Village Farms International, Inc.

Consolidated Financial Statements
Years Ended December 31, 2014 and 2013

March 17, 2015

Independent Auditor's Report

To the Shareholders of
Village Farms International, Inc.

We have audited the accompanying consolidated financial statements of Village Farms International, Inc. and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013 and the consolidated statements of income and comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Village Farms International, Inc. and its subsidiaries as at December 31, 2014 and 2013 and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Accountants

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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

Village Farms International, Inc.
Consolidated Statements of Financial Position
(In thousands of United States dollars)

	December 31, 2014	December 31, 2013
ASSETS		
Current assets		
Cash and cash equivalents	$ 6,337	$ 18,668
Trade receivables	9,168	7,109
Other receivables	939	325
Inventories (note 6)	14,424	10,630
Income taxes receivable	-	36
Prepaid expenses and deposits	229	168
Biological asset (note 7)	4,698	3,732
Total current assets	35,795	40,668
Non-current assets		
Property, plant and equipment (note 9)	101,430	96,709
Intangible assets (note 10)	-	991
Other assets (note 11)	1,664	1,537
Total assets	$ 138,889	$ 139,905
LIABILITIES		
Current liabilities		
Trade payables	$ 11,795	$ 7,063
Accrued liabilities	3,651	3,225
Income taxes payable	426	917
Current maturities of long-term debt (note 12)	4,418	4,168
Current maturities of capital lease obligations (note 14)	26	25
Total current liabilities	20,316	15,398
Non-current liabilities		
Long-term debt (note 12)	48,947	50,692
Long-term maturities of capital lease obligations (note 14)	35	61
Deferred tax liability (note 20)	7,774	11,970
Deferred compensation	817	684
Total liabilities	77,889	78,805
SHAREHOLDERS' EQUITY		
Share capital (note 24)	24,850	24,850
Contributed surplus	1,021	749
Accumulated other comprehensive income	(210)	55
Retained earnings	35,339	35,446
Total shareholders' equity	61,000	61,100
Total liabilities and shareholders' equity	$ 138,889	$ 139,905

Village Farms International, Inc.

Consolidated Statements of Changes in Shareholders' Equity

For the Years Ended December 31, 2014 and 2013

(In thousands of United States dollars, except for shares outstanding)

	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income	Retained Earnings	Total Shareholders' Equity
Balance at January 1, 2013	19,433,394	$ 24,850	$ 588	$ 55	$ 24,958	$ 50,451
Conversion of special shares to common shares	19,273,951	-	-	-	-	-
Share-based compensation (note 27)	-	-	161	-	-	161
Net income and comprehensive income	-	-	-	-	10,488	10,488
Balance at December 31, 2013	38,707,345	24,850	749	55	35,446	$ 61,100
Balance at January 1, 2014	38,707,345	24,850	749	55	35,446	61,100
Share-based compensation (note 27)	-	-	272	-	-	272
Cumulative translation adjustment	-	-	-	(265)	-	(265)
Net income and comprehensive income	-	-	-	-	(107)	(107)
Balance at December 31, 2014	38,707,345	$ 24,850	$ 1,021	$ (210)	$ 35,339	$ 61,000

The accompanying notes are an integral part of these consolidated financial statements.

Village Farms International, Inc.
Consolidated Statements of Income and Comprehensive Income
For the Years Ended December 31, 2014 and 2013
(In thousands of United States dollars, except per share data)

	Years Ended December 31, 2014	2013
Net sales (note 22)	$ 136,615	$ 137,635
Cost of sales (note 18)	(122,730)	(119,363)
Insurance proceeds, net (note 8)	-	15,948
Provision for property and equipment damaged	-	(601)
Change in biological asset (note 7)	(125)	(1,222)
Selling, general and administrative expenses (note 18)	(13,381)	(12,873)
Income from operations	379	19,524
Interest expense, net	2,494	3,672
Foreign exchange loss/(gain)	142	(16)
Amortization of intangible assets	104	103
Gain on derivatives	-	(106)
Other income	(117)	(91)
Settlement of pre-existing relationship (note 10)	887	-
Loss/(gain) on sale of assets	238	(3)
Income before income taxes	(3,369)	15,965
(Recovery of) provision for income taxes (note 19)	(3,262)	5,477
Net (loss) income	$ (107)	$ 10,488
Basic (loss) earnings per share (note 25)	$ (0.00)	$ 0.27
Diluted (loss) earnings per share (note 25)	$ (0.00)	$ 0.27
Other comprehensive income (loss):		
Foreign currency translation adjustment	(265)	-
Comprehensive (loss) income	$ (372)	$ 10,488

The accompanying notes are an integral part of these consolidated financial statements.

Village Farms International, Inc.
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2014 and 2013
(In thousands of United States dollars)

	Years Ended December 31, 2014	2013
Cash flows from operating activities:		
Net (loss) income	$ (107)	$ 10,488
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	7,885	7,314
Loss/(gain) on disposal of assets	238	(3)
Settlement of pre-existing relationship	887	-
Provision for property and equipment damaged	-	51
Gain on derivatives	-	(106)
Provision for bad debt		(204)
Foreign exchange loss/(gain)	142	(16)
Net interest expense	2,564	3,483
Share-based compensation	272	161
Deferred income taxes	(4,196)	3,929
Change in biological asset	125	1,222
Changes in non-cash working capital items (note 21)	(2,715)	965
Net cash provided by operating activities	5,095	27,284
Cash flows from investing activities:		
Purchases of property, plant and equipment	(8,791)	(4,615)
Business acquisition, net of cash acquired	(4,415)	-
Proceeds from sale of property, plant, and equipment, net	4	19
Other non-current assets and liabilities, net	(14)	(590)
Net cash used in investing activities	(13,216)	(5,186)
Cash flows from financing activities:		
Proceeds from borrowings	6,689	58,000
Repayments on borrowings	(8,168)	(60,741)
Interest paid on long-term debt, net	(2,564)	(3,483)
Payments on capital lease obligation	(25)	(23)
Net cash used in financing activities	(4,068)	(6,247)
Effect of exchange rate changes on cash and cash equivalents	(142)	16
Net increase (decrease) in cash and cash equivalents	(12,331)	15,867
Cash and cash equivalents, beginning of year	18,668	2,801
Cash and cash equivalents, end of year	$ 6,337	$ 18,668
Supplemental cash flow information:		
Income taxes paid	$ 1,452	$ 420

The accompanying notes are an integral part of these consolidated financial statements.

1 NATURE OF OPERATIONS

Village Farms International, Inc. ("VFF" the parent company and, together with its subsidiaries, the "Company") is incorporated under the *Canada Business Corporation Act*. VFF's principal operating subsidiaries during December 31, 2014 are Village Farms Canada Limited Partnership ("VFCLP"), Village Farms, L.P. ("VFLP"), VF Clean Energy, Inc ("VFCE"), and Village Farms DR, SLR ("VFDR"). The address of the registered office of VFF is 4700 80th Street, Delta, British Columbia, Canada, V4K 3N3.

The Company is a publicly traded company, which is listed on the Toronto Stock Exchange under the symbol VFF.

The Company, through its subsidiaries VFCLP and VFLP, owns and operates sophisticated, highly intensive agricultural greenhouse facilities in British Columbia and Texas, where it produces, markets and sells premium-quality tomatoes, bell peppers, and cucumbers. The Company also markets and sells third party produce through its subsidiaries. The Company, through its subsidiary VFCE, owns and operates a 7.5 MW power plant that generates electricity. On October 3, 2014, the Company sold ownership of Village Farms DR, SLR to an unrelated third party in exchange for a waiver of termination fees on a remaining lease obligation.

2 BASIS OF PRESENTATION

Basis of Presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of financial statements as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of December 31, 2014. The consolidated financial statements were approved by the Board of Directors of the Company for issue on March 17, 2015. Management does not have the authority to amend the consolidated financial statements after the statements have been issued, without the approval by the Board of Directors of the Company. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

Basis of Measurement

The consolidated annual financial statements have been prepared on the historical cost basis except for the following material items in the statements of financial position:

- derivative financial instruments are measured at fair value;
- available-for-sale financial assets are measured at fair value; and
- biological assets are measured at fair value less costs to sell.

Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars ("U.S. dollars"), which is the Company's functional currency. VFCE's functional currency is in Canadian dollars and conversion to U.S. dollars is performed in accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*. All financial information presented in U.S. dollars has been rounded to the nearest thousands, except per share amounts.

3 SIGNIFICANT ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATION UNCERTAINTY

The significant accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Consolidation

The financial statements of the Company consolidate the accounts of VFF and its subsidiaries. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. Accounting

policies of subsidiaries acquired during the year have been changed where necessary to ensure consistency with the policies adopted by the Company.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CEO. Based on the aggregation criteria in IFRS 8, *Operating Segments*, the Company has identified two operating segments. The operating segments are identified as the Produce business and the Energy business.

Foreign Currency Translation

The integrated foreign operations of the Company's monetary assets and liabilities are translated into U.S. dollars at year-end exchange rates and other assets and liabilities are translated at historical rates. Revenues, expenses and cash flows are translated at monthly average exchange rates. Gains and losses on translation are charged to earnings. Transactions denominated in foreign currencies are translated at the rate prevailing at the transaction date. All financial information presented in U.S. dollars has been rounded to the nearest thousand.

Financial Instruments

Financial assets and liabilities are recognized when the Company becomes party to the contractual provisions of the financial instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligation specified in the contract is discharged, cancelled or expires.

Financial assets and liabilities are offset and the net amount is reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

(i) Financial assets and liabilities carried at fair value through profit or loss:

A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Derivatives are also included in this category unless they are designated as hedges. The only instrument held by the Company, classified in this category, is an interest rate swap (see (v) below).

Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed as incurred in the statements of income. Gains and losses arising from changes in fair value are presented in the statements of income within gain or loss on derivatives in the period in which they arise. Financial assets and liabilities carried at fair value through profit or loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the statements of financial position date, which is classified as non-current.

(ii) Available-for-sale investments:

Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories. The Company currently has no available-for-sale investments on its statements of financial position. Available-for-sale investments are recognized initially at fair value plus transaction costs and are subsequently carried at fair value. Gains or losses arising from changes in fair value are recognized in other comprehensive income. Available-for-sale investments are classified as non-current, unless the investment matures within twelve months, or management expects to dispose of them within twelve months.

(iii) Loans and receivables:

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables comprise trade receivables, other receivables, and cash and cash equivalents, and are included in current assets due to their short-term nature. Loans and receivables are initially recognized at the amount

expected to be received less, when material, a discount to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

(iv) Financial liabilities at amortized cost:

Financial liabilities at amortized cost include trade payables, accrued liabilities, obligations under capital leases and long-term debt. Trade payables and accrued liabilities are initially recognized at the amount required to be paid less, when material, a discount to reduce the payables to fair value. Subsequently, trade payables and accrued liabilities are measured at amortized cost using the effective interest method. Long-term debt is recognized initially at fair value, net of transaction costs incurred which are amortized over the term of the loans. Financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.

(v) Derivative financial instruments:

The Company used derivatives in the form of interest rate swaps to manage risks related to some of its variable rate long-term debt. Derivatives have been classified as carried at fair value through profit or loss, are included on the statements of financial position within liabilities, and are classified as current or non-current based on the contractual terms specific to the instrument. Gains and losses on re-measurement are included in the statements of income.

Impairment of Financial Assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired.

The criteria used to determine if objective evidence of an impairment loss exists include:

(i) significant financial difficulty of the obligor;
(ii) delinquencies in interest or principal payments; and
(iii) it becomes probable that the borrower will enter bankruptcy or other financial reorganization.

If such evidence exists, the Company recognizes an impairment loss as follows:

i) Financial assets carried at amortized cost: The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

ii) Available-for-sale financial assets: The impairment loss is the difference between the original cost of the asset and its fair value at the measurement date, less any impairment losses previously recognized in the statements of income. This amount represents the cumulative loss in accumulated other comprehensive income that is reclassified to net income.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized. Impairment losses on available-for-sale equity instruments are not reversed.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash deposits held with banks, and other highly liquid short-term interest bearing securities with maturities at the date of purchase of three months or less.

The subsidiary VFCE has secured financing from its banker and terms require that VFCE maintain a separate bank account for equipment maintenance and improvements. The cash deposited in a separate bank account is restricted as to withdrawal or use of funds for capital expenditures and improvements on capital assets of VFCE. The funds are available on demand for use by VFCE and will be used to meet its ongoing expenditures. The restricted cash is classified as cash equivalents due to the timing of use of such cash, which is within one year, and cash is available on demand.

Trade Receivables

Trade receivables are measured at amortized cost, net of allowance for uncollectible amounts. Credit is extended based on an evaluation of a customer's financial condition. Accounts outstanding longer than the contractual payment terms are considered past due. The Company determines its allowance by considering a number of factors, including the length of time accounts are past due, the Company's previous loss history and the customer's current ability to pay its obligation to the Company. The Company writes off receivables when they become uncollectible, and payments subsequently received on such receivables are credited to bad debt expense.

Inventories

Inventories refer to deferred crop costs and other supplies and packaging which are incurred to date on current production and are not defined as a biological asset. Inventories of Company-grown produce consist of raw materials, labour and overhead costs incurred less costs charged to cost of sales throughout the various crop cycles, which end at various times throughout the year. Growing crops are accounted for in accordance with the Company's policy on biological assets. Cost of sales is based on estimated costs over the crop cycle allocated to both actual and estimated future yields at each period end date.

The carrying value of agricultural produce is its fair value less costs to sell and complete at the date of harvest and is presented with biological asset on the statements of financial position. Supplies and packaging are recorded at the lower of cost or replacement cost. The cost of produce inventory purchased from third parties is valued at the lower of cost or net realizable value.

Biological Asset

Biological asset consists of the Company's produce on the vines at year end. Measurement of the biological asset begins six weeks prior to harvest as management at this point has visibility on production and expected sales. Costs related to the crop prior to this point are presented in deferred crop costs (inventories). The produce on the vine is measured at fair value less costs to sell and costs to complete, with any change therein recognized in earnings. Costs to sell include all costs that would be necessary to sell the assets, including finishing and transportation costs.

Property, Plant and Equipment

Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and borrowing costs.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment, and is presented net within gain/loss on disposal of assets in the statements of income.

Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognized in earnings on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Land is not depreciated.
The estimated useful lives of the class of assets for the current and comparative periods are as follows:

Classification	Estimated Useful Lives
Leasehold and land improvements	5-20 years
Greenhouses and other buildings	4-30 years
Greenhouse equipment	3-30 years
Machinery and equipment	3-12 years

Construction in process reflects the cost of assets under construction, which are not depreciated until placed into service.

Intangible Assets

Intangible assets consist of an energy supply agreement, recorded at cost less accumulated amortization, and amortized on a straight-line basis over the life of the agreement. In July 2014, the Company acquired the cogeneration facility that provided the thermal energy related to this agreement. In accordance with IFRS 3, *Business Combinations*, the acquisition of this business settled the energy supply agreement, and as a result, the remaining unamortized balance has been derecognized.

Impairment of Non-Financial Assets

Property, plant and equipment and intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of testing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or "CGUs"). An impairment loss is recognized for the amount, if any, by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGUs).

Leased Assets

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and rent expenses are recognized in the Company's statements of income.

Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognized initially at fair value. Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statements of income over the year of the borrowings using the effective interest method.

Revenue Recognition

Revenue from the sale of produce in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognized when persuasive evidence exists that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognized as a reduction of revenue as the sales are recognized.

The timing of the transfer of risks and rewards occurs at the time the produce has been successfully delivered, the risk of loss has passed to the customer, and collectability is reasonably assured.

Income Taxes

The tax expense for the year comprises current and deferred tax. Tax is recognized in the statements of income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statements of financial position date in the relevant tax jurisdiction. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of the amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the statements of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Offsetting of deferred income tax assets and liabilities occurs only when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Share-Based Compensation

The Company grants stock options to certain employees and directors. Stock options vest over three years (33% per year following the grant date) and expire after ten years. Each tranche in an award is considered a separate award with its own vesting period. Fair value of each tranche is measured at date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing contributed surplus based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact recognized immediately.

Provisions

Provisions, where applicable, are recognized in accrued liabilities when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material.

Earnings Per Share

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted earnings per share. Under this method, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options are applied to repurchase common shares at the average market price for the period. Share options are dilutive when the average market price of the common shares during the period exceeds the exercise price of the options.

Significant Accounting Judgments and Estimation Uncertainties

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. These estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Critical accounting estimates and judgments

i) Estimated useful lives of property, plant and equipment

Management estimates the useful lives of property, plant and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property, plant and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property, plant and equipment in the future.

ii) Financial instruments

The Company's over-the-counter derivative includes an interest rate swap used to economically hedge exposure to variable cash flows associated with interest payments on the Company's borrowings. Management utilizes a third party to value the derivative at each reporting period; the estimates and assumptions used by the third party are based on available market data which includes market yields and counterparty credit spreads.

iii) Biological asset

The fair value of the biological asset is derived using a discounted cash flow model. Management uses estimates for the expected sales price of produce on the vine and costs to sell and complete, which are determined by considering historical actual costs incurred on a per pound basis. The estimated selling price and costs are subject to fluctuations based on the timing of prevailing growing conditions and market conditions.

iv) Inventories and cost of sales

Cost of sales is based upon incurred costs, and estimated costs to be incurred, of each crop allocated to both actual and estimated future yields over each crop cycle. The estimates of future yields are reviewed at each reporting period for accuracy. However, numerous factors such as weather, diseases and prevailing market conditions can impact the estimation of pricing, costs, and future yields. The estimated costs to be incurred are based on references to historical costs and updated for discussions with suppliers and senior management. Inventories include the actual cost of the crop not yet defined as a biological asset, packaging supplies, and purchased produce, less the amounts that have been expensed in cost of sales.

v) Income taxes and deferred income tax assets or liabilities

Management uses judgment and estimates in determining the appropriate rates and amounts in recording deferred taxes, giving consideration to timing and probability. Actual taxes could vary significantly from these estimates as a result of future events, including changes in income tax law or the outcome of reviews by tax authorities and related appeals. The resolution of these uncertainties and the associated final taxes may result in adjustment to the Company's tax assets and tax liabilities. The recognition of deferred income tax assets is subject to judgment and estimation over whether these amounts can be realized. Management estimates, at this time, that the hail storm insurance proceeds received are not currently taxable, but if certain conditions are not met, a portion could become taxable in the future.

4 CHANGES IN ACCOUNTING POLICIES

Accounting Standards Issued and Not Applied

The IASB periodically issues new standards and amendments or interpretations to existing standards. The new pronouncements listed below are those policy changes that management considers relevant to the Company now or in the future. This is not intended to be a complete list of new pronouncements made during the year.

Consolidation and interests in other entities

IFRS 10, *Consolidated Financial Statements*, introduces a new single control model and single consolidation model built on a revised definition of control and criteria for assessment of consolidation and replaces SIC-12, *Consolidation – Special Purpose Entities*, and parts of IAS 27, *Consolidated and Separate Financial Statements*. The new Standard requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvements with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 10 did not result in any changes in the consolidation status of any of its subsidiaries.

IFRS 11, *Joint Arrangements*, redefines joint operations and joint ventures with a focus on the rights and obligations of an arrangement, rather than its legal form, and supersedes IAS 31, *Interests in Joint Ventures*, and SIC-13, *Jointly Controlled Entities – Non-monetary Contributions by Venturers*. The new Standard requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting, whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities had the choice to proportionately consolidate or equity account for interest in joint

ventures. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 11 did not have an impact on the Company's consolidated financial statements.

IFRS 12, *Disclosure of Interests in Other Entities,* establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The Standard carries forward existing disclosures and also introduces significant additional disclosures that address the nature of, and risks associated with, an entity's interests in other entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The adoption of IFRS 12 did not have an impact on the Company's consolidated financial statements.

There have been amendments to existing standards, including IAS 27, *Separate Financial Statements,* and IAS 28, *Investments in Associates and Joint Ventures.* IAS 27 addresses accounting for subsidiaries, jointly controlled entities and associates in non-consolidated financial statements. IAS 28 sets out the equity accounting for joint ventures, as well as associates, once the assessment of the arrangement has been made under IFRS 11. The amendments to IAS 27 and IAS 28 did not have an impact on amounts recorded in the Company's consolidated financial statements.

Other standards and amendments

IFRS 9, *Financial Instruments,* addresses classification and measurement of financial assets and financial liabilities, and replaces the multiple category and measurement models in IAS 39, *Financial Instruments – Recognition and Measurement*. The new Standard limits the number of categories for classification of financial assets to two: amortized cost and fair value through profit or loss. The requirements for financial liabilities are largely in line with IAS 39. IFRS 9 also replaces the models for measuring equity instruments. Equity instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. The ability to recognize unquoted equity instruments at cost under IAS 39 is eliminated. The required adoption date for IFRS 9 has been extended to annual periods beginning on or after January 1, 2018, with early adoption permitted. IFRS 9 is not expected to have a material impact on amounts recorded in the consolidated financial statements of the Company.

IFRS 13, *Fair Value Measurement,* is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards and is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. The new standard clarifies that fair value is the price that would be received on sale of an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures. The adoption of IFRS 13 did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not result in any measurement adjustments as at January 1, 2013.

IFRS 15, *Revenue from Contracts with Customers*, replaces IAS 18, *Revenue*, and IAS 11, *Construction Contracts*, and the related Interpretations on revenue recognition. IFRS 15, issued in May 2014, establishes the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the Standards on leases, insurance contracts, and financial instruments. IFRS 15 is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. Management is currently evaluating the impact of IFRS 15.

5 BUSINESS COMBINATION

On July 17, 2014, the Company acquired all of the outstanding shares of Maxim Power (B.C.), which has been renamed VF Clean Energy, Inc ("VFCE"). The aggregate purchase price totaled approximately USD $4.2 million, which included a working capital closing adjustment of approximately USD $0.6 million. The entire purchase consideration was satisfied by cash. The primary business of VFCE is power generation and will also focus on improving the sustainability profile of the Company's greenhouse operations in Delta, B.C. The acquisition of this business settled the VFCLP energy supply contract (note 10), and as a result, the remaining unamortized balance has been derecognized.

The acquisition is accounted for under the provisions of IFRS 3, *Business Combinations*, using the acquisition method. The Company accounts for its investment in VFCE as a subsidiary and consolidates the financial position and results of the Company. The following table summarizes the consideration paid for VFCE, the fair value of assets acquired and liabilities assumed at the acquisition date.

Assets acquired:	
Cash	$446
Trade receivables	151
Inventory	124
Prepaid assets	31
Property, plant, and equipment	4,150
	$4,902
Liabilities acquired:	
Accounts payable and accrued liabilities	(41)
	$4,861

Acquisition-related costs of $40 have been charged to administrative expenses in the consolidated statements of income for the year ended December 31, 2014. Revenue generated by VFCE and included in the consolidated statements of income since the date of acquisition was $1.1 million. VFCE contributed income from operations of $392 for the year ended December 31, 2014. Had VFCE been acquired and consolidated from January 1, 2014, the consolidated statements of income would include proforma revenue of $2.4 million and income from operations of $640.

6 INVENTORIES

	December 31, 2014	December 31, 2013
Deferred crop costs	$17,033	$12,200
Purchased produce inventory	487	528
Biological asset adjustment (note 7)	(3,189)	(2,098)
Spare parts inventory	93	-
	$14,424	$10,630

The cost of inventories recognized as expense and included in cost of sales for the year ended December 31, 2014 amounted to $101,811 (2013 – $97,856).

The biological asset adjustment reclassifies actual costs incurred for the biological asset from inventories to biological asset on the statements of financial position.

7 BIOLOGICAL ASSET

Information about the biological asset presented on the statements of financial position and in the statements of income is as follows:

	December 31, 2014	December 31, 2013
Estimated sales value - biological asset	$8,207	$6,363
Less		
Estimated remaining costs to complete	2,987	2,216
Estimated selling costs	522	415
Fair value of biological asset less costs to sell	4,698	3,732
Less actual costs (note 6)	3,189	2,098
Increase in fair value of biological asset over cost	1,509	1,634
Fair value over cost of harvested and sold biological asset – beginning of year	1,634	2,856
Change in biological asset	($125)	($1,222)

8 HAIL DAMAGE

On May 31, 2012, the Company suffered a hail storm that closed three of the Texas facilities. The Company was insured and as at December 31, 2013, $15,948 was received for business interruption and property damage, net of fees. The Company received $15,658 from its insurance carrier for business interruption and $1,074 for property damage in 2013. Fees incurred associated with the recoveries for the year ended December 31, 2013 totaled $784. The Company's cumulative total received in 2012 and 2013 from its insurance carrier was $49,264, less total fees incurred of $2,085, resulting in total net proceeds of $47,179. The insurance claim was settled and complete in September 2013. No proceeds were received in 2014.

9 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	Land	Leasehold and land improve-ments	Buildings	Machinery and Equipment	Construction in process	Total
Year ended December 31, 2013						
Opening net book value	$5,027	$1,912	$54,612	$35,347	$2,474	$99,372
Additions	-	-	4	2,634	4,549	7,187
Placed in service	-	-	-	-	(2,572)	(2,572)
Disposals	-	-	-	(1,102)	-	(1,102)
Accum deprec on disposal	-	-	-	1,035	-	1,035
Depreciation expense	-	(148)	(3,281)	(3,782)	-	(7,211)
Closing net book value	$5,027	$1,764	$51,335	$34,132	$4,451	$96,709
At December 31, 2013						
Cost	$5,027	$3,471	$73,205	$55,347	$4,451	$141,501
Accumulated depreciation	-	(1,707)	(21,870)	(21,215)	-	(44,792)
Net book value	$5,027	$1,764	$51,335	$34,132	$4,451	$96,709
Year ended December 31, 2014						
Opening net book value	$5,027	$1,764	$51,335	$34,132	$4,451	$96,709
Additions	-	-	2	(2)	8,791	8,791
Placed in service	-	-	8,763	3,853	(12,616)	-
Acquired in business combination	-	-	580	3,570	-	4,150
Disposals	-	(11)	(164)	(302)	-	(477)
Accum deprec on disposal	-	4	49	247	-	300
Depreciation expense	-	(148)	(3,566)	(4,067)	-	(7,781)
Foreign currency translation adjustment	-	-	(34)	(228)	-	(262)
Closing net book value	$5,027	$1,609	$56,965	$37,203	$626	$101,430
At December 31, 2014						
Cost	5,027	3,460	82,352	62,238	626	153,703
Accumulated depreciation	-	(1,851)	(25,387)	(25,035)	-	(52,273)
Net book value	$5,027	$1,609	$56,965	$37,203	$626	$101,430

Depreciation related to the greenhouse facilities and equipment is expensed in cost of sales.

10 INTANGIBLE ASSETS

VFCLP had an energy supply contract to purchase thermal energy required for one of VFCLP's greenhouses, expiring July 2023. The estimated fair value of the contract was initially recorded as an intangible asset and amortized on a straight-line basis over the life of the contract. In July 2014, the Company acquired the cogeneration facility that provided the thermal energy (note 5). In accordance with IFRS 3, *Business Combinations*, the acquisition of this business settled the energy supply

contract because VFF, or one of its subsidiaries, is both the buyer and seller of the energy supply contract. As a result, the remaining unamortized balance has been derecognized.

Year ended December 31, 2013	
Opening book value	$1,094
Amortization	(103)
Closing net book value	$ 991
At December 31, 2013	
Cost	$1,735
Accumulated amortization	(744)
Net book value	$ 991
Year ended December 31, 2014	
Opening book value	$991
Amortization	(104)
Settlement of pre-existing relationship	(887)
Closing net book value	$ -
At December 31, 2014	
Cost	$1,735
Accumulated amortization	(848)
Settlement of pre-existing relationship	(887)
Net book value	$ -

11 OTHER ASSETS

The following table summarizes the components of other assets:

	December 31, 2014	December 31, 2013
Patronage stock	$437	$437
Note receivable (note 16)	314	325
Security deposits	107	116
Cash surrender value - insurance	765	649
Other	41	10
Total	$1,664	$1,537

12 DEBT

	December 31, 2014	December 31, 2013
Long-term debt:		
Opening balance	$55,569	$58,310
Proceeds from Credit Facilities	2,689	58,000
Repayment of debt	(4,168)	(60,741)
Foreign Currency Translation	(109)	-
Closing balance	$53,981	$55,569
Current portion	4,418	4,168
Non-current portion	49,563	51,401
Less: Unamortized deferred transaction costs	(616)	(709)
	$53,365	$54,860

Credit Facilities:

On March 28, 2013, the Company entered into an agreement for new Term Loan financing with an existing Canadian creditor (the "Credit Facilities"). As part of the agreement, all prior term debt was repaid upon issuance of the new term loan financing. The non-revolving variable rate term loan has a maturity date of April 1, 2018 ("FCC Loan") and a balance of $51,401 as at December 31, 2014 (2013 – $55,569). The outstanding balance is repayable by way of monthly installments of principal and interest based on an amortization period of 14 years, with the balance and any accrued interest to be paid in full on April 1, 2018. Monthly principal payments are $347. As at December 31, 2014, borrowings under the FCC Loan agreement are subject to an interest rate of 3.739% (2013 – 5.2378%). The Company's interest rate on the FCC Loan is determined based on the Company's Debt to EBITDA ratio and the applicable LIBOR rate.

On September 26, 2014, the Company's subsidiary VFCE entered into a new loan agreement with a Canadian Chartered Bank. The non-revolving fixed rate loan of CAD $3.0 million has a maturity date of June 2023, fixed interest rate of 4.98%, and monthly payments of CAD $36 beginning January 2015. As at December 31, 2014, the balance was USD $2,580.

In addition, the Company entered into a new line of credit agreement with a Canadian Chartered Bank on August 30, 2013 (the "Operating Loan"). The revolving operating loan of up to CA$10,000 is at variable interest rates with a maturity date on August 30, 2016. The Operating Loan is subject to margin requirements stipulated by the bank; no amounts were drawn on this facility at December 31, 2014 (2013 – $nil) which is available to a maximum of CA$10,000, less outstanding letters of credit totaling $845 and CA$338.

The borrowings are subject to certain positive and negative covenants. As at December 31, 2014, the Company was in compliance with all covenants on its FCC Loan and Operating Loan with the exception of one of its Operating Loan covenants. The Company received a waiver for its Fixed Charge covenant through June 30, 2015. As at December 31, 2013, the Company was in compliance with all covenants on its borrowings.

Accrued interest payable on the credit facilities and loans as at December 31, 2014 was $159 (2013 – $229) and these amounts are included in accrued liabilities in the statements of financial position.

As security for the FCC Loan, the Company has provided promissory notes, a first mortgage on the greenhouse properties, and general security agreements over its assets. In addition, the Company has provided full recourse guarantees and has granted security therein. The carrying value of the assets and securities pledged as collateral as at December 31, 2014 was $133,449 (2013 – $139,905).

Transaction costs incurred in connection with these financing activities are deferred and amortized over the terms of the related financing agreement. Total deferred financing costs, net of accumulated amortization, are netted against long term debt on the statements of financial position, and total $616 as at December 31, 2014 (2013 – $709).

The aggregate annual maturities of long-term debt as at December 31, 2014 are as follows:

2015	$ 4,418
2016	4,431
2017	4,444
2018	39,188
2019	305
Thereafter	1,195
	$53,981

13 DERIVATIVE

During 2014, the Company has not entered into interest rate swap agreements. On January 25, 2013, the Company's interest rate swap agreement expired and a gain of $106 was recognized for year ended December 31, 2013, which represented the mark-to-market adjustment of the interest rate swap agreement. The Company did not designate the swap agreement as a hedge for accounting purposes.

14 COMMITMENTS

Obligations Under Capital Leases

The Company has a capital lease to purchase greenhouse equipment. Future minimum lease payments are as follows:

2015	$29
2016	29
2017	7
Total minimum lease payments	65
Less amount representing interest	(4)
	61
Less current portion	(26)
Long-term portion	$35

The lease has an interest rate of 5.5%, with equipment having a carrying value of $139. The Company made payments of $29 during the year ended December 31, 2014 (2013 – $29). Interest paid on capital leases amounted to $4 during the year ended December 31, 2014 (2013 – $6).

Operating Leases

The Company has entered into certain operating lease commitments for land, office space and equipment through 2022. The future minimum lease payments as at December 31, 2014 are as follows:

	December 31, 2014
2015	$1,322
2016	1,275
2017	1,302
2018	1,272
2019	903
Thereafter	1,065
	$7,139

The Company made payments of $2,383 during the year ended December 31, 2014 (2013 – $2,464). Payments include common area amounts and fees paid to the lessors.

15 FINANCIAL INSTRUMENTS

The following table summarizes the carrying and fair value of the Company's financial instruments:

	December 31, 2014	December 31, 2013
Cash and cash equivalents	$6,337	$18,668
Trade receivables	9,168	7,109
Other receivables	1,690	1,123
Other financial liabilities	70,115	66,835

Interest income, expense and gains and losses from loans, receivables and other financial liabilities are recognized in the statements of income. The following table summarizes interest income and expense for the years ended December 31:

	2014	2013
Interest income earned on cash and cash equivalents	$1	$3
Interest expense from other financial liabilities	$2,495	$3,675

The following table classifies financial assets and liabilities that are recognized on the statements of financial position at fair value in a hierarchy that is based on significance of the inputs used in making the measurements. The levels in the hierarchy are:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices)

- Level 3 - Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

Management of financial risks

The Company, through its financial assets and liabilities, is exposed to various risks. The following analyses provide a measurement of some of these risks as at December 31, 2014. The Company uses derivative financial instruments only for risk management purposes, not for generating trading profit.

i) Credit risk

Credit risk is the risk that the Company will incur a loss due to the failure by its customers or other parties to meet their contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, trade receivables and other receivables.

The Company limits its exposure to credit risk by placing its cash and cash equivalents with high credit quality financial institutions.

The Company's trade receivables had two customers that represented more than 10% of the balance of trade receivables, representing 14.6% and 12.2% of the balance of trade receivables as at December 31, 2014 (2013 – one customer represented 12.8%). The Company believes that its trade receivables risk is limited due to the high credit quality of its customers and the protection afforded to the Company by the *Perishable Agricultural Commodities Act* (the "PACA") for its sales in the United States, which represent approximately 80% of the Company's sales. The PACA protection gives a claim filed under the PACA first lien on all PACA assets (which include cash and trade receivables). The PACA fosters trading practices in the marketing of fresh and frozen fruits and vegetables in interstate and foreign commerce. It prohibits unfair and fraudulent practices and provides a means of enforcing contracts. Historical write-offs have represented less than one-half of 1% of sales. The maximum amount of credit risk exposure is limited to the carrying amount of the balances on the financial statements.

Trade receivables for each customer were evaluated for collectability and an allowance for doubtful accounts has been estimated. At December 31, 2014, the allowance for doubtful accounts balance was $50 (2013 – $50). In 2013, the Company reduced the allowance for doubtful accounts and credited bad debt expense by $204. The Company has not recorded bad debt expense during the year ended December 31, 2014 (2013 – $nil).

At December 31, 2014, 90.2% (2013 – 89.9%) of trade receivables were outstanding less than 30 days, 9.0% (2013 – 9.3%) were outstanding for between 30 and 90 days and the remaining 0.8% (2013 – 0.8%) were outstanding for more than 90 days. Trade receivables are considered past due based on the contract terms agreed to with a customer. Aged receivables that are past due are not considered impaired unless customer specific information indicates otherwise.

ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its long-term debt, for which the interest rates charged fluctuate based on the 90-day LIBOR rate. If interest rates had been 50 basis points higher (lower), the net income during the year ended December 31, 2014 would have been higher (lower) by ($274). This represents $274 in increased interest expense (2013 – ($283)).

iii) Foreign exchange risk

At December 31, 2014, the Canadian/U.S. foreign exchange rate was CA$1.00 = US$0.8599 (2013 – US$0.9349). Assuming that all other variables remain constant, an increase of $0.10 in the Canadian dollar would have the following impact on the ending balances of certain statements of financial position items at December 31, 2014 and December 31, 2013 with the net foreign exchange gain or loss directly impacting net income for the year.

	December 31, 2014	December 31, 2013
Financial assets		
Cash and cash equivalents	$243	$165
Trade receivables	214	76
Financial liabilities		
Trade payables and accrued liabilities	(236)	(223)
Loan payable	(300)	-
Net foreign exchange (loss)/gain	($ 79)	$ 18

iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The following are the contractual maturities of financial liabilities as at December 31, 2014:

Financial liabilities	**Total**	**Less than 1 year**	**2-3 years**	**4-5 years**	**More than 5 years**
Long-term debt, net of fees	$53,365	$4,418	$8,875	$38,969	$1,103
Trade payables	11,795	11,795	-	-	-
Accrued liabilities and taxes	4,077	4,077	-	-	-
Obligation under capital lease	61	26	35	-	-
Other liabilities	817	-	817	-	-
Total	$70,115	$20,316	$9,727	$38,969	$1,103

It is the Company's intention to meet these obligations through the collection of current accounts receivable and cash from sales. If the current resources and cash generated from operations are insufficient to satisfy its obligations, the Company may seek to issue additional equity or to arrange debt or other financing. In addition, the Company has available an operating loan of up to CA$10,000, less outstanding letters of credit totaling $845 and CA$338.

v) Fair values

The carrying amount of short-term financial instruments, less provisions for impairment if applicable, is consistent with the fair value of such instruments. The Company's debt bears a variable interest rate and therefore its carrying value approximates its fair value. There were no derivatives held at December 31, 2014 (2013 - $nil).

16 RELATED PARTY TRANSACTIONS AND BALANCES

Included in other assets as at December 31, 2014, is a $314 (2013 – $325) promissory note from an employee of the Company in connection with a relocation at the request of the Company. The note is secured by real property. It is a non-interest bearing note to be paid from proceeds on the sale of the real property that secures the note. The $314 balance represents the unpaid amount the Company advanced on this employee's behalf in connection with the relocation.

17 COMPENSATION OF KEY MANAGEMENT

Key management includes the Company's officers and senior vice presidents:

	Year Ended December 31, 2014	Year Ended December 31, 2013
Salaries and other employee benefits	$1,618	$1,520
Share-based payments	118	89
	$1,736	$1,609

18 EXPENSES BY NATURE

The following table outlines the Company's significant expenses by nature:

Cost of sales	Year Ended December 31, 2014	Year Ended December 31, 2013
Purchased produce	$ 24,954	$ 21,446
Raw materials and consumables used	39,087	40,251
Depreciation and amortization	7,575	6,945
Transportation and storage	18,273	19,021
Employee compensation and benefits	32,841	31,700
	$122,730	$119,363

Selling, general and administrative expenses	Year Ended December 31, 2014	Year Ended December 31, 2013
Employee compensation and benefits	$ 7,657	$ 7,634
Marketing	530	486
Professional services	2,129	1,199
Office expenses	1,806	1,977
Other	1,259	1,577
	$13,381	$12,873

Employee compensation and benefits	Year Ended December 31, 2014	Year Ended December 31, 2013
Salaries and short-term employee benefits	$40,226	$39,173
Share-based compensation	272	161
	$40,498	$39,334

19 INCOME TAX EXPENSE

The provision for income taxes consists of the following components:

	Year Ended December 31, 2014	Year Ended December 31, 2013
Current	$934	$1,280
Deferred	(4,196)	4,197
Income tax (recovery)/expense	($3,262)	$5,477

The provision for income taxes reflected in the consolidated statements of income for the years ended December 31, 2014 and December 31, 2013 differs from the amounts computed at the federal statutory tax rates. The principal differences between the statutory income tax expense and the effective provision for income taxes are summarized as follows:

	Year Ended December 31, 2014	Year Ended December 31, 2013
(Loss)/Income before income taxes	($3,369)	$15,965
Tax (recovery)/expense calculated at domestic tax rates applicable in the respective countries	(2,113)	4,974
Non-deductible items	87	198
True up of prior year deferred income taxes	(644)	1,307
Tax rate differences on deferred taxes	-	67
State tax adjustments	14	-
Foreign exchange on translation	(185)	(150)
Unrealized foreign exchange and other	(421)	(919)
(Recovery of)/Provision for income taxes	($3,262)	$5,477

The statutory tax rate in effect for the year ended December 31, 2014 was 26.0% (2013 – 25.75%) in Canada and 35% (2013 – 35%) in the United States. The weighted average applicable tax rate was 62.69% (2013 – 31.15%).

20 DEFERRED INCOME TAXES

The deferred tax assets and liabilities presented on the statements of financial position are net amounts corresponding to their reporting jurisdiction. The deferred tax assets and liabilities presented in the note disclosure are grouped based on asset and liability classification without consideration of their corresponding reporting jurisdiction.

The amounts per the statements of financial position reconcile to the amounts disclosed in this note as follows:

Statements of financial position	December 31, 2014	December 31, 2013
Deferred tax asset	$ -	$ -
Deferred tax liability	($7,774)	($11,970)
	($7,774)	($11,970)

Deferred tax assets:	Tax losses	Provisions	Intangibles	Other	Total
At January 1, 2013	$19,822	$88	$456	$1,294	$21,660
(Charged)/credited to statements of income	(14,371)	132	(38)	1,062	(13,215)
At December 31, 2013	$5,451	$220	$418	$2,356	$8,445
(Charged)/credited to statements of income	2,489	(61)	(53)	660	3,035
At December 31, 2014	$7,940	$159	$365	$3,016	$11,480

Deferred tax liabilities:	Accelerated tax depreciation	Long-term debt	Biological asset	Deferred gain	Total
At January 1, 2013	($19,361)	($162)	($999)	($9,179)	($29,701)
Charged/(credited) to statements of income	397	653	427	7,809	9,286
At December 31, 2013	($18,964)	$491	($572)	($1,370)	($20,415)
Charged/(credited) to statements of income	(580)	322	49	1,370	1,161
At December 31, 2014	($19,544)	$813	($523)	-	($19,254)

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	December 31, 2014		December 31, 2013	
Deferred tax assets:	Canada	U.S.	Canada	U.S.
Expected to be recovered in more than 12 months	$500	$7,623	$557	$6,705
Expected to be recovered within 12 months	159	3,198	102	1,081
Deferred tax liabilities:				
Expected to be settled in more than 12 months	(2,021)	(11,932)	(2,766)	(16,150)
Expected to be settled within 12 months	(767)	(4,534)	(192)	(1,307)
Deferred tax liabilities, net of assets	($2,129)	($5,645)	($2,299)	($9,671)

Non-capital and farm losses expire as follows:

	Canada	U.S.	Total
2020	-	1,951	1,951
2021	-	26	26
2023	-	207	207
2026	98	-	98
2027	4	-	4
2028	29	-	29
2029	-	64	64
2030	8	-	8
2031	458	371	829
2032	5	16,959	16,964
2033	5	-	5
2034	5	8,450	8,455
	$612	$28,028	$28,640

Deferred income tax assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future profits is probable.

21 CHANGES IN NON-CASH WORKING CAPITAL

	For the Years Ended December 31,	
	2014	2013
Trade receivables	($1,827)	$472
Inventories	(3,748)	1,340
Inventories reclassified to biological asset	(1,091)	(197)
Other receivables	(578)	191
Prepaid expenses and deposits	(61)	581
Trade payables	4,655	(2,948)
Accrued liabilities and taxes	(65)	1,526
	($2,715)	$965

22 SEGMENT AND GEOGRAPHIC INFORMATION

On July 17, 2014, the Company acquired VFCE (note 5), which adds a second reporting segment to the Company's business. The Company's two reporting segments include the Produce business and the Energy business. The Produce business produces, markets, and sells the product group which consists of premium quality tomatoes, bell peppers and cucumbers. The Energy business produces power that it sells per a long term contract to its one customer.

On October 3, 2014, the Company sold ownership of Village Farms DR, SLR to an unrelated third party in exchange for a waiver of termination fees on a remaining lease obligation totaling $30. Loss on disposal of VFDR assets totaled $228.

The Company's primary operations are in the United States and Canada. Net sales by the countries in which its customers are located are as follows:

	For the Years Ended December 31,	
	2014	2013
Net Sales		
Produce - U.S.	$113,393	$111,878
Produce - Canada	22,115	25,757
Produce – Dominican Republic	16	-
Energy - Canada	1,091	-
	$136,615	$137,635

The Company's property, plant and equipment, net of accumulated depreciation, are located as follows:

	December 31, 2014	December 31,2013
United States	$ 60,155	$ 57,863
Canada	37,104	38,408
Dominican Republic	-	438
Energy - Canada	4,171	-
	$ 101,430	$ 96,709

The depreciation and amortization charges for the year in the Produce business were $7,734 (2013 - $7,314) and $151 (2013 - $nil) in the Energy business.

23 CONTINGENCIES

In the normal course of business, the Company receives notice of potential legal proceedings or is named as a defendant in legal proceedings. Management is of the opinion that the outcome of these uncertainties will not have a material adverse effect on the Company's financial position.

24 SHARE CAPITAL AND EQUITY

The following is a summary of share capital:

	The VFF Common Shares	
	# of Shares	Amount
Share capital–January 1, 2013	19,433,394	$24,850
Conversion of special shares to common shares-2013	19,273,951	$ -
Share capital–December 31, 2014 and 2013	38,707,345	$24,850

	The VFF Special Shares	
	# of Shares	Amount
Share capital–January 1, 2013	19,273,951	$ -
Conversion of special shares to common shares-2013	(19,273,951)	$ -
Share capital–December 31, 2014 and 2013	-	$ -

VFF is authorized to issue an unlimited number of common shares, special shares and preferred shares, issuable in series. These shares have no par value.

(i) Special shares:

The special shares were issued to VF U.S. Holdings Inc. ("U.S. Holdings") for the benefit of the holders of the Participating Preferred Shares ("PPS") of U.S. Holdings. The PPS were issued in connection with the business combination between U.S. Holdings and Hot House Growers Income Trust in October 2006. The special shares entitled the holder to exercise voting and other rights as a shareholder of VFF as though the holder held the number of shares that would be owned by the holders of the PPSs assuming the exercise in full of the PPS Exchange Rights; provided that in no event shall the votes attached to the special shares exceed 45% of the votes otherwise attached to the common shares and the special shares of VFF then outstanding. The combination of the PPS and special shares were the economic equivalent of common shares. For financial reporting purposes, the special shares have been treated as common shares and are included in the Company's share capital and in the calculation of earnings per share. During 2013, the remaining Participating Preferred Shares ("PPS") shareholders issued conversion notices to the Company to exchange 19,273,951 Special Shares for 19,273,951 Common Shares of the Company pursuant to the Securityholders' Agreement. No Special Shares were outstanding at December 31, 2014, nor can any Special Shares be issued at a future date.

(ii) Common shares:

The common shares entitle the holders thereof to one vote per share at all shareholder meetings of VFF. The holders of the common shares are entitled to receive any dividend declared by VFF on the common shares.

Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of VFF, the holders of the common shares are entitled to receive, pro rata, the remaining property or assets of VFF upon its dissolution, liquidation or winding-up.

(iii) Preferred shares:

The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by resolution of the directors of VFF who shall determine the designation, rights, privileges, conditions and restrictions to be attached to the preferred shares of such series. There are no voting rights attached to the preferred shares except as prescribed by law. In the event of the liquidation, dissolution or winding-up of VFF, or any other distribution of assets of VFF among its shareholders for the purpose of winding-up its affairs, the holders of the preferred shares of each series are entitled to receive, among other things, with priority over the common shares and any other shares ranking junior to the preferred shares of VFF, an amount

equal to any cumulative dividends, whether or not declared, or declared thereon but unpaid and no more. The preferred shares for each series are also entitled to such other preferences over the common shares and any other shares ranking junior to the preferred shares as may be determined as to their respective series authorized to be issued. The preferred shares of each series shall be on a parity basis with the preferred shares of every other series with respect to payment of dividends and return of capital. There are no preferred shares currently issued and outstanding.

25 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net income attributable to owners of the Company by the weighted average number of common shares in issue during the year excluding common shares purchased by the Company and held as treasury shares.

	For the Years Ended December 31,	
	2014	2013
Net (loss)/income attributable to owners of the Company	($107)	$10,488
Weighted average number of common shares and special shares outstanding (thousands)	38,707	38,707
Basic (loss)/earnings per share	($0.00)	$0.27

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Company's share options are potentially dilutive to common shares. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's shares for the year) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated above is compared with the number of shares that would have been issued assuming the exercise of the share options. If dilutive effect is less than zero, then issuance is anti-dilutive and is excluded from dilutive earnings per share calculation.

	For the Years Ended December 31,	
	2014	2013
Net (loss)/income attributable to owners of the Company	($107)	$10,488
Weighted average number of common shares and special shares outstanding (thousands)	38,707	38,707
Adjustment for:		
Share options (thousands)	272	135
Weighted average number of common shares and special shares outstanding for diluted earnings per share (thousands)	38,979	38,842
Diluted (loss)/earnings per share	($0.00)	$0.27

26 CAPITAL DISCLOSURES

The Company's objectives when managing capital are to safeguard its assets and maintain a competitive cost structure, continue as a going concern and provide returns to its shareholders. In addition, the Company works with all relevant stakeholders to ensure the safety of its operations and employees and remain in compliance with all environmental regulations.

The Company's main objectives when managing capital are:

- to structure the repayment of obligations in line with the expected lives of the Company's principal revenue generating assets;
- to ensure the Company has access to capital to fund contractual obligations as they become due and to ensure adequate cash levels to withstand the impact of unfavorable economic conditions;
- to maintain the Company's credit ratings to facilitate access to capital markets at competitive interest rates; and
- to access capital markets to fund its growth initiatives.

The Company's capital comprises net debt and equity:

	December 31, 2014	December 31, 2013
Total bank debt	$53,981	$55,569
Less cash and cash equivalents	(6,337)	(18,668)
Net debt	47,644	36,901
Total equity	61,000	61,100
	$108,644	$98,001

It is the Company's intention to meet its obligations through the collection of current accounts receivable and cash. The Company has an available operating loan up to CA$10,000, less $845 and CA$338 outstanding on the letter of credit (2013 - $nil was outstanding on the operating loan, and $1,645 was utilized on a letter of credit). As at December 31, 2014, the operating loan borrowing base was $6,337 based on a percentage of the Company's outstanding accounts receivable less the issued letter of credit. If the current resources and cash generated from operations are insufficient to satisfy its obligations, the Company may seek to issue additional equity or to arrange debt or other financing.

27 SHARE-BASED COMPENSATION PLAN

The Company has a share-based compensation plan. The maximum number of common shares that can be issued upon the exercise of options granted is equal to 10% of the aggregate number of common shares issued and outstanding from time to time. The term during which an option may be exercised is 10 years from the date of the grant. Options vest at a rate of 33% per year, beginning one year following the grant date of the options. Share-based compensation expense for the year ended December 31, 2014 of $272 (2013 – $161) was recorded in selling, general and administrative expenses and the corresponding amount credited to contributed surplus.

The following table presents the assumptions used to establish the fair value assigned to the options issued using the Black-Scholes valuation model:

	March 2014	September 2013	March 2013	2012
Expected volatility	57.0%	56.4%	46.4%	54.5%
Dividend	$nil	$nil	$nil	$nil
Risk-free interest rate	1.52%	1.52%	2.04%	2.14%
Expected life	6.5 years	6.5 years	6.5 years	6.5 years
Fair value	$0.822	$0.606	$0.410	$0.694

Expected volatility was based on three years of historical data.

The following table summarizes stock options granted during the year. There were 25,000 forfeitures of stock options for the year ended December 31, 2014.

	For the Years Ended December 31,			
	2014		2013	
	Stock options	Weighted average exercise price	Stock options	Weighted average exercise price
Beginning of year	1,454,999	CA$1.06	1,164,999	CA$1.08
Granted	410,000	CA$1.48	100,000	CA$0.85
Granted	-	-	240,000	CA$1.10
Forfeitures	(25,000)	CA$1.48	(50,000)	CA$1.24
End of year	1,839,999	CA$1.15	1,454,999	CA$1.06

The following table summarizes stock options outstanding and granted as at December 31, 2013:

Exercise price	Number outstanding	Remaining contractual life (years)	Number of exercisable options
CA$0.70	349,999	5.0	349,999
CA$1.24	615,000	6.4	615,000
CA$1.27	150,000	7.2	100,000
CA$0.85	100,000	8.2	33,333
CA$1.10	240,000	8.8	80,000
CA$1.48	385,000	9.2	Nil
	1,839,999		

No options were exercised for the years ended December 31, 2014 and 2013. Share options outstanding at the end of the year have the following expiry dates and exercise prices:

	Exercise price in CA$ per share	December 31, 2014	December 31, 2013
Expiry date - January 13, 2020	0.70	349,999	349,999
Expiry date - May 20, 2021	1.24	615,000	615,000
Expiry date - March 13, 2022	1.27	150,000	150,000
Expiry date - March 13, 2023	0.85	100,000	100,000
Expiry date - September 26, 2023	1.10	240,000	240,000
Expiry date - March 18, 2024	1.48	385,000	-
		1,839,999	1,454,999