in use (2022- \$0.3 million).

11. Trade and Other Payables

	March 31, 2023	March 31, 2022
Trade payables	\$ 19,358,174	\$ 18,432,109
Payroll accruals	7,400,982	6,405,255
Other accrued expenses	270,432	400,408
Decommissioning provision	163,264	—
Deferred revenue	126,800	—
Total Trade and other payables	\$ 27,319,652	\$ 25,237,772

12. Leases

Lessee Accounting – Lease Liabilities and Right of Use Assets

The OSC's leasing activities, as a lessee, relate to a premise lease and office equipment leases.

The OSC entered into a new premise lease as of September 1, 2017 for a term of ten years, ending August 31, 2027. The lease contains two consecutive options to extend the term beyond August 31, 2027, each for a period of five years. The lease was approved by the Minister of Finance under the *Financial Administration Act* section 28, which required review of contingent

liabilities inherent in the lease. On August 30, 2022, the OSC exercised its existing right under the lease to surrender a floor. The OSC intends to surrender the floor on February 29, 2024. The terms and conditions for the remaining lease are unchanged and as a result, the lease liability for that specific floor was remeasured.

Additionally, the OSC entered into a lease agreement for office equipment (printers) as of March 20, 2020 for a term of five years ending March 19, 2025. The tables below provide reconciliations of the right of use assets and lease liabilities for the year ended March 31, 2023:

2023 - Right of use assets	Premise Lease(s)	Office Equipment Lease(s)	Total
COST			
Balance as at April 1, 2022	\$ 57,712,103	\$ 511,279	\$ 58,223,382
Additions - new contracts	—	—	—
Lease reassessment	(3,761,035)	—	(3,761,035)
Sublease to Government of Canada	(3,668,596)	—	(3,668,596)
Balance as at March 31, 2023	\$ 50,282,472	\$ 511,279	\$ 50,793,751
ACCUMULATED DEPRECIATION			
Balance as at April 1, 2022	\$ (8,803,466)	\$ (204,512)	\$ (9,007,978)
Depreciation expense	(2,788,227)	(102,256)	(2,890,483)
Balance as at March 31, 2023	\$ (11,591,693)	\$ (306,768)	\$ (11,898,461)
Carrying amount as at March 31, 2023	\$ 38,690,779	\$ 204,511	\$ 38,895,290

2022 - Right of use assets	Premise Lease(s)	Office Equipment Lease(s)	Total
COST			
Balance as at April 1, 2021	\$ 57,712,103	\$ 511,279	\$ 58,223,382
Additions - new contracts	—	—	—
Sublease to Government of Canada	(3,668,596)	—	(3,668,596)
Balance as at March 31, 2022	\$ 54,043,507	\$ 511,279	\$ 54,554,786
ACCUMULATED DEPRECIATION			
Balance as at April 1, 2021	\$ (5,868,978)	\$ (102,256)	\$ (5,971,234)
Depreciation expense	(2,934,488)	(102,256)	(3,036,744)
Balance as at March 31, 2022	\$ (8,803,466)	\$ (204,512)	\$ (9,007,978)
Carrying amount as at March 31, 2022	\$ 45,240,041	\$ 306,767	\$ 45,546,808

2023 - Lease liabilities	Premise Lease(s)	Office Equipment Lease(s)	Total
Balance as at April 1, 2022	\$ 51,595,511	\$ 304,768	\$ 51,900,279
Additions - new contracts	—	—	—
Lease reassessment	(3,761,035)	—	(3,761,035)
Balance as at March 31, 2023	\$ 47,834,476	\$ 304,768	\$ 48,139,244
Increase(s) to Lease liabilities- finance costs	\$ 1,667,391	\$ 5,029	\$ 1,672,420
Decrease(s) to Lease liabilities- lease payments	(4,165,945)	(107,576)	(4,273,521)
Lease liabilities balance as at March 31, 2023	\$ 45,335,922	\$ 202,221	\$ 45,538,143
Non-current portion of Lease liabilities	\$ 42,553,740	\$ 97,657	\$ 42,651,397
Current portion of Lease liabilities	2,782,182	104,564	2,886,746
Lease liabilities balance as at March 31, 2023	\$ 45,335,922	\$ 202,221	\$ 45,538,143
2022 - Lease liabilities	Premise Lease(s)	Office Equipment Lease(s)	Total
Balance as at April 1, 2021	\$ 53,706,579	\$ 405,336	\$ 54,111,915
Additions - new contracts	—	—	—
Balance as at March 31, 2022	\$ 53,706,579	\$ 405,336	\$ 54,111,915
Increase(s) to Lease liabilities- finance costs	\$ 1,819,703	\$ 7,009	\$ 1,826,712
Decrease(s) to Lease liabilities- lease payments	(3,930,771)	(107,577)	(4,038,348)
Lease liabilities balance as at March 31, 2022	\$ 51,595,511	\$ 304,768	\$ 51,900,279
Non-current portion of Lease liabilities	\$ 49,173,236	\$ 202,222	\$ 49,375,458
Current portion of Lease liabilities	2,422,275	102,546	2,524,821
Lease liabilities balance as at March 31, 2022	\$ 51,595,511	\$ 304,768	\$ 51,900,279

Lessee Accounting – Depreciation, Finance Costs, and Payments

The related right of use depreciation and interest charges are recorded on the Statement of Comprehensive Income under the depreciation and finance costs expense line items, respectively. For the year ended March 31, 2023, depreciation and finance costs were \$2.9 million (2022 – \$3.0 million) and \$1.7 million (2022 – \$1.8 million), respectively.

The lease liability for the surrendered floor was remeasured, using a revised discount rate of 4.2%, resulting in a \$3.8 million decrease to both the lease liability and associated right-of-use asset with no one-time impact to excess of revenues over expenses.

For the year ended March 31, 2023, payments of lease principal and interest on the leases recorded as lease liabilities were \$4.3 million (2022 – \$4.0 million). The following table sets forth the OSC's future aggregate undiscounted lease payments over the lease term:

	March 31, 2023	March 31, 2022
Less than one year	\$ 8,876,260	\$ 8,936,157
Between one and five years	32,356,170	36,149,853
More than five years	75,939,668	93,603,293
	\$ 117,172,098	\$ 138,689,303

Lessor Accounting

Lessor accounting is applicable in office space subleasing agreements where the OSC is the lessor. The two sublease arrangements, to the CSA IT Systems Project Office and the Government of Canada, are on a cost-recovery basis.

The OSC has classified the sublease with the CSA as an operating lease since the arrangement does not substantially transfer all the risks and rewards incidental to ownership of the underlying asset. Accordingly,

The OSC had no office equipment leases that qualify as short-term leases in 2023 (2022 – nil). The OSC would recognize the lease payments associated with such office equipment leases as an expense on a straight-line basis over the lease term.

The OSC has leases that qualify as low-value leases. The OSC recognized nominal lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The OSC makes non-lease payments (i.e. common area maintenance, property tax, and insurance) on leased properties. For the year ended March 31, 2023, \$4.3 million (2022 – \$3.7 million) was recognized within occupancy costs in the Statement of Comprehensive Income. As of March 31, 2023 the OSC has not committed to leases with future cash outflows beyond those recognized and presented above.

the OSC recognizes finance income from the sublease within miscellaneous revenue on the Statement of Comprehensive Income. For the year ended March 31, 2023, sublease payments totalling \$0.2 million (2022 – \$0.2 million) were recorded for the operating lease.

The OSC has classified the sublease with the Government of Canada as a finance lease since all of the risks and rewards incidental to ownership of the underlying asset have been substantially transferred

to the lessee. Accordingly, the OSC recognizes a lease receivable, with an offsetting reduction to the right of use asset, on the Statement of Financial Position and finance income on the Statement of Comprehensive Income. For the year ended March 31, 2023, sublease

payments totalling \$0.3 million (2022 – \$0.2 million) were recorded for the finance lease. The table below provides a reconciliation of the lease receivable and finance income for the year ended March 31, 2023:

Lease receivable	Note(s)	March 31, 2023	March 31, 2022
Opening balance		\$ 3,270,120	\$ 3,403,919
Sublease payments		(264,036)	(249,132)
Finance income		110,512	115,333
Closing balance		\$ 3,116,596	\$ 3,270,120
Current portion of Lease receivable	5	\$ 169,830	\$ 153,524
Non-current portion of Lease receivable		2,946,766	3,116,596
Total Lease receivable		\$ 3,116,596	\$ 3,270,120

The current portion of the lease receivable is presented within trade and other receivables in the Statement of Financial Position. For more information, see Note 5. The non-current portion of the lease receivable is presented as a separate non-current asset in the Statement of Financial Position.

The table below presents the OSC's expected aggregate undiscounted sublease payment receipts for operating and finance leases:

	March 31, 2023	March 31, 2022
Less than one year	\$ 493,390	\$ 476,760
Between one and five years	1,098,736	1,098,736
More than five years	2,586,608	2,861,292
	\$ 4,178,734	\$ 4,436,788

13. Pension Plans

(a) Ontario Public Service Pension Plan (OPSPP)

All eligible OSC employees must, and members may, participate in the OPSPP. The OSC's contribution to the OPSPP for the year ended March 31, 2023 was \$7.3 million (2022 – \$7.0 million), which is included under salaries and benefits in the Statement of Comprehensive Income. The expected contributions for the plan for 2024 are \$8.0 million.

(b) Supplemental pension plans

The OSC also has unfunded supplemental defined benefit pension plans for full-time appointed current and former Chairs, Vice-Chairs, Chief Executive Officer, and Chief Adjudicator. These supplemental pension plans have no plan assets. The actuarial liability and the current service cost are determined by independent actuaries using the projected benefit method prorated on services and management's best estimate assumptions. The supplemental defined benefit pension plans are non-registered plans. The benefit payments are made by the OSC as they become due.

The OSC is responsible for governance of these plans. The OSC Board's Audit and Finance Committee assists in the management of the plans. The OSC uses external actuarial experts to provide a valuation of the pension obligation for the supplemental plans in accordance with the standards of practice established by the Canadian Institute of Actuaries.

Under the projected benefit method, the pension liabilities are the present value of benefits accrued in respect of service prior to the valuation date, based on projected final average earnings. The current service cost is the increase in the present value of the defined benefit obligation resulting from employee service in the current period. The current service cost, expressed as a percentage of pensionable earnings, will be stable over time if the demographic characteristics of the active membership remain stable from valuation to valuation. However, all other things being equal, the current service cost of an active membership whose average age rises between actuarial valuations will result in an increasing current service cost.

The supplemental pension plans expose the OSC to the following risks:

- Changes in bond yields – a decrease in corporate bond yields will increase the plans' liabilities.
- Inflation risk – in plans where the target benefit is not indexed, given that the pension offset amounts are linked to inflation, higher inflation will lead to lower liabilities. Conversely, for plans where the target benefits are linked to inflation, the OSC's liability increases when inflation increases.
- Life expectancy – the majority of the obligations are to provide benefits for the life of the members. Therefore, increases in life expectancy will result in an increase in the plans' liabilities.

There were no plan amendments, curtailments or settlements during the period. The duration of all supplemental pension plans combined is approximately 10 years (2022 – 11 years).

	March 31, 2023	March 31, 2022
Defined benefit obligation, beginning of year	\$ 4,915,315	\$ 5,111,690
Current service cost	203,819	230,952
Interest cost	188,634	156,581
Benefit payments	(279,504)	(281,793)
Actuarial (gain)/loss on obligation	(617,252)	(302,115)
Defined benefit obligation, end of year	\$ 4,411,012	\$ 4,915,315

Actuarial assumptions

The significant actuarial assumptions used to determine the present value of the defined benefit obligation were as follows:

	March 31, 2023	March 31, 2022
Discount rate(s)	4.85%	3.95%
Inflation	2.00%	2.00%
Expected rate(s) of salary increase	0%	0%
CPP YMPE increase	2.50%	2.50%
Increase in Canada Revenue Agency limit	\$3,506.67	\$ 3,420.00

The assumptions for mortality rates are based on the 2014 Public Sector Mortality Table (CPM2014Publ), with fully generational improvements using the CPM-B improvement scale with a size adjustment for monthly income of \$6,000 or more as at March 31, 2023.

Sensitivity analysis

Changes in the actuarial assumptions used have a significant impact on the defined benefit obligation. The following is an estimate of the sensitivity of the defined benefit obligation to a change in the significant actuarial assumptions (the sensitivity assumes all other assumptions are held constant):

	March 31, 2023	March 31, 2022
Discount rate increased by 0.5% (obligation will decrease by)	4.9%	5.3%
Discount rate decreased by 0.5% (obligation will increase by)	5.4%	5.9%
Life expectancy increased by 1 year (obligation will increase by)	2.4%	2.5%
Life expectancy decreased by 1 year (obligation will decrease by)	2.5%	2.6%
Inflation rate increased by 0.5% (obligation will decrease/(increase) by)	(0.5%)	0.4%
Inflation rate decreased by 0.5% (obligation will increase by)	0.0%	0.9%

The OSC's pension expense relating to the supplemental pension plans for the year ended March 31, 2023 was \$0.4 million (2022 – \$0.4 million). The OSC expects to

incur \$0.3 million in benefit payments relating to the supplemental pension plan during the next fiscal year.

14. Capital Management

Since 2001, the OSC has held a \$20.0 million reserve fund, as described in Note 8, which it considers as capital. The primary objective of maintaining this capital is to fund OSC's operations in the event of revenue shortfalls and unanticipated expenditures, or to cover the discrepancy between timing of revenue and expenses.

The OSC maintains an investment policy where reserve funds are restricted to direct and guaranteed obligations of the Government of Canada and its provinces, and to instruments issued by Canadian Schedule I financial institutions to protect the principal. The OSC has a

\$52.0 million credit facility with a Schedule I financial institution to provide additional support for short-term cash deficiencies. The Minister of Finance approved the renewal of the credit facility as of July 1, 2022 for two years expiring on June 30, 2024.

The OSC is not subject to any externally imposed capital requirements.

15. Fees

The OSC's fee structure is designed to generate fees that recover the OSC's cost of providing services to market participants. The fee structure is based on the concept of participation fees, activity fees, and late filing fees.

Participation fees are based on the cost of a broad range of regulatory services that cannot be practically or easily attributed to individual activities or entities and are intended to serve as a proxy for the market participants' use of the Ontario capital markets. Activity fees represent

the direct cost of OSC staff resources expended in undertaking certain activities requested of staff by market participants.

Late fees represent fees applied to market participants for not filing required documents and/or paying their participation and activity fees on time. Fees received are as follows:

	March 31, 2023	March 31, 2022
Participation fees	\$ 132,802,077	\$ 133,953,161
Activity fees	17,149,188	21,205,152
Late filing fees	4,123,904	4,194,639
	\$ 154,075,169	\$ 159,352,952

16. Salaries and Benefits

	March 31, 2023	March 31, 2022
Salaries	\$ 91,115,675	\$ 85,724,326
Benefits	11,895,870	10,404,635
Pension expense	7,728,914	7,384,079
Severance/termination payments	1,027,943	169,417
	\$ 111,768,402	\$ 103,682,457

17. Administrative

	March 31, 2023	March 31, 2022
Capital Markets Tribunal expenses	\$ 724,287	—
Board regulatory and governance expenses	569,144	—
Commission expenses	63,032	1,087,105
	\$ 1,356,463	\$ 1,087,105
Technology maintenance & support	\$ 9,623,068	\$ 6,508,254
Communications & publications	2,648,360	1,887,489
Miscellaneous expenses	1,102,665	807,227
Training	858,436	686,229
Supplies	92,352	71,840
Bad debt	(237,012)	596,406
	\$ 15,444,332	\$ 11,644,550

Commission expenses include adjudicator and Board regulatory and governance costs up to April 29, 2022 incurred by part-time Commissioners. On April 29, 2022, with the proclamation of the SCA, the Ontario Government appointed Board of Directors to the Commission and separate Adjudicators to the new Capital Markets Tribunal, an independent tribunal within the OSC.

18. Contingent Liabilities and Contractual Commitments

The OSC has committed to paying in full any liability with respect to CSA Systems operations and custody of the related surplus funds that arises as a result of wilful neglect or wilful misconduct on behalf of the OSC.

Under the agreements described in Note 7, the OSC, ASC, BCSC and AMF, as PAs, have committed to paying an equal share of any claim or expenses related to operation and redevelopment of the CSA Systems that exceed the surplus funds held.

In 2022 and 2023, there were no such claims or expenses. As described in Note 7, the OSC, in its capacity as DPA, is holding funds in segregated bank

and investment accounts that may be used to settle claims and expenses relating to the operation and redevelopment of the CSA Systems.

Occasionally, the OSC is involved in legal actions arising from the ordinary course of business. Settlements from these actions are accounted for when they occur. The outcome and ultimate disposition of these actions cannot currently be determined. However, management does not expect the outcome of any legal actions, individually or in aggregate, to have a material impact on the OSC's financial position.

19. Related Party Transactions

(a) Funds restricted for CSA Systems operations and redevelopment

In the course of normal operations, the OSC fulfills transactions for CSA Systems with the funds restricted for CSA Systems operations and redevelopment. During the year, total related party charges incurred and to be reimbursed were \$6.7 million (2022 – \$6.1 million). At March 31, 2023, \$0.8 million (2022 – \$0.6 million) was still owed to the OSC. For more information, see Note 7.

(b) The Province of Ontario

In the course of normal operations, the OSC entered into the following transactions with the Province of Ontario:

The *Securities Act* (Ontario) states that when ordered to do so by the responsible Minister, the OSC shall remit to the Province of Ontario such surplus funds as determined by the Minister. In light of the fee model as described

in Note 15 and the OSC's practice of setting fees periodically, the OSC is not required to make remittances of its surplus to the Consolidated Revenue Fund. Surpluses retained by the OSC are subject to appropriate terms and conditions to be agreed with the Minister.

Costs of non-pension benefits for eligible pensioners are paid by the Government of Ontario and are not included in the Statement of Comprehensive Income.

Certain payments to harmed investors from the funds held pursuant to settlements and sanction orders are made through the Ministry of the Attorney General (MAG) via the Crown Law Office – Civil (CLOC) and Victims and Vulnerable Persons Division (VVPD). Payments are made to MAG from the OSC pursuant to forfeiture orders obtained by CLOC under the the *Civil Remedies Act*.

(c) Compensation to key management personnel

The OSC's key management personnel are the members of the Board of Directors, Capital Markets Tribunal, Chief Executive Officer, Chief Adjudicator, Chief Administrative

Officer, and Executive Directors. The remuneration of key management personnel includes the following expenses:

	March 31, 2023	March 31, 2022
Short-term employee benefits	\$ 3,969,813	\$ 3,653,600
Post-employment benefits	541,269	523,255
	\$ 4,511,082	\$ 4,176,855

20. Recoveries of Investor Education and Knowledge Enhancement Costs

During the year, as described in Note 3(h), the OSC recorded recoveries of investor education and knowledge

enhancement costs from the funds held pursuant to settlements and sanction orders as follows:

	March 31, 2023	March 31, 2022
Salaries and benefits	\$ 2,151,191	\$ 1,890,555
Professional services	1,360,985	754,052
Media Campaign costs	931,349	407,789
Website and other IT costs	567,728	165,576
Investor Advisory Panel costs	138,154	130,399
	\$ 5,149,407	\$ 3,348,371

The amount recorded from expenses in the year was \$5.1 million (2022 – \$3.3 million). Of the total amounts recovered, \$1.8 million (2022 – \$1.3 million) was owing to the OSC at March 31, 2023.

21. Accounting Pronouncements

Current period changes

The OSC has not adopted any new accounting pronouncements or amendments in the current period. The OSC is assessing the potential impacts of pronouncements for future fiscal years. The International Accounting Standards Board issued amendments to IAS 1 Presentation of Financial Statements and IAS 8

Accounting Policies, Changes in Accounting Estimates and Errors to clarify certain aspects of definitions and concepts. The amendments are effective for annual periods on or after January 1, 2023 and will be applied prospectively.