



NORTH WEST COMPANY FUND

ANNUAL INFORMATION FORM

Year Ended January 26, 2002

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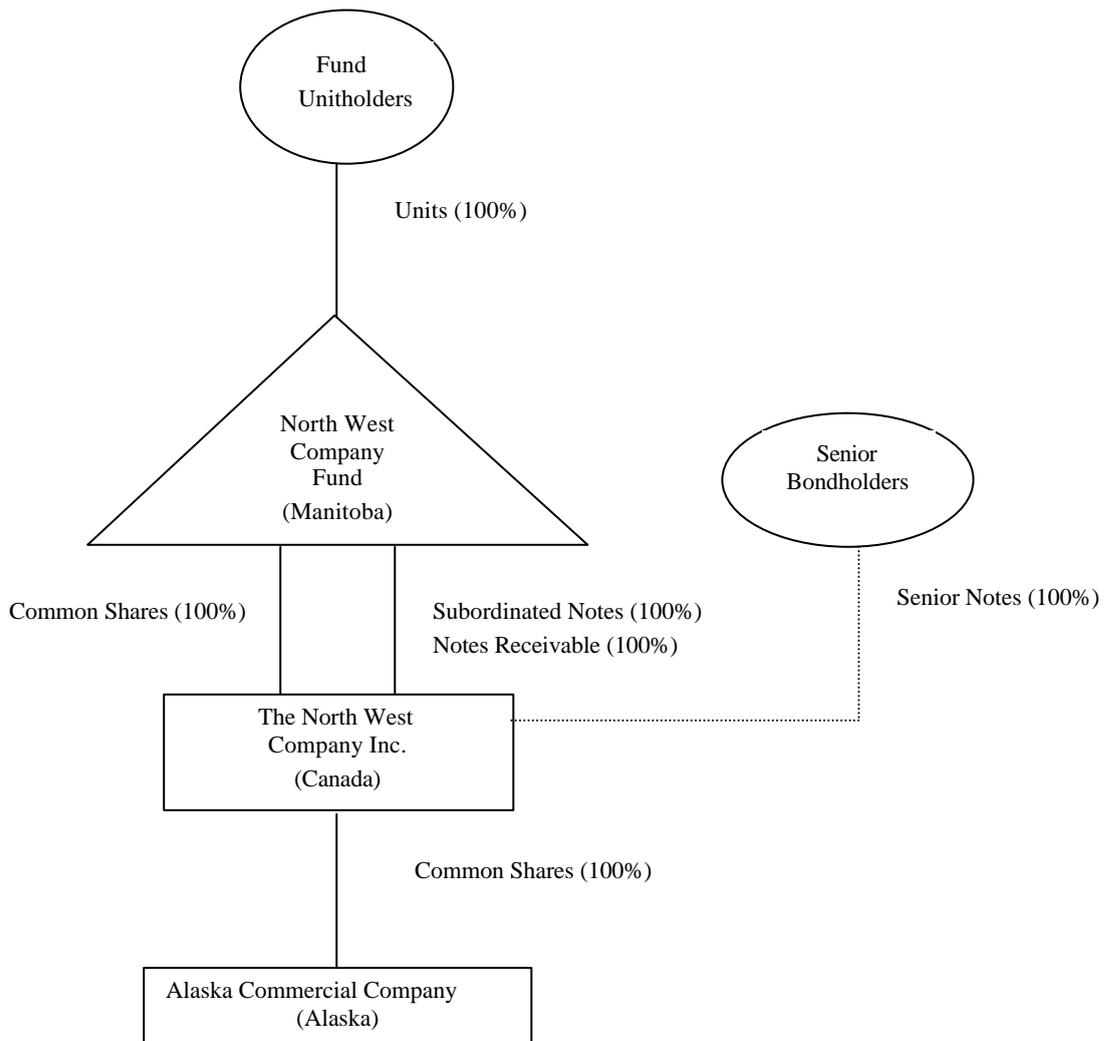
NORTH WEST COMPANY FUND

The Fund

The North West Company Fund (the "Fund") is an unincorporated, open-ended mutual fund trust established under the laws of the Province of Manitoba, on January 31, 1997, pursuant to a declaration of trust (the "Declaration of Trust") dated January 31, 1997, (as amended on March 2, 1997, and June 4, 1998). The principal head office of the Fund is located at Gibraltar House, 77 Main Street, Winnipeg, Manitoba R3C 2R1. The Fund is a limited purpose trust, the principle activities of which are to invest in all of the securities of the North West Company Inc. (the "Company") and to the extent possible, to make distributions to holders ("Unitholders") of trust units of the Fund (the "Units") of distributions made by the Company to the Fund. The Fund currently holds 1,000 Common Shares in the capital stock of the Company (the "Common Shares") valued at \$1000 and principal amount of \$175,000,000 unsecured, subordinated promissory notes of the Company due December 31, 2027 (the "Subordinated Notes") and \$30,000,000 in notes receivable due December 31, 2031 representing all of the outstanding securities of the Company.

Structure of the Fund

The following chart illustrates the organizational structure (including jurisdiction of organization or incorporation as the case may be) and the relationship between the Fund and the Company as of the date hereof:



Activities of the Fund

The Fund is an open-ended mutual fund trust established under the laws of the Province of Manitoba pursuant to the Declaration of Trust. The following is a summary of certain material attributes and characteristics of the Units and provisions of the Declaration of Trust, a copy of which is available upon request from the Secretary of the Fund.

The Fund does not conduct an active business but rather distributes to Unitholders the income, net of expenses, it receives from the Company. The Declaration of Trust limits the activities of the Fund to:

- (a) investing in such securities as may be approved from time to time by the Trustees, including the Common Shares, the Preferred Shares, the Subordinated Notes of the Company and any other securities of the Company provided that the Trustees may not invest in any security, asset, or investment which is defined as "foreign property" or is a "small business security" under the *Income Tax Act* (Canada) (the "Tax Act");
- (b) disposing of any part of the assets of the Fund;
- (c) temporarily holding cash and investments for the purpose of paying the expenses and liabilities of the Fund, paying amounts payable by the Fund in connection with the redemption of any Units and making distributions to holders of the Units (the "Unitholders"); and
- (d) undertaking such other business and activities as shall be approved by the Trustees from time to time provided that such business or activity does not result in the Fund not being considered either a "unit trust" or a "mutual fund trust" for purposes of the Tax Act.

The Declaration of Trust may be amended or altered from time to time by at least 66 2/3% of the votes cast at a meeting of the Unitholders called for such purpose.

The Trustees may, without the approval of the Unitholders, make certain amendments to the Declaration of Trust, including amendments:

- (a) for the purpose of ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental or other authority having jurisdiction over the Trustees or over the Fund;
- (b) which, in the opinion of the Trustees, provide additional protection for the Unitholders;
- (c) to remove any conflicts or inconsistencies in the Declaration of Trust or to make minor corrections which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the Unitholders; and
- (d) which, in the opinion of the Trustees, are necessary or desirable as a result of changes in taxation laws.

Description of Units

An unlimited number of Units may be created and issued pursuant to the Declaration of Trust. As of May 30, 2002, there were 16,126,000 Units issued and outstanding. Each Unit represents an equal fractional undivided beneficial interest in any distribution from and in any net assets of the Fund in the event of termination or winding-up of the Fund. All Units are of the same class with equal rights, privileges and ranking. Each Unit is transferable and entitles the holder thereof to participate equally in distributions, including the distributions of net income and net realized capital gains of the Fund and distributions on termination or winding-up, is not subject to future calls or assessments and entitles the holder thereof to one vote at all meetings of Unitholders for each Unit held.

Issuance of Units

The Declaration of Trust provides that Units or rights, warrants or options to acquire Units may be issued at the times, to the persons, for the consideration and on the terms and conditions that the Trustees

determine. Existing Unitholders have no pre-emptive rights to subscribe for or purchase any Units. The Declaration of Trust also provides that fractional Units shall not be issued except pursuant to a pro rata distribution of additional Units to all Unitholders in satisfaction of any non-cash distribution, following which the number of outstanding Units will be consolidated such that each Unitholder will hold the same number of Units as the Unitholder held before the non-cash distribution. In this case, each certificate representing a number of Units prior to the non-cash distribution is deemed to represent the same number of Units after the non-cash distribution and the consolidation.

Unit Recirculation Right

Units may be recirculated at any time at the option of the holders thereof upon delivery to the Fund of the certificate or certificates representing such Units, accompanied by a duly completed and properly executed direction and power of attorney authorizing the Trustees or the recirculation agent, appointed from time to time by the Trustees (the "Recirculation Agent"), to sell such Units on the Unitholders' behalf ("Recirculation") at such price or prices as may be obtained by the Trustees or the Recirculation Agent in their absolute discretion. The holder of Units tendered for Recirculation shall be entitled to receive payment of the gross proceeds received from the Recirculation sale less applicable selling costs including brokerage commissions of the Recirculation Agent, such payment to be made by the Fund or the Recirculation Agent no later than the 5th business day following the end of the month during which the Recirculation sale is effected.

Unit Redemption Rights

Units are redeemable at any time on demand by the holders thereof upon delivery to the Fund of the certificate or certificates representing such Units, accompanied by a duly completed and properly executed notice requesting redemption. Upon receipt of the redemption request by the Fund, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per Unit (the "Redemption Price") equal to the lesser of: (i) 85% of the "market price" of the Units on the principal market on which the Units are quoted for trading during the ten trading day period commencing immediately after the date on which the Units are surrendered for redemption (the "Redemption Date"); and (ii) the "closing market price" on the principal market on which the Units are quoted for trading on the Redemption Date.

The Trustees

There are currently three Trustees. Trustees are reappointed or replaced every year as may be determined by a majority of the votes cast at an annual meeting of the Unitholders. The Declaration of Trust provides that, subject to the terms and conditions thereof, the Trustees may, in respect of the Fund assets, exercise any and all rights, powers and privileges that could be exercised by a legal and beneficial owner thereof and shall supervise the investments and conduct the affairs of the Fund. The Trustees are responsible for, among other things: (i) acting for, voting on behalf of and representing the Fund as a shareholder and noteholder of the Company; (ii) maintaining records and providing reports to Unitholders; (iii) supervising the activities of the Fund; (iv) managing the affairs of the Fund; (v) ensuring that the restrictions in the Declaration of Trust on non-resident ownership are met; and (vi) declaring distributions from the Fund to Unitholders.

Meetings of Unitholders

The Declaration of Trust provides that meetings of Unitholders must be called and held for, among other matters, the election or removal of Trustees, the appointment or removal of the auditors of the Fund, the appointment of an inspector to investigate the performance by the Trustees in respect of their responsibilities and duties in respect of the Fund, the approval of amendments to the Declaration of Trust, the sale of all or substantially all of the assets of the Fund, the termination of the Fund and the direction of the Trustees as to the election of the directors of the Company. Meetings of Unitholders will be called and held annually for, among other things, the election of the Trustees, the appointment of auditors of the Fund and the direction of the Trustees as to the election of the directors of the Company. A resolution appointing or removing a Trustee, the auditors of the Fund or the direction of the Trustees as to the election of the directors of the Company, must be passed by a simple majority of the votes cast by Unitholders. The balance of the foregoing matters must be passed by at least 66 2/3% of the votes cast at a meeting of Unitholders called for such purpose.

A meeting of Unitholders may be convened at any time and for any purpose by the Trustees and must be convened if requisitioned by the holders of not less than 10% of the Units then outstanding by a written requisition. A requisition must, among other things, state in reasonable detail the business proposed to be transacted at the meeting.

Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy and a proxyholder need not be a Unitholder. Two persons present in person or represented by proxy and representing in the aggregate at least 10% of the votes attaching to all outstanding Units shall constitute a quorum for the transaction of business at all such meetings.

The Declaration of Trust contains provisions as to the notice required and other procedures with respect to the calling and holding of meetings of Unitholders.

Unitholders' Rights Plan

In order to provide Unitholders with protection from unfair, abusive or coercive takeover strategies and to afford Unitholders and the Trustees adequate time to assess an offer made for the Units and to pursue, explore and develop alternative courses of action in an attempt to maximize Unitholder value, a Unitholder rights plan (the "Unitholder Rights Plan") was approved on March 27, 1997, and amended as of March 13, 2002, and ratified by the Unitholders May 30, 2002 so as to extend the term of the Unitholder Rights Plan to June 30, 2005.

The following is a summary of the terms of the Unitholder Rights Plan which is qualified in its entirety by reference to the text thereof. All terms referred to herein, where not specifically defined, have the meanings ascribed to them in the Unitholder Rights Plan, a copy of which is available upon request to the Secretary of the Fund.

General

The Rights (as defined in the Unitholder Rights Plan) are issued on the basis of one Right in respect of each Unit, pursuant to the Unitholder Rights Plan agreement entered into between the Fund and the Rights Agent. Each Right entitles the registered holder to purchase from the Fund one Unit at a price of \$50.00 per Unit, subject to adjustments. If a Flip-in Event (as herein defined) occurs, each Right will entitle the registered holder to receive, upon payment of the Exercise Price, that number of Units that have a market value at the date of such occurrence equal to twice the Exercise Price. The Rights are not exercisable until the Separation Time (as herein defined). The Rights will expire on June 30, 2005, unless earlier terminated by the Trustees.

Trading of Rights

Until the Separation Time (or the earlier termination or expiration of the Rights), the Rights will be transferred with and only with the Units. Each new Unit certificate issued after the Record Time (as defined in the Unitholder Rights Plan), upon transfer of existing Units or the issuance of additional Units, will contain a notation that the Unit certificate also evidences Rights as described in the Unitholder Rights Plan. Until the Separation Time (or the earlier termination or expiration of the Rights), the surrender for transfer of any certificates representing Units outstanding as of the Record Time will also constitute the transfer of the Rights associated with the Units represented by such certificate.

Separation Time

The Rights will separate and trade apart from the Units and become exercisable from and after the Separation Time. "Separation Time" means the close of business eight trading days following the earlier to occur of (i) the date of acknowledgment by the Fund ("Stock Acquisition Date") that a person or group or affiliated or associated persons ("Acquiring Persons") has acquired, other than as a result of a reduction of the number of Units then outstanding, a Permitted Bid or Exempt Acquisition (as herein defined), Beneficial Ownership (as defined in the Unitholder Rights Plan) of 20% or more of the outstanding Units (the calculation of both the 20% figure and the outstanding Units to include any unissued Units Beneficially Owned by such Acquiring Persons) or (ii) the commencement of, or first public

announcement of the intention of any person (other than the Fund or any subsidiary of the Fund) to commence a Takeover Bid (other than a Permitted Bid) or such earlier or later time as may be determined by the Trustees.

Flip-in Event

Following a transaction in or pursuant to which a person becomes an Acquiring Person (a "Flip-in Event") a Right will convert into the right to purchase at a 50% discount, upon exercise, Units of the Fund having an aggregate acquisition cost equal to the Exercise Price. However, in such event, any Rights Beneficially Owned by Acquiring Persons (including such person's associates and affiliates and persons with whom he is acting in concert) or by any direct or indirect transference of such a person, will be void. A Flip-in Event would not include Exempt Acquisitions or acquisitions pursuant to a Permitted Bid.

Permitted Bid

A "Permitted Bid" is a Take-over Bid made in compliance with and not on a basis which is exempt from or otherwise not subject to the provisions of sections 95 through 100, inclusive, of the *Securities Act* (Ontario) and in compliance with all other applicable securities laws, subject to any exemptions ordered or granted for purposes of uniformity, and which also complies with the following additional provisions:

- (i) the Take-over Bid is made for all Units to all holders of record of Units as registered on the books of the Fund;
- (ii) the person making the Take-over Bid does not at the commencement of, or during the currency of, the Take-over Bid Beneficially Own more than 10% of the Units, unless such person was the Beneficial Owner of 10% or more but less than 20% of the outstanding Units determined as at the Effective Date and did not increase such Beneficial Ownership by an additional 2% of the outstanding Units determined as at the Effective Date;
- (iii) the Take-over Bid contains and the take up and payment for securities tendered or deposited is subject to, an irrevocable and unqualified provision that no Units will be taken up or paid for pursuant to the Take-over Bid prior to the close of business on a date which is not less than 60 days following the date of the Take-over Bid;
- (iv) the Take-over Bid contains irrevocable and unqualified provisions that all Units may be deposited pursuant to the Take-over Bid at any time prior to the close of business on the date referred to in clause (iii) and that all Units deposited pursuant to the Take-over Bid may be withdrawn at any time prior to the close of business on such date;
- (v) the Take-over Bid contains an irrevocable and unqualified condition that not less than 50% of the then outstanding Units, other than the Units Beneficially Owned by the offeror, must be deposited to the Take-over Bid and not withdrawn at the close of business on that date referred to in clause (iii); and
- (vi) the Take-over Bid contains an irrevocable and unqualified provision that, should the condition referred to in clause (v) be met, the Take-over Bid will be extended on the same terms for a period of not less than 10 days from the date referred to in clause (iii).

Exchange Option

If the Trustees determine that conditions exist which would eliminate or otherwise materially diminish in any respect the benefits intended to be afforded to the holders of Rights pursuant to the Unitholder Rights Plan, the Trustees may at any time after a Flip-in Event, authorize the Fund to issue or deliver, in respect of each Right which is not void, either (i) in return for the Exercise Price and the Right, debt or equity securities or assets of the Fund (or a combination thereof) having a value equal to twice the Exercise Price, or (ii) in return for the Right, subject to any amounts that may be required to be paid under applicable law, debt or equity securities or assets of the Fund (or a combination thereof) having a value equal to the value of the Right, in full and final settlement of all rights attached to the Right. In either case, the value of such debt or equity securities or assets (or a combination thereof) and in the case of any issue of debt or equity securities or assets (or a combination thereof) pursuant to clause (ii), the value

of the Right shall be determined by the Trustees, who may rely upon the advice of a nationally or internationally recognized firm of investment dealers or investment bankers selected by them.

Redemption

At any time prior to a Flip-in Event, the Trustees may redeem the Rights in whole (but not in part) at a redemption price of \$0.001 per Right, subject to appropriate adjustment in certain events. In addition, the Trustees shall be deemed to have elected to redeem the Rights at such redemption price on the date of expiry of a Permitted Bid pursuant to which Units have been purchased.

Waiver

The Trustees may until the occurrence of a Flip-in Event, waive the application of the Flip-in Event provisions to a transaction (an "Exempt Acquisition") that would otherwise be subject to those provisions. The Trustees may also, prior to the Stock Acquisition Date (as defined in the Unitholder Rights Plan), waive the application of the Flip-in Event provisions to a Flip-in Event, where the Acquiring Person became such by inadvertence and where such Acquiring Person has reduced his Beneficial Ownership of Units such that at the time of waiver he is no longer an Acquiring Person.

Amendments

Subject to the prior written consent of The Toronto Stock Exchange, in certain situations more particularly defined in the Unitholder Rights Plan, the Trustees may from time to time supplement or amend the Unitholder Rights Plan agreement without the approval of any holders of Rights to make any changes which the Trustees may deem necessary or desirable.

Protection Against Dilution

The Exercise Price, the number and kind of securities subject to purchase upon the exercise of each Right and the number of Rights outstanding are subject to adjustment in certain situations from time to time to prevent dilution.

Rightsholder not a Unitholder

Until a Right is exercised, the holder thereof, as such, will have no rights as a Unitholder of the Fund including, without limitation, the right to vote or to receive distributions.

Declaration as to Non-Canadian Holders

If in the opinion of the Trustees (who may rely upon the advice of counsel) any action or event contemplated by the Rights Agreement would require compliance with the laws of a jurisdiction outside of Canada, the Trustees acting in good faith may take such actions as they deem appropriate to ensure that such compliance is not required.

THE NORTH WEST COMPANY INC. (the “Company”)

The Company is a wholly owned subsidiary of the Fund and is the only subsidiary of the Fund. All of the Company's Common Shares and Notes (being all of the issued and outstanding securities of the Company) are held by the Fund.

The history of the Company dates back to 1670, when the Hudson's Bay Company received its Royal Charter and began establishing fur-trading outlets throughout what is now northern Canada. The Hudson's Bay Company merged with its rival, The North West Company, in 1821. Over time, the original fur-trading outlets diversified their product lines and eventually became the Northern Stores division of the Hudson's Bay Company (“Northern Stores”). In 1987, Northern Stores was sold to a management and private investor group. Shares of the successor to Northern Stores, The North West Company Inc., were listed for trading on the Toronto Stock Exchange in 1990, and a public offering was made in 1992. In 1997, The North West Company Inc. was reorganized pursuant to a Plan of Arrangement and the outstanding shares in The North West Company Inc. were effectively exchanged on a one-for-one basis for Units of the Fund.

Share and Loan Capital

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The Fund is the beneficial owner of all of the issued and outstanding Common Shares of the Company. There are not any issued and outstanding Preferred Shares.

Common Shares

Each Common Share entitles the holder thereof to receive notice of and to attend all meetings of the shareholders of the Company and to one vote at such meetings. The holders of Common Shares are entitled to receive any dividends declared by the board of directors on the Common Shares. In the event of the liquidation, dissolution, bankruptcy or winding-up of the Company or other distribution of its assets among its shareholders, the holders of the Common Shares will be entitled to share equally in all remaining assets of the Company.

Preferred Shares

Each Preferred Share entitles the holder thereof to receive non-cumulative cash dividends as and when declared by the board of directors of the Company, at a rate equal to 10% of the stated issue price per share per annum payable semi-annually on March 15 and September 15.

Except as required by applicable law, the holders of the Preferred Shares are not entitled as such to any voting rights or to receive notice of or to attend meetings of shareholders of the Company.

In the event of the liquidation, dissolution or winding-up of the Company or other distribution of its assets among its shareholders, the holders of the Preferred Shares will be entitled to receive the stated issue price per share together with an amount equal to all declared and unpaid dividends thereon to the date of commencement of any such liquidation, dissolution, winding-up or distribution. After payment to the holder of the Preferred Shares of the amounts payable to them, they shall not be entitled to share in any further distribution of the property or assets of the Company.

Subordinated Notes

The Subordinated Notes were issued by the Company to the Fund on March 27, 1997, and June 4, 1998, pursuant to the terms of a note indenture dated March 27, 1997 (the “Note Indenture”). No additional Subordinated Notes may be issued under the terms of the Note Indenture. The Subordinated Notes have an aggregate principal amount of \$175 million, bear interest at 12.5% per annum, payable semi-annually on the 15th day of March and September and mature on December 31, 2027.

The Subordinated Notes may not be redeemed by the Company or by the Fund prior to maturity.

Notes Receivable

The Company issued the Notes Receivable to the Fund on December 31, 2001. The Notes Receivable in the principal amount of \$30.0 million bear interest at 13.0% per annum, payable semi-annually on the 15th day of March and September and mature on December 31, 2031.

The Notes Receivable are subordinated to the Subordinated Notes above and may not be redeemed by the Company or by the Fund prior to maturity.

Senior Bonds

The Company has issued \$92 million aggregate principal amount of Senior Bonds, Series A ("Series A Bonds") and \$20 million aggregate principal amount of Senior Bonds, Series B ("Series B Bonds", and together with the Series A Bonds, the "Senior Bonds") to third parties on a private-placement basis, pursuant to bond agreements dated August 28, 1995, as amended by an agreement dated March 21, 1997 (the "Bond Agreements"). The Senior Bonds have an aggregate outstanding principal amount of \$112,000,000 and mature on August 28, 2002. The Company intends to refinance a portion of the aggregate principal amount of the Senior Bonds when such indebtedness becomes due in August 2002 and the Company is currently in discussions with its lenders and potential lenders with respect to refinancing.

The Series A Bonds bear interest at 12.37% and the Series B Bonds bear interest at 12.31%. Interest is payable on the Senior Bonds semi-annually on the 28th day of February and August in each year. The Company has the right to prepay the outstanding Senior Bonds in whole or in part.

Other Senior Indebtedness

The Company has \$106.0 million in secured operating lines of credit with banks in Canada and the United States, of which \$34.1 million was drawn as at April 27, 2002. The operating lines of credit are secured by the following (the "Bank Security"): (i) a general security interest upon the assets of the Company, including a pledge of shares of significant subsidiaries, to secure the payment and performance of the obligations of the Company in respect of the facilities; (ii) a guarantee by the Fund of the Company's obligations in respect of the facilities and a pledge of all securities (including the Company's Common Shares, Preferred Shares, Subordinated Notes and Notes) of the Company owned by the Fund to secure such obligations; (iii) a subordination agreement between the Fund and the holders of the facilities prohibiting any payments in respect of the Subordinated Notes other than regularly scheduled payments of interest (when Senior Indebtedness is not in default and such payments are not otherwise required to be suspended in accordance with the terms of such subordination agreement or the Note Indenture) until payment in full of the facilities, including prior payment in full of Senior Indebtedness in any liquidation, bankruptcy or reorganization proceedings; and (iv) guarantees by the Company's significant subsidiaries and a general security agreement upon the assets of such subsidiaries to secure payment and performance of the obligations of the Company in respect of the facilities. The facilities are subject to the satisfaction of certain conditions, which are usual and customary for loans of this nature.

Business Description

The Company is the leading retailer of food and everyday products and services to northern communities across Canada and Alaska. The Company operates a network of 176 retail stores, which offer a diverse range of merchandise catering to the northern customer, as well as a catalogue shopping business. The Company also operates complementary businesses, including fur and Inuit art marketing businesses, which utilize its unique heritage and knowledge of the north.

For the year ended January 26, 2002, the Company's total revenues were \$704.0 million, (January 27, 2001 revenues were \$659, January 29, 2000 revenues were \$626) of which Canadian operations accounted for approximately 75.6% and Alaskan operations accounted for the balance or 24.4%. At January 26, 2002, the Company employed approximately 4,705 people, including approximately 690 people in Alaska.

Canadian Operations

The Company's Canadian core retail operations consist of 136 *Northern* stores, 5 *NorthMart* stores and 6 stand-alone *Quickstop* convenience stores. These 147 outlets are located in 140 communities across the Canadian north. The communities range in size from small, remote settlements with populations as few as 300 people to larger, regional centers with populations of up to 15,000 people. The average store size has approximately 7,000 square feet of selling space and features a broad assortment of food, general merchandise and services. Food offerings consist of perishable and non-perishable products including groceries, dairy products, meat, produce and convenience/fast-food services. General merchandise consists of family apparel, housewares, health and beauty aids, sporting goods, toys, hardware, furniture, appliances and home entertainment products, boats, outboard motors, canoes, all-terrain vehicles and snowmobiles. Services include cheque cashing, money transfers, catalogue ordering and gasoline sales. Stores may also feature a post office, fast food franchise or a pharmacy. Store offerings are supported by an established catalogue business, *Selections* (www.selections.northwest.ca), which is distributed throughout northern Canada.

Over the last three years, the Company has implemented a store re-profiling program to allocate more in-store selling space to food and everyday basic products, while expanding its catalogue offerings for more selection-driven categories like home living and fashion. To date, 127 stores have been re-profiled resulting in reallocation of in-store selling space between food and general merchandise.

The Company is pursuing a strategy of entering into alliances with leading specialty retailers, distributors and service providers to broaden its product and service offering while leveraging its convenient locations. To date, the Company has established alliances with *Giant Tiger Stores* (for general merchandise), *Dufresne Furniture and Appliances*, *TruServ Canada Cooperative Inc.* (in the hardware category), *Pratt's Wholesale Ltd* (slower moving and specialty food), *ADL, A De La Chevrotiere Ltd.*, (food distribution in eastern Canada) and *H&R Block Canada* (in the tax services category). Management believes that these alliances have been positive in delivering a stronger product or service offering to the Company's customers at lower costs. The Company expects to enter into other alliances with respect to other product categories later this year.

The Company has recently opened two *Giant Tiger* discount stores in Manitoba to test the viability of this family discount store format in western Canada. A decision on whether to open further stores under a Master Franchise Agreement with *Giant Tiger* stores is expected to be made in the first half of 2002.

The Company operates complementary businesses that apply its unique heritage and knowledge of the north. These include: (i) the *Fur Marketing Division*, which purchases furs from trappers and sells aboriginal crafts and outerwear to the local and tourist retail market from three trading posts; (ii) the *Inuit Marketing Service*, which procures and markets carvings from Native artisans and is the largest Inuit art marketing service; (iii) *Crescent Multi Foods*, which is a full-line produce distributor, serving the Company's stores and third-party customers in Manitoba and Ontario; and (iv) *The Odd Lots Discount Centre*, which is used by the Company to dispose of surplus catalogue merchandise.

Alaskan Operations

The Company's Alaskan operations are conducted through its wholly-owned subsidiary, the Alaska Commercial Company ("AC"), which operates 23 *AC Value Center* stores and one *AC Quickstop* convenience store. These stores operate on a similar format to the Company's Canadian stores. The Alaskan operations also include *Frontier Expeditors*, which provides wholesale services to small independent retailers in Alaska.

Distribution and Infrastructure

The Company operates two distribution centres in Winnipeg, Manitoba, and one distribution center in Anchorage, Alaska, which are used for both food and general merchandise. Due to the vast geography of the Company's store network, transportation is an important element of the Company's operations. The majority of stores are inaccessible by all-weather roads and the balance are relatively distant from major transportation corridors. As a result, stores are serviced by all available modes of transportation including sealift, barge, winter roads, trucks, rail and air. The Company owns a 50% interest in Transport Nanuk Inc., a shipping company servicing the eastern Arctic.

In both Canada and Alaska, the Company owns the majority of its stores, in addition to employee residences and staff houses, which are typically located adjacent to the more remote store locations.

In Canada, the Company sources both food and general merchandise through the Company's head office in Winnipeg. Buying for AC is handled by a buying office in Anchorage, which sources product locally, as well as from the lower 48 states.

Financial Services

The Company offers customers convenient, local access to a wide variety of financial services. *Northern*, *NorthMart* and *AC Value Center* stores each offer a revolving credit card for day-to-day purchases, similar to those offered by major department store chains. An extended payment program is also available to finance big ticket purchases at the stores. As there are relatively few bank branches in the markets we serve, the Company also offers ATM's, cheque cashing, debit card cash withdrawal, cash transfer, bill payment, currency exchange, money order and gift certificate services at its stores.

Most day-to-day credit decisions continue to remain the responsibility of local store managers as management believes that a store manager's knowledge of the local economic conditions and their personal acquaintance with their customers, allows them to make day to day authorization decisions. All accounts are reviewed monthly and the allowance for doubtful accounts is adjusted to reflect the changes in the currency of outstanding balances. Allowances are adequate to cover the bad debts for the year.

Markets

The Company operates 126 stores in smaller, remote communities inhabited principally by First Nations, Metis and Inuit peoples. These markets range in population from 300 to 3,700 people and are generally not accessible by all-weather roads. These communities generally have a stable income base, which is dependent on government spending through social assistance and public sector employment in schools, health services, local government and public works projects. Income levels are also influenced by activities such as fishing, resource exploration, pipeline construction, hydro electricity development and related construction activity.

NWC operates 48 stores in less remote, regional communities which are generally accessible by all-weather roads. These markets range in population from 1,000 to 15,000 people. The economies of these communities are more diverse and income levels are higher than those of the more remote locations. Major sources of employment are in government services, transportation, health care, tourism and natural resources. The Company considers that of its total number of regional locations, 19 communities are dependent to varying degrees on natural resource industries.

In addition to the above, the Company operates Fur Marketing branches in Grande Prairie, Alberta, Prince Albert, Saskatchewan and North Bay, Ontario.

Operations

Net earnings from operations for the fiscal year ended January 26, 2002, were \$29.0 million or \$1.95 per Unit versus net earnings of \$28.1 million or \$1.89 per Unit for the fiscal year ended January 27, 2001.

Revenues increased 6.8% (5.2% increase last year) for the fiscal year ended January 26, 2002. Canadian operations experienced a 5.9% increase in revenue. Alaskan operations recorded a 5.2% increase in revenue to \$110.3 million (U.S.).

Earnings before interest and taxes were \$47.8 million or 6.8% of sales for the fiscal year ended January 26, 2002. Canadian earnings before interest and taxes of \$41.0 million or 7.7% of revenue increased from \$36.0 million or 7.2% of revenue for the prior fiscal year ended January 27, 2001. Alaskan operations generated earnings before interest and taxes of \$6.8 million for the fiscal year ended January 26, 2002, compared to \$6.4 million for the prior fiscal year. Interest costs for the fiscal year ended January 26, 2002, were \$10.5 million, down from \$13.2 million for the prior fiscal year.

Liquidity and Capital Resources

At January 26, 2002, net working capital was \$127.9 million (excluding \$112.0 million in bonds due in less than one year), representing an increase of \$36.5 million or 39.9% from \$91.4 million at the prior fiscal year-end. Accounts receivable of \$65.9 million increased 15.8 % during the fiscal year ended January 26, 2002, due to the introduction of extended payment accounts and the conversion of monthly charge accounts to revolving accounts. Inventories of \$134.4 million compared to \$123.0 million the prior fiscal year. Financing activities during the fiscal year ended January 26, 2002 generated a net cash outflow of \$27.5 million compared to \$21.0 million last year.

Stores and Other Facilities

The following table sets forth the number, location by region, selling area and ownership or lease arrangements pertaining to NORTHERN, NORTHMART, QUICKSTOP, GIANT TIGER, FUR MARKETING BRANCHES, AC VALUE CENTER, AC QUICKSTOP store locations as at January 26, 2002.

Retail Selling Facilities 000's of sq. ft.

(1) Of these stores, 40 are located on leased land pursuant to ground leases.

	Number of								
	Stores	Owned (1)	Leased		Food	GM	Service	Warehouse	Total
Alberta	6	5	1		14	18	13	7	52
British Columbia	2	2	0		1	20	6	1	28
Labrador/NFLD	7	6	1		32	69	28	39	168
Manitoba	33	23	10		124	135	133	637	1,029
Nunavut	24	22	2		91	77	103	141	412
NWT	18	16	2		60	72	68	64	264
Ontario	27	17	10		67	96	87	38	288
Quebec	17	15	2		51	51	74	54	230
Saskatchewan	17	15	2		41	34	32	33	140
Yukon	1	0	1		1	0	1	0	2
TOTAL Cdn stores	152	121	31		482	572	545	1,014	2,613
Alaska Commercial Co.	24	13	11		150	98	112	92	452
TOTAL STORES	176	134	42		632	670	657	1,106	3,065

Selling areas of stores in remote communities range in size from 1,000 sq. ft. to 10,000 sq. ft. In regional communities, selling areas range from 3,000 sq. ft. to 47,000 sq. ft. The Company owns employee residences and staff houses, which are typically located adjacent to the more remote store locations.

Competition

In the majority of communities that it serves, the Company is the dominant provider of food, every day and seasonal general merchandise and commands the largest market share. Throughout communities both in northern Canada and Alaska, the Company faces fragmented competition. Local competition consists of stores operated by independent storeowners and local co-operatives, some of which are associated with regional or national buying groups. Many of these stores enjoy strong local loyalties through established customer relationships. The strength of the Company's independent store competition varies considerably depending on the management skills, financial strength and scale of local

operators. Additionally, the commitment of local staff to the store and to customer relationships and the ability to consistently have desired items in-stock are other key factors that influence their success. In Canada, all of the communities in which the Company operates have access to mail order catalogue and direct mail services such as those provided by *Sears Canada Inc.*, *Wal-Mart* and smaller regional and specialized competitors. In Alaska, this type of competition is more intense and includes catalogues directed solely at the rural Alaska market by Anchorage retailers such as *Safeway*, *Wal-Mart* and *Sears*.

The Company stores also face competition (in varying degrees based upon the specific market location) from non-independent stores, including traditional department stores, big box retailers, discount department stores and specialty stores. Specifically, in 19 of the larger communities, the Company competes directly with Canadian secondary market chains such as *True Value*, *Fields*, *SAAN* and *I.G.A.* as well as home shopping networks. AC competes directly with *Safeway* or its subsidiaries in four markets and *Wal-Mart* in one market. Furthermore, 38 of the Company's store locations are within three hours driving distance of small to medium sized urban centres offering a variety of shopping alternatives.

The Company's Giant Tiger stores are located in larger rural and urban markets. They compete against discount chains, food stores and department store formats.

Capital Expenditures

For the fiscal year ended January 26, 2002 total net capital expenditures amounted to \$20.0 million compared to \$19.0 million for the fiscal year ended January 27, 2001. Capital expenditures for the fiscal year ending January 25, 2003, are expected to be approximately \$22.0 million and will be financed out of operating cash flow and existing lines of credit.

Management of Sales and Operations

In Canada, each store employs a full-time manager who has primary responsibility to monitor daily operations, maximize selling opportunities and safeguard Company assets. The organizational structure of the Sales & Operations Department includes 12 Regions, each of which is managed by a Director, Sales and Operations.

Regions are organized into two divisions, each lead by a Vice President, Sales & Operations, who is responsible for the store level execution of corporate strategies, policies and programs. The Sales and Operations Department contributes to the development of these initiatives by providing front line feedback from daily contact with staff, customers and communities. The differences between the two divisions relates primarily to store size and remoteness.

In Alaska, Sales & Operations are divided into a large store group and small store group, each reporting to a Vice President, Sales & Operations. Support for Sales & Operations is provided directly by AC's Human Resources, Marketing departments and Winnipeg based Information Systems, Financial Services and Accounting departments.

Employees

At January 26, 2002, the Company employed approximately 4,705, people, including 690 in Alaska.

A collective agreement covers the employees working in one store in Manitoba. The overall relationship between the Company and its employees is good.

The Company is active in the recruitment of aboriginal people for positions in stores, corporate and distribution centres. Training and development of employees is also a major focus across the Company. Particular attention is being paid toward enhancing food expertise within store operations and with those who have category management responsibilities. Store employees participate in the Stores Training Program, which consists of approximately 80 training modules describing various components of our store operations. Store employees also participate in technical training seminars offered by our in-house specialists for Meat, Produce and QSR trainers. In Alaska, the focus is on industry-sponsored training materials and the recruitment of more senior people for store operations positions.

Customers

The Company's core customer group consists of lower-income, necessity-impulse shoppers residing in remote communities across the Canadian north and Alaska. This customer's income depends largely on direct and non-discretionary government transfer payments and regional government program funding. This group's spending is also influenced by the availability of seasonal employment opportunities, which are typically created by government-funded construction and infrastructure projects. The shopping needs of the Company's core customer group mainly consist of necessity food and everyday basic general merchandise and are influenced by the challenging climate and logistics conditions that exist in these communities.

The Company's target customers also include quality and selection-driven shoppers and younger, trend-driven shoppers. Management believes that these shoppers have become increasingly aware of consumer trends in urban markets. The Company's food and general merchandise assortments have evolved to reflect this change and include more fresh (highly perishable) departments in foods, as well as fashion and lifestyle products similar to those offered by retailers in more competitive urban markets.

Other Business Segments

The Company operates a diversified business group in Canada that consists of three Fur Marketing Branches, the Inuit Art Marketing Service and Crescent Multi Foods, a produce distribution business. These businesses are all complimentary to its core NORTHERN store retail operations.

The Fur Marketing Branch purchases furs from trappers and also sells aboriginal handicrafts and outerwear to the local and tourist retail market.

The Inuit Marketing Service, located in Toronto, procures and markets carvings from Native artisans and is the largest Inuit art marketing service in Canada.

Crescent Multi Foods is a full-line produce distribution business that serves Northern and *NorthMart* stores in Manitoba and northern Ontario as well as third party customers in Winnipeg and the surrounding area.

Environment

The Company is subject to environmental regulation pursuant to federal, provincial and state legislation. Environmental legislation provides for restrictions and prohibitions on releases or emissions of various substances handled by the Company. A breach of such legislation may result in the imposition of fines and penalties. To ensure that the Company is in compliance with applicable environmental laws, the Director, Store Planning and Facility Services has been appointed as its Environmental Officer and he reports quarterly to the board of directors of the Company.

The Company is committed to meeting its responsibilities to protect the environment wherever it operates and annually budgets expenditures of both a capital and expense nature to meet of increasingly stringent laws relating to the protection of the environment. The Company believes it is in substantial compliance with applicable environmental laws and regulations and does not believe the expenditures will have a material effect on the Company's earnings.

Risk Factors

Risks affecting the Company, its business and the Units of the Fund include but are not limited to the following:

Risks Relating to the Units

Investment Eligibility and Foreign Property

There can be no assurance that the Units will continue to be qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income funds and registered education savings plans or that the Units will not be foreign property under the Tax Act. The Tax Act

imposes penalties for the acquisition or holding of non-qualified or ineligible investments and on excess holdings of foreign property.

Income Tax Matters

There can be no assurance that Canadian federal income tax laws respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects the holders of Units.

In addition, interest on the Subordinated Notes accrues at the Fund level for income tax purposes, whether or not actually paid. The Declaration of Trust provides that an amount equal to the taxable income of the Fund shall be distributed each year to Unitholders in order to reduce the Fund's taxable income to zero. Where interest payments on the Subordinated Notes are due but not paid in whole or in part to the Fund, the Declaration of Trust provides that additional Units must be distributed to Unitholders in lieu of cash distributions.

Unitholders will generally be required to include an amount equal to the fair market value of such Units into their taxable income, even though they may not receive a cash distribution.

Nature of Units

The Units do not represent a direct investment in the Company's business and should not be viewed by investors as shares in the Company. Holders of Units will not have the statutory rights normally associated with ownership of common shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. The Units represent a fractional interest in the Fund. The Fund's primary assets are equity securities and debt instruments of the Company. The market price per Unit is expected to be a function of the Fund's anticipated distributable income and the growth in earnings per Unit generated by the Company.

Redemption Right

It is anticipated that the redemption right will not be the primary mechanism for holders of Units to liquidate their investments. Subordinated Notes or notes which may be distributed to holders of Units in connection with a redemption ("Redemption Notes"), will not be listed on any stock exchange and no established market is expected to develop for such securities. In addition, Subordinated Notes and Redemption Notes received as a result of a redemption of Units will not be qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income funds and registered education savings plans. Cash redemptions are subject to limitations.

Distribution of Shares and Notes on Termination of the Fund

Upon termination of the Fund, the Trustees may distribute the assets of the Fund directly to the holders of Units, subject to obtaining all required regulatory approvals. The primary assets of the Fund are shares and notes of the Company which are not freely tradeable and are not currently listed on any stock exchange. In addition, the shares and notes of the Company are not qualified investments for registered retirement savings plans, deferred profit sharing plans, registered retirement income funds or registered education savings plans.

Cash Distributions Are Not Guaranteed and May Fluctuate with the Company's Performance

Although the Fund must distribute its net income to Unitholders (except net income which is determined by the Trustees to be required to satisfy any tax liability of the Fund), there can be no assurance regarding the amounts of income generated by the Fund or the Company, or that such distributions will be payable in cash. The Fund depends on interest and other payments from the Company to make its cash distributions. The Company's ability to service its debt and make other payments to the Fund will depend upon numerous factors, including profitability, third party debt service payments, fluctuations in working capital, interest rates, foreign currency exchange rates and capital expenditures and other factors beyond the control of the Fund and the Company. Cash distributions are not guaranteed and may fluctuate with the Company's performance.

Risks Relating to the Business

Government Spending

The Company's financial performance is dependent upon the prosperity of communities in northern Canada and Alaska. The economy in northern Canada is highly dependent on government spending through social benefits programs, health care, education and public works. The Alaskan economy also benefits from annual payments to residents from a permanent fund created from oil revenues over the past 20 years. Any decrease or change in timing in government spending or payments from the Alaska Permanent Fund could lead to decreased incomes and spending in local communities, which would have a material adverse effect on the Company's business, financial condition and results of operations.

Retail Industry and Economic Downturns

Approximately 35% of the Company's sales are in the general merchandise category. Although the Company's core customer is a lower income shopper with relatively stable income sources, the general merchandise category is sensitive to general economic conditions, consumer confidence and weather fluctuations. External factors which affect customer demand, and over which the Company exercises no influence, include interest rates, personal debt levels, unemployment rates and levels of personal disposable income. Economic growth has recently slowed in Canada and the United States and it is not possible to predict the length or severity of the slowdown. In a downturn, discounting by southern retailers may affect the pricing levels achievable by the Company in respect of general merchandise products. A recession or significant and prolonged decline in consumer spending could have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, approximately 11% of the Company's stores are located in communities which are dependent on a single industry, such as fishing, mining or oil and gas extraction. A decline in the fortunes of the relevant industry would have a material adverse effect on the communities in which those stores are located and, in the aggregate, could have a material adverse effect on the Company's business, financial condition and results of operations.

Aboriginal Consumer Environment

A significant part of the Company's performance is directly dependent on its relations with Aboriginal communities and consumers. The failure of the Company to maintain good relations with the Aboriginal communities that it serves could have an adverse impact on the Company's business, financial condition and results of operation.

Competitive Environment

Despite the remoteness of its markets, the Company faces significant competition. The Company's outlets compete with stores operated by local village corporations, independent storeowners and co-operatives, some of which are associated with regional or national buying groups. These independent merchants maintain market share due to strong local loyalties and established customer relationships. All of the communities in which the Company operates have access to mail order catalogue, direct mail and internet services such as those provided by *Sears Canada Inc.* and *Wal-Mart*. In the larger communities in which the Company operates, the Company competes directly with other national or regional retailers such as *True Value*, *Fields*, *SAAN* and *I.G.A.* Moreover, approximately 22% of the Company's stores are located within three hours driving distance of small and medium sized urban centers that offer expanded shopping alternatives. The Company's financial performance and results of operations depend on its ability to continue to develop and implement strategies to compete with other retailers and to anticipate and respond to changing consumer preferences and merchandising trends in a timely manner.

Dependence on Key Personnel

The Company's success depends to a significant degree on its ability to attract and retain employees. Due to the vast geography and remoteness of the stores in which the Company operates, there is significant competition and limited numbers of experienced personnel, particularly at the store

management level. At the store level, the Company, like many other retailers, faces the challenge of high employee turnover. The Company's ability to minimize employee turnover is an important competitive factor and directly relates to the effectiveness of its store operations. The Company's failure to attract, motivate and retain qualified personnel could have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, the Company is dependent upon its officers and the loss of services of any number of the Company's officers could have a material adverse effect on the business, financial condition and results of operations.

New Business Strategies

The success of the Company's store expansion is dependent on a number of factors, including the availability of suitable store locations or acquisition opportunities, the successful negotiation of acceptable leases or acquisitions, the ability to manage the expansion of the store base, the ability to source inventory which meets the needs of the new stores, the development of adequate management information systems, the ability to recruit and train new managers and employees, the availability of capital and general economic and business conditions. The success of the Company's alliance strategy is dependent on a number of factors, such as the ability of the Company's alliance partners to source suitable merchandise, obtain volume discounts, manage inventory and deliver products in a timely manner and on the relationship between the Company and its alliance partners.

There can be no assurance that the Company will successfully implement its new business strategies or that, if implemented, the strategies will increase the Company's profitability.

Financial Services Business

The Company's financial services operations are an important part of its business. The Company is subject to the risk of customer defaults, particularly following a deterioration in the economy. The credit card industry is highly competitive and other credit card issuers may seek to expand or to enter the Company's markets. New federal, provincial and state laws and amendments to existing laws may be enacted to further regulate the credit card industry or to reduce finance charges or other fees or charges applicable to credit card accounts. A deterioration in the Company's financial services business could have a material adverse effect on the Company's business, financial condition and results of operations.

Supplier Arrangements

The Company is dependent on third parties for the manufacturing and supply of the products it sells. The Company places all of its orders for merchandise and food products by purchase order or personal data terminal and does not have any long-term agreements with any manufacturer or supplier. The Company's failure to maintain favourable relationships with manufacturers or suppliers could have a material adverse effect on the Company's business, financial condition and results of operations.

Interest Rate and Currency Fluctuations

The Company is exposed to fluctuations in interest rates and currency exchange rates under its borrowings. Increases in interest rates or increases in the value of the U.S. dollar in relation to the Canadian dollar would increase the Company's borrowing costs. Interest rate and exchange rate fluctuations are beyond the Company's control and there can be no assurance that such fluctuations will not have a material adverse effect on the Company's business, financial condition and results of operations.

Income Taxes

The Fund and the Company have complex corporate structures and financing arrangements. Provisions for income taxes and filings are based on assumptions that management and its tax advisors believe are appropriate but can be subject to review and challenge by tax authorities in Canada and the United States. Tax audits can be completed for periods of up to six years after the filing of returns. The tax provisions and assumptions may not be adequate if the tax authorities disagree with the positions taken

by the Fund and the Company and could result in reassessments of prior years which could have a material adverse effect on the Company's business, financial condition and results of operations.

Risks of Refinancing

The Company's Senior Bonds, having an aggregate principal amount of \$112.0 million, mature on August 28, 2002. In addition, the Company's operating lines of credit are renewed annually. There can be no assurance that the Company will be able to refinance such borrowings on favourable terms or at all.

Management of Inventory

Success in the retail industry is dependent upon a company's ability to manage its inventory of merchandise in proportion to the demand for such merchandise. A miscalculation of consumer demand for its products could result in the Company having excess inventory for some products and missed sales opportunities for others. Weak sales and resulting mark-downs and/or write-offs could impair the Company's profitability and have a material adverse effect on the Company's business, financial condition and results of operations.

Information Systems

Information systems play an important role in the support of the Company's core business processes, including merchandising, marketing and advertising, logistics, store operations, finance, human resources and store planning. The Company intends to make significant investments to implement a new point of sale computer system and to enhance existing management information systems. The Company's ability to maintain and upgrade its information systems capabilities will be important to its future business, financial condition and results of operations.

Dependence on Key Facilities

The Company currently operates three major distribution centres, two in Winnipeg and one in Anchorage. A serious disruption at any of these facilities due to fire, tornado or otherwise would have a material adverse effect on the Company's business, financial condition and results of operations.

Labour Issues

The Company is a party to one collective agreement that covers employees working in one store in Manitoba. The agreement periodically requires negotiations which could result in a labour disruption. However, the occurrence of a labour dispute in connection with this collective agreement is unlikely to adversely affect the Company in any material way.

Leases

The Company owns, directly or indirectly, the land and buildings associated with 130 stores. The remaining stores are generally held under long-term leases. The long-term nature of the leases may limit the Company's ability to respond in a timely manner to changes in the demographic or retail environment at any location.

Crude Oil and Other Energy Prices

Due to the vast geography of the Company's store network, transportation is an important element of its operations. The majority of stores are inaccessible by all-weather roads and the balance are relatively distant from major transportation corridors. As a result, stores are serviced by all available modes of transportation including sealift, barge, winter roads, trucks, rail and air. In addition, heating costs comprise a relatively significant portion of the Company's general overhead costs. An increase in the price of crude oil and other energy prices would increase the cost of supplying and heating the Company's stores. If these increased costs cannot be passed along to customers, such increases may have an adverse effect on the Company's business, financial condition and results of operations.

SELECTED CONSOLIDATED FINANCIAL INFORMATION OF THE FUND

2001 compared to 2000

Sales and Other Revenue

In the fiscal year ended, January 26, 2002, sales and other revenue increased to \$704.0 million from \$659.0 million in the prior fiscal year.

Canadian operations experienced a 5.9% increase with food sales gaining 7.1% and general merchandise sales increasing 3.5%. Revenues from Alaskan operations for the fiscal year ended January 26, 2002 were \$171.7 million representing an increase of 9.9% over \$156.3 million in the prior fiscal year.

Earnings

Net earnings were \$29.0 million, compared to \$28.1 million in the prior fiscal year. Earnings per Unit were \$1.95 compared to earnings per Unit as of \$1.89 in the prior fiscal year.

Canadian operations generated earnings before interest and taxes ("EBIT") of \$41.0 million in the fiscal year ended January 26, 2002, a 14.1% increase compared to \$36.0 million in the prior fiscal year. Alaskan operations generated EBIT of \$6.8 million in the fiscal year ended January 26, 2002 compared to \$6.4 million in the prior fiscal year.

Liquidity and Capital Resources

At the fiscal year ended January 26, 2002, net working capital was \$127.9 million (excluding \$112.0 million in bonds due in less than one year) representing an increase of 39.9% from \$91.4 million at the prior fiscal year end. Accounts receivable of \$65.9 million increased 15.8% during the fiscal year ended January 26, 2002. Inventories of \$134.4 million in the fiscal year ended January 26, 2002 increased 9.3% over the prior fiscal year. Financing activities during the fiscal year ended January 26, 2002 generated a net cash outflow of \$27.5 million compared to \$21.0 million last year.

2000 compared to 1999

Sales and Other Revenue

In the fiscal year ended January 27, 2001, sales and other revenue increased to \$659.0 million from \$626.5 million in the prior fiscal year.

Canadian operations experienced a 5.1% increase with food sales gaining 5.6% and general merchandise sales increasing 2.5%. Revenues from Alaskan operations for the fiscal year ended January 27, 2001 were \$156.3 million, an increase of 5.6% over \$148.0 million in the prior fiscal year.

Earnings

Net earnings were \$28.1 million, compared to \$28.0 million in the prior fiscal year. Earnings per Unit were \$1.89 compared to earnings per Unit of \$1.86 in the prior fiscal year.

Canadian operations generated EBIT of \$36.0 million in the fiscal year ended January 27, 2001, a 6.4% increase compared to \$33.8 million in the prior fiscal year. Alaskan operations generated EBIT of \$6.4 million compared to \$6.0 million in the prior fiscal year.

Liquidity and Capital Resources

At the fiscal year ended January 27, 2001, net working capital was \$91.4 million representing an increase of 9.2% from \$83.7 million in the prior fiscal year. Accounts receivable of \$56.9 million, increased 15.4% over the prior fiscal year. Inventories of \$123.0 million increased 7.5% over the prior fiscal year.

Financing activities during the fiscal year ended January 27, 2001, generated a net cash outflow of \$21.0 million.

1999 compared to 1998

Sales and Other Revenue

In the fiscal year ended January 29, 2000, sales and other revenue decreased to \$626.5 million from \$629.1 million in the prior fiscal year.

Canadian operations experienced a 3.1% decrease, with food sales gaining 1.5% and general merchandise sales decreasing 5.1%. Revenues from Alaskan operations for the fiscal year ended January 29, 2000, were \$148.0 million, an increase of 9.5% over \$135.1 million in the prior fiscal year.

Earnings

Net earnings were \$28.0 million, compared to \$16.1 in the prior fiscal year, which included an unusual charge of \$20 million pretax as a result of a major repositioning of Canadian operations. Earnings per Unit were \$1.86 compared to earnings per Unit of \$1.08 in the prior fiscal year.

Canadian operations generated EBIUT of \$33.8 million in the fiscal year ended January 29, 2000, a 7.1% decrease compared to \$39.0 million in the prior fiscal year. Alaskan operations generated EBIT of \$6.0 million compared to \$3.8 million in the prior fiscal year.

Liquidity and Capital Resources

At the fiscal year ended January 29, 2000, net working capital was \$83.7 million, representing a nominal change from \$83.5 million from the prior fiscal year end. Accounts receivable of \$49.2 million increased 4.9% during the fiscal year ended January 29, 2000. Inventories of \$114.4 million remained flat as compared to the prior fiscal year. Financing activities during the fiscal year ended January 29, 2000, generated a net cash outflow of \$18.3 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Fund's Management's Discussion and Analysis relating to the Fund's financial statements for the year ended January 26, 2002, which is contained on pages 4 through 19 of the Fund's 2001 Annual Report, is incorporated by reference and forms an integral part of this Annual Information Form.

MARKET FOR SECURITIES

Units of the Fund are listed on The Toronto Stock Exchange, trading as NWF.UN.

FUND DISTRIBUTION POLICY

The Declaration of Trust provides that the Trustees may declare payable to the Unitholders, on a quarterly basis, all or any part of the Company's net income (except net income of the Fund which is determined by the Trustees to be required to satisfy any tax liability of the Fund) and net realized capital gains for the period, and that, to the extent not previously declared payable by the Trustees, on December 31 of each year, an amount equal to the Fund's net income (except net income of the Fund which is determined by the Trustees to be required to satisfy any tax liability of the Fund) and net realized capital gains shall be payable automatically. The Fund's distributions generally must be made in cash, but all or part of a distribution may be payable in the form of additional Units where: (i) the Fund does not have cash in an amount sufficient to pay the full amount of the distribution in cash; (ii) cash distributions are not permitted by virtue of subordination agreements made with senior debtholders; or (iii) cash is payable in respect of Units tendered for redemption.

Quarterly distributions are paid on or about the 15th day of March, June, September and December in each year.

The Fund's net income to date has been derived primarily from its holding of the Subordinated Notes, which have an aggregate principal amount of \$175 million and bear interest at the rate of 12.5% per year, Notes Receivable of \$30 million and bear interest at the rate of 13.0% per year and dividends from common shares of the Company.

The directors of the Company have the discretion, but are not obligated, to distribute available cash by redemption of Preferred Shares or declaration of dividends on the Preferred Shares or Common Shares. In exercising their discretion, it is expected that the directors may consider, among other things: (i) the Company's targeted debt-to-equity ratio; (ii) the Company's debt rating; (iii) the Company's cash flow requirements for expansion and/or acquisition; and (iv) their assessment of the Company's business prospects.

TRUSTEES AND OFFICERS OF THE FUND

The name, municipality of residence, position and principal occupation of the Trustees and Officers of the Fund are as follows:

Name and Municipality of Residence	Trustee Since	Position Held	Principal Occupation
Ian Sutherland Oro Medonte, Ontario	1997	Trustee	Chairman, The North West Company Inc.
Kevin R. Bolt Winnipeg, Manitoba	1997	Trustee	Partner, Aikins, MacAulay & Thorvaldson
David G. Broadhurst Toronto, Ontario	1997	Trustee	President, Poynton Investments Limited
Gary V. Eggertson Winnipeg, Manitoba		Chief Financial Officer and Secretary	Vice-President, Chief Financial Officer and Secretary of the Company
Reinhard Sedlacek Winnipeg, Manitoba		Treasurer	Director, Planning and Treasury Services of the Company

DIRECTORS AND OFFICERS OF THE COMPANY

The name, municipality of residence, position and principal occupation of each of the Directors and Officers of the Company as at May 31, 2002 are as follows:

Directors

Name and Principal Occupation	Committees Executive (1) Governance (2) Audit (3) HR & Comp (4) Pension (5)	Municipality of Residence	Director Since	Units Beneficially Owned or Subject to Control or Direction
Donald A. Beaumont, President Beaumont & Associates	1,3,4	Don Mills, Ontario	1996	3,150
Frank Coleman, President & Chief Executive Officer Coleman Group of Companies	3,4	Corner Brook, Newfoundland	1999	111,400
Nellie Cournoyea, Chairperson and CEO Inuvialuit Regional Corporation	2,5	Inuvik, Northwest Territories	1996	450
Edward S. Kennedy, President and Chief Executive Officer, The North West Company Inc.	-	Winnipeg, Manitoba	1996	130,888
Gary J. Lukassen, Corporate Director	1,3,4	Mississauga, Ontario	1987	3,750
Keith Martell, Chairman First Nations Bank of Canada	3,4	Saskatoon, Saskatchewan	2000	2,000
Stanley McKay, Co-Director, Dr. Jessie Saulteaux Resource Centre	4, 5	Gladstone, Manitoba	1994	450
James G. Osborne, Chairman, Westgate Capital Management Corporation	1,2,5	Winnipeg, Manitoba	1987	55,000
T. Iain Ronald, Corporate Director	1,2,5	Toronto, Ontario	1987	21,540
Ian Sutherland, Chairman, The North West Company Inc.	1,5	Oro Medonte, Ontario	1978	477,953

- [1] Member of the Executive Committee
- [2] Member of Corporate Governance and Nominating Committee
- [3] Member of the Audit Committee
- [4] Member of the Human Resources and Compensation Committee
- [5] Member of the Pension Committee

Officers

Name and Principal Occupation	Municipality of Residence	Officer Since	Units Beneficially Owned or Subject to Control or Direction
Ian Sutherland, Chairman of the Board	Oro Medonte, Ontario	1978	477,953
Edward S. Kennedy, President and Chief Executive Officer	Winnipeg, Manitoba	1989	130,888
Gary V. Eggertson, Vice-President, Chief Financial Officer	Winnipeg, Manitoba	1987	34,993
Scott F. Findlay, Vice-President, Food Marketing	Winnipeg, Manitoba	1999	29,900
Leonard G. Flett, Vice-President, Store Development and Public Affairs	Winnipeg, Manitoba	1998	13,800
Carl A McKay, Vice-President, Sales and Operations, Traders Division	Winnipeg, Manitoba	1998	36,620
Karen J. Milani, Vice-President, Human Resources	Winnipeg, Manitoba	2000	18,265
James B. Mitchell, Vice-President, General Merchandise Marketing	Winnipeg, Manitoba	1999	22,100
David J. Preddy, Vice-President, Sales & Operations, Merchants Division	Winnipeg, Manitoba	1999	30,663
Paul G. Smith, Vice-President, Logistics & Supply Chain Services	Winnipeg, Manitoba	2000	5,269

All of the Trustees and Officers of the Fund and all of the Directors and Officers of the Company have held their present positions or other executive positions with the same or associated firms or organizations during the past five (5) years, except as follows:

From June 1998 to July 2001, David Broadhurst was President, Reeve Court Insurance Limited. From April 1996 to May 1998, he was an investment banker with First Marathon Securities Limited.

On December 19, 2000, Keith Martell, Chairman, First Nations Bank of Canada, became a Director of the Company. From March 1995, to June 1998, he was the Executive Director of Finance for the Federation of Saskatchewan Indian Nations.

Ian Sutherland was President of MCAP Inc. from September 1998, to August 2000.

Gary J. Lukassen retired as Executive Vice-President and Chief Financial Officer, The Hudson's Bay Company in March 2001.

Prior to June 1998, Kevin Bolt was a Partner of Pitblado & Hoskin.

Scott F. Findlay joined the Company on August 1, 1999. Prior to joining the Company Scott was Vice President for Silcorp Limited.

James B. Mitchell joined the Company on September 20, 1999. Prior to joining NWC Jim was National Manager, Licensed Businesses with The Hudson's Bay Company.

David J. Preddy joined the Company on November 8, 1999. Prior to this appointment David had over 24 years experience of store sales & operations with Loeb food stores and Sobey's.

Karen J. Milani became Vice President, Human Resources effective April 7, 2000. She previously held the position of Director, Employee & Organizational Development with the Company.

Paul G. Smith became Vice President, Logistics & Supply Chain Services effective August 7, 2000. Prior to this appointment he held the position of Director, Special Projects, responsible for the Company's Reprofitting initiative.

The term of office of each of the Trustees of the Fund and the Directors of the Company expires at the next Annual Meeting of the Fund.

Trustees and Officers of the Fund and Directors and Officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over 6.33% of the outstanding Units of the Fund as of the date of this report.

ADDITIONAL INFORMATION

The Fund will provide to any persons, upon request to the Vice-President, Chief Financial Officer and Secretary of the Fund, Gibraltar House, 77 Main Street, Winnipeg, Manitoba, R3C 2R1, when the securities of the Fund are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a distribution of the Fund's securities, the following:

- (i) one copy of the most recent Annual Information Form of the Fund, together with one copy of any document or the pertinent pages of any document, incorporated by reference into such Annual Information Form;
- (ii) one copy of the comparative financial statements of the Fund for its most recently completed financial year together with the accompanying report of the auditor and one copy of any interim financial statements of the Fund subsequent to the financial statements for its most recently completed financial year;
- (iii) one copy of the information circular of the Fund in respect of its most recent annual meeting of Unitholders that involved the election of Trustees of the Fund and Directors of the Company, or one copy of any annual filing prepared in lieu of that information circular, as appropriate; and
- (iv) one copy of any other documents that are incorporated by reference into the preliminary short form prospectus or the short form prospectus and are not required to be provided under paragraphs (i), (ii) or (iii) above.

At any other time, one copy of the above documents referred to in paragraphs (i), (ii), (iii) and (iv) shall be provided upon request to the Vice-President, Chief Financial Officer and Secretary of the Fund, Gibraltar House, 77 Main Street, Winnipeg, Manitoba, R3C 2R1, provided that the Fund may require the payment of a reasonable charge if the request is made by a person who is not a security holder of the Fund.

Additional information including Trustees', Directors' and Officers' remuneration and indebtedness, principal holders of the Fund's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Fund's information circular for its most recent annual meeting of Unitholders that involved the election of Trustees and additional financial information is provided in the Company's comparative financial statements for its most recently completed financial year.