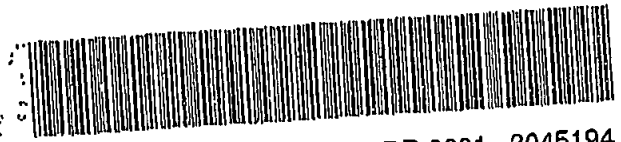
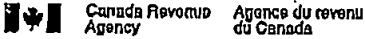


HEADWATERS FOUNDATION



Qualified donees worksheet / Amounts

23 2015-08-31 83102.4203 RR 0001- 3045194

Registered charities can make gifts to qualified donees. Enter the required information. See the reverse for information on filling out this form.

Total number of qualified donees/other organizations: 2

|   |                                  |   |                  |
|---|----------------------------------|---|------------------|
| Name of organization: <b>CHIMP Charitable Impact Foundation (Canada)</b>  |                                  | Associated charity: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                  |
| BN/Registration number:<br>84552 8827 RR 0001   | City and Prov/Terr:<br>Vancouver |   | BC               |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   | <b>4,000,000</b> |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, enter amount \$ |                                  |   |                  |
| Name of organization: Paraklesie Foundation   |                                  | Associated charity: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |                  |
| BN/Registration number:<br>82679 0289 RR 0001   | City and Prov/Terr:<br>Vancouver |   | BC               |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   | 4,712,500        |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, enter amount \$ |                                  |   |                  |
| Name of organization:   |                                  | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No            |                  |
| BN/Registration number:   | City and Prov/Terr:              |   |                  |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   |                  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$            |                                  |   |                  |
| Name of organization:   |                                  | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No            |                  |
| BN/Registration number:   | City and Prov/Terr:              |   |                  |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   |                  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$            |                                  |   |                  |
| Name of organization:   |                                  | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No            |                  |
| BN/Registration number:   | City and Prov/Terr:              |   |                  |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   |                  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$            |                                  |   |                  |
| Name of organization:   |                                  | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No            |                  |
| BN/Registration number:   | City and Prov/Terr:              |   |                  |
| Amount of gifts in kind \$  | Total amount of gifts \$         |   |                  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$            |                                  |   |                  |

HEADWATERS FOUNDATION

5050



Canada Revenue Agency / Agence du revenu du Canada

Registered Charity Information Return

23 2015-08-31 83102 4203 RR 0001 3045194

Section A: Identification

- To help you fill out this form, refer to Guide T4033 (15), Completing the Registered Charity Information Return. It can be found at www.cra.gc.ca/E/pub/tg/t4033/.
The Privacy Act protects all personal information given on this form, which is kept in personal information bank CRA PPU 200. The Canada Revenue Agency (CRA) will make this form and all attachments available to the public on the Charities Directorate website, except for information or data identified as confidential. All of the information collected on this form may be shared as permitted by law (for example, with certain other government departments and agencies).

Note: Even if a charity is inactive, an information return must be filed to maintain its registered status. If you did not receive a barcode label to attach to the return, complete the following:

Charities Directorate / Direction des Organismes des Bienfaisance
RECEIVED - RECU
4-Web address (if applicable):

1. Charity name:

HEADWATERS FOUNDATION

2. Return for fiscal period ending:

Year Month Day
2 0 1 5 / 0 8 / 3 1

3. BN/registration number:

83102 4203 RR 0001

A1 Was the charity in a subordinate position to a parent organization? 1510 Yes No
If yes, give the name and BN/registration number of the organization.

Name: BN (if applicable)

A2 Has the charity wound-up, dissolved, or terminated operations? 1570 Yes No

A3 Is your charity designated as a public foundation or private foundation? 1600 Yes No

If yes, you must complete Schedule 1, Foundations. Refer to Form TF726, Registered Charity Basic Information Sheet, to confirm the designation. (Form TF726 is part of the return.)

Section B: Directors, trustees and like officials

B1 Attach and file a copy of the Director/Officer Worksheet. Only the public information section of the worksheet is required. The Privacy Act must also complete Form RC232-WS, Director/Officer Worksheet and Ontario



Section C: Financial Information F5000022709990

C1 Was the charity active during the fiscal period? 1000 Yes No
If no, explain why in the "Ongoing programs" space below at C2.

C2 In the space below, describe all ongoing and new charitable programs the charity carried on this fiscal period to further its purpose(s) (as defined in its governing documents). "Programs" includes all of the charitable activities that the charity carries out on its own through employees or volunteers as well as through qualified donees and intermediaries. The charity may also use this space to describe the contributions of its volunteers in carrying out its activities, for example, number of volunteers and/or hours. Do not include the names of employees or volunteers. Grant-making charities should describe the types of organizations they support. Do not describe fundraising activities in this space.

Do not attach additional sheets of paper or annual reports.

Ongoing programs: They made gifts to Qualified Donees
New programs:

HEADWATERS FOUNDATION

Registered charities may make gifts to qualified donees. Qualified donees are other registered Canadian charities, as well as certain other organizations described in the Income Tax Act.

C3 Did the charity make gifts or transfer funds to qualified donees or other organizations? 2000 Yes No [X] No
If yes, you must complete Form T1236, Qualified Donees Worksheet/Amounts Provided to Other Organizations.

C4 Did the charity carry on, fund, or provide any resources through employees, volunteers, agents, joint ventures, contractors, or any other individuals, intermediaries, entities, or means (other than qualified donees) for any activity/program/project outside Canada? 2100 Yes No [X] No
If yes, you must complete Schedule 2, Activities Outside Canada.

C5 Political Activities

A registered charity may pursue political activities only if the activities are non-partisan, related to its charitable purposes, and limited in extent. A political activity is any activity that explicitly communicates to the public that a law, policy or decision of any level of government inside or outside Canada should be retained, opposed, or changed.

(a) Did the charity carry on any political activities during the fiscal period, including making gifts to qualified donees that were intended for political activities? 2400 Yes No [X] No
If yes, you must complete Schedule 7, Political Activities.

(b) Total amount spent by the charity on these political activities. 5030 \$ 0

(c) Of the amount at line 5030, the total amount of gifts made to qualified donees. 5031 \$ 0

(d) Total amount received from outside Canada that was directed to be spent on political activities. 5032 \$ 0
If you entered an amount on line 5032 you must complete Schedule 7, Political Activities, Table 3.

C6 If the charity carried on fundraising activities or engaged third parties to carry on fundraising activities on its behalf, tick all fundraising methods that it used during the fiscal period:

- 2500 Advertisements/print/radio/TV commercials
2510 Auctions
2530 Collection plate/boxes
2540 Door-to-door solicitation
2550 Draws/lotteries
2560 Fundraising dinners/galas/concerts
2570 Sales
2575 Internet
2580 Mail campaigns
2590 Planned-giving programs
2600 Targeted corporate donations/sponsorships
2610 Targeted contacts
2620 Telephone/TV solicitations
2630 Tournament/sporting events
2640 Cause-related marketing
2650 Other
2660 Specify:

C7 Did the charity pay external fundraisers? 2700 Yes No [X] No
If yes, you must complete the following lines, and complete Schedule 4, Confidential Data, Table 1.

(a) Enter the gross revenue collected by the fundraisers on behalf of the charity. 5450 \$ 0
(b) Enter the amounts paid to and/or retained by the fundraisers. 5460 \$ 0

(c) Tick the method of payment to the fundraiser:

- 2730 Commissions
2740 Bonuses
2750 Finder's fee
2760 Set fee for services
2770 Honoraria
2780 Other
2790 Specify:

(d) Did the fundraiser issue tax receipts on behalf of the charity? 2800 Yes No [X] No

C8 Did the charity compensate any of its directors/trustees or like officials or persons not at arm's length from the charity for services provided during the fiscal period (other than reimbursement for expenses)? 3200 Yes No [X] No

C9 Did the charity incur any expenses for compensation of employees during the fiscal period? 3400 Yes No [X] No
If yes, you must complete Schedule 3, Compensation.

C10 Did the charity receive any donations or gifts of any kind valued at \$10,000 or more from any donor that was not resident in Canada and was not any of the following: 3900 Yes No [X] No

- a Canadian citizen, nor
employed in Canada, nor
carrying on a business in Canada, nor
a person having disposed of taxable Canadian property?

If yes, you must complete Schedule 4, Confidential Data, Table 2, for each donation of \$10,000 or more.

HEADWATERS FOUNDATION

- C11** Did the charity receive any gifts in kind (non-cash gifts) for which it issued tax receipts? ..... **4000**  Yes  No  
If yes, you must complete Schedule 5, *Gifts in kind*.
- C12** Did the charity acquire a non-qualifying security? ..... **5800**  Yes  No
- C13** Did the charity allow any of its donors to use any of its property? (except for permissible uses) ..... **5810**  Yes  No
- C14** Did the charity issue any of its tax receipts for donations on behalf of another organization? ..... **5820**  Yes  No

**Section D: Financial information**

Complete Section D only if you do not have to complete Schedule 6, *Detailed financial information*.

Complete Schedule 6 if any of the following applies to the charity:

- (a) The charity's revenue exceeds \$100,000.
- (b) The amount of all property (for example, investments, rental properties) not used in charitable activities is more than \$25,000.
- (c) The charity has permission to accumulate funds during this fiscal period.

Do not complete Section D if you must complete Schedule 6.

Show all amounts to the nearest single Canadian dollar. Do not enter "See attached financial statements." All relevant fields must be filled out.

**D1** Was the financial information reported below prepared on an accrual or cash basis? ..... **4020**  Accrual  Cash

**D2** Summary of financial position:

Using the charity's own financial statements, enter the following:

Did the charity own land and/or buildings? ..... **4050**  Yes  No

Total assets (including land and buildings) ..... **4200** \$ \_\_\_\_\_ 0

Total liabilities ..... **4350** \$ \_\_\_\_\_ 0

Did the charity borrow from, loan to, or invest assets with any non-arm's length persons? ..... **4400**  Yes  No

**D3** Revenue:

Did the charity issue tax receipts for gifts? ..... **4490**  Yes  No

If yes, enter the total eligible amount of all gifts for which the charity issued tax receipts ..... **4500** \$ \_\_\_\_\_ 0

Total amount of 10 year gifts received ..... **4505** \$ \_\_\_\_\_ 0

Total amount received from other registered charities ..... **4510** \$ \_\_\_\_\_ 0

Total other gifts received for which a tax receipt was not issued by the charity (excluding amounts at lines 4675 and 4630) ..... **4530** \$ \_\_\_\_\_ 0

Did the charity receive any revenue from any level of government in Canada? ..... **4665**  Yes  No

If yes, total amount received ..... **4570** \$ \_\_\_\_\_ 0

Total tax-receipted revenue from all sources outside of Canada (government and non-government) ..... **4571** \$ \_\_\_\_\_ 0

Total non tax-receipted revenue from all sources outside of Canada (government and non-government) ..... **4575** \$ \_\_\_\_\_ 0

Total non tax-receipted revenue from fundraising ..... **4630** \$ \_\_\_\_\_ 0

Total revenue from sale of goods and services (except to any level of government in Canada) ..... **4640** \$ \_\_\_\_\_ 0

Other revenue not already included in the amounts above ..... **4650** \$ \_\_\_\_\_ 0

Total revenue (add lines 4600, 4610 to 4670, and 4675 to 4680) ..... **4700** \$ \_\_\_\_\_ 0

**D4** Expenditures:

Professional and consulting fees ..... **4860** \$ \_\_\_\_\_ 0

Travel and vehicle expenses ..... **4810** \$ \_\_\_\_\_ 0

All other expenditures not already included in the amounts above (excluding gifts to qualified donees) ..... **4920** \$ \_\_\_\_\_ 0

Total expenditures (excluding gifts to qualified donees) (add lines 4860, 4810, and 4920) ..... **4950** \$ \_\_\_\_\_ 0

Of the amount at line 4950:

(a) Total expenditures on charitable activities ..... **5000** \$ \_\_\_\_\_ 0

(b) Total expenditures on management and administration ..... **5010** \$ \_\_\_\_\_ 0

Total amount of gifts made to all qualified donees ..... **5050** \$ \_\_\_\_\_ 0

Total expenditures (add lines 4950 and 5080) ..... **5100** \$ \_\_\_\_\_ 0

HEADWATERS FOUNDATION

**Section E: Certification**

This return must be signed by a person who has authority to sign on behalf of the charity. It is a serious offence under the *Income Tax Act* to provide false or deceptive information.

I certify that the information given on this form, the basic information sheet, and any attachment is, to the best of my knowledge, correct, complete, and current.

Name (print):  
Leslie Brandlmayr

Position in charity:  
Director

**Section F: Confidential data**

**F1** Enter the physical address of the charity and the address in Canada for the charity's books and records. Post office box numbers and rural routes are not sufficient.

|                                       | Physical address of the charity | Address for the charity's books and records |
|---------------------------------------|---------------------------------|---|
| Complete street address               |                                 |   |
| City                                  |                                 |   |
| Province or territory and postal code |                                 |   |

**F2** Name and address of individual who completed this return.

**Checklist**

A charity's complete annual information return includes:

- Form T3010, *Registered Charity Information Return*, and all applicable schedules;
- Form TF725, *Registered Charity Basic Information Sheet*;
- a copy of the charity's financial statements;
- Form T1235, *Directors/Trustees and Like Officials Worksheet*;
- Form RC232-WS, *Director/Officer Worksheet and Ontario Corporations Information Act Annual Return*, or Form RC232, *Ontario Corporations Information Act Annual Return* (if applicable);
- Form T1236, *Qualified Donees Worksheet/Amounts Provided to Other Organizations* (if applicable); and
- Form T2081, *Excess Corporate Holdings Worksheet for Private Foundations* (if applicable).

If financial statements are not included, your charity's registration may be revoked.

**Foundations** **Schedule 1**

- 1** Did the foundation acquire control of a corporation? ..... **100**  Yes  No
  - 2** Did the foundation incur any debts other than for current operating expenses, purchasing or selling investments, or in administering charitable activities? ..... **110**  Yes  No
- For private foundations only:**
- 3** Did the foundation hold any shares, rights to acquire shares, or debts owing to it that meet the definition of a non-qualified investment? ..... **120**  Yes  No
  - 4** Did the foundation own more than 2% of any class of shares of a corporation? ..... **130**  Yes  No  
If yes, you must complete and attach Form T2081, *Excess Corporate Holdings Worksheet*.

**Activities outside Canada** **Schedule 2**

For more information about carrying on activities outside of Canada, go to [www.cra.gc.ca/chrta-gvng/chrta/picy/cgd/tsd-cnd-eng.html](http://www.cra.gc.ca/chrta-gvng/chrta/picy/cgd/tsd-cnd-eng.html).

- 1** Total expenditures on activities/programs/projects carried on outside Canada, excluding gifts to qualified donees ..... **200** \$ 0
- 2** Were any of the charity's financial resources spent on programs outside of Canada under any kind of an arrangement including a contract, agency agreement, or joint venture to any other individual or organization (excluding gifts to qualified donees)? ..... **210**  Yes  No

If yes, enter the amounts of the total reported on line 200 transferred to these individuals/organizations as required in the following table:

| Name of individual/organization | Using the country codes at the end of Schedule 2, enter the code where the activities were carried out. | Amount (\$) Show amounts to the nearest Canadian dollar |
|---------------------------------|---|---|
|                                 |   |   |
|                                 |   |   |
|                                 |   |   |

- 3** Using the list below, enter the country code where the charity itself carried on programs or devoted any of its resources.

|  |  |  |  |  |
|--|--|--|--|--|
|  |  |  |  |  |
|  |  |  |  |  |

- 4** Are any projects undertaken outside Canada funded by the Canadian International Development Agency (CIDA)? .... **220**  Yes  No  
If yes, what was the total amount the charity spent under this arrangement? ..... **230** \$ 0

- 5** Were any of the charity's activities outside of Canada carried out by employees of the charity? ..... **240**  Yes  No
- 6** Were any of the charity's activities outside of Canada carried out by volunteers of the charity? ..... **250**  Yes  No
- 7** Is the charity exporting goods as part of its charitable activities? ..... **260**  Yes  No

If yes, list the items being exported, their value (in Canadian dollars), their destination and the country code.

| Item | Value | Destination (city/region) | Country code |
|------|-------|---------------------------|--------------|
|      |       |                           |              |
|      |       |                           |              |
|      |       |                           |              |
|      |       |                           |              |

## Country codes

|                                 |                                 |                    |                                |
|---------------------------------|---------------------------------|--------------------|--------------------------------|
| AF-Afghanistan                  | CU-Cuba                         | KP-North Korea     | RO-Romania                     |
| AL-Albania                      | CY-Cyprus                       | KR-South Korea     | RU-Russia                      |
| DZ-Algeria                      | DK-Denmark                      | KW-Kuwait          | RW-Rwanda                      |
| AO-Angola                       | DO-Dominican Republic           | KG-Kyrgyzstan      | SA-Saudi Arabia                |
| AR-Argentina                    | EC-Ecuador                      | LA-Laos            | RS-Serbia                      |
| AM-Armenia                      | EG-Egypt                        | LB-Lebanon         | SL-Sierra Leone                |
| AZ-Azerbaijan                   | SV-El Salvador                  | LR-Liberia         | SG-Singapore                   |
| BD-Bangladesh                   | ET-Ethiopia                     | MK-Macedonia       | SO-Somalia                     |
| BY-Belarus                      | FR-France                       | MG-Madagascar      | ES-Spain                       |
| BT-Bhutan                       | GA-Gabon                        | MY-Malaysia        | LK-Sri Lanka                   |
| BO-Bolivia                      | GM-Gambia                       | ML-Mali            | SD-Sudan                       |
| BA-Bosnia and Herzegovina       | GE-Georgia                      | MU-Mauritius       | SY-Syrian Arab Republic        |
| BW-Botswana                     | DE-Germany                      | MX-Mexico          | TJ-Tajikistan                  |
| BR-Brazil                       | GH-Ghana                        | MN-Mongolia        | TZ-United Republic of Tanzania |
| BN-Brunel Darussalam            | GT-Guatemala                    | ME-Montenegro      | TH-Thailand                    |
| BG-Bulgaria                     | GY-Guyana                       | MZ-Mozambique      | TL-Timor-Leste                 |
| BI-Burundi                      | HT-Haiti                        | MM-Myanmar (Burma) | TR-Turkey                      |
| KH-Cambodia                     | HN-Honduras                     | NA-Namibia         | UG-Uganda                      |
| CM-Cameroon                     | IN-India                        | NL-Netherlands     | UA-Ukraine                     |
| CF-Central African Republic     | ID-Indonesia                    | NI-Nicaragua       | GB-United Kingdom              |
| TD-Chad                         | IR-Iran                         | NE-Niger           | US-United States of America    |
| CL-Chile                        | IQ-Iraq                         | NG-Nigeria         | UY-Uruguay                     |
| CN-China                        | IL-Israel                       | OM-Oman            | UZ-Uzbekistan                  |
| CO-Columbia                     | PS-Israeli Occupied Territories | PK-Pakistan        | VE-Venezuela                   |
| KM-Comoros                      | IT-Italy                        | PA-Panama          | VN-Vietnam                     |
| CD-Democratic Republic of Congo | JM-Jamaica                      | PE-Peru            | YE-Yemen                       |
| CG-Republic of Congo            | JP-Japan                        | PH-Philippines     | ZM-Zambia                      |
| CR-Costa Rica                   | JO-Jordan                       | PL-Poland          | ZW-Zimbabwe                    |
| CI-Côte d'Ivoire                | KZ-Kazakhstan                   | QA-Qatar           |                                |
| HR-Croatia                      | KE-Kenya                        | RE-Réunion         |                                |

## Use the following codes for countries not listed above:

- QS-Other countries in Africa
- QR-Other countries in Asia and Oceania
- QM-Other countries in Central and South America
- QP-Other countries in Europe
- QO-Other countries in the Middle East
- QN-Other countries in North America

HEADWATERS FOUNDATION

Compensation

Schedule 3

1 (a) Enter the number of permanent, full-time, compensated positions in the fiscal period. This number should represent the number of positions the charity had including both managerial positions and others, and should not include independent contractors. Do not enter a dollar amount. 300 0

(b) For the ten (10) highest compensated, permanent, full-time positions enter the number of positions that are within each of the following annual compensation categories. Do not tick the boxes, use numbers.

- 305 0 \$1 - \$99,999 310 0 \$40,000 - \$79,999 315 0 \$80,000 - \$119,999
320 0 \$120,000 - \$159,999 325 0 \$160,000 - \$199,999 330 0 \$200,000 - \$249,999
335 0 \$250,000 - \$299,999 340 0 \$300,000 - \$349,999 345 0 \$350,000 and over

2 (a) Enter the number of part-time or part-year (for example, seasonal) employees the charity employed during the fiscal period. 370 0

(b) Total expenditure on compensation for part-time or part-year employees in the fiscal period. 300 \$ 0

3 Total expenditure on all compensation in the fiscal period. 300 \$ 0

Confidential data

Schedule 4

The information in this schedule is for the CRA's use and may be shared as permitted by law (for example, with certain other government departments and agencies).

1. Information about fundraisers

Enter the name(s) and arm's length status of each external fundraiser.

Table with 2 columns: Name, At arm's length? Yes/No

2. Information about donors not resident in Canada

Complete this schedule to report any gift of any kind valued at \$10,000 or more received from any donor that was not resident in Canada and was not any of the following:

- a Canadian citizen, nor
employed in Canada, nor
carrying on business in Canada, nor
a person having disposed of taxable Canadian property.

Enter the name of each donor and the value of the gift in the chart below. Tick whether the donor was an organization (for example a business, corporate entity, charity, non-profit organization), a government or an individual.

Table with 5 columns: Name, Value, Organization, Government, Individual

Gifts in kind

Schedule 5

1 Tick all types of gifts in kind received for which a tax receipt was issued:

- 500 Artwork/wine/jewellery 525 Ecological properties 550 Publicly traded securities/commodities/mutual funds
505 Building materials 530 Life insurance policies 555 Books
510 Clothing/furniture/food 535 Medical equipment/supplies 560 Other
515 Vehicles 540 Privately-held securities 565 Specify:
520 Cultural properties 545 Machinery/equipment/computers/software

2 Enter the total amount of tax-receipted gifts in kind 580 \$ 0



Detailed financial information

Schedule 6

Complete Schedule 6 if any of the following applies:

- (a) The charity's revenue exceeds \$100,000.
- (b) The amount of all property (for example, investments, rental properties) not used in charitable activities is more than \$25,000.
- (c) The charity has permission to accumulate funds during this fiscal period.

Do not complete Section D: Financial Information, if you must complete Schedule 6.

Was the financial information reported below prepared on an accrual or cash basis? ..... 1020  Accrual  Cash

Statement of financial position

Show all amounts to the nearest single Canadian dollar. Do not enter "000" attached financial statements." All relevant fields must be filled out.

|  |                        |  |                  |
|--|------------------------|--|------------------|
| <b>Assets:</b>                                     |                        | <b>Liabilities:</b>                                  |                  |
| Cash, bank accounts, and short-term investments    | 4100 \$ 768438         | Accounts payable and accrued liabilities ....        | 4300 \$ 0        |
| Amounts receivable from non-arm's length persons   | 4110 \$ 0              | Deferred revenue .....                               | 4310 \$ 0        |
| Amounts receivable from all others .....           | 4120 \$ 37             | Amounts owing to non-arm's length persons            | 4320 \$ 0        |
| Investments in non-arm's length persons .....      | 4130 \$ 0              | Other liabilities .....                              | 4330 \$ 0        |
| Long-term investments .....                        | 4140 \$ 7259335        | <b>Total liabilities (add lines 4300 to 4330) ..</b> | <b>4350 \$ 0</b> |
| Inventories .....                                  | 4150 \$ 0              |  |                  |
| Land and buildings in Canada .....                 | 4155 \$ 0              |  |                  |
| Other capital assets in Canada .....               | 4160 \$ 0              |  |                  |
| Capital assets outside Canada .....                | 4165 \$ 0              |  |                  |
| Accumulated amortization of capital assets .....   | 4166 \$ 0              | Amount included in lines 4150, 4155,                 |                  |
| Other assets .....                                 | 4170 \$ 0              | 4160, 4165 and 4170 not used in                      |                  |
| 10 year gifts .....                                | 4180 \$ 0              | charitable activities .....                          | 4250 \$ 0        |
| <b>Total assets (add lines 4100 to 4170) .....</b> | <b>4200 \$ 8027810</b> |  |                  |

Statement of operations

|   |                         |
|---|-------------------------|
| <b>Revenue:</b>   |                         |
| Total eligible amount of all gifts for which the charity issued tax receipts .....  | 4500 \$ 0               |
| Total eligible amount of tax-receipted tuition fees .....   | 4510 \$ 0               |
| Total amount of 10 year gifts received .....  | 4505 \$ 0               |
| Total amount received from other registered charities .....   | 4510 \$ 10236479        |
| Total other gifts received for which a tax receipt was not issued by the charity (excluding amounts at lines 4575 and 4630) ..... | 4530 \$ 0               |
| Total revenue received from federal government .....  | 4540 \$ 0               |
| Total revenue received from provincial/territorial governments .....  | 4550 \$ 0               |
| Total revenue received from municipal/regional governments .....  | 4560 \$ 0               |
| Total tax-receipted revenue from all sources outside of Canada (government and non-government) .....                              | 4571 \$ 0               |
| Total non tax-receipted revenue from all sources outside Canada (government and non-government) .....                             | 4575 \$ 0               |
| Total interest and investment income received or earned .....   | 4580 \$ 17612           |
| Gross proceeds from disposition of assets .....   | 4590 \$ 0               |
| Net proceeds from disposition of assets (show a negative amount with brackets) .....  | 4600 \$ 0               |
| Gross income received from rental of land and/or buildings .....  | 4610 \$ 0               |
| Total non tax-receipted revenues received for memberships, dues and association fees .....  | 4620 \$ 0               |
| Total non tax-receipted revenue from fundraising .....  | 4630 \$ 0               |
| Total revenue from sale of goods and services (except to any level of government in Canada) .....                                 | 4640 \$ 0               |
| Other revenue not already included in the amounts above .....   | 4650 \$ 0               |
| Specify type(s) of revenue included in the amount reported at 4650  | 4655                    |
| <b>Total revenue (add lines 4500, 4510 to 4650, 4575, 4580, and 4600 to 4650) .....</b>   | <b>4700 \$ 10254091</b> |

HEADWATERS FOUNDATION

**Expenditures:**

|  |             |           |              |
|--|-------------|-----------|--------------|
| Advertising and promotion .....  | 4800        | \$        | 0            |
| Travel and vehicle expenses .....  | 4810        | \$        | 0            |
| Interest and bank charges .....  | 4820        | \$        | 23918        |
| Licences, memberships, and dues .....  | 4830        | \$        | 0            |
| Office supplies and expenses .....   | 4840        | \$        | 0            |
| Occupancy costs .....  | 4850        | \$        | 0            |
| Professional and consulting fees .....   | 4860        | \$        | 1354         |
| Education and training for staff and volunteers .....  | 4870        | \$        | 0            |
| Total expenditure on all compensation (enter the amount reported at line 390 in Schedule 3, if applicable) ..... | 4880        | \$        | 0            |
| Fair market value of all donated goods used in charitable activities .....                                       | 4890        | \$        | 0            |
| Purchased supplies and assets .....  | 4891        | \$        | 0            |
| Amortization of capitalized assets .....   | 4900        | \$        | 0            |
| Research grants and scholarships as part of charitable activities .....  | 4910        | \$        | 0            |
| All other expenditures not included in the amounts above (excluding gifts to qualified donees) .....             | 4920        | \$        | 0            |
| Specify type(s) of expenditures included in the amount reported at 4920 .....                                    | 4930        |           |              |
| <b>Total expenditures before gifts to qualified donees (add lines 4800 to 4920) .....</b>                        | <b>4950</b> | <b>\$</b> | <b>25272</b> |

Of the amounts at lines 4950 and 5031 (reported at C5 Political Activities (c)):

|  |             |           |                |
|--|-------------|-----------|----------------|
| (a) Total expenditures on charitable activities .....  | 5000        | \$        | 0              |
| (b) Total expenditures on management and administration .....  | 5010        | \$        | 25272          |
| (c) Total expenditures on fundraising .....  | 5020        | \$        | 0              |
| (d) Total expenditures on political activities, inside or outside Canada, from question C5 (b) ..... | 5030        | \$        | 0              |
| (e) Total other expenditures included in line 4950 .....   | 5040        | \$        | 0              |
| <b>Total amount of gifts made to all qualified donees .....</b>                                      | <b>5050</b> | <b>\$</b> | <b>8712500</b> |
| <b>Total expenditures (add lines 4950 and 5050) .....</b>  | <b>5100</b> | <b>\$</b> | <b>8737772</b> |

**Other financial information**

**Permission to accumulate property:**  
 Only registered charities that have written permission to accumulate should complete this section.

|  |      |    |   |
|--|------|----|---|
| • Enter the amount accumulated for the fiscal period, including income earned on accumulated funds ..... | 5500 | \$ | 0 |
| • Enter the amount disbursed for the fiscal period for the specified purpose .....                       | 5510 | \$ | 0 |

**Permission to reduce disbursement quota:**  
 If the charity has received approval to make a reduction to its disbursement quota, enter the amount for the fiscal period .....

|  |      |    |   |
|--|------|----|---|
|  | 5750 | \$ | 0 |
|--|------|----|---|

**Property not used in charitable activities:**  
 Enter the value of property not used for charitable activities or administration during:

|   |      |    |         |
|---|------|----|---------|
| • The 24 months before the beginning of the fiscal period ..... | 5900 | \$ | 2688709 |
| • The 24 months before the end of the fiscal period .....       | 5910 | \$ | 6923116 |

Political activities

Schedule 7

A registered charity may pursue political activities only if the activities are non-partisan, related to its charitable purposes, and limited in extent. A political activity is any activity that explicitly communicates to the public that a law, policy or decision of any level of government inside or outside Canada should be retained, opposed, or changed.

1 Describe the charity's political activities, including gifts to qualified donees intended for political activities, and explain how these relate to its charitable purposes.

|  |
|--|
|  |
|  |
|  |
|  |
|  |
|  |

2 Identify the way the charity participated in or carried out political activities during the fiscal period.

|   |     | Resources used<br>Tick all the boxes that apply |                          |                          |                          |
|---|-----|---|--------------------------|--------------------------|--------------------------|
|   |     | Staff   | Volunteers               | Financial                | Property                 |
| Media releases and advertisements                   | 700 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Conferences, workshops, speeches, or lectures       | 701 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Publications (printed or electronic)                | 702 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Rallies, demonstrations, or public meetings         | 703 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Petitions, boycotts (calls to action)               | 704 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Letter writing campaign (printed or electronic)     | 705 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Internet (website, social media (Twitter, YouTube)) | 706 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Gifts to qualified donees for political activities  | 707 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Other (specify):                                    | 708 | <input type="checkbox"/>                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Funding from outside of Canada for political activities

3 If the charity entered an amount on line 5032, complete the fields below. Enter the political activity that the funds were intended to support, the amount received from each country outside Canada, and the corresponding country code (using the codes provided in Schedule 2). For more information on how to complete this table, see Guide T4033 (15).

| Political activity | Amount | Code |
|--------------------|--------|------|
|                    |        |      |
|                    |        |      |
|                    |        |      |
|                    |        |      |
|                    |        |      |
|                    |        |      |
|                    |        |      |



Directors/Trustees and Like Officials Worksheet

You must give us complete information for each director/trustee and like official who, at any time during the fiscal period of this return, and like officials are persons who govern a registered charity. See the reverse for information on filling out this form.



HEADWATERS FOUNDATION

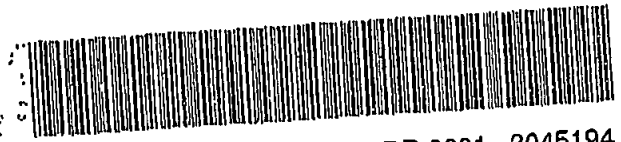
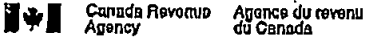
Total number of directors/trustees and like officials: 3

23 2015-08-31 83102 4203 RR 0001 3045194

| Public information   | Confidential data            |
|--|------------------------------|
| Last name: Richardson      First name: Christopher      Initial: _____<br>Term ▶ Start date (Y/M/D): 2 0 1 0 1 1 1 9      End date (Y/M/D): _____<br>Position: Director      At arm's length with other Directors? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | [Redacted Confidential Data] |
| Last name: Brandmayr      First name: Leslie      Initial: _____<br>Term ▶ Start date (Y/M/D): 2 0 1 0 1 1 1 9      End date (Y/M/D): _____<br>Position: Director      At arm's length with other Directors? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No       |                              |
| Last name: Dexter      First name: Erin      Initial: _____<br>Term ▶ Start date (Y/M/D): 2 0 1 3 1 2 3 0      End date (Y/M/D): _____<br>Position: Director      At arm's length with other Directors? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No            |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |
| Last name: _____      First name: _____      Initial: _____<br>Term ▶ Start date (Y/M/D): _____      End date (Y/M/D): _____<br>Position: _____      At arm's length with other Directors? <input type="checkbox"/> Yes <input type="checkbox"/> No                                    |                              |

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HEADWATERS FOUNDATION



Qualified donees worksheet / Amounts

23 2015-08-31 83102.4203 RR 0001- 3045194

Registered charities can make gifts to qualified donees. Enter the required information. See the reverse for information on filling out this form.

Total number of qualified donees/other organizations: 2

|   |                               |   |           |
|---|-------------------------------|---|-----------|
| Name of organization: CHIMP Charitable Impact Foundation (Canada)   |                               | Associated charity: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |
| BN/Registration number: 84552 8827 RR 0001  | City and Prov/Terr: Vancouver |   | BC        |
| Amount of gifts in kind \$  | Total amount of gifts \$      |   | 4,000,000 |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, enter amount \$ |                               |   |           |

|   |                               |   |           |
|---|-------------------------------|---|-----------|
| Name of organization: Paraklesie Foundation   |                               | Associated charity: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |
| BN/Registration number: 82679 0289 RR 0001  | City and Prov/Terr: Vancouver |   | BC        |
| Amount of gifts in kind \$  | Total amount of gifts \$      |   | 4,712,500 |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, enter amount \$ |                               |   |           |

|  |                          |  |  |
|--|--------------------------|--|--|
| Name of organization:  |                          | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| BN/Registration number:  | City and Prov/Terr:      |  |  |
| Amount of gifts in kind \$   | Total amount of gifts \$ |  |  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$ |                          |  |  |

|  |                          |  |  |
|--|--------------------------|--|--|
| Name of organization:  |                          | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| BN/Registration number:  | City and Prov/Terr:      |  |  |
| Amount of gifts in kind \$   | Total amount of gifts \$ |  |  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$ |                          |  |  |

|  |                          |  |  |
|--|--------------------------|--|--|
| Name of organization:  |                          | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| BN/Registration number:  | City and Prov/Terr:      |  |  |
| Amount of gifts in kind \$   | Total amount of gifts \$ |  |  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$ |                          |  |  |

|  |                          |  |  |
|--|--------------------------|--|--|
| Name of organization:  |                          | Associated charity: <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| BN/Registration number:  | City and Prov/Terr:      |  |  |
| Amount of gifts in kind \$   | Total amount of gifts \$ |  |  |
| Was any part of the gift intended for political activities? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, enter amount \$ |                          |  |  |

## HEADWATERS FOUNDATION

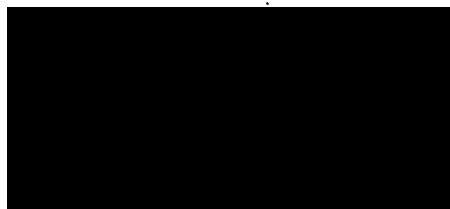
### BALANCE SHEET as at August 31, 2015 (Unaudited)

| ASSETS                    | 2015                   | 2014                |
|---------------------------|------------------------|---------------------|
| Cash at bank              | \$ 749,465.14          | \$ 0.00             |
| Cash (Trust a/c)          | 18,973.00              | 19,918.00           |
| GST                       | 37.10                  | 113.50              |
| Note Receivable           | 350,000.00             | 350,000.00          |
| Interest Receivable       | 46,458.91              | 28,958.91           |
| Investment                | 1,500,000.00           | 750,000.00          |
| Investment - cash account | 375.70                 | 0.00                |
| Investments - shares      | 5,362,500.00           | 5,362,500.00        |
| Total Assets              | \$ <u>8,027,809.85</u> | <u>6,511,490.41</u> |
| <br>Total Liabilities     | <br>\$ 0.00            | <br>\$ 0.00         |

### STATEMENT OF CHANGES IN SURPLUS

|                                   |                        |                        |
|-----------------------------------|------------------------|------------------------|
| Balance at Beginning of Period    | \$ 6,511,490.41        | \$ 0.00                |
| Increase (Decrease) during period | 1,516,319.44           | 6,511,490.41           |
| Surplus at End of Period          | \$ <u>8,027,809.85</u> | \$ <u>6,511,490.41</u> |

Approved by:



## HEADWATERS FOUNDATION

### STATEMENT OF RECEIPTS AND DISBURSEMENTS for the period ended August 31, 2015 (Unaudited)

| RECEIPTS                          | 2015                    | 2014                   |
|-----------------------------------|-------------------------|------------------------|
| Interest Income                   | \$ 17,612.33            | \$ 11,458.91           |
| Donations from other charities    | 10,236,479.37           | 6,505,000.00           |
| <b>Total Receipts</b>             | <b>\$ 10,254,091.70</b> | <b>6,516,458.91</b>    |
| <br>                              |                         |                        |
| <b>DISBURSEMENTS</b>              |                         |                        |
| Gifts to Qualified Donees         | \$ 8,712,500.00         | \$ 0.00                |
| Interest and bank charges         | 23,917.86               | 0.00                   |
| Accounting and Legal fees         | 1,354.40                | 4,968.50               |
| <b>Total Disbursements</b>        | <b>\$ 8,737,772.26</b>  | <b>4,968.50</b>        |
| <br>                              |                         |                        |
| <b>SURPLUS</b>                    |                         |                        |
| Increase (Decrease) during Period | <b>\$ 1,516,319.44</b>  | <b>\$ 6,511,490.41</b> |

## HEADWATERS FOUNDATION

### STATEMENT OF RECEIPTS AND DISBURSEMENTS for the period ended August 31, 2015 (Unaudited)

| OPERATING ACTIVITIES                          | 2015                        | 2014                       |
|---|-----------------------------|----------------------------|
| Excess (Deficiency) of revenue over expenses: | \$ 1,516,319.44             | \$ 6,511,490.41            |
| Changes in non-working capital:               |                             |                            |
| Accounts receivable                           | (767,799.30)                | (6,491,572.41)             |
| Accounts payable                              | <u>\$0.00</u>               | <u>\$0.00</u>              |
| <br>INCREASE (DECREASE) IN CASH FLOW          | <br>\$ 748,520.14           | <br>\$ 19,918.00           |
| Cash - beginning of year                      | 19,918.00                   | 0.00                       |
| Cash - end of year                            | <u><u>\$ 768,438.14</u></u> | <u><u>\$ 19,918.00</u></u> |