



**RECOUPMENT POLICY:
EXPERIMENTAL STREAM**
2015-2016

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1. INTRODUCTION

This policy applies to all projects funded through the CMF's Experimental Stream. This policy describes:

- The nature of the CMF's contribution in the Experimental Stream
- The CMF's expectations for repayment of its contribution and, where applicable, its level of participation in profits
- Details related to recoupment and reporting of revenues.

The CMF expects to fund a variety of different projects through the Experimental Stream, many of which may face different marketplace realities relating to recoupment. As such, the CMF has chosen a case-by-case approach to recoupment in this stream, subject to the principles described in this policy. Details of project recoupment not covered in this policy will be negotiated between successful applicants and the CMF.

The CMF may fund development, production or marketing and promotion activities, and a project may apply for funding for any of these activities alone. The CMF has determined that different approaches to recoupment are necessary for each type of activity. As such, this policy is divided into sections dealing with each activity in turn.

2. DEVELOPMENT

2.1 NATURE OF FUNDING CONTRIBUTION: REPAYABLE ADVANCES

Successful applicants for development funding will receive funding in the form of a repayable advance. This advance will be repayable to the CMF according to the conditions described, in part, below.

2.2 LEVEL OF RECOUPMENT

2.2.1 Production of the Project

If the project developed with CMF financial support goes into production (i.e. is developed into a project capable of being commercialized) and the CMF:

- *Does provide production funding* to the project, the development costs will become part of the project's production costs, the CMF development advance will form part of the production financing, and as such the development advance will be converted into a recoupable investment in the production and treated as per section 3 below.
- *Does not provide production funding* to the project, the Applicant may have the option to either:
 - repay the entire development advance no later than the first day of the start of production of the project that will be commercialized; or
 - after a formal request by the Applicant and subsequent evaluation and confirmation by the CMF, allow the development advance to be converted into a recoupable investment in the production and treated as per [section 3](#) below.

2.2.2 Sale, Transfer, or Other Disposition of the Project

Should project materials or intellectual property developed with CMF financial support be sold, transferred or otherwise disposed of to an entity unrelated to the applicant(s), the entire CMF contribution must be repaid immediately upon the sale, transfer, or disposition.

3. PRODUCTION

3.1 NATURE OF FUNDING CONTRIBUTION: RECOUPABLE INVESTMENTS

Successful applicants for production funding will receive funding in the form of a recoupable investment.

3.2 LEVEL OF RECOUPMENT AND PROFIT PARTICIPATION

After the deduction of applicable costs and fees (discussed in greater detail in [subsection 3.3](#) below), the CMF will recoup its investment from revenue generated by exploitation of the project:

- a) In a manner no less favourable than pro rata and pari passu with other financial participants who provide recoupable financing to the project, to a maximum of 50%.
- b) Until the full amount of the CMF's investment is recouped or seven (7) years from the submission to the CMF of the project's first exploitation report, whichever comes first.

For greater clarity, "pro rata and pari passu" includes the concept that the recoupment of the CMF will be proportional to its share of project financing compared to other sources of recoupable financing, subject to the 50% maximum.

For example, for a project costing \$1 million:

- Where the CMF provides an investment of \$500,000 and another investor provides a recoupable investment of \$500,000, the CMF will receive \$0.50 of every dollar of revenue generated by the project (i.e. 50%).
- Where the CMF provides an investment of \$250,000 and another investor provides a recoupable investment of \$750,000, the CMF will receive \$0.25 of every dollar of revenue generated by the project (i.e. 25%).
- Where the CMF provides an investment of \$250,000, another investor provides a recoupable investment of \$250,000, and the project receives a \$500,000 non-recoupable contribution (such as a grant), the CMF will again receive \$0.50 of every dollar of revenue generated by the project (i.e. 50%).
- Since the CMF will cap its recoupment and profit participation at 50%, where the CMF provides an investment of \$750,000 and another investor provides a recoupable investment of \$250,000, the CMF will receive \$0.50 of every dollar of revenue generated by the project (i.e. 50%).

3.2.1 Profit Participation

Once the CMF has recouped 100% of its investment, the CMF will participate in profits generated by exploitation of the project in the same manner in which it recouped its investment, except:

- The CMF will forego 25% of *its* profit participation share for the benefit of the applicant
- Where the CMF recoups 100% of its investment within the first 2 years of exploitation of the project, the CMF will forego an additional 25% of *its* profit participation share for the benefit of the applicant, for a total of 50% of the CMF's initial recoupment position in the project.

As with the recoupment of its investment in the project, the CMF will participate in profits for no longer than seven years from the submission to the CMF of the project's first exploitation report.

3.2.2 Buy-out

The CMF may consider proposals by the applicant(s) to be "bought out" of its right(s) of recoupment and/or profit participation on a case-by-case basis.

The CMF will not consider proposals to buy out the CMF's investment where the buy-out is primarily intended to extinguish the CMF's right to recoupment or profit participation from revenues generated by the project. As such, the CMF will expect to receive buy-out proposals in which the amount paid to the CMF for the buy-out would be materially higher than the amount of the CMF's investment in the project. The CMF expects that buy-out proposals will typically come where a sale of the project, either alone or as an asset in the sale of the applicant company/companies, (or similar transaction) by the applicant(s) to a party unrelated to the applicant has been made.

Buy-out proposals must involve payment to the CMF in cash or in instruments easily convertible to cash.

Where a sale of the project (or similar transaction) results in an ongoing revenue stream to the applicant(s), the CMF will expect to also participate in those revenues in a proportion consistent with the level of recoupment and profit participation described above.

3.3 EXPLOITATION FEES AND EXPENSES, AND ENHANCEMENT COSTS

Depending on the nature of the project:

- Applicants (or distribution entities) may incur expenses in the course of distributing and/or exploiting the project;
- Distribution entities may take fees/commissions in payment for their distribution services
- Applicants may incur costs for enhancements or upgrades to the project that are proposed after the start of the exploitation.

Before the CMF recoups its share of revenues, the Applicant is allowed to deduct commissions, fees and expenses related to the exploitation and, if applicable, the enhancements costs of the project up to a maximum of 75% of the gross exploitation revenues. The CMF will determine appropriate deductions on a case by case basis. All deductions must be reasonable, actual and verifiable.

4. MARKETING AND PROMOTION

4.1 NATURE OF FUNDING CONTRIBUTION: RECOUPABLE ADVANCES

Successful applicants for marketing and promotion funding will receive funding in the form of a recoupable advance. A recoupable advance must be repaid from revenue generated by exploitation of the project in a manner no less favourable than pro rata and pari passu with other financial participants who are providing recoupable financing to the project until the full amount of the CMF's investment is recouped.

The CMF will not participate in profits generated by exploitation of a project in relation to its recoupable advance for marketing and promotion support.

Where the CMF has also provided production funding for the project, the amount of the CMF's marketing and promotion funding will be added to the amount of CMF's production funding and both will be recouped together according to the proration provided for in the recoupment structure for the production funding.

See [section 3.2](#) for greater clarity on "pro rata and pari passu".