SPORTS

OPINIONS

ANNUAL REPORT

2014

ARTS

LIFE

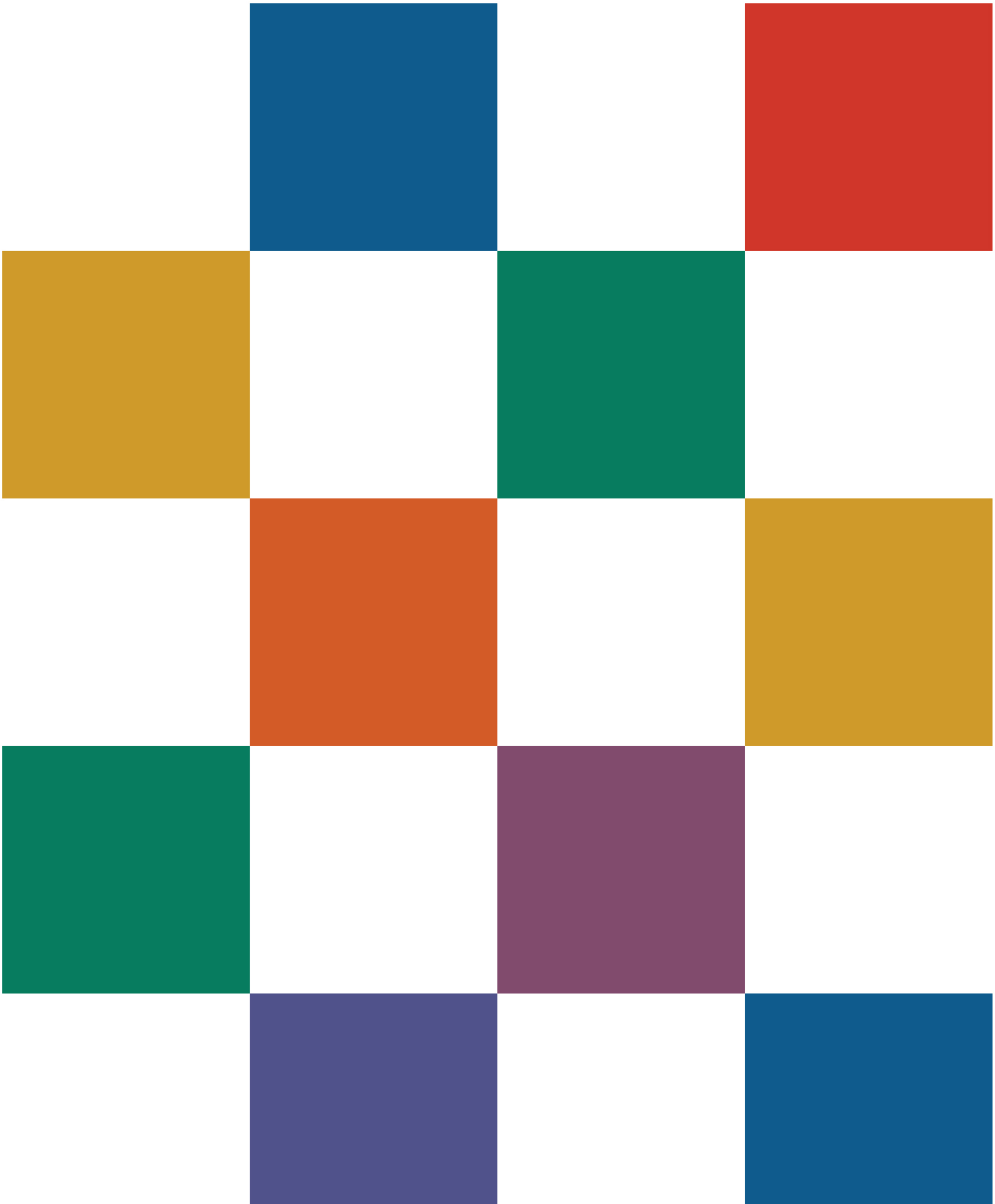
DRIVING

CAREERS

NEWS

BUSINESS

POSTMEDIA



2014

Contents

President's Message to Shareholders

On October 6, 2014 we announced our intention to acquire Sun Media's English language newspapers and digital properties. Pending regulatory approvals, this acquisition will bring together an impressive stable of brands that collectively create a stronger Canadian media platform better positioned to compete against foreign-based digital offerings and with a greater range of choices to our readers and advertisers.

From the beginning we have said that Postmedia is a company undergoing transformation and significant transformation continued throughout our fiscal 2014 year.

In May, the launch of new print, web, tablet, and smartphone versions of the Ottawa Citizen hit the streets and mobile devices of the nation's capital with a new approach to the way news will be produced, presented, consumed and monetized across all Postmedia brands. Ottawa Citizen was the first step toward the reimagination of most Postmedia products. Since then, we have reimagined the Montreal Gazette and the Calgary Herald.

We moved ahead with outsourcing print operations for the Calgary Herald, the Edmonton Journal and the Montreal Gazette and announced the upcoming outsourcing of The Vancouver Sun and The Province in 2015. In all four locations we were able to conclude closure agreements with our unions in advance of the closure date. We also reached agreements for the sale of real estate holdings in Montreal, Calgary, and Surrey, BC.

We continued to implement the three-year transformation program we announced in July 2012 and as of the end of fiscal 2014 have implemented cost savings initiatives that are expected to deliver approximately $109 million in annualized savings, or approximately 16% of operating costs, since the time the program was announced. Since Postmedia was formed four years ago, we have paid down nearly $235 million in corporate debt.

There were two important appointments to our Board of Directors in 2014 – our new Chair, Rod Phillips and Director Martin Nisenholtz. Both additions to the Board bring impressive experience in business transformation and modernization and are both experts on matters of industry evolution. We welcome their guidance and insights.

We have reimagined everything at Postmedia. The year ahead will be one filled with exciting new challenges focused on a stronger future for our company. We have a strategy that is bold and forward thinking and a talented team supporting our ambitious goals.

Paul V. Godfrey, C.M.
President and Chief Executive Officer


"We have reimagined everything at Postmedia. The year ahead will be one filled with exciting new challenges focused on a stronger future for our company. We have a strategy that is bold and forward thinking and a talented team supporting our ambitious goals."

NATIONAL POST NP THE VANCOUVER SUN VS Driving

The Province P The StarPhoenix SP infomart

EDMONTON JOURNAL EJ CALGARY HERALD CALGARY HERALD celebrating.com

LEADER-POST LP MONTREAL GAZETTE MONTREAL GAZETTE househunting.ca

THE WINDSOR STAR WS OTTAWA CITIZEN OTTAWA CITIZEN canada.com

The Kingsville REPORTER WindsorParent MAGAZINE The TILBURY TIMES TECUMSEH SHORELINE remembering.ca

LASALLE POST Lakeshore News OTTAWA FLYER FORCE CALGARY FLYER FORCE EDMONTON FLYER FORCE

For more information, please visit www.postmedia.com/company/our-brands

POSTMEDIA

POSTMEDIA NETWORK CANADA CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012

Issued: October 24, 2014

OCTOBER 24, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

*This management's discussion and analysis of financial condition and results of operations of Postmedia Network Canada Corp. and its subsidiary Postmedia Network Inc. (collectively, "we", "our", "us", or "Postmedia") should be read in conjunction with the annual audited consolidated financial statements and related notes of Postmedia for the years ended August 31, 2014, 2013 and 2012. The audited consolidated financial statements of Postmedia for the years ended August 31, 2014, 2013, and 2012 are available on SEDAR at **www.sedar.com** and on the EDGAR system maintained by the U.S. Securities and Exchange Commission at **www.sec.gov**.*

This discussion contains statements that are not historical facts and are forward-looking statements. These statements are subject to a number of risks described in the section entitled "Risk Factors". Risks and uncertainties may cause actual results to differ materially from those contained in such forward-looking statements. Such statements reflect management's current views and are based on certain assumptions. They are only estimates of future developments, and actual developments may differ materially from these statements due to a number of factors. Investors are cautioned not to place undue reliance on such forward-looking statements. No forward-looking statement is a guarantee of future results. We have tried, where possible, to identify such statements by using words such as "believe", "expect", "estimate", "anticipate", "will", "could" and similar expressions in connection with any discussion of future operating or financial performance. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.

All amounts are expressed in Canadian dollars unless otherwise noted. The audited consolidated financial statements of Postmedia for the years ended August 31, 2014, 2013 and 2012 have been prepared in accordance with International Financial Reporting Standards ("IFRS").

*This management's discussion and analysis is dated October 24, 2014 and does not reflect changes or information subsequent to this date. Additional information in respect of Postmedia is available on SEDAR at **www.sedar.com** and EDGAR at **www.sec.gov**.*

Additional IFRS Measures

We use operating income before depreciation, amortization, impairment and restructuring, as presented in the audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012 and described in note 3 thereto, to assist in assessing our financial performance. Management and the Board of Directors of Postmedia use this measure to evaluate consolidated operating results and to assess Postmedia's ability to incur and service debt. In addition, this measure is used to make operating decisions as it is an indicator of how much cash is being generated by Postmedia and assists in determining the need for additional cost reductions, evaluation of personnel and resource allocation decisions. Operating income before depreciation, amortization, impairment and restructuring is referred to as an additional IFRS measure and may not be comparable to similar measures presented by other companies.

Overview and Background

We are the largest publisher by circulation of paid English-language daily newspapers in Canada, according to Newspapers Canada's 2013 Circulation Data Report. We have the highest weekly print readership of paid English-language daily newspapers in Canada, based on the NADbank 2013 survey data. Our business consists of news and information gathering and dissemination operations, with products offered in major Canadian markets and a number of regional and local markets in Canada through a variety of print, web, tablet and smartphone platforms. The combination of these distribution platforms provides readers with a variety of mediums through which to access and interact with our content. The breadth of our reach and the diversity of our content enable advertisers to reach their target audiences on a local, regional or national scale through the convenience of a single provider.
For financial reporting purposes we have one operating segment, the Newspaper segment, which publishes daily and non-daily newspapers and operates digital media and online assets including the canada.com website, each newspaper's online website and Infomart, our media monitoring service.

Recent Developments

In August 2013, we outsourced the production of the Edmonton Journal and entered into a print outsourcing agreement for the production of the Calgary Herald, which began in November 2013. In addition, in November 2013 and May 2014, we committed to third party outsourcing contracts for the production of our Vancouver newspapers, which includes both The Vancouver Sun and The Province, and the Montreal Gazette, respectively. The print outsourcing agreement for the production of the Vancouver newspapers is expected to commence in February 2015. In July 2014, we reached an agreement with the union representing the employees impacted by the Vancouver newspapers outsourcing and made a payment of $17.5 million in trust to fund the restructuring payments. In addition, all conditions were waived related to an agreement to sell the Vancouver newspapers production facility for gross proceeds of $17.5 million with an expected closing of June 30, 2015. The print outsourcing agreement for the production of the Montreal Gazette began in August, 2014 and subsequent to August 31, 2014, all conditions were waived related to an agreement to sell the Montreal Gazette production facility for gross proceeds of $12.5 million which is expected to close on October 31, 2014. We have also reached a conditional agreement for the sale of the Calgary Herald facility. The net proceeds from the sale of the Montreal Gazette production facility and the potential sale of the Calgary Herald facility will be used to reduce the amount of the Rights Offering, as defined below. The net proceeds from the sale of the Vancouver newspapers production facility will be used to make an offer to redeem an equal amount of our 8.25% Senior Secured Notes due 2017 ("First-Lien Notes").

On October 6, 2014, we entered into a definitive agreement (the “Purchase Agreement”) with Quebecor Media Inc. (“QMI”) to purchase Sun Media Corporation’s 175 English language newspapers, specialty publications and digital properties (“Sun Media”) for cash consideration of approximately $316 million, less a $10 million adjustment primarily related to certain real estate properties to be disposed of by Sun Media prior to closing, and other customary adjustments to be determined subsequent to closing (the “Sun Acquisition”). We have not completed the valuation of assets acquired and liabilities assumed. We will finance the Sun Acquisition through a combination of debt and equity. The debt financing will be provided through the issuance of an additional $140 million principal amount of First-Lien Notes to an existing Noteholder. We have entered into a subscription agreement with this existing Noteholder in which it has agreed to purchase subscription receipts representing the entire amount of the additional First-Lien Notes. The subscription receipts will bear interest at the same rate as the First-Lien Notes and will automatically be exchanged for the additional First-Lien Notes on completion of the Sun Acquisition, for no additional consideration. *See “Risk Factors – Risks Relating to the Sun Acquisition and Related Financings.”*

We intend to raise the balance of the funds required for the Sun Acquisition by way of a rights offering of subscription receipts (the “Rights Offering”) for gross proceeds of $186 million less net proceeds from real estate sales of up to $50 million, to the extent available, prior to the launch of the Rights Offering. Postmedia has entered into a standby purchase agreement with its largest shareholder, GoldenTree Asset Management LP (“GoldenTree”), pursuant to which GoldenTree has agreed to take up any subscription receipts not otherwise subscribed for under the Rights Offering. In connection with its backstop of the rights offering, GoldenTree will enter into a voting restriction agreement with Postmedia that will limit the number of votes that GoldenTree will be entitled to cast at any meeting of Postmedia’s shareholders to 33 1/3%, less one share, of the total number of outstanding voting rights in respect of all of the issued and outstanding shares at such time, regardless of how many shares GoldenTree owns at such time. The Rights Offering will be subject to regulatory approval. Under the terms of the Rights Offering, Postmedia Network Canada Corp.’s shareholders as of a record date, which is yet to be determined, will receive rights to subscribe for our subscription receipts. Each subscription receipt will be automatically exchanged for one Class NC variable voting share (“Variable Voting Share”) on completion of the Sun Acquisition, without additional consideration. The subscription price under the Rights Offering will be not more than $1.10 and at a significant discount to the market price of the Variable Voting Shares at the time the Rights Offering. *See “Risk Factors – Risks Relating to the Sun Acquisition and Related Financings.”*

On October 16, 2014 we entered into a new senior secured asset-based revolving credit facility (the “New ABL Facility”) for an aggregate amount of up to $20.0 million. The New ABL Facility will replace our ABL Facility that matured on July 13, 2014. The New ABL Facility will mature one year from the closing date and will be secured on a first-priority basis by accounts receivable, cash and inventory of Postmedia and on a third priority basis by the First-Lien Notes collateral (note 24).

Subsequent to August 31, 2014, we received certification from the Ontario Digital Media Corporation that digital media tax credits totaling a cash claim of $17.3 million for the year ended August 31, 2012 were eligible to be claimed. We intend to refile the tax return for the year ended August 31, 2012 to reflect such claim and will be subject to audit by the Canada Revenue Agency. The digital media tax credits are subject to estimation uncertainty and have not been recorded in the consolidated statement of financial position as at August 31, 2014. We will record the digital media tax credits as a recovery in the statement of operations when there is reasonable assurance that we have complied with the conditions attached to the claim.

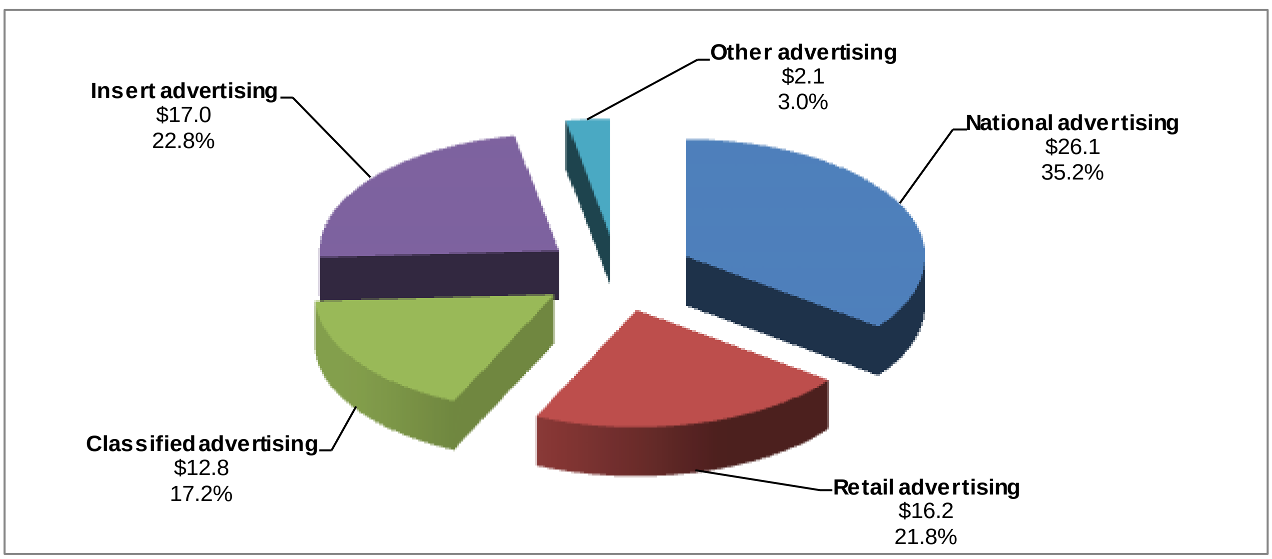
Selected Annual Information

	For the years ended August 31,		
	2014	2013 (revised) [1]	2012 (revised) [1]
Revenue	674,255	751,583	831,877
Net loss from continuing operations	(107,461)	(160,226)	(39,556)
Net loss per share from continuing operations			
Basic	$ (2.67)	$ (3.98)	$ (0.98)
Diluted	$ (2.67)	$ (3.98)	$ (0.98)
Net loss attributible to equity holders of the Company	(107,461)	(160,226)	(26,033)
Net loss per share attributible to equity holders of the Company			
Basic	$ (2.67)	$ (3.98)	$ (0.65)
Diluted	$ (2.67)	$ (3.98)	$ (0.65)
Total assets	740,594	862,797	1,044,848
Total long-term financial liabilities	473,800	474,380	480,118

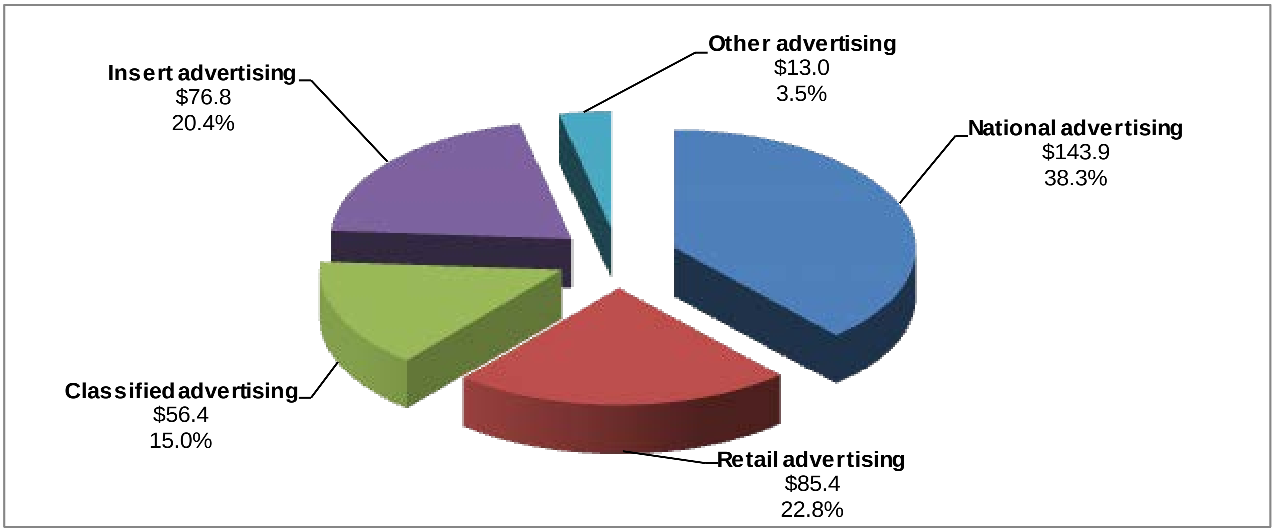
[1] *See "Other Factors – Changes in accounting policies".*

Key Factors Affecting Operating Results

Revenue is earned primarily from advertising, circulation and digital sources. Print advertising revenue is a function of the volume, or linage, of advertising sold and rates charged. Print circulation revenue is derived from home-delivery subscriptions for newspapers, including All Access subscriptions (across the four platforms of print, web, tablet and smartphone), single copy sales at retail outlets and vending machines and is a function of the number of newspapers sold and the price per copy. Digital revenue consists of revenue from national and local display advertising on our newspaper and other websites, including *canada.com*, revenue from e-Papers and Digital Access subscriptions, as well as subscription revenue generated through Infomart, our media monitoring service.
Print advertising revenue was $74.2 million for the three months ended August 31, 2014, representing 50.5% of total revenue. The following chart summarizes our print advertising revenue by category for the three months ended August 31, 2014 ($ in millions):



Print advertising revenue was $375.5 million for the year ended August 31, 2014, representing 55.7% of total revenue. The following chart summarizes our print advertising revenue by category for the year ended August 31, 2014 ($ in millions):



Print advertising is influenced by both the overall strength of the economy and significant structural changes in the newspaper industry and media in general. The continuing shift in advertising dollars from print advertising to advertising in other formats, particularly online and other digital platforms including search and social media websites, combined with periods of economic uncertainty have resulted in significant declines in print advertising. This shift is expected to continue and appears to be permanent. We anticipate the print advertising market to remain challenging and expect current trends to continue into fiscal 2015. During the three months and year ended August 31, 2014, we experienced print advertising revenue declines of 21.0% and 15.7%, respectively, as compared to the same periods in the prior year. The decline in print advertising revenue in the three months and year ended August 31, 2014 relates to weakness in all major advertising categories including classified, retail and national.

Print circulation revenue was $48.0 million and $194.2 million for the three months and year ended August 31, 2014, representing 32.7% and 28.8% of total revenue for such periods, respectively. Declines in circulation volumes have been experienced over the last few years and this trend continued in the three months and year ended August 31, 2014 however volume declines have been offset by price increases. During the three months and year ended August 31, 2014, we experienced circulation revenue declines of 2.7% and 0.9%, respectively, as compared to the same period in the prior year. We expect print circulation revenue to remain stable in fiscal 2015.

Digital revenue was $20.3 million and $88.0 million for the three months and year ended August 31, 2014, representing 13.8% and 13.1% of total revenue for such periods, respectively. Digital revenues decreased 5.3% and 3.9% in the three months and year ended August 31, 2014, respectively, as compared to the same periods in the prior year. The decreases are as a result of decreases in local and national digital advertising revenue and digital classified revenue. We continue to believe digital revenue represents a future growth opportunity for Postmedia and as a result we are focused on various new products and initiatives in this area.

Our principal expenses consist of compensation, newsprint, distribution, and production. These comprised 47.7%, 5.1%, 18.9% and 7.2%, respectively, of total operating expenses excluding depreciation, amortization and restructuring for the three months ended August 31, 2014 and 49.8%, 5.4%, 18.0% and 6.7%, respectively, of total operating expenses excluding depreciation, amortization and restructuring for the year ended August 31, 2014. We experienced declines in compensation, newsprint and distribution expenses of 15.2%, 24.2% and 3.9%, respectively, and an increase in production expenses of 44.93% in the three months ended August 31, 2014. We experienced declines in compensation, newsprint and distribution expenses of 12.5%, 24.8% and 5.7%, respectively, and an increase in production expenses of 33.3% in the year ended August 31, 2014, as compared to the same periods in the prior year.

We are in the process of implementing a three year business transformation program which was announced in July 2012 ("Transformation Program") that will focus on the development of our digital products and is targeted to result in operating cost savings of 15% to 20%. During the three months ended August 31, 2014 as part of our Transformation Program we implemented initiatives which are expected to result in an additional $3 million of net annualized cost savings. In total, we have implemented net annualized cost savings of approximately $109 million, or 16% of operating costs, since the Transformation Program was announced. The net annualized costs savings primarily relate to decreases in compensation expenses partially offset by increases in production expenses as a result of outsourced newspaper production described earlier in "Recent Developments".

Our operating results are affected by variations in the cost and availability of newsprint. Newsprint is the principal raw material used in the production of our daily newspapers and other print publications. It is a commodity that is generally subject to price volatility. We take advantage of the purchasing power that comes with the large volume of newsprint we purchase, as well as our proximity to paper mills across Canada, to minimize our total newsprint expense. Changes in newsprint prices can significantly affect our operating results. A $50 per tonne increase or decrease in the price of newsprint would be expected to affect our newsprint expense by approximately $2.6 million on an annualized basis. We don't expect a material change in newsprint prices in fiscal 2015.

Our distribution is primarily outsourced to third party suppliers. The key drivers of our distribution expenses are fuel costs and circulation and insert volumes. Our distribution expenses have decreased during the three months and year ended August 31, 2014 primarily as a result of a reduction in newspaper circulation volumes and cost reduction initiatives.

Our production costs include the costs related to outsourced production of our newspapers as well as ink and other production supplies. Our production expenses have increased during the three months and year ended August 31, 2014 primarily as a result of the outsourcing of production of certain newspapers as described earlier in "Recent Developments". We expect production costs to increase in fiscal 2015 as a result of the outsourcing of the Montreal Gazette and our Vancouver newspapers.

Other Factors

Seasonality

Revenue has experienced, and is expected to continue to experience, significant seasonality due to seasonal advertising patterns and seasonal influences on media consumption habits. Typically, our advertising revenue is highest in the first and third fiscal quarters, while expenses are relatively constant throughout the fiscal year. These seasonal variations may lead to increased borrowing needs at certain points within the fiscal year.

Critical accounting estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, and disclosure of contingent assets and liabilities. Although these estimates, assumptions and judgements are based upon management's best knowledge of the amount, event or actions; actual results could differ from those estimates, assumptions and judgements.

We have identified the following significant areas that require management to use estimates, assumptions and judgements. These accounting estimates, assumptions and judgements are considered critical as changes in such estimates, assumptions and judgements have the potential to materially impact the audited consolidated financial statements. For a summary of our significant accounting policies please refer to note 2 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012.

The following significant areas require management to use assumptions and to make estimates:

Impairment of goodwill and indefinite life intangible assets

We test goodwill and indefinite life intangible assets for impairment annually, or more frequently if there are indicators that an impairment may have arisen. In testing for impairment, assets, including indefinite life intangible assets, are grouped into a cash generating unit ("CGU" or "CGUs") which represent the lowest level for which there are separately identifiable cash inflows. For the purpose of goodwill impairment testing, goodwill is allocated to each CGU (or group of CGUs) based on the level at which management monitors goodwill, however not higher than an operating segment. Accordingly, management has allocated its goodwill to its single operating segment, the Newspaper operating segment, which is at the entity level, and the level at which goodwill is monitored, herein referred to as the Goodwill CGU. The recoverable amount of each CGU or group of CGUs is based on the higher of value in use and fair value less cost to sell calculations. We have computed the fair value less cost to sell of the Goodwill CGU and each individual CGU using a discounted cash flow model that requires market participant assumptions about future cash flows and discount rates. The future cash flows are based on management's best estimate considering historical and expected operating plans, current strategies, economic conditions and the general outlook for the industry and markets in which we operate. The discounted cash flow calculations use cash flow projections which are based upon financial forecasts prepared by management covering a three year period. Cash flows after the three year period are extrapolated using industry growth rates. Refer to note 4 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012 for more details about the methods and assumptions used in estimating the recoverable amount.

Employee future benefits

The cost of defined benefit pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans and the present value of the defined benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions including the discount rate to measure the net defined benefit obligation and mortality rates, among others. Due to the complexity of the actuarial valuations and the long-term nature of employee future benefits, the corresponding obligation is highly sensitive to changes in assumptions. Discount rates are reviewed at each reporting date and corresponding adjustments to the net defined benefit obligation are recognized in other comprehensive income and deficit. A change in the discount rate used in the valuation of net defined benefit obligations, affects the reported funded status of our plans as well as the net benefit cost in subsequent fiscal years. As at August 31, 2014 a 50 basis-point decrease in the discount rate would increase our defined benefit obligations by $43.1 million and a 50 basis-point increase in the discount rate would decrease our defined benefit obligations by $38.9 million. Discount rates and the expected return on plan assets compared to the actual return on plan assets are reviewed at each reporting date and corresponding adjustments are recognized in other comprehensive income and deficit. In addition, during the year ended August 31, 2014, the Canadian Institute of Actuaries issued new mortality tables for use in the valuation of Canadian pension and benefit plans. As a result, during the year ended August 31, 2014, we modified the mortality tables used to value the defined benefit pension benefit and post-retirement benefit obligations which resulted in an actuarial loss of $15.6 million recorded in other comprehensive income. The change in the mortality rate assumptions is expected to result in increased funding valuation obligations as well as increased defined benefit plan expense in future years. Refer to note 13 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012 for more details about the methods and assumptions used in estimating the cost of our defined benefit pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans.

The following area requires management to use significant judgements apart from those involving estimates:

Determination of useful lives for the depreciation and amortization of assets with finite lives

For each class of assets with finite lives, management has to determine over which period we will consume the assets future economic benefits. The determination of such periods and if necessary, the subsequent revision of such periods, involves judgement and has an impact on the depreciation and amortization recorded in the consolidated statements of operations. We take into account industry trends and industry specific factors, including changing technologies and expectations for the in-service period of assets when determining their respective useful lives.

Changes in accounting policies

We have adopted the following new and amended standards effective September 1, 2013. The comparative audited consolidated financial statements have been revised as applicable to reflect the adopted standards as described below.

(i) IFRS 10 – Consolidated Financial Statements

IFRS 10 – Consolidated Financial Statements replaces SIC-12 Consolidation – Special Purpose Entities and parts of IAS 27 – Consolidated and Separate Financial Statements and introduces a new definition of control that is intended to provide more consistent guidance in the determination of whether control exists and whether or not an entity should be included within the consolidated financial statements. The adoption of this standard did not have an impact on our consolidated financial statements.

(ii) IFRS 13 – Fair Value Measurement

IFRS 13 – Fair Value Measurement establishes a single source of guidance for fair value measurement across all IFRS standards. IFRS 13 defines fair value, provides guidance on measurement and introduces certain disclosure requirements. We adopted IFRS 13 on September 1, 2013 on a prospective basis. The adoption of IFRS 13 did not result in any measurement adjustments or changes to the valuation techniques used. We have included the required disclosures in note 18 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012.

(iii) IAS 19 – Employee Benefits (Amended)

IAS 19 – Employee Benefits (Amended) includes a number of changes related to the recognition and measurement of defined benefit employee benefit plans and termination benefits. The amendments introduce a net interest approach that replaces the expected return on plan assets and interest costs on the defined benefit obligation with a single net interest component which will be determined based on the application of the discount rate on the net defined benefit obligation. As a result the discount rate previously used to calculate the interest costs on plan obligations is now also being used to calculate the expected return on plan assets. The amendments also require the recognition of all past service costs in profit or loss when the employee benefit plan is amended. We adopted IAS 19 on September 1, 2013 on a retrospective basis back to September 1, 2011. The adoption of IAS 19 has resulted in an adjustment to the opening deficit as at September 1, 2011 to reflect previously unrecognized past service costs. Additionally, the comparative figures in the audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012 have been revised as illustrated in the tables below to reflect the new standard.

The amended standard also clarifies when an employer offers voluntary termination benefits that the obligating event under such termination benefits is deemed to have occurred when an entity can no longer withdraw the offer. This resulted in a decrease to restructuring and other items of $10.5 million in the three months ended May 31, 2013 and a corresponding increase to restructuring and other items of $10.5 million in the three months ended August 31, 2013.

The following tables provide the impact of the IAS 19 changes described above on the comparative financial information in the audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012.

Effect on comprehensive loss attributable to equity holders of the Company

	2013	2012
Net loss attributable to equity holders of the Company as previously reported	(153,829)	(23,222)
IAS 19 amendments increasing reported net loss		
Compensation	(475)	(475)
Net financing expense relating to employee benefit plans	(5,922)	(1,806)
Net earnings from discontinued operations, net of tax of nil	-	(530)
Total IAS 19 amendments increasing reported net loss	(6,397)	(2,811)
Net loss attributable to equity holders of the Company revised [(1)]	(160,226)	(26,033)
Comprehensive loss attributable to equity holders of the Company as previously reported	(98,979)	(83,811)
IAS 19 amendments decreasing reported comprehensive income		
Impact of IAS 19 amendments to net loss	(6,397)	(2,811)
Net actuarial gains on employee benefits	6,645	2,529
Net actuarial losses on employee benefits net of tax of nil	-	530
Total IAS 19 amendments decreasing reported comprehensive loss	248	248
Comprehensive loss attributable to equity holders of the Company revised	(98,731)	(83,563)

(1) These adjustments increased basic and diluted net loss per share attributable to equity holders of the Company for the years ended August 31, 2013 and 2012 by $0.16 per share and $0.07 per share, respectively.

Effect on the consolidated statements of financial position

Increase	August 31, 2013	August 31, 2012	September 1, 2011
Other non-current liabilities	1,675	1,923	2,171
Deficit	1,675	1,923	2,171

The following table provides our fiscal 2013 quarterly and full year consolidated statements of operations, revised for the adoption of IAS 19:

	Fiscal 2013 (revised)				
	Q1	Q2	Q3	Q4	Total
Revenues					
Print advertising	132,741	105,443	113,395	93,968	445,547
Print circulation	49,276	47,863	49,401	49,359	195,899
Digital	24,813	21,292	24,093	21,408	91,606
Other	4,842	4,220	4,895	4,574	18,531
Total revenues	211,672	178,818	191,784	169,309	751,583
Expenses					
Compensation	83,067	81,291	83,075	73,791	321,224
New sprint	12,108	9,856	10,147	8,791	40,902
Distribution	28,192	26,365	27,542	25,806	107,905
Production	8,078	6,100	7,618	6,474	28,270
Other operating	31,240	30,140	30,650	31,326	123,356
Operating income before depreciation, amortization, impairment and restructuring	48,987	25,066	32,752	23,121	129,926
Depreciation	6,890	6,740	6,706	9,613	29,949
Amortization	10,734	10,834	11,111	10,646	43,325
Impairments	-	-	93,883	6,100	99,983
Restructuring and other items	4,797	1,814	6,305	21,255	34,171
Operating income (loss)	26,566	5,678	(85,253)	(24,493)	(77,502)
Interest expense	16,167	15,606	14,994	15,133	61,900
Net financing expense relating to employee benefit plans	1,864	1,863	1,863	1,868	7,458
(Gain) loss on disposal of property and equipment and intangible assets	268	(1,055)	(202)	(16)	(1,005)
Loss on derivative financial instruments	697	1,193	760	4,656	7,306
Foreign currency exchange losses	866	3,832	588	1,779	7,065
Earnings (loss) before income taxes	6,704	(15,761)	(103,256)	(47,913)	(160,226)
Provision for income taxes	-	-	-	-	-
Net earnings (loss) attributable to equity holders of the Company	6,704	(15,761)	(103,256)	(47,913)	(160,226)

Operating Results

Postmedia's operating results for the three months ended August 31, 2014 as compared to the three months ended August 31, 2013

	2014	2013 (revised) [1]
Revenues		
Print advertising	74,192	93,968
Print circulation	48,009	49,359
Digital	20,266	21,408
Other	4,337	4,574
Total revenues	146,804	169,309
Expenses		
Compensation	62,587	73,791
Newsprint	6,660	8,791
Distribution	24,804	25,806
Production	9,383	6,474
Other operating	27,669	31,326
Operating income before depreciation, amortization, and restructuring	15,701	23,121
Depreciation	26,332	9,613
Amortization	9,527	10,646
Impairments	-	6,100
Restructuring and other items	7,934	21,255
Operating loss	(28,092)	(24,493)
Interest expense	14,777	15,133
Net financing expense relating to employee benefit plans	1,404	1,868
Gain on disposal of property and equipment and intangible assets	(26)	(16)
Loss on derivative financial instruments	2,420	4,656
Foreign currency exchange losses	3,094	1,779
Loss before income taxes	(49,761)	(47,913)
Provision for income taxes	-	-
Net loss attributable to equity holders of the Company	(49,761)	(47,913)

[1] *See "Other Factors – Changes in accounting policies".*

Revenue

Print advertising

Print advertising revenue decreased $19.8 million, or 21.0%, to $74.2 million for the three months ended August 31, 2014, as compared to the same period in the prior year. A decrease was experienced in all of our major categories of print advertising revenue, including decreases from national advertising of 25.4%, retail advertising of 24.4%, classified advertising of 23.5%, and insert advertising of 3.6%. The total print advertising linage and average line rate decreased 21.3% and 4.3%, respectively, during the three months ended August 31, 2014, as compared to the same period in the prior year.

Print circulation

Print circulation revenue decreased $1.4 million, or 2.7%, to $48.0 million for the three months ended August 31, 2014 as compared to the same period in the prior year. Paid circulation volume decreased 5.5% during this period, as compared to the same period in the prior year, but this volume decrease was largely offset by price increases.

Digital

Digital revenue decreased $1.1 million, or 5.3% to $20.3 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decline in digital revenue is primarily a result of decreases in digital classified revenue of $0.7 million and national digital advertising revenue of $0.6 million, partially offset by an increase in digital circulation revenue of $0.2 million.

Other

Other revenue decreased $0.2 million, or 5.2%, to $4.3 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decline in other revenue is primarily a result of declines in commercial printing revenue.

Expenses

Compensation

Compensation expenses decreased $11.2 million, or 15.2%, to $62.6 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decrease is primarily due to lower salary and benefits expense of $7.7 million as a result of a reduction in employees due to the Transformation Program initiative, a decrease in short-term incentive plan awards of $1.7 million and a decrease of $1.6 million in employee benefit plan expense as a result of an increase in the discount rate used to measure the employee benefit plan cost of our defined benefit pension plans.

Newsprint

Newsprint expenses decreased $2.1 million, or 24.2%, to $6.7 million for the three months ended August 31, 2014, as compared to the same period in the prior year. Newsprint expense decreases are primarily a result of consumption decreases of 20.5% due to continued usage reduction efforts including reduced newspaper sizes and lower newspaper circulation volumes, combined with a decrease in newsprint cost per tonne of 4.7%. Newsprint expenses include newsprint purchased for production at both our owned and outsourced production facilities.

Distribution

Distribution expenses decreased $1.0 million, or 3.9%, to $24.8 million for the three months ended August 31, 2014, as compared to the same period in the prior year. Decreases in distribution expenses are primarily a result of a reduction in newspaper circulation volumes and cost reduction initiatives.

Production

Production expenses increased $2.9 million, or 44.9%, to $9.4 million for the three months ended August 31, 2014, as compared to the same period in the prior year. Increases in production expenses are primarily a result of the outsourced newspaper production described earlier in "'Recent Developments".

Other operating

Other operating expenses decreased $3.7 million, or 11.7%, to $27.7 million for the three months ended August 31, 2014, as compared to the same period in the prior year. Other operating expense decreases are as a result of ongoing cost savings initiatives.

Operating income before depreciation, amortization, impairment and restructuring

Operating income before depreciation, amortization, impairment and restructuring decreased $7.4 million, or 32.1%, to $15.7 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decrease relates to decreases in revenue, partially offset by decreases in expenses as discussed above.

Depreciation

Depreciation expense increased $16.7 million to $26.3 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The increase relates primarily to a change in the estimate of the useful lives of the production assets of our Vancouver newspapers, which include both the The Vancouver Sun and The Province, and the Montreal Gazette as a result of outsourced newspaper production.

Amortization

Amortization expense decreased $1.1 million, or 10.5%, to $9.5 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decrease relates primarily to software that has been fully amortized.

Impairments

We completed our annual impairment testing of goodwill and indefinite life intangible assets as at May 31, 2014, and during the three months ended August 31, 2014, there were no impairments recorded. During the three months ended August 31, 2013, we completed our annual impairment testing of goodwill and indefinite life intangible assets as at June 30, 2013. As a result of the impairment analysis we recorded an impairment loss of $6.1 million which consisted of $2.5 million related to indefinite life intangible assets and $3.6 million related to property and equipment. The impairments were as a result of lower than anticipated long-term revenue projections due to economic and structural factors including the uncertainty of the print advertising market and the rapidly evolving digital advertising market.

Restructuring and other items

Restructuring and other items expense decreased $13.3 million to $7.9 million for the three months ended August 31, 2014 as compared to the same period in the prior year. Restructuring and other items expense for the three months ended August 31, 2014 consists of severance costs of $6.2 million, which include both involuntary terminations and voluntary buyouts, and acquisition costs of $1.7 million related to the Sun Acquistion described earlier in “Recent Developments”. Restructuring and other items expense for the three months ended August 31, 2013 consisted of $21.3 million of severance costs, which included both involuntary terminations and voluntary buyouts.

Operating loss

Operating loss was $28.1 million for the three months ended August 31, 2014, as compared to $24.5 million for the same period in the prior year. The increase relates primarily to decreased operating income before depreciation, amortization, impairment and restructuring, and increased depreciation expense, partially offset by a decrease in restructuring and other items, all as discussed above.

Interest expense

Interest expense decreased $0.4 million to $14.8 million for the three months ended August 31, 2014, as compared to the same period in the prior year. Interest expense primarily relates to interest on our long-term debt that is recognized using the effective interest rate method, which amortizes the initial debt issuance costs and includes both cash and non-cash interest. The decrease in interest expense relates to a decrease in cash interest of $0.8 million due to lower outstanding First-Lien Notes, partially offset by an increase in non-cash interest expense of $0.4 million during the three months ended August 31, 2014, as compared to the same period in the prior year.

Net financing expense relating to employee benefit plans

Net financing expense relating to employee benefit plans decreased $0.5 million to $1.4 million for the three months ended August 31, 2014, as compared to the same period in the prior year. The decrease relates primarily to a reduction in our employee benefit plan liabilities.

Gain on disposal of property and equipment

During the three months ended August 31, 2014 we disposed of property and equipment and realized a nominal gain. During the three months ended August 31, 2013, we disposed of property and equipment and intangible assets and realized a nominal gain.

Loss on derivative financial instruments

Loss on derivative financial instruments for the three months ended August 31, 2014 was $2.4 million as compared to $4.7 million during the same period in the prior year. The losses relate to the change in fair value of our variable prepayment option embedded derivatives on the First-Lien Notes and 12.5% Senior Secured Notes due 2017 ("Second-Lien Notes").

Foreign currency exchange losses

Foreign currency exchange losses for the three months ended August 31, 2014 were $3.1 million as compared to $1.8 million during the same period in the prior year. Foreign currency exchange losses consist primarily of unrealized losses related to the non-swapped portion of the Second-Lien Notes. On July 15, 2014 the foreign currency interest rate swap with a notional amount of US$167.5 million related to the Second-Lien Notes matured, exposing us to foreign currency gains and losses on the entire US$268.6 million of Second-Lien Notes outstanding.

Loss before income taxes

Loss before income taxes for the three months ended August 31, 2014 was $49.8 million, as compared to $47.9 million for the same period in the prior year. The increase in loss before income taxes is primarily the result of increased operating loss, partially offset by a decrease in losses on derivative financial instruments, both as discussed above.

Provision for income taxes

We have not recorded a current or deferred tax expense or recovery for the three months ended August 31, 2014 or 2013. Current taxes payable or recoverable result in a decrease or increase, respectively, to our tax loss carryforward balances. The cumulative tax loss carryforward balances have not been recognized as a net deferred tax asset on the consolidated statement of financial position.

Net loss attributable to equity holders of the Company

Net loss for the three months ended August 31, 2014 was $49.8 million as compared to $47.9 million for the same period in the prior year, as a result of the factors described above in loss before income taxes.

Operating Results

Postmedia's operating results for the year ended August 31, 2014 as compared to the year ended August 31, 2013

	2014	2013
		(revised) [1]
Revenues		
Print advertising	375,457	445,547
Print circulation	194,176	195,899
Digital	88,023	91,606
Other	16,599	18,531
Total revenues	674,255	751,583
Expenses		
Compensation	281,085	321,224
Newsprint	30,770	40,902
Distribution	101,794	107,905
Production	37,671	28,270
Other operating	113,430	123,356
Operating income before depreciation, amortization, impairment and restructuring	109,505	129,926
Depreciation	66,646	29,949
Amortization	39,080	43,325
Impairments	-	99,983
Restructuring and other items	39,285	34,171
Operating loss	(35,506)	(77,502)
Interest expense	61,914	61,900
Net financing expense relating to employee benefit plans	5,617	7,458
Gain on disposal of property and equipment and intangible assets	(257)	(1,005)
(Gain) loss on derivative financial instruments	(1,590)	7,306
Foreign currency exchange losses	6,271	7,065
Loss before income taxes	(107,461)	(160,226)
Provision for income taxes	-	-
Net loss attributable to equity holders of the Company	(107,461)	(160,226)

[1] *See "Other Factors – Changes in accounting policies".*

Revenue

Print advertising

Print advertising revenue decreased $70.1 million, or 15.7%, to $375.5 million for the year ended August 31, 2014, as compared to the same period in the prior year. A decrease was experienced in all of our major categories of print advertising revenue, including decreases from national advertising of 16.7%, retail advertising of 18.9%, classified advertising of 22.2%, and insert advertising of 1.1%. The total print advertising linage and average line rate decreased 15.6% and 3.5%, respectively, during the year ended August 31, 2014, as compared to the same period in the prior year.

Print circulation

Print circulation revenue decreased $1.7 million, or 0.9%, to $194.2 million for the year ended August 31, 2014 as compared to the same period in the prior year. Paid circulation volume decreased 9.9% during this period, as compared to the same period in the prior year, but this volume decrease was largely offset by price increases.

Digital

Digital revenue decreased $3.6 million, or 3.9%, to $88.0 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decline in digital revenue is primarily a result of decreases in local digital advertising revenue of $1.2 million, digital classified revenue of $2.4 million and national digital advertising revenue of $1.4 million, partially offset by an increase in digital circulation revenue of $1.4 million.

Other

Other revenue decreased $1.9 million, or 10.4%, to $16.6 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decline in other revenue is primarily a result of declines in commercial printing revenue.

Expenses

Compensation

Compensation expenses decreased $40.1 million, or 12.5%, to $281.1 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decrease is primarily due to lower salary and benefits expense of $35.8 million as a result of a reduction in employees due to the Transformation Program initiatives, a decrease in short-term incentive plan awards of $2.5 million and a decrease of $2.0 million in employee benefit plan expense as a result of an increase in the discount rate used to measure the employee benefit plan cost of our defined benefit pension plans.

Newsprint

Newsprint expenses decreased $10.1 million, or 24.8%, to $30.8 million for the year ended August 31, 2014, as compared to the same period in the prior year. Newsprint expense decreases are primarily a result of consumption decreases of 22.2% due to continued usage reduction efforts including reduced newspaper sizes and lower newspaper circulation volumes, combined with a decrease in newsprint cost per tonne of 3.3%. Newsprint expenses include newsprint purchased for production at both our owned and outsourced production facilities.

Distribution

Distribution expenses decreased $6.1 million, or 5.7%, to $101.8 million for the year ended August 31, 2014, as compared to the same period in the prior year. Decreases in distribution expenses are primarily a result of a reduction in newspaper circulation volumes and cost reduction initiatives.

Production

Production expenses increased $9.4 million, or 33.3%, to $37.7 million for the year ended August 31, 2014, as compared to the same period in the prior year. Production expenses increased as a result of the outsourced newspaper production described earlier in “Recent Developments”.

Other operating

Other operating expenses decreased $9.9 million, or 8.0%, to $113.4 million for the year ended August 31, 2014, as compared to the same period in the prior year. Other operating expense decreases are as a result of ongoing cost savings initiatives.

Operating income before depreciation, amortization, impairment and restructuring

Operating income before depreciation, amortization, impairment and restructuring decreased $20.4 million, or 15.7%, to $109.5 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decrease relates to decreases in revenue, partially offset by decreases in expenses as discussed above.

Depreciation

Depreciation expense increased $36.7 million to $66.6 million for the year ended August 31, 2014, as compared to the same period in the prior year. The increase relates primarily to a change in the estimate of the useful lives of the production assets of our Vancouver newspapers, which includes both The Vancouver Sun and The Province, and the Montreal Gazette as a result of outsourced newspaper production.

Amortization

Amortization expense decreased $4.2 million, or 9.8%, to $39.1 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decrease relates primarily to software that has been fully amortized.

Impairments

During the year ended August 31, 2014, we completed our annual impairment testing of goodwill and indefinite life intangible assets as at May 31, 2014 and there were no impairments recorded. During the year ended August 31, 2013 as a result of interim and annual impairment testing of our goodwill and indefinite life intangible assets we recorded an impairment loss of $93.9 million which consisted of $73.9 million related to goodwill, $16.4 million related to indefinite life intangible assets and $3.6 million related to property and equipment. The impairments were as a result of lower than anticipated long-term revenue projections due to economic and structural factors including the uncertainty of the print advertising market and the rapidly evolving digital advertising market. In addition, during the year ended August 31, 2013, we recorded an impairment loss of $6.1 million with respect to a production facility upon reclassification of the asset from property and equipment to asset held-for-sale.

Restructuring and other items

Restructuring and other items expense increased $5.1 million, or 15.0%, to $39.3 million for the year ended August 31, 2014 as compared to the same period in the prior year. Restructuring and other items expense for the year ended August 31, 2014 consists of severance costs of $37.6 million, which include both involuntary terminations and voluntary buyouts, and acquisition costs of $1.7 million related to the Sun Acquisition described earlier in “Recent Developments”. Restructuring and other items expense for the year ended August 31, 2013 includes an expense of $2.3 million related to changes made to an employee benefit plan as a result of an arbitrator’s ruling. Additionally, included in restructuring and other items is $31.9 million of severance costs, which include both involuntary terminations and voluntary buyouts.

Operating loss

Operating loss was $35.5 million for the year ended August 31, 2014, as compared to $77.5 million for the same period in the prior year. The decrease relates primarily to impairments recorded in the year ended August 31, 2013, partially offset by decreased operating income before depreciation, amortization, impairment and restructuring, and increased depreciation and restructuring expenses, all as discussed above.

Interest expense

Interest expense increased by a nominal amount, to $61.9 million for the year ended August 31, 2014, as compared to the same period in the prior year. Interest expense primarily relates to interest on our long-term debt that is recognized using the effective interest rate method, which amortizes the initial debt issuance costs and includes both cash and non-cash interest. The increase in interest expense relates to an increase in non-cash interest expense of $1.5 million during the year ended August 31, 2014, as compared to the same period in the prior year, offset by a decrease in cash interest of $1.5 million due to lower outstanding First-Lien Notes.

Net financing expense relating to employee benefit plans

Net financing expense relating to employee benefit plans decreased $1.8 million to $5.6 million for the year ended August 31, 2014, as compared to the same period in the prior year. The decrease relates primarily to a reduction in the employee benefit plan liabilities.

Gain on disposal of property and equipment

During the year ended August 31, 2014, we disposed of property and equipment and realized a gain of $0.3 million. During the year ended August 31, 2013, we disposed of property and equipment and intangible assets and realized a gain of $1.0 million.

(Gain) loss on derivative financial instruments

Gain on derivative financial instruments for the year ended August 31, 2014 was $1.6 million as compared to a loss of $7.3 million during the same period in the prior year. The gain and loss both relate to the change in fair value of our variable prepayment option embedded derivatives on the First-Lien Notes and Second-Lien Notes.

Foreign currency exchange losses

Foreign currency exchange losses for the year ended August 31, 2014 were $6.3 million as compared to $7.1 million during the same period in the prior year. Foreign currency exchange losses consist primarily of unrealized losses related to the non-swapped portion of the Second-Lien Notes. On July 15, 2014 the foreign currency interest rate swap with a notional amount of US$167.5 million related to the Second-Lien Notes matured, exposing us to foreign currency gains and losses on the entire US$268.6 million of Second-Lien Notes outstanding.

Loss before income taxes

Loss before income taxes for the year ended August 31, 2014 was $107.5 million, as compared to $160.2 million for the same period in the prior year. The decrease in loss before income taxes is primarily the result of decreased operating loss and a gain on derivative financial instruments in the year ended August 31, 2014, both as discussed above.

Provision for income taxes

We have not recorded a current or deferred tax expense or recovery for the year ended August 31, 2014 or 2013. Current taxes payable or recoverable result in a decrease or increase, respectively, to our tax loss carryforward balances. The cumulative tax loss carryforward balances have not been recognized as a net deferred tax asset on the consolidated statement of financial position.

Net loss attributable to equity holders of the Company

Net loss for the year ended August 31, 2014 was $107.5 million as compared to $160.2 million for the same period in the prior year, as a result of the factors described above in loss before income taxes.

Postmedia's operating results for the year ended August 31, 2013 as compared to the year ended August 31, 2012

	2013 (revised) [1]	2012 (revised) [1]
Revenues		
Print advertising	445,547	514,987
Print circulation	195,899	209,177
Digital	91,606	89,076
Other	18,531	18,637
Total revenues	751,583	831,877
Expenses		
Compensation	321,224	348,608
Newsprint	40,902	52,628
Distribution	107,905	123,872
Production	28,270	29,989
Other operating	123,356	132,919
Operating income before depreciation, amortization, impairment and restructuring	129,926	143,861
Depreciation	29,949	26,157
Amortization	43,325	43,566
Impairments	99,983	-
Restructuring and other items	34,171	35,355
Operating income (loss)	(77,502)	38,783
Interest expense	61,900	65,446
Loss on debt repayment	-	9,178
Net financing expense relating to employee benefit plans	7,458	5,706
(Gain) loss on disposal of property and equipment and intangible assets	(1,005)	258
(Gain) loss on derivative financial instruments	7,306	(8,632)
Foreign currency exchange losses	7,065	6,383
Loss before income taxes	(160,226)	(39,556)
Provision for income taxes	-	-
Net loss from continuing operations	(160,226)	(39,556)
Net earnings from discontinued operations, net of tax of nil	-	13,523
Net loss attributable to equity holders of the Company	(160,226)	(26,033)

(1) *See "Other Factors – Changes in accounting policies".*

Revenue

Print advertising

Print advertising revenue decreased $69.4 million, or 13.5%, to $445.5 million for the year ended August 31, 2013, as compared to the same period in the prior year. This decrease related to most of our major categories of print advertising revenue, including decreases from national advertising of 15.7%, retail advertising of 9.3%, classified advertising of 18.9%, and insert advertising of 7.3%. The total print advertising linage and average line rate decreased 9.3% and 5.9%, respectively, during the year ended August 31, 2013, as compared to the same period in the prior year.

Print circulation

Print circulation revenue decreased $13.3 million, or 6.3%, to $195.9 million for the year ended August 31, 2013, as compared to the same period in the prior year. Net paid circulation decreased 12.7% for the year ended August 31, 2013, as compared to the same period in the prior year and was partially offset by price increases. A portion of the print circulation revenue decrease related to the implementation of initiatives which included the elimination of unprofitable publishing days and circulation.

Digital

Digital revenue increased $2.5 million, or 2.8%, to $91.6 million for the year ended August 31, 2013, as compared to the same period in the prior year. Growth in digital revenue was primarily a result of increases in local digital advertising revenue of $7.1 million partially offset by declines of $4.5 million in digital classified revenue.

Other

Other revenue decreased $0.1 million for the year ended August 31, 2013, as compared to the same period in the prior year.

Expenses

Compensation

Compensation expenses decreased $27.4 million, or 7.9%, to $321.2 million for the year ended August 31, 2013, as compared to the same period in the prior year. This decrease was primarily due to lower salary and benefits expense of $33.8 million as a result of a reduction in employees due to the Transformation Program, partially offset by increased share-based and other long-term incentive plan compensation expense of $3.8 million as a result of changes in the share price of our Class C voting shares (“Voting Shares”) which was used to compute the fair value of our other long-term incentive plan and an increase in employee benefit plan expense of $2.3 million. Excluding non-cash share-based and other long-term incentive plan compensation expense, compensation expense decreased $31.2 million, or 8.9%.

Newsprint

Newsprint expenses decreased $11.7 million, or 22.3%, to $40.9 million for the year ended August 31, 2013, as compared to the same period in the prior year. Newsprint expense decreases were primarily a result of consumption decreases of 20.1% due to continued usage reduction efforts, reduced publishing days and lower newspaper circulation volumes, combined with a decrease in newsprint cost per tonne of 2.8%.

Distribution

Distribution expenses decreased $16.0 million, or 12.9%, to $107.9 million for the year ended August 31, 2013, as compared to the same period in the prior year. Decreases in distribution expenses were primarily a result of a reduction in newspaper circulation volumes, the elimination of unprofitable publishing days and circulation and other cost reduction initiatives.

Production

Production expenses decreased $1.7 million, or 5.7%, to $28.3 million for the year ended August 31, 2013, as compared to the same period in the prior year. Decreases in production expenses are primarily a result of a reduction in newspaper circulation volumes.

Other operating

Other operating expenses decreased $9.6 million, or 7.2%, to $123.4 million for the year ended August 31, 2013, as compared to the same period in the prior year. Decreases in other operating expenses were primarily a result of ongoing cost savings initiatives. Partially offsetting these decreases were increased rent and occupancy costs associated with new property operating leases.

Operating income before depreciation, amortization, impairment and restructuring

Operating income before depreciation, amortization, impairment and restructuring decreased $13.9 million, or 9.7%, to $129.9 million for the year ended August 31, 2013, as compared to the same period in the prior year. The decrease related primarily to decreases in revenue, partially offset by decreases in expenses as discussed above. Excluding non-cash share-based and other long-term incentive plan compensation expense, operating income before depreciation, amortization, impairment and restructuring decreased $10.1 million, or 7.1%.

Depreciation

Depreciation increased $3.8 million to $30.0 million for the year ended August 31, 2013, as compared to the same period in the prior year. The increase related primarily to the change in the estimate of the useful lives of certain production assets as a result of production outsourcing arrangements.

Amortization

Amortization decreased $0.2 million to $43.3 million for the year ended August 31, 2013, as compared to the same period in the prior year.

Impairments

During the year ended August 31, 2013 as a result of interim and annual impairment testing of our goodwill and indefinite life intangible assets we recorded an impairment loss of $93.9 million which consisted of $73.9 million related to goodwill, $16.4 million related to indefinite life intangible assets and $3.6 million related to property and equipment. The impairments were as a result of lower than anticipated long-term revenue projections due to economic and structural factors including the uncertainty of the print advertising market and the rapidly evolving digital advertising market. In addition, during the year ended August 31, 2013, we recorded an impairment loss of $6.1 million with respect to a production facility upon reclassification of the asset from property and equipment to asset held-for-sale. There were no such impairments in the year ended August 31, 2012.

Restructuring and other items

Restructuring and other items expense for the year ended August 31, 2013 decreased $1.2 million to $34.2 million as compared to the same period in the prior year. Restructuring and other items expense for the year ended August 31, 2013 included an expense of $2.3 million related to changes made to an employee benefit plan as a result of an arbitrator's ruling. Additionally, included in restructuring and other items was $31.9 million of severance costs, which included both involuntary terminations and voluntary buyouts. Restructuring and other items expense for the year ended August 31, 2012 consisted of $39.5 million related to severance costs, which included both involuntary terminations and voluntary buyouts and a recovery of $4.1 million which represented a curtailment gain in respect of our pension benefit plans related to such involuntary terminations and voluntary buyouts.

Operating income (loss)

Operating loss was $77.5 million for the year ended August 31, 2013, compared to operating income of $38.8 million for the same period in the prior year, primarily as a result of decreased operating income before depreciation, amortization, impairment and restructuring, increased depreciation and the impairments recorded in the year ended August 31, 2013, all as discussed above.

Interest expense

Interest expense decreased $3.5 million to $61.9 million for the year ended August 31, 2013, as compared to the same period in the prior year. Interest expense primarily related to interest on our long-term debt that was recognized using the effective interest rate method which amortized the initial debt issuance costs and included both cash and non-cash interest. The decrease in interest expense for the year ended August 31, 2013 related to decreases in interest expense due to lower debt levels as compared to the same period in the prior year, partially offset by an increase in the effective interest rate as a result of the refinancing on August 16, 2012. Cash interest expense decreased $1.6 million during the year ended August 31, 2013, as compared to the same period in the prior year, due to reduced hedging on the Second-Lien Notes and lower debt levels, partially offset by an increase in the interest rate on first-lien debt as a result of the refinancing completed in August 2012.

Loss on debt repayment

During the year ended August 31, 2012, we recorded a non-cash loss on debt repayment of $9.2 million representing unamortized discounts and financing fees related to the repayment of the then outstanding Senior Secured Term Loan Credit Facility ("Term Loan Facility"). There were no such losses in the year ended August 31, 2013.

Net financing expense relating to employee benefit plans

Net financing expense relating to employee benefit plans increased $1.8 million to $7.5 million for the year ended August 31, 2013, as compared to the same period in the prior year. The increase relates primarily to an increase in the employee benefit plan liabilities.

(Gain) loss on disposal of property and equipment and intangible assets

During the year ended August 31, 2013, we disposed of property and equipment and intangible assets and realized a net gain of $1.0 million. During the year ended August 31, 2012, we disposed of property and equipment and intangible assets and realized a loss of $0.3 million.

(Gain) loss on derivative financial instruments

Loss on derivative financial instruments for the year ended August 31, 2013 was $7.3 million as compared to a gain of $8.6 million during the same period in the prior year. The loss for the year ended August 31, 2013 related to the change in fair value of our variable prepayment option embedded derivatives on the First-Lien Notes and Second-Lien Notes. The gain for the year ended August 31, 2012 included a gain of $13.4 million which occurred prior to the settlement of a fair value swap that was not designated as a hedge, gains of $9.6 million related to the variable prepayment option embedded derivatives on the First-Lien Notes and Second-Lien Notes, partially offset by a loss of $1.9 million related to the settlement of cash flow swaps designated as hedges for cash consideration of $1.3 million, a realized loss of $0.8 million which represents a payment made to amend the terms of cash flow swap designated as a hedge, a realized loss of $8.8 million related to the settlement of the fair value swap not designated as a hedge and net cash outflows of $2.8 million related to contractual cash interest settlements on a fair value swap not designated as a hedge.

Foreign currency exchange losses

Foreign currency exchange losses for the year ended August 31, 2013 were $7.1 million as compared to $6.4 million during the same period in the prior year. On August 16, 2012 we repaid our Term Loan Facility in its entirety, which was denominated in US dollars, and replaced it with the First-Lien Notes which are denominated in Canadian dollars, thereby permanently reducing our exposure to foreign currency fluctuations on a significant portion of our long-term debt. In September 2012, we settled a notional amount of US$97.5 million of the foreign currency interest rate swap designated as a cash flow hedge thereby increasing our exposure to foreign currency fluctuations on the non-swapped portion of the Second-Lien Notes from US$3.6 million to US$101.1 million. For the year ended August 31, 2013 foreign currency exchange losses consisted primarily of unrealized losses of $6.8 million related to the non-swapped portion of the Second-Lien Notes. For the year ended August 31, 2012 foreign currency exchange losses consisted primarily of net realized losses of $6.3 million related to repayments of the Term Loan Facility and realized losses of $0.8 million on contractual principal settlements on the foreign currency interest rate swap not designated as a hedge, partially offset by unrealized gains of $0.5 million related to the non-swapped portion of the Second-Lien Notes.

Loss before income taxes

Loss before income taxes was $160.2 million for the year ended August 31, 2013, as compared to $39.6 million for the same period in the prior year. The increase in loss before income taxes was primarily the result of operating losses as discussed above.

Provision for income taxes

We have not recorded a current or deferred tax expense or recovery for the year ended August 31, 2013 and 2012. Current taxes payable or recoverable result in a decrease or increase, respectively, to our tax loss carryforward balances. The cumulative tax loss carryforward balances have not been recognized as a net deferred tax asset on the statement of financial position.

Net loss from continuing operations

Net loss from continuing operations was $160.2 million for the year ended August 31, 2013, as compared to $39.6 million for the same period in the prior year, as a result of the factors described above in loss before income taxes.

Net earnings from discontinued operations

We completed the sale of substantially all of the assets and liabilities of the Lower Mainland Publishing Group, the Victoria Times Colonist and the Vancouver Island Newspaper Group (the “Disposed Properties”) on November 30, 2011, and as a result there were no discontinued operations for the year ended August 31, 2013. Net earnings from discontinued operations for the year ended August 31, 2012 was $13.5 million and included a $17.1 million gain on sale of discontinued operations and an allocation of $6.4 million of interest expense representing an acceleration of debt issuance costs related to the debt repayment made with the net proceeds from the sale.

Net loss attributable to equity holders of the Company

Net loss for the year ended August 31, 2013 was $160.2 million as compared to $26.0 million for the same period in the prior year. The decrease is due to an increase in the net loss from continuing operations and no net earnings from discontinued operations, both as discussed above.

Consolidated quarterly financial information

($ in thousands of Canadian dollars, except per share information)	Fiscal 2014				Fiscal 2013			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
					revised [(1)]			
Total revenues	146,804	170,989	162,484	193,978	169,309	191,784	178,818	211,672
Net earnings (loss) attributible to equity holders of the Company.	(49,761)	(20,605)	(25,290)	(11,805)	(47,913)	(103,256)	(15,761)	6,704
Basic	$ (1.24)	$ (0.51)	$ (0.63)	$ (0.29)	$ (1.19)	$ (2.57)	$ (0.39)	$ 0.17
Diluted	$ (1.24)	$ (0.51)	$ (0.63)	$ (0.29)	$ (1.19)	$ (2.57)	$ (0.39)	$ 0.16
Cash flows from operating activities	(16,584)	12,928	14,659	4,223	(11,562)	15,975	20,706	13,228

(1) See "Other Factors – Changes in accounting policies".

Liquidity and capital resources

Our principal uses of funds are for working capital requirements, debt servicing and capital expenditures. Based on our current and anticipated level of operations, we believe that our cash on hand, cash flows from operations and available borrowings under our New ABL Facility will enable us to meet our working capital, capital expenditure, debt servicing and other funding requirements. However, our ability to fund our working capital needs, debt servicing and other obligations depends on our future operating performance and cash flows. There are a number of factors which may adversely affect our operating performance and our ability to meet these obligations. See "Key Factors Affecting Operating Results". Our cash flows from operating activities may be impacted by, among other things, the overall strength of the economy, competition from digital media and other forms of media as well as competition from alternative emerging technologies. In addition, in recent years there has been a growing shift in advertising dollars from newspaper advertising to other advertising formats, particularly online and other digital platforms such as search and social media websites. Although we expect to fund our capital needs with our available cash, cash generated from operations and available borrowings under the New ABL Facility, our indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under our debt agreements. *See "Risk Factor - We may not be able to refinance our New ABL Facility on attractive terms, or at all".*

As part of our annual budgeting process, management projects capital expenditures for the forthcoming fiscal year. Each project is subject to a detailed review on a case by case basis prior to approval. Investment projects must achieve an acceptable return on investment and generally are expected to demonstrate a payback period of no more than three years. In certain instances where there are strategic considerations, a longer timeframe may be considered. For the year ending August 31, 2015, we expect our major non-operating cash requirements to include discretionary capital expenditures of approximately $15 million and contractual principal repayments of long-term debt to total $12.5 million, which does not include the proceeds from certain potential asset sales not included in the completion of the Rights Offering, which will be used to make an offer to redeem an equal amount of First-Lien Notes.

Sources of Cash

Cash flows from operating activities

Our principal sources of liquidity are cash flows from operating activities. For the three months and year ended August 31, 2014, our cash flows from operating activities were outflows of $16.6 million and inflows of $15.2 million, respectively (2013 – outflows of $11.6 million and inflows of $38.3 million, respectively) (year ended August 31, 2012 – inflows of $42.5 million). Cash flows from operating activities decreased $5.0 million for the three months ended August 31, 2014, as compared to the same period in the prior year due to a decrease in operating income before depreciation, amortization, impairment and restructuring, as well as increased restructuring payments of $4.3 million. Partially offsetting these items was a net cash receipt of $6.1 million on the settlement of a foreign currency interest rate swap designated as a cash flow hedge in the three months ended August 31, 2014. Cash flows from operating activities decreased $23.1 million for the year ended August 31, 2014, as compared to the same period in the prior year due to a decrease in operating income before depreciation, amortization, impairment and restructuring as well as increased restructuring payments of $13.9 million. Partially offsetting these items was a net cash receipt on of $6.1 million on the settlement of a foreign currency interest rate swap designated as a cash flow hedge in the year ended August 31, 2014 as compared to a net cash payment of $9.0 million on the settlement of a foreign currency interest rate swap designated as a cash flow hedge in the year ended August 31, 2013. Cash flows from operating activities decreased $4.2 million for the year ended August 31, 2013, as compared to the same period in the prior year due to a decrease in operating income before depreciation, amortization, impairment and restructuring and the settlement of the foreign currency interest rate swap designated as a cash flow hedge offset by lower funding obligations on our employee benefit plans.

As at August 31, 2014 we had cash of $30.5 million (August 31, 2013 - $40.8 million).

Uses of Cash

Cash flows from investing activities

For the three months and year ended August 31, 2014, our cash flows from investing activities were outflows of $1.5 million and $13.0 million, respectively (2013 – outflows of $4.1 million and inflows of $12.4 million, respectively) (year ended August 31, 2012 – inflows of $72.4 million. The net cash outflows from investing activities during the three months ended August 31, 2014 include outflows on capital expenditures related to property and equipment of $1.2 million and intangible assets of $0.3 million. The net cash outflows from investing activities during the three months ended August 31, 2013 included outflows on capital expenditures related to property and equipment of $2.1 million and intangible assets of $2.0 million. The net cash outflows from investing activities during the year ended August 31, 2014 include the net proceeds received on the sale of property and equipment of $0.3 million, offset by outflows on capital expenditures related to property and equipment of $10.2 million and intangible assets of $3.1 million. The net cash inflows from investing activities during the year ended August 31, 2013, included the net proceeds received on the sale of property and equipment, intangible assets and asset held-for-sale of $25.9 million, offset by outflows on capital expenditures related to property and equipment of $7.6 million and intangible assets of $5.9 million. The net cash inflows from investing activities during the year ended August 31, 2012 included the net proceeds from the sale of the Disposed Properties of $87.3 million, offset by outflows on capital expenditures related to property and equipment of $8.2 million and intangible assets of $6.7 million.

Cash flows from financing activities

Cash outflows from financing activities for the three months and year ended August 31, 2014, were nil and $12.5 million, respectively (2013 – nil and $32.2 million, respectively) (year ended August 31, 2012 – outflows of $103.2 million), and were related to our indebtedness as discussed below.

Indebtedness

As of August 31, 2014, we have $205.5 million First-Lien Notes and US$268.6 million Second-Lien Notes outstanding (August 31, 2013 - $218.0 million and US$268.6 million, respectively) (August 31, 2012 - $250.0 million and US$268.6 million, respectively). During the three months and year ended August 31, 2014, we made contractual redemptions of nil and $12.5 million, respectively (2013 – nil and $32.0 million, respectively) , of aggregate principal amount of First-Lien Notes at par in accordance with the terms and conditions of the First-Lien Notes indenture. During the year ended August 31, 2012 we made mandatory and optional principal repayments on the Term Loan Facility of $102.0 million (US$100.0 million), which included the required repayment due to the sale of the Disposed Properties, as discussed previously. In addition, during the year ended August 31, 2012 we repurchased and retired US$6.4 million of the Second-Lien Notes for total cash consideration of $6.3 million (US$6.2 million).

The following tables set out the principal and carrying amount of our long-term debt outstanding as at August 31, 2014 and August 31, 2013. On July 15, 2014, the foreign currency interest rate swap related to the Second-Lien Notes matured as a result as at August 31, 2014, our US dollar debt has been translated to the Canadian equivalent based on the foreign exchange rate on August 31, 2014 of US$1:$1.0873. As at August 31, 2013, the first column of the table translates, where applicable, our US dollar debt to the Canadian equivalent based on foreign exchange rates specified in our foreign currency swap agreements for swapped debt and at the closing foreign exchange rate as at August 31, 2013 of US$1:$1.053 for our non-swapped debt.

	August 31, 2014			
($ in thousands of Canadian dollars)	**Principal Outstanding** (US$ Debt translated at swapped or period end rates)	**Principal Outstanding** (US$ Debt translated at period end exchange rates)	**Financing fees, discounts and other**	**Carrying Value**
First-Lien Notes (CDN$205.5M)…………………………	205,460	205,460	4,447	201,013
Second-Lien Notes (US$268.6M)………………………	292,087	292,087	6,800	285,287
	497,547	497,547	11,247	486,300

	August 31, 2013			
($ in thousands of Canadian dollars)	**Principal Outstanding** (US$ Debt translated at swapped or period end rates)	**Principal Outstanding** (US$ Debt translated at period end exchange rates)	**Financing fees, discounts and other**	**Carrying Value**
First-Lien Notes (CDN$218.0M)…………………………	217,960	217,960	5,927	212,033
Second-Lien Notes (swapped) (US$167.5M)…………	173,363	176,378	5,005	171,373
Second-Lien Notes (non-swapped) (US$101.1M)……	106,495	106,495	3,021	103,474
	497,818	500,833	13,953	486,880

Financial Position as at August 31, 2014 and August 31, 2013

($ in thousands of Canadian dollars)	August 31, 2014	August 31, 2013
Current assets	107,543	138,200
Total assets	740,594	862,797
Current liabilities	111,378	130,860
Total liabilities (revised) (1)	729,650	728,564
Equity (revised) (1)	10,944	134,233

(1) See "Other Factors – Changes in accounting policies".

The decrease in our current assets at August 31, 2014 as compared to August 31, 2013 is primarily due to a decrease in cash and accounts receivable. Total assets at August 31, 2014 decreased compared to August 31, 2013, as a result of the decrease in current assets previously described and a decrease in the carrying value of property and equipment and intangible assets as a result of depreciation and amortization during the year ended August 31, 2014, partially offset by the carrying value of our non-current portion of derivative financial instruments. Current liabilities have decreased due to decreased accounts payable and accrued liabilities including accrued interest payable on long-term debt, and a decrease in restructuring provisions as a result of payments relating to the Transformation Program. The increase in total liabilities is primarily due to the increase in the carrying value of our employee benefit plans, partially offset by the decrease in total current liabilities previously described.

Financial Instruments and Financial Instruments Risk Management

Our activities expose us to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. We used derivative financial instruments to hedge certain foreign currency and interest rate risk exposures, until July 15, 2014 when the foreign currency interest rate swap matured.
Current risk management techniques utilized include monitoring fair value of derivative financial instruments, fair value of publicly traded debt, foreign exchange rates and interest rates with respect to interest rates and foreign currency risk, aging analysis and credit reviews for credit risk and cash flow projections for liquidity risk. Our enterprise risk management process is managed by a risk oversight committee composed of senior executives of Postmedia.

Foreign currency risk

As at August 31, 2014, approximately 59% of the outstanding principal on our long-term debt is payable in US dollars (August 31, 2013 – 56%). As at August 31, 2013, we had entered into derivative financial instruments to reduce the foreign currency risk exposure on 62% of our US dollar denominated long-term debt. On July 15, 2014 the foreign currency interest rate swap related to the Second-Lien Notes matured, exposing us to foreign currency risk on the entire US$268.6 million of Second-Lien Notes outstanding (August 31, 2013 – the un-hedged portion of the Second-Lien Notes of US$101.1 million). Based on long-term debt outstanding as at August 31, 2014, a $0.01 change in the period-end exchange rate of a Canadian dollar per one US dollar, holding all other variables constant, would have resulted in a $2.7 million increase or decrease to foreign currency exchange losses in the statement of operations.

Interest rate risk

We have no significant interest bearing assets. Our interest rate risk arises from borrowings at fixed rates which expose us to fair value interest rate risk as well as borrowings at variable rates which would expose us to cash flow interest rate risk. As at August 31, 2014, we held $497.5 million (August 31, 2013 - $500.8 million) of debt subject to fair value interest rate risk and no debt subject to cash flow interest rate risk at August 31, 2014 and 2013. Subsequent to year end we entered into a Purchase Agreement which will be financed in part by the issuance of an additional $140.0 million of First-Lien Notes. See "Recent Developments".

Credit risk

Credit risk is the risk of financial loss to Postmedia if a customer or counterparty to a financial asset fails to meet its contractual obligations. As at August 31, 2014, no individual balance represented a significant portion of our accounts receivable. We establish an allowance for doubtful accounts based on the specific credit risk of our customers and historical trends. The allowance for doubtful accounts amounted to $3.4 million as at August 31, 2014 (August 31, 2013 – $3.3 million).

We continuously monitor the financial condition of our customers, review the credit history of each customer, review the aging of accounts receivable, evaluate significant individual credit risk accounts and utilize each customer's historical experience in order to both grant credit and set up our allowance for doubtful accounts. If such collectability estimates prove inaccurate, adverse adjustments to future operating results could occur and could be material.

Liquidity risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they come due or the risk that those financial obligations have to be met at excessive cost. We manage this exposure by using cash on hand and cash flow forecasts and by deferring or eliminating discretionary spending. We had a revolving senior secured asset-based revolving credit facility for an aggregate amount of up to $60 million, including a $10 million letter of credit sub-facility, (the "ABL Facility"), with a maximum availability of $45 million. On October 16, 2014 we entered into a New ABL Facility for an aggregate amount of up to $20.0 million. The New ABL Facility will replace our ABL Facility that matured on July 13, 2014. Both of which are described in note 12 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012. Subsequent to year end we entered into a Purchase Agreement which will be financed in part by the issuance of an additional $140.0 million of First-Lien Notes. See "Recent Developments".

Our obligations under firm contractual arrangements, including commitments for future payments under finance lease arrangements, operating lease arrangements, and pension funding agreements and debt agreements as of August 31, 2014 are as follows:

	2015	2016	2017	2018	2019	Thereafter
Finance lease…………………………………………………	-	-	-	-	-	1,560
Operating leases and other……………………………………	22,158	18,830	16,387	10,784	8,457	41,802
Estimated employee benefit plan funding obligations [(1)]…..	20,254	21,914	21,595	21,595	21,595	N/A
Long-term debt [(2)]…………………………………………………	12,500	12,500	180,460	292,087	-	-
Interest on long-term debt [(2)]……………………………………	53,203	52,172	55,183	36,511	-	-
	108,115	105,416	273,625	360,977	30,052	43,362

Notes:

(1) Reflects expected contributions to our defined benefit pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans. Information for our pension funding obligations is based upon our actuarial valuation dated December 31, 2013 and does not include calculations of our pension funding obligations beyond fiscal 2019. Future required payments are expected to be material.

(2) Long-term debt and interest on long-term debt consist of only the mandatory contractual payments. US Dollar long-term debt and the related interest payments have been converted to Canadian dollars using the closing exchange rate as at August 31, 2014 of US$1:$1.0873 and are calculated at the fixed interest rates underlying the obligation.

Guarantees and Off-Balance Sheet Arrangements

We do not have any significant guarantees or off-balance sheet arrangements.

Future Accounting Standards

We have not early adopted the following new standards and the impacts on the audited consolidated financial statements have not yet been determined, except as indicated below:

(i) IFRS 9 – Financial Instruments

IFRS 9 was issued in July 2014 and addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 – Financial Instruments – Recognition and Measurement for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. The new standard also addresses financial liabilities and they largely carry forward existing requirements in IAS 39, except that fair value changes to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. In addition, the new standard introduces a new hedge accounting model more closely aligned with risk management activities undertaken by entities.
This standard is required to be applied for annual periods beginning on or after January 1, 2018, with earlier adoption permitted.

(ii) IFRS 15 – Revenue from Contracts with Customers

IFRS 15 – Revenue from Contracts with Customers was issued in May 2014 and is a new standard that specifies the steps and timing for entities to recognize revenue as well as requiring them to provide more informative, relevant disclosures. IFRS 15 replaces IAS 11 - Construction Contracts and IAS 18 - Revenue, as well as various IFRIC and SIC interpretations regarding revenue. The standard is required to be applied for annual periods beginning on or after January 1, 2017, with earlier adoption permitted.

(iii) IFRIC 21 – Levies

IFRIC 21 - Levies clarifies the timing for the accounting of a liability that is imposed by governments should be based on the activity in the legislation that triggers the payment. This standard is required to be applied retrospectively for annual periods beginning on or after January 1, 2014, with earlier adoption permitted. The adoption of this standard is not expected to have an impact on the consolidated financial statements.

Risk Factors

The risks and uncertainties described below are those we currently believe to be material, but should not be considered exhaustive. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, actually occur or become material risks, our business, financial condition, results of operations and cash flows and consequently the price of our shares, the First-Lien Notes and Second-Lien Notes could be materially and adversely affected.

Risks Relating to Our Business

Competition from digital and other forms of media may impair our ability to generate advertising and circulation revenue.

Participants in the newspaper publishing industry depend primarily upon advertising sales, paid subscriptions and single copy newspaper sales in order to generate revenue. Competition for advertising, subscribers, readers and distribution is intense and comes primarily from digital media, as well as, television; radio; local, regional and national newspapers; magazines; free publications; direct mail; telephone directories; and other communications and advertising and subscriber-based media that operate in these markets. In addition, in recent years there has been a growing shift in advertising dollars from newspaper advertising to other advertising platforms, including digital media competitors such as search and social media, and this shift appears to be permanent. Participants in the digital media industry also depend upon the sale of advertisements and paid subscriptions in order to generate revenue. The digital media industry experiences additional competitive challenges because barriers to entry are low and geographic location is less relevant.

Participants in digital media platforms may improve their ability to target specific audiences and therefore become an even more attractive media for advertisers. These circumstances could result in our newspaper or online media not being as competitive as they are currently in relation to these other forms of media. In order to respond to changing circumstances, the costs of producing or promoting editorial content may increase, or we may need to reduce our advertising and/or subscription rates, either of which could adversely affect our financial performance. Increased competition could also lead to additional expenditures for editorial content and marketing.

In addition, there is increasing consolidation in the Canadian newspaper publishing and other media industries, and competitors increasingly include market participants with interests in multiple media. These competitors may be more attractive than we are to certain advertisers because they may be able to bundle advertising sales across newspaper, television and internet platforms. Some of these competitors also have access to greater financial and other resources than we do.

Our ability to continue to compete successfully in the newspaper and online media industries and to attract advertising dollars, subscribers and readers will depend upon a number of factors, including:

- our continued ability to offer high-quality editorial content;
- the variety, quality and attractiveness of our products and services;
- the pricing of our products and services;
- the platforms on which our products and services are offered;
- the manner in which we market and promote our products and services;
- the effectiveness of the distribution of our products and services;
- our customer service; and
- the emergence of technologies resulting in further shifts, which may be permanent, from newspaper advertising to advertising in other formats, including new media outlets.

These factors are largely dependent upon on our ability to:

- identify and successfully respond to changes in technology, customer trends and preferences and online digital platforms such as search and social media;
- develop new products across our business lines;
- protect our intellectual property and avoid infringing the intellectual property rights of others;
- avoid damage to our brands or reputation;
- appeal to many demographics; and
- expand into new distribution channels, particularly with respect to digital media and online products.

There can be no assurance that existing and future competitors will not pursue or be capable of achieving similar or competitive business strategies. In addition, there can be no assurance that we will be able to compete successfully with existing or potential competitors, or that increased competition will not have an adverse effect on our business, financial condition or results of operations.

Advertising revenue is the largest component of our revenues and our advertising revenue is influenced by prevailing economic conditions and the prospects of our advertising customers. Advertising revenue has been declining since 2009.

We generate revenue primarily from the sale of advertising. Advertising revenue, including both print and digital advertising, represented 64.4% of our consolidated revenues in the year ended August 31, 2014 (2013 – 67.8%) (2012 – 69.4%).

Advertising revenue is affected in part by prevailing economic conditions. Adverse economic conditions generally, and downturns in the Canadian economy specifically, have a negative impact on the Canadian advertising industry and, consequently, on our financial prospects. We have been experiencing a decline in advertising revenue since 2009.

Our advertising revenue is also dependent on the prospects of our advertising customers. Certain of our advertising customers operate in industries that may be cyclical or sensitive to general economic conditions, such as the automobile, financial, employment, technology, retail, food and beverage, telecommunications, travel, packaged goods and entertainment industries. Advertising customers could alter their spending priorities and reduce their advertising budgets in the event of a downturn in their business or prospects which would have an adverse effect on the revenue we generate from advertising. In addition, because a substantial portion of our revenue is derived from retail advertisers, our business, financial condition and results of operations would also be adversely affected by a further downturn in the retail sector.

A further reduction in our advertising revenues could result from:

- the continuing shift from newspaper advertising to advertising in other formats, including new media outlets, which shift appears to be permanent;
- a decline in economic conditions;
- a decline in the circulation volume of our newspapers, which appears to be permanent;
- a decline in popularity of our editorial content or perceptions about our brands;
- a change in the demographic makeup of the populations to which our newspapers are targeted;
- the activities of our competitors, including increased competition from other forms of advertising-based media (e.g., magazines, radio and television broadcasters, cable television, direct mail and electronic media), and online digital platforms such as search and social media; and
- a decline in the amount spent on advertising in general or in particular industries such as those discussed above.

To the extent the economic conditions worsen and the structural shifts in advertising revenue and circulation continue, our business and advertising revenues will continue to be adversely affected, which would in turn adversely impact our operations and cash flows.

Failure to fulfill our strategy of building our digital media and online businesses would adversely affect our business prospects.

The competitive environment in which we operate demands, and our future growth strategies incorporate, the development of our digital media and online businesses. We believe the consumer preference for digital media and online products will accelerate as younger, more technologically savvy customers make up a greater portion of our potential customer base. In order for our digital media and online businesses to succeed, we must invest time and significant resources in them, to, among other things:

- accelerate the evolution of existing products (such as local newspaper websites and national content channels);
- develop new digital media and online products (such as redesigned classified sites in automotive, employment and real estate categories);
- develop new content channels (such as mobile optimized formats, online video capabilities and content for tablet devices);
- attract and retain talent for critical positions;
- transform our organization and operating model to grow our digital media and online business;
- continue to develop and upgrade our technologies and supporting processes to distinguish our products and services from those of our competitors;
- sell advertising in significant markets, and be a compelling choice for advertisers online;
- attract and retain a base of frequent, engaged visitors to our websites; and
- continuously advance our digital offerings based on fast-moving trends that may pose opportunities as well as risks (e.g., tablets and mobile applications).

No assurance can be provided that we will be successful in achieving these and other necessary objectives or that our digital media and online businesses will be profitable or successful. Our failure to adapt to new technology or delivery methods, or our choice of one technological innovation over another, may have an adverse impact on our ability to compete for new customers or to meet the demands of our existing customers. If our digital media and online businesses are not successful, we could lose significant opportunities for new advertising revenue from digital sources while also losing advertising revenue from traditional sources due to the reallocation from print to digital advertising currently taking place. If we are not successful in achieving our digital media and online objectives, our business, financial condition and prospects would be materially adversely affected.

Our failure to maintain our print and online newspaper readership and circulation levels would limit our ability to generate advertising and circulation revenue.

Our ability to attract advertisers and thereby generate revenue and profits is dependent in large part upon our success in attracting readership of the newspapers and online publications that we publish. Readership and to a lesser extent circulation volume are the key drivers of advertising prices and revenue in the Canadian news and newspaper information industry.

We believe reader acceptance is a function of the editorial and advertising content being offered and is influenced by a number of factors, including:

- the availability of alternative forms of news and other editorial content;
- the availability of alternative forms of media technologies, such as the internet and other new media formats, that are often free for users;
- a growing preference among some customers to receive all or a portion of their news from sources other than from a newspaper;
- increases in subscription and newsstand rates;
- general economic conditions, including the resulting decline in consumer spending on discretionary items such as newspapers;
- reviews of critics, promotions, the quality and acceptance of other competing editorial content in the marketplace;
- public tastes and perceptions generally; and
- other intangible factors.

Circulation volumes of our newspapers have been declining in both the home delivered and single copy distribution channels. The rate of circulation decline could increase due to changing media consumption patterns of our readers or other factors, and these declines appear to be permanent. If we are unable to stop these declines or if the rate of decline were to accelerate, it will result in lower readership and circulation levels and, consequently, may lead to decreased advertising and other revenues.

Although we make significant investments in the editorial content of our newspapers, there can be no assurance provided that our newspapers will maintain satisfactory readership or circulation levels and any decrease in such levels may be permanent. In addition, factors affecting our readership levels could change rapidly, and many of the changes may be beyond our control and permanent. Loss of readership could have a material adverse effect on our ability to generate advertising and circulation revenue.

Because a high percentage of our operating expenses are fixed, a decrease in advertising revenue could have a negative impact on our results of operations.

Newspaper publishing is both capital and labour intensive and, as a result, newspapers have relatively high fixed cost structures. Advertising revenue, on which we rely for a majority of our revenue, may fluctuate due to a variety of factors whereas our expenses do not vary significantly with the increase or decrease in advertising revenue. As a result, a relatively small change in advertising revenue could have a disproportionate effect on our results of operations. For example, during periods of economic contraction, our advertising revenue may decline while most costs remain fixed, resulting in decreased earnings, as has been evident in the current economic environment.

The financial difficulties of certain of our contractors and vendors could have a negative impact on our results of operations.

The financial difficulties that some of our contractors and vendors may face, including one or more contractor or vendor bankruptcies due to poor economic conditions, may cause them to fail to provide us with products and/or services or may increase the cost of the products and services that they provide us. We may be unable to procure replacement products and/or services from other contractors or vendors in a timely and efficient manner and on acceptable terms, or at all. Any material change in these relationships, such as increased pricing, could have a material adverse effect on our business, financial condition, results of operations, liquidity and cash flow.

We compete with alternative emerging technologies and anticipate that we will be investing a significant amount of capital to address continued technological development.

The media industry is experiencing rapid and significant technological changes that have resulted in the development of alternative means of editorial content distribution. The continued growth of the internet has presented alternative content distribution options that compete with traditional media for advertising revenue. We may not be able to compete successfully with existing or newly developed alternative distribution technologies, or may be required to acquire, develop or integrate new technologies in order to compete. The cost of the acquisition, development or implementation of any such new technologies could be significant, and our ability to fund such implementation may be limited. In addition, even if we were able to fund such an implementation, we may be unable to implement any such technologies successfully. Any such event could have a material adverse effect on our business, financial condition or results of operations.

In addition, the continuing growth and technological expansion of internet-based services has increased existing competitive pressure on our businesses. As web-based and digital formats grab an increasingly larger share of consumer readership, we may lose customers or fail to attract new customers if we are not able to transition and update our publications and other products to these new and evolving formats. Furthermore, to the extent that advertisers continue to shift advertising dollars to new media outlets, which shift appears to be permanent, advertising revenues will decrease even if we are able to maintain our current share of print media advertising dollars. The increased competition may have a material adverse effect on our business and financial results.

We may not be able to achieve a profitable balance between circulation levels and advertising revenues.

We must balance our circulation levels with our advertising revenue objectives. This balancing necessitates a continuous effort that varies by publication and requires effective management of the circulation rate, the addition of new subscribers through cost-effective marketing methods and effective advertising operations. To maintain our readership and circulation rates, it may be necessary to incur additional costs that we may not be able to recover through circulation and advertising revenues. No assurance can be provided that we will be able to add and retain a sufficient number of newspaper subscribers in an economically efficient manner. Failure to do this could require reductions of our circulation rate or the elimination of certain products, which would negatively affect our advertising revenues and could materially and adversely affect our results of operations and financial condition.

We may not realize our anticipated cost savings from cost savings initiatives and any failure to manage costs would hamper profitability.

The level of our expenses impacts our profitability. Because of general economic and business conditions and our operating results, we have taken steps to lower operating costs by implementing cost savings initiatives including various transformation projects. During the year ended August 31, 2012 we began implementing a Transformation Program aimed at significantly reducing legacy newspaper infrastructure costs. Initiatives include the shutdown of Postmedia News, our proprietary breaking news service, the centralizing of editorial production services through Postmedia Editorial Services in Hamilton, the streamlining of advertiser flyer insert operations, the cancellation of Sunday editions in three markets due to unprofitability, the outsourcing of our classified call centre and the outsourcing of production in certain markets. In addition, we have implemented and continue to explore opportunities to reduce product costs by optimizing our distribution footprint, production schedules and shared distribution. We will continue to explore strategic initiatives, including additional transformation projects.

Estimates of cost savings are inherently uncertain, and we may not be able to achieve cost savings or expense reductions within the time frame we have projected or at all. Our ability to successfully realize savings and the timing of any realization may be affected by factors such as the need to ensure continuity in our operations, labour and other contracts, regulations and/or statutes governing employee/employer relationships, and other factors. In particular, certain of our collective bargaining agreements limit our ability to achieve operating efficiencies by limiting our ability to implement strategic initiatives. In addition, our implementation of these initiatives has and is expected to require upfront costs. There can be no assurance that we will be able to successfully contain our expenses or that even if our savings are achieved that implementation or other expenses will not offset any such savings. Our estimates of the future expenditures necessary to achieve the savings we have identified may not prove accurate, and any increase in such expenditures may affect our ability to achieve our anticipated savings. If these cost-control efforts do not reduce costs in line with our expectations, our financial position, results of operations and cash flows will be negatively affected.

Our revenue, which is generated primarily from advertisers, is subject to significant seasonal variations, which may increase our borrowing needs at various points in the year.

Our revenue has experienced, and is expected to continue to experience, significant seasonal variances due to seasonal advertising patterns and seasonal influences on media consumption habits. Typically, our revenue is lowest during the fourth quarter of our fiscal year, which ends in August, and highest during the first and third quarters, which end in November and May, respectively, while expenses are relatively constant throughout the fiscal year. These seasonal variations may lead to increased borrowing needs at certain points within the year. As a result, we may use amounts available under our New ABL Facility to mitigate the impact of short-term fluctuations in cash flow, which could consequently leave us in a more constrained liquidity position. *See "Risk Factor - We may not be able to refinance our New ABL Facility on attractive terms, or at all".*

Our intellectual property rights are valuable, and any inability to protect them or liability for infringing the intellectual property rights of others could reduce the value of our services and our brands.

We rely on the trademark, copyright, internet/domain name, trade secret and other laws of Canada and other countries, as well as nondisclosure and confidentiality agreements, to protect our intellectual property rights. However, we may be unable to prevent third parties from using our intellectual property without our authorization, breaching any nondisclosure agreements with us, acquiring and maintaining domain names that infringe or otherwise decrease the value of our trademarks and other proprietary rights, or independently developing intellectual property that is similar to ours, particularly in those countries that do not protect our proprietary rights as fully as in Canada. The use of our intellectual property by others could reduce or eliminate any competitive advantage we have developed, cause us to lose sales or otherwise harm our businesses. If it became necessary to litigate to protect these rights, any proceedings could be burdensome and costly, and we may not prevail.

We have obtained and applied for several Canadian and foreign service mark and trademark registrations, and will continue to evaluate the registration of additional service marks and trademarks, as appropriate. We cannot guarantee that any of our pending applications will be approved by the applicable governmental authorities. Moreover, even if the applications are approved, third parties may seek to oppose or otherwise challenge these registrations. A failure to obtain trademark registrations in Canada and in other countries could limit our ability to protect our trademarks and impede our marketing efforts in those jurisdictions.

We cannot be certain that our intellectual property does not and will not infringe the intellectual property rights of others. We may be subject to legal proceedings and claims in the ordinary course of our business, including claims of alleged infringement of the trademarks, copyrights and other intellectual property rights of third parties. Any such claims, whether or not meritorious, could result in costly litigation and divert resources and the efforts of our personnel. Moreover, should we be found liable for infringement, we may be required to enter into licensing agreements (if available on acceptable terms, or at all) or to pay damages and to cease using certain trademarks or copyrights or making or selling certain products, or to redesign or rename some of our products or processes to avoid future infringement liability. Any of the foregoing could cause us to incur significant costs.

We maintain many well-known mastheads, consumer brands and trademarks, damage to the reputation of any of which could have an adverse impact upon our business, financial performance or results of operations.

The mastheads, brand names and trademarks that we own are well-known to consumers and are important in maintaining existing business and sourcing new business, as our ability to attract and retain customers is in part dependent upon our external perceptions, the quality of our products and services and our integrity. Damage to the reputation of any of these brands or negative publicity or perceptions about us could have an adverse impact upon the business, financial performance or results of operations.

We may be adversely affected by variations in the cost and availability of newsprint.

Newsprint is our largest raw material expense, representing approximately 5.4% of total operating costs in the year ended August 31, 2014 (2013 – 6.6%) (2012 -7.7%). Newsprint is a commodity and, as such, price varies considerably from time to time as a result of, among other factors, foreign currency exchange fluctuations and supply shortfalls. The price of newsprint can increase as a result of various factors, including consolidation in the newsprint industry, which has resulted in a smaller number of suppliers and reduced competition on price among them, and declining newsprint supply as a result of mill closures and conversions to other grades of paper. Changes in newsprint prices can significantly impact our operating results. We would expect a $50 per tonne increase or decrease in the price of newsprint to affect our operating expenses by approximately $2.6 million on an annualized basis. There can be no assurance that we will not be exposed to increased newsprint costs, which could have a material adverse effect on our business, financial condition or results of operations. In addition, if newspaper suppliers experience labour unrest, transportation difficulties or other supply disruptions, our ability to produce and deliver newspapers could be impaired and the cost of the newsprint could increase, both of which would negatively affect our operating results.

We rely upon information systems and technology and other manufacturing systems, disruptions to which could adversely affect our operations.

Our newspaper and digital media and online operations rely upon information technology systems, and other complex manufacturing systems, in order to produce and distribute our products. Our information technology and manufacturing systems may be vulnerable to unauthorized access, computer viruses, system failures, human error, natural disasters, fire, power loss, communications failure or acts of sabotage or terrorism. If a significant disruption or repeated failure were to occur, our business or revenue could be adversely affected. There may also be significant costs incurred as a result of such disruptions or failures that adversely affect our financial performance or capital expenditure levels.

Our operations could be adversely affected by labour disruptions, and labour agreements limit our ability to achieve operating efficiencies.

Approximately 34% of our staff were employed under 19 separate collective agreements as of August 31, 2014. A majority of our collective agreements include provisions that could impede restructuring efforts, including work force reduction, centralization, outsourcing and other initiatives. We are currently in negotiations with 6 bargaining units, covering the equivalent of 114 full-time employees, regarding expired agreements. In addition, we have 3 agreements that cover approximately 484 full-time employees that will expire by December 31, 2014. Of our remaining agreements, one expires in 2015 while the remainder expire in 2016 and 2017.

There can be no assurance provided that any of these collective agreements will be renewed on satisfactory terms, or at all. Labour organizing activities could result in additional employees becoming unionized, which could result in higher ongoing labour costs and reduced flexibility in running our operations. In addition, labour disruptions or grievances could also affect our operations and certain unions have filed grievances against us alleging violations of one or more provisions of the applicable collective agreements. There can be no assurance provided that we will not experience other labour disruptions, or that a material grievance will not be decided against us, or that we will not experience other forms of labour protest. Any strike, lock out or other form of labour disruption could have a material adverse effect on our business, financial condition or results of our operations.

Equipment failure may have a material adverse effect.

There is a risk of equipment failure, primarily related to our printing facilities, due to wear and tear, latent defect, design error or operator error, among other things, which could have a material adverse effect on us. Although our printing facilities have generally operated in accordance with expectations, there can be no assurance that they will continue to do so. There may also be significant costs incurred as a result of such disruptions or failures that adversely affect our financial performance or capital expenditure levels.

We are subject to environmental, health and safety laws and regulations, which could subject us to liabilities, increase our costs or restrict our business or operations in the future.

We are subject to a variety of laws and regulations concerning emissions to the air, water and land, sewer discharges, handling, storage and disposal of, or exposure to, hazardous substances and wastes, recycling, remediation and management of contaminated sites, or otherwise relating to protection of the environment and employee health and safety. Environmental laws and regulations and their interpretation have become increasingly more stringent, and we may incur additional expenses to comply with existing or future requirements. If we fail to comply with environmental or health and safety requirements we could incur monetary fines, civil or criminal sanctions, third-party claims or cleanup obligations or other costs. In addition, our compliance with environmental and health and safety requirements could restrict our ability to expand our operations or require us to install costly pollution control equipment, incur other significant expenses or modify our printing processes.

We use and store hazardous substances such as inks and solvents in conjunction with our operations at our printing facilities. Such hazardous substances have in the past been stored in underground storage tanks at some of our properties. Some of our printing and other facilities are located in areas with a history of long-term industrial use, and they may be impacted by past activities onsite or by contamination emanating from nearby industrial sites. In the past, we have had contamination resulting from leaks and spills at some of our locations. We have not conducted environmental site assessments with respect to all of our owned and leased facilities, and where such assessments have been conducted, they may not have identified all potential causes of environmental liability. There can be no assurance provided that remediation costs or potential claims for personal injury or property or natural resource damages resulting from any newly-occurring or newly-discovered contamination will not be material, or that a material environmental condition does not otherwise exist at any of our properties.

Our editorial content may be controversial and may result in litigation.

We have had, in the ordinary course of our business, and expect to continue to have, litigation claims filed against us, most of which are claims for defamation arising from the publication of our editorial content. While we maintain insurance in respect of claims for defamation, some claims made against us may not be insured or may result in costs above our coverage limits. In the event that a judgment is rendered against us, there can be no assurance that our insurance coverage will cover that particular loss.

We are currently involved in unresolved litigation matters.

We are involved in various legal claims arising in the ordinary course of our newspaper and digital media and online businesses. The majority of these claims are brought pursuant to defamation laws in the province of publication. We maintain a multi-media liability insurance policy in respect of defamation claims. Subject to the terms and conditions of that policy, and the insurer's coverage position in respect of individual claims, the resolution of these matters is not expected to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Failure to comply with "Canadian newspaper" status would materially affect our financial results and our business prospects.

Under the Tax Act, generally no deduction is allowed for an outlay or expense for advertising space in an issue of a newspaper for an advertisement directed primarily to a market in Canada, unless the issue is a "Canadian issue" of a "Canadian newspaper."

In order to qualify as a "Canadian issue", the issue generally must have its type set in Canada, be edited in Canada by individuals resident in Canada for purposes of the Tax Act and be printed and published in Canada. Issues of our newspapers currently meet these criteria.

The test of whether a newspaper is a “Canadian newspaper” depends on the jurisdiction, governance, factual control and share ownership of the corporation which directly publishes the newspaper. We publish our newspapers directly. In order to satisfy the requirements of a “Canadian newspaper” (subject to a statutory 12 month grace period), we must satisfy the following: (i) the corporation must be incorporated under the laws of Canada or a province thereof, (ii) the chairperson or other presiding officer and at least 75% of the directors or other similar officers of the corporation must be Canadian citizens, and (iii) the corporation must not be controlled, in fact, directly or indirectly, by persons or partnerships who could not themselves hold the right to produce and publish issues of a “Canadian newspaper”, including by citizens or subjects of a country other than Canada.

In addition, under the share ownership requirements, at least 75% of a non-public corporation’s voting shares and shares having a fair market value in total of at least 75% of the fair market value of all issued shares of a non-public corporation, must be beneficially owned by either (i) Canadian citizens or (ii) one or more Qualifying Public Corporations. Upon the listing of Postmedia Network Canada Corp’s shares on the Toronto Stock Exchange, it became a Qualifying Public Corporation. As Postmedia Network Inc. is a direct, wholly-owned subsidiary of Postmedia Network Canada Corp., our newspapers qualify as “Canadian newspapers”.

Issues of our newspapers therefore qualify as “Canadian issues” of “Canadian newspapers” (or otherwise fall outside of the limitation on deductibility of advertising expenses) and as a result advertisers currently have the right to deduct their advertising expenditures for Canadian tax purposes.

There can be no assurance that issues of the newspapers published or produced by us will continue to be “Canadian issues” of “Canadian newspapers” under the Tax Act, or that Canadian federal income tax laws respecting the treatment of deductibility of advertising expenses incurred in relation to “Canadian issues” of “Canadian newspapers” will not be changed in a manner which adversely affect us.

If our newspapers cease to be “Canadian newspapers” for purposes of the Tax Act, it is expected that our advertising revenue will decline significantly, which would have a material adverse effect on our business, financial condition and results of operations.

The collectability of accounts receivable could deteriorate to a greater extent than provided for in our financial statements.

In the normal course of business, we are exposed to credit risk for accounts receivable from our customers. Our accounts receivable are carried at net realizable value and our allowance for doubtful accounts has been determined based on several factors, including the aging of accounts receivable, evaluation of significant individual credit risk accounts and historical experience. If such collectability estimates prove inaccurate, adverse adjustments to future operating results could occur and could be material.

We may have goodwill and intangible asset impairments

At August 31, 2014, we had goodwill and other intangible assets of $437.4 million. We conduct annual impairment testing to determine if we will be able to recover all or a portion of the carrying value of goodwill and indefinite life intangible assets. In addition, we are required to review goodwill and indefinite life intangible assets for impairment more frequently if impairment indicators arise. If the fair value is insufficient to recover the carrying value of our goodwill and indefinite life intangible assets, we may be required to record a material non-cash charge to the statement of operations.

The fair values of our cash-generating units under IFRS generally are based on discounted cash flow projections. The discounted cash flow projections are based on management's best estimates considering historical and expected operating plans, economic conditions, and general outlook for the industry and geographic markets in which we operate. The discount rates used are based on an industry based debt/equity ratio and consider the risk free rate, risk premium and size premium for possible variations from management's projections. The terminal value used in the discounted cash flow projections is the value attributed to the operations beyond the projected discrete period using a perpetuity growth rate based on industry, revenue and operating income trends and growth prospects. As disclosed in note 4 of our audited consolidated financial statements for the years ended August 31, 2014, 2013 and 2012, we concluded that under IFRS during the year ended August 31, 2014 we had impairments of nil (2013 - $100.0 million) (2012 – nil). The impairments during the year ended August 31, 2013 included an impairment loss relating to: goodwill of $73.9 million, intangible assets and property and equipment of two cash-generating units of $16.4 million and $3.6 million, respectively. In addition, we had an impairment loss of $6.1 million during the year ended August 31, 2013 with respect to a production facility upon reclassification of the asset from property and equipment to asset held-for-sale on the consolidated statement of financial position.

We monitor impairment indicators on a quarterly basis. Significant changes in market conditions, and estimates or judgments used to determine expected future cash flows that indicate a reduction in carrying value, may give rise to impairments in the period that the change becomes known and such impairments could have a material adverse effect on our results of operations.

Disruptions in the credit markets could adversely affect the availability and cost of short-term funds for liquidity requirements, and could adversely affect our access to capital or our ability to obtain financing at reasonable rates and refinance existing debt at reasonable rates or at all.

If internal funds are not available from our operations, we may be required to rely on the banking and credit markets to meet our financial commitments and short-term liquidity needs. Disruptions in the capital and credit markets could adversely affect our ability to access additional funds in the capital markets or draw on or refinance our existing or any future credit facilities. Although we believe that our operating cash flow and access to capital and credit markets, including funds from our New ABL Facility, will give us the ability to meet our financial needs for the foreseeable future, there can be no assurance provided that continued or increased volatility and disruption in the capital and credit markets will not impair our liquidity. *See "Risk Factor - We may not be able to refinance our New ABL Facility on attractive terms, or at all".* If this should happen, we may not be able to put alternative credit arrangements in place or without a potentially significant increase in our cost of borrowing. As of August 31, 2014, we have $205.5 million First-Lien Notes and US$268.6 million Second-Lien Notes outstanding. No assurance can be provided that we will be able to refinance our indebtedness on attractive terms, or at all.

We may be adversely affected by the availability and terms of our insurance policies.

We carry liability, property and casualty insurance and director and officer liability insurance coverage subject to certain deductibles, limits and exclusions which we believe are customary or reasonable given the cost of procuring insurance and current operating conditions. However, there can be no assurance that: (i) such insurance coverage will continue to be offered on economically feasible terms, (ii) all events which could give rise to a loss or liability will be insurable, or (iii) the amounts of insurance coverage will at all times be sufficient to cover each and every material loss or claim which may occur involving our assets or operations.

Our underfunded registered pension plans or our inability to make required cash contributions to our pension plans could have a material adverse effect on us, our business, cash flows, operations and financial condition.

We maintain several defined benefit and defined contribution plans providing pension and other retirement and post-employment benefits to our employees. Provincial pension legislation requires that the funded status of registered defined benefit pension plans be determined on both a going concern basis (which essentially assumes the pension plan continues indefinitely) and a solvency basis (which essentially assumes a cessation of a pension plan, and is based on statutory requirements). Based on our most recently filed actuarial valuations as of December 31, 2013, the aggregate going concern surplus was approximately $24.6 million and the aggregate wind up deficiency (which essentially assumed that all of the pension plans terminated on their actuarial valuation dates) was approximately $57.7 million. The actual funded status of our pension plans and our contribution requirements are dependent on many factors, including regulatory developments and changes to legislation, changes to the level of benefits provided by the plans, actuarial assumptions and methods used, changes in plan demographics and experience, and changes in the economic conditions, such as the return on fund assets and changes in interest rates and other factors. Additionally, significant changes in investment performance or in a change in the portfolio mix of invested assets can result in corresponding increases and decreases in the valuation of plan assets, particularly equity securities, or in a change to the expected rate of return on plan assets. Significant variations in pension performance could produce volatility in our reported results, and significant underfunding in our pension plans could necessitate higher company contributions to those plans, which could have a material effect on our cash flows, liquidity and financial condition.

Significant changes in pension fund investment performance or assumptions relating to pension costs may have a material effect on the valuation of pension obligations, the funded status of pension plans and our pension cost.

Our pension cost is materially affected by the discount rate used to measure defined benefit obligations, and the level of plan assets available to fund those obligations at the measurement date. A change in the discount rate could result in a significant increase or decrease in the valuation of pension obligations, affecting the reported funded status of our pension plans as well as the net pension cost in subsequent fiscal years.

We may be adversely affected by foreign exchange fluctuations.

As of August 31, 2014, approximately 59% of the outstanding principal of our long-term debt is denominated in US dollars and interest, principal and premium, if any, on such borrowings must be paid in US dollars. As at August 31, 2013, through the use of foreign currency interest rate swaps we hedged foreign exchange rate risk on 62% of our US dollar-denominated debt. The outstanding foreign currency interest rate swap of US$167.5 million matured on July 15, 2014 exposing us to foreign exchange rate risk on the entire US$268.6 million of Second-Lien Notes outstanding as at August 31, 2014 (August 31, 2013 – the unhedged portion of the Second-Lien Notes of US$101.1 million). Canadian currency is volatile and may retain the same or higher levels of volatility in the coming years. As a result, we have significant exposure to foreign exchange rate risk.

Our distribution costs could increase due to increases in fuel prices.

Although we do not incur significant fuel related distribution costs directly, our third-party distributors are adversely affected by rising fuel costs. Significant increases in fuel prices could result in increased fees paid to our distributors in the form of fuel subsidies or surcharges. Significant increases in fuel prices could result in material increases to our distribution expenses which could result in an adverse effect to our financial condition and results of operations.

We outsource certain aspects of our business to third-party vendors that may fail to reduce costs and may subject us to risks, including disruptions in our business and increased costs.

We continuously seek to make our cost structure more efficient and to focus on our core strengths. These efforts include contracting with other companies to perform functions or operations that, in the past, we have performed ourselves. We currently rely on partners or third-party service providers for services such as the provision of advertising production, call centre services, and certain of our printing operations, and we may outsource additional business functions in the future. Although we believe that outsourcing will result in lower costs and increased efficiencies, this may not be the case. Because these third parties may not be as responsive to our needs as we might be ourselves or they experience problems to their own operations beyond our control, outsourcing increases the risk of disruption to our operations. If we are unable to effectively utilize, or integrate with, our outsource providers, or if these partners or third-party service providers experience business difficulties or are unable to provide business services as anticipated, we may need to seek alternative service providers or resume providing these business processes internally, which could be costly and time-consuming and have a material adverse effect on our operating and financial results.

Our business may suffer if we are not able to retain and attract sufficient qualified personnel, including key managerial, editorial, technical, marketing and sales personnel.

We operate in an industry where there is intense competition for experienced personnel. We depend on our ability to identify, recruit, hire, train, develop and retain qualified and effective personnel. Our future success depends in large part upon the continued contribution of our senior management and other key employees. A loss of a significant number of skilled managerial, editorial or technical personnel would have a negative effect on the quality of our products. Similarly, a loss of a significant number of experienced and effective marketing and sales personnel would likely result in fewer sales of our products and could materially and adversely affect our results of operations and financial condition. Our ability to identify, recruit, hire, train, develop and retain qualified and effective personnel depends on numerous factors, including factors that we cannot control, such as competition and conditions in the local employment markets in which we operate. The loss of the services of any of our senior management or other key employees could harm our business and materially and adversely affect our ability to compete in our markets. Although we have employment agreements with certain members of senior management and key employees, those individuals may choose to terminate their respective employment at any time, and any such termination may have a material adverse effect on our business.

Increases in sales and other taxes could reduce our revenues and impact profit and cash flows.

In the markets in which we operate, some or all of our products are subject to local and national sales taxes and other taxes such as value-added taxes. Increases in taxes may have a negative effect on the sales of our products. Higher taxes may reduce profit margins on our products if we are unable to pass on the increase to our customers.

The occurrence of natural or man-made disasters could disrupt the marketing and promotion and delivery of our products and services, and adversely affect our financial condition and results of operation.

The success of our businesses is largely contingent on the availability of direct access to customers. As a result, any event that disrupts or limits our direct access to customers or disrupts our ability to rely on delivery services would materially and adversely affect our business. We are exposed to various risks arising out of natural disasters, as well as man-made disasters, including acts of terrorism and military actions. The threat of terrorism and ongoing military actions may cause significant volatility in global financial markets, and a natural or man-made disaster could trigger an economic downturn in the areas directly or indirectly affected by the disaster. These consequences could, among other things, result in a decline in business from those areas. Disasters also could disrupt public and private infrastructure, including communications and financial services, which could disrupt our normal business operations. In addition, increased energy costs, strikes and other labour-related supply chain disruptions could adversely affect our business. A natural or man-made disaster also could disrupt the operations of our counterparties or result in increased prices for the products and services they provide to us.

We have become subject to the requirements of Regulation 52-109 on Certification of Disclosure in Issuers' Annual and Interim Filings and the Sarbanes Oxley Act and must devote time and resources to maintain compliance.

As a result of listing our shares on the TSX and our SEC-registered exchange offer for the Second-Lien Notes in the year ended August 31, 2011 and ongoing reporting requirements in the indenture governing the Second-Lien Notes, we are subject to the requirements of Regulation 52-109 and the Sarbanes Oxley Act, which requires, among other things, public companies to maintain disclosure controls and procedures to ensure timely disclosure of material information, and for foreign private issuers like ourselves, to have management review the effectiveness of those controls on an annual basis. These requirements may place a strain on our systems and resources. Sarbanes-Oxley also requires public companies to have and maintain internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements and to have management review the effectiveness of those controls on an annual basis following the filing of a company's first annual report. In order to maintain and improve our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight are required. This may divert management's attention from other business concerns, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we fail to maintain an effective system of internal controls, we may not be able to provide timely and reliable financial reports.

We are responsible for establishing and maintaining adequate internal control over financial reporting, which is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our business could be adversely affected by a change of laws.

Changes to the laws, regulations and policies governing our operations, the introduction of new laws, regulations or policies and changes to the treatment of the tax deductibility of advertising expenditures could have a material effect on our business, financial condition, prospects and results of operations. In addition, we may incur increased costs in order to comply with existing and newly adopted laws and regulations or pay penalties for any failure to comply. It is difficult to predict in what form laws and regulations will be adopted or how they will be construed by the relevant courts, or the extent to which any changes might adversely affect us.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.

In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our customers, suppliers and business partners, as well as personally identifiable information of our customers (including credit card information) and employees, on our networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disrupt our operations and the services we provide to customers, damage our reputation, and cause a loss of confidence in our products and services, which could adversely affect our business, financial condition, results of operations and cash flows.

Risks Related to our Indebtedness

Our substantial indebtedness could adversely affect our financial condition.

As of August 31, 2014, total carrying value of amounts outstanding under our respective debt agreements was $486.3 million (August 31, 2013 - $486.9 million).

Subject to the limits contained in the credit agreement governing the New ABL Facility, the indenture that governs the First-Lien Notes and the indenture that governs the Second-Lien Notes, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have important consequences, including the following:

- making it more difficult for us to satisfy our obligations with respect to the First-Lien Notes and Second-Lien Notes;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;
- requiring a substantial portion of our cash flows to be dedicated to debt service payments instead of other purposes, thereby reducing the amount of cash flows available for working capital, capital expenditures, acquisitions and other general corporate purposes;
- increasing our vulnerability to general adverse economic and industry conditions;
- exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under the New ABL Facility, are at variable rates of interest;
- limiting the flexibility in planning for and reacting to changes in the industry in which we compete;
- placing us at a disadvantage compared to other, less leveraged competitors; and
- increasing our cost of borrowing.

In addition, the indenture that governs the First-Lien Notes and the indenture that governs the Second-Lien Notes and the credit agreement governing the New ABL Facility contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debts.

Despite our current level of indebtedness, we may be able to incur substantially more debt. This could further exacerbate the risks to our financial condition described above.

Our operating subsidiary may be able to incur significant additional indebtedness in the future. Although the indenture that governs the First-Lien Notes and the indenture that governs the Second-Lien Notes and the credit agreement that governs the New ABL Facility contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and the additional indebtedness incurred in compliance with these exceptions could be substantial. We may be able to issue additional First-Lien Notes under the indenture under certain circumstances, and may be able to incur other indebtedness that ranks equally with the First-Lien Notes. Additionally, the New ABL Facility provides commitments of up to a maximum of $20 million. All of those borrowings would be secured indebtedness. If new debt is added to our current debt levels, the related risks that we and our operating subsidiary now face could intensify.

The terms of the New ABL Facility, the First-Lien Notes and the Second-Lien Notes restrict our current and future operations, particularly our ability to respond to changes or to take certain actions.

The indenture that governs the First-Lien Notes and the indenture that governs the Second-Lien Notes and the credit agreement governing the New ABL Facility contain a number of restrictive covenants that impose significant operating and financial restrictions on us and may limit our ability to engage in acts that may be in our long-term best interests, including, among other things, restrictions on our ability to:

- incur additional indebtedness;
- pay dividends or make other distributions or repurchase or redeem certain indebtedness or capital stock;
- make loans and investments;
- sell assets;
- incur certain liens;
- enter into transactions with affiliates;
- alter the businesses we conduct;
- enter into agreements restricting any subsidiary's ability to pay dividends; and
- consolidate, merge or sell all or substantially all of our assets.

There are limitations on our ability to incur the full $20 million of commitments under the New ABL Facility. The New ABL Facility provides the lenders considerable discretion to impose reserves, which could materially impair the amount of borrowings that would otherwise be available. There can be no assurance provided that the lenders under the New ABL Facility will not impose such actions during the term of the New ABL Facility and further, were they to do so, the resulting impact of this action could materially and adversely impair our ability to make interest payments on indebtedness. The inability to borrow under the New ABL Facility may adversely affect our liquidity, financial position and results of operations.

A breach of the covenants under the indenture that governs the First-Lien Notes, the indenture that governs the Second-Lien Notes or under the credit agreement that governs the New ABL Facility could result in an event of default under the applicable indebtedness. Such default may allow our creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In addition, an event of default under the New ABL Facility would permit the lenders under the New ABL Facility to terminate all commitments to extend further credit under such facility. Furthermore, if we are unable to repay the amounts due and payable under the New ABL Facility, the First-Lien Notes or the Second-Lien Notes, the applicable lenders could proceed against the collateral granted to such lenders to secure the indebtedness under the applicable facility. As a result of these restrictions, we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may affect our ability to grow in accordance with our plans.

We may not be able to refinance our New ABL Facility on attractive terms, or at all

On February 1, 2013, the Supreme Court of Canada (the "SCC") released its decision in *Sun Indalex Finance, LLC v. United Steelworkers*, a case which dealt with the priority claims of pension plan members against those of secured creditors in the context of the insolvency of a plan sponsor. The SCC overturned the Ontario Court of Appeals decision that effectively subordinated a debtor-in-possession financing that had been granted super-priority status in a *Companies' Creditors Arrangement Act* proceeding to the wind up deficiency under a pension plan. The SCC, however, upheld the Ontario Court of Appeal's expanded interpretation of the deemed trust provisions of the Ontario *Pension Benefits Act*, and found that a deemed trust applies in respect of the entire wind up deficiency of a plan upon its wind up, which is an expansion from previous case law which limited the deemed trust to current service costs and special payments accrued and unpaid to the wind up date. The expanded definition of the deemed trust may affect the availability of credit to companies who sponsor defined benefit pension plans as lenders consider the possible impact of a future plan wind up on the security of any loan.

The deemed trust is limited in respect of the assets to which it applies. Specifically, wind up deficiencies have a priority charge only over a debtor company's accounts receivable and inventory and their proceeds. Other assets are not subject to the deemed trust.

We have a New ABL Facility with an availability of an aggregate amount of up to $20 million. The New ABL Facility is secured on a first-priority basis by accounts receivable, cash and inventory of Postmedia Network Inc. and any related assets of Postmedia Network Canada Corp. As such, the New ABL Facility is primarily secured by the assets over which a deemed trust could be found in the event of the wind up of a Postmedia sponsored pension plan. The New ABL Facility terminates on October 16, 2015. Given that the SCC decision is recent and its impact on the credit markets is uncertain, as well as the current solvency deficiencies in our pension plans, there can be no assurance that we will be able to refinance the New ABL Facility on attractive terms, or at all.

The New ABL Facility contains restrictions on the ability to amend the First-Lien Notes and Second-Lien Notes.

The New ABL Facility will restrict amendments to the First-Lien Notes and Second-Lien Notes to the extent such amendment, modification or waiver could reasonably be expected to be adverse in any material respect to the lenders under the New ABL Facility. These restrictions could impact our ability to amend any provision of the indenture for the First-Lien Notes or the indenture governing the Second-Lien Notes, particularly since it may be difficult to determine whether an amendment is adverse to the lenders under the New ABL Facility.

Our variable rate indebtedness subjects us to interest rate risk which could cause our indebtedness service obligations to increase significantly.

Borrowings under the New ABL Facility are at variable rates of interest and will expose us to interest rate risk. If interest rates increase if any amount is owed under the New ABL Facility, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our net earnings and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. Further, we may not decide, or be able, to hedge all or any portion of the risk.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our debt obligations and derivative financial instruments depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the future amounts due on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service and derivative financial instrument obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance indebtedness. We may not be able to effect any such alternative measures, if necessary, on commercially reasonable terms, or at all and, even if successful, such alternative actions may not allow us to meet our scheduled debt service and derivative financial instrument obligations. The credit agreement that governs the New ABL Facility, the indenture that governs the First-Lien Notes and the indenture that governs the Second-Lien Notes restrict our ability to dispose of assets and use the proceeds from any such dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service and derivative financial instrument obligations then due.

Our inability to generate sufficient cash flows to satisfy our debt and derivative financial instrument obligations, or to refinance indebtedness on commercially reasonable terms, or at all, would materially and adversely affect our business, financial position and results of operations, and our ability to satisfy such obligations.
If we cannot make scheduled payments on our debt, we will be in default and, as a result, holders of the First-Lien Notes and Second-Lien Notes could declare all outstanding principal and interest to be due and payable, the lenders under the New ABL Facility could terminate their commitments to loan money and our secured lenders, including under the New ABL Facility, could foreclose on or exercise other remedies against the assets securing such borrowings on a basis senior to the First-Lien Notes and we could be forced into bankruptcy, liquidation or other insolvency proceedings.

Risks Relating to Our Shares

An active public market for the Shares has not yet been developed.

On June 14, 2011 our Class C voting shares and our Class NC variable voting shares ("Shares") began trading on the Toronto Stock Exchange. An active public market for the Shares has not yet developed and, if developed, may not be sustained. If an active public market does not develop, the liquidity of an investment in our Shares, and therefore the ability to buy or sell our Shares at or near the market price, may be limited.

Volatile market price for the Shares.

The market price for the Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control, including the following:

- the lack of liquidity in the trading of our Shares;
- actual or anticipated fluctuations in our quarterly results of operations;
- changes in estimates of future results of operations by ourselves or securities research analysts;
- changes in the economic performance or market valuations of other companies that investors deem comparable to us;
- addition or departure of our executive officers and other key personnel;
- release or other transfer restrictions on outstanding Shares;
- sales or perceived sales of additional Shares;
- our dual class share structure;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving ourselves or our competitors; and
- news reports relating to trends, concerns or competitive developments, regulatory changes and other related issues in our industry or target markets.

Financial markets are susceptible to significant price and volume fluctuations that may affect the market prices of equity securities of companies and may be unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if our operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of our environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in a limited or no investment in the Shares by those institutions, which could adversely affect the trading price of the Shares. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, our operations could be adversely impacted and the trading price of the Shares may be adversely affected.

We have a dual class share structure.

Our authorized capital consists of two classes: Voting Shares and Variable Voting Shares. The Voting Shares may only be beneficially owned by persons that are Canadian. If a Canadian acquires Variable Voting Shares, such Shares will be automatically converted into Voting Shares. . A holder of Voting Shares, however, has the option at any time to convert some or all of such Shares into Variable Voting Shares and to convert those Shares back to Voting Shares. Given these conversion features and the fact that we will not know whether a purchaser of Variable Voting Shares is a Canadian unless such person completes a declaration provided by our transfer agent, the transfer agent's records of the amount of Voting Shares and Variable Voting Shares outstanding at any one time may not be accurate. As we believe that the issued and outstanding Variable Voting Shares as at August 31, 2014 represent more than 97% of the outstanding Shares, if a Canadian acquires Variable Voting Shares such Shares would automatically convert into a larger percentage of the outstanding Voting Shares. In certain circumstances, such an acquisition may constitute an indirect take-over bid under applicable securities laws and require the offeror to make a formal take-over bid for the outstanding Voting Shares or, alternatively, rely on certain exemptions from the formal take-over bid requirements under applicable securities laws. Purchasers of our Shares should consider applicable take-over bid laws as well as the Postmedia Rights Plan prior to purchasing Shares that may represent more than 20% of any class. For purposes of determining beneficial ownership under the Postmedia Rights Plan, Variable Voting Shares beneficially owned or controlled by a person or subject of Canada are deemed to also include the Voting Shares into which such Variable Voting Shares could be converted. In addition, one class of Shares may be less liquid than the other and the classes of Shares may have different trading prices.

Postmedia Network Canada Corp. is a holding company.

Postmedia Network Canada Corp. ("PNCC") is a holding company and a substantial portion of its assets are the capital stock of its subsidiary, Postmedia Network Inc. ("PMNI"). As a result, investors in PNCC are subject to the risks attributable to PMNI. As a holding company, PNCC conducts substantially all of its business through PMNI, which generates substantially all of its revenues. Consequently, PNCC's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of PMNI and the distribution of those earnings to PNCC. The ability of PMNI to pay dividends and other distributions will depend on its operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained, and contractual restrictions contained in the instruments governing its debt. In the event of a bankruptcy, liquidation or reorganization of PMNI, holders of indebtedness and trade creditors will generally be entitled to payment of their claims from the assets of the subsidiary before any assets are made available for distribution to PNCC.

Future sales of Shares by directors and executive officers.

Subject to compliance with applicable securities laws, officers and directors and their affiliates may sell some or all of their Shares in the future. No prediction can be made as to the effect, if any, such future sales of Shares will have on the market price of the Shares prevailing from time to time. However, the future sale of a substantial number of Shares by our officers and directors and their affiliates, or the perception that such sales could occur, could adversely affect prevailing market prices for the Shares.

Dilution and future sales of Shares may occur.

Our articles permit the issuance of an unlimited number of Shares, and shareholders will have no pre-emptive rights in connection with such further issuances. Our directors have the discretion to determine the price and the terms of issue of further issuances of Shares.

Risks Relating to the Sun Acquisition and Related Financings

Completion of the Sun Acquisition is subject to the satisfaction of various conditions and regulatory approvals.

Completion of the Sun Acquisition is subject to a number of conditions precedent, some of which are outside our control, including: (i) receipt of certain approvals that are necessary under the Competition Act (Canada) to consummate the Sun Acquisition; (ii) Toronto Stock Exchange approval of the Rights Offering; and (iii) receipt of certain third party consents.

There can be no certainty, nor can we provide any assurance, that all conditions precedent to the Sun Acquisition will be satisfied or waived. If any of the conditions precedent to the Sun Acquisition are not satisfied or waived and, as a result, the Sun Acquisition is not completed, our business, financial conditions or results of operations could be subject to various material adverse consequences, including without limitation the exposure to significant costs relating to the Sun Acquisition and the related debt and equity financings.

In order to obtain Competition Act Approval (as defined in the Purchase Agreement), the Competition Bureau will consider whether the Sun Acquisition prevents or lessens, or is likely to prevent or lessen, competition substantially. The remedial terms and conditions the Competition Bureau may require in order to meet the Competition Act Approval condition may impose limitations, costs or restrictions on the operation of our business following the completion of the Sun Acquisition or require that we divest certain assets in order to proceed with the Sun Acquisition. There can be no assurance that the Competition Bureau will not require terms, conditions, requirements, limitations, costs or restrictions that would impose additional material costs on or limit the revenues of Postmedia, require the divestiture of certain assets or limit some or all of the synergies and other benefits we anticipate following completion of the Sun Acquisition. In addition, we cannot provide any assurance that any such terms, conditions, requirements, limitations, costs, or restrictions will not result in a material delay in, or the abandonment of, the Sun Acquisition.

Risks associated with the implementation of the Sun Acquisition.

Each of QMI and Postmedia has the right, in certain circumstances, to terminate the Purchase Agreement. Accordingly, there can be no certainty, nor can we provide any assurance, that the Purchase Agreement will not be terminated by either of QMI or Postmedia prior to the completion of the Sun Acquisition. If, for any reason, the Purchase Agreement is terminated and/or the Sun Acquisition is not completed, our business, financial conditions or results of operations could be subject to various material adverse consequences, including without limitation the exposure to significant costs relating to the Sun Acquisition and the related debt and equity financings.

Financing risks related to the Sun Acquisition.

Postmedia's obligation to close the Sun Acquisition is not conditioned upon the successful closing by Postmedia of any debt or equity financing. Although we expect to finance the purchase price of the Sun Acquisition through the issuance of subscription receipts that are exchangeable for additional First-Lien Notes on closing of the Sun Acquisition pursuant to the debt financing and rights to acquire subscription receipts (which will be exchangeable for Variable Voting Shares on closing of the Sun Acquisition) pursuant to the Rights Offering, each of the debt financing (including the exchange of subscription receipts for additional Notes) and Rights Offering (including the related standby commitment and exchange of subscription receipts for Variable Voting Shares) are conditioned upon the occurrence of certain events. Some of the conditions are outside of our control and there can be no certainty, nor can we provide any assurance, that all conditions precedents to the debt and equity financings, will be satisfied or waived, or, if satisfied or waived, when they will be satisfied or waived. Should the funds under the debt or equity financings not be available to Postmedia at or prior to closing of the Sun Acquisition, we will not have sufficient funds to close the Sun Acquisition, which would have a material adverse impact on Postmedia.

Further, the parties providing the debt financing and the standby commitment under the equity financing have imposed deadlines for the Sun Acquisition to close that match the final outside date in the Purchase Agreement. Should the consents noted above take longer than expected and extend beyond the final outside date in the Purchase Agreement, there is no assurance that the debt and equity providers will agree to extend their commitments.

Risks relating to the assets of Sun Media.

Although we have conducted due diligence in connection with the Sun Acquisition and QMI has provided a number of representations and warranties in the Purchase Agreement in favour of Postmedia in connection with the Sun Acquisition, an unavoidable level of risk remains regarding any undisclosed or unknown liabilities of, or issues concerning, the assets of Sun Media. Following completion of the Sun Acquisition, we may discover that we have acquired substantial undisclosed liabilities. While QMI has agreed to indemnify us under the Purchase Agreement with respect to certain liabilities, losses and damages, many of the representations and warranties are qualified by knowledge and/or materiality and, subject to certain exceptions, the maximum indemnity available to Postmedia under the Purchase Agreement in respect of misrepresentations by QMI is $45 million. There can be no assurance of recovery by Postmedia from QMI for any breach of the representations, warranties or covenants provided by QMI under the Purchase Agreement because there can be no assurance that the amount and length of the indemnification obligations will be sufficient to satisfy such obligations or that QMI will have any assets or continue to exist. The inability to claim for full indemnification from QMI could have a material adverse impact on Postmedia.

The integration of the assets of Sun Media may not occur as planned.

The Sun Acquisition is being undertaken by us with the expectation that its successful completion will result in cost savings by taking advantage of operating and other synergies to be realized from the acquisition. These anticipated benefits will depend in part on whether the assets of Sun Media can be integrated in an efficient and effective manner. Most operational and strategic decisions and certain staffing decisions have not yet been made. These decisions and the integration of the assets of Sun Media will present challenges to management, including the integration of systems and personnel of the two companies. As a result of these factors, it is possible that the cost savings and synergies expected from the Sun Acquisition will not be realized. The performance of Postmedia after completion of the Sun Acquisition could be adversely affected if this integration does not occur as anticipated.
In addition, to effectively integrate the assets of Sun Media, we must establish appropriate administrative, finance and management systems and controls relating to those assets. This will require substantial attention from our management team. This diversion of management attention, as well as any other difficulties which we may encounter in completing the transition and integration process, could have a material adverse impact on Postmedia.

Internal Controls

Disclosure controls and procedures within Postmedia have been designed to provide reasonable assurance that all relevant information is identified to its management, including the President and Chief Executive Officer (“CEO”) and the Executive Vice President and Chief Financial Officer (“CFO”), as appropriate, to allow required disclosures to be made in a timely fashion.

Internal controls over financial reporting have been designed by management, under the supervision of and with the participation of the CEO and CFO, to provide reasonable assurance regarding the reliability of Postmedia’s financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.
The CEO and CFO of Postmedia have evaluated the effectiveness of Postmedia’s internal controls over financial reporting during the year ended August 31, 2014. Based on this evaluation, the CEO and CFO concluded that disclosure controls and procedures and internal controls over financial reporting were effective as at August 31, 2014. The CEO and CFO have evaluated whether there were changes to Postmedia's internal control over financial reporting during the year ended August 31, 2014, that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting. There were no changes identified during their evaluation.

Share Capital

As at October 20, 2014 we had the following number of shares and options outstanding:

Class C voting shares	943,519
Class NC variable voting shares	39,266,100
Total shares outstanding	40,209,619
Total options and restricted share units outstanding [(1)]	2,310,000

(1) The total options and restricted share units outstanding are convertible into 1,710,000 Class C voting shares and 600,000 Class NC variable voting shares. The total options and restricted share units outstanding include 1,734,000 options that are vested and 576,000 options that are unvested.

POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012

Issued: October 24, 2014

Management's Responsibility for Consolidated Financial Statements

The accompanying consolidated financial statements of Postmedia Network Canada Corp. (the "Company") and its subsidiary are the responsibility of management and have been approved by the Board of Directors of Postmedia Network Canada Corp.

Management is responsible for the preparation of these consolidated financial statements in conformity with International Financial Reporting Standards, as issued by the International Accounting Standards Board, the selection of accounting policies and making significant accounting estimates, assumptions and judgements. Management is also responsible for establishing and maintaining adequate internal control over financial reporting which includes those policies and procedures that provide reasonable assurance over the completeness, fairness and accuracy of the consolidated financial statements and other financial items.

The Board of Directors fulfills its responsibility for the consolidated financial statements principally through its Audit Committee, which is composed of independent external directors. The Audit Committee reviews the Company's annual consolidated financial statements and recommends their approval to the Board of Directors. The Audit Committee meets with the Company's management and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, and formulates the appropriate recommendations to the Board of Directors. The auditor appointed by the shareholders has full access to the Audit Committee, with or without management being present.

The external auditors appointed by the Company's shareholders, PricewaterhouseCoopers LLP, conducted an independent audit of the consolidated financial statements in accordance with Canadian generally accepted auditing standards and express their opinion thereon. Those standards require that the audit is planned and performed to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

Paul Godfrey
President and
Chief Executive Officer

Doug Lamb
Chief Financial Officer and
Executive Vice President

Toronto, Canada
October 24, 2014

October 24, 2014

Independent Auditor's Report

To the Shareholders of
Postmedia Network Canada Corp.

We have audited the accompanying consolidated financial statements of Postmedia Network Canada Corp. and its subsidiaries, which comprise the consolidated statements of financial position as at August 31, 2014 and August 31, 2013 and the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for each of the three years in the period ended August 31, 2014, 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 as issued by the International Accounting Standards Board, 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 and the standards of Public Company Accounting Oversight Board (United States). 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 Postmedia Network Canada Corp. and its subsidiaries as at August 31, 2014 and August 31, 2013 and its financial performance and its cash flows for each of the three years in the period ended August 31, 2014 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

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POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012
(In thousands of Canadian dollars, except per share amounts)

	2014	2013	2012
		(revised - note 2)	(revised - note 2)
Revenues			
Print advertising	375,457	445,547	514,987
Print circulation	194,176	195,899	209,177
Digital	88,023	91,606	89,076
Other	16,599	18,531	18,637
Total revenues	674,255	751,583	831,877
Expenses			
Compensation	281,085	321,224	348,608
Newsprint	30,770	40,902	52,628
Distribution	101,794	107,905	123,872
Production	37,671	28,270	29,989
Other operating	113,430	123,356	132,919
Operating income before depreciation, amortization, impairment and restructuring (note 3)	109,505	129,926	143,861
Depreciation (note 8)	66,646	29,949	26,157
Amortization (note 9)	39,080	43,325	43,566
Impairments (notes 4, 8 and 9)	-	99,983	-
Restructuring and other items (notes 11 and 13)	39,285	34,171	35,355
Operating income (loss)	(35,506)	(77,502)	38,783
Interest expense	61,914	61,900	65,446
Loss on debt repayment (note 12)	-	-	9,178
Net financing expense relating to employee benefit plans (note 13)	5,617	7,458	5,706
(Gain) loss on disposal of property and equipment and intangible assets	(257)	(1,005)	258
(Gain) loss on derivative financial instruments (note 5)	(1,590)	7,306	(8,632)
Foreign currency exchange losses	6,271	7,065	6,383
Loss before income taxes	(107,461)	(160,226)	(39,556)
Provision for income taxes (note 16)	-	-	-
Net loss from continuing operations	(107,461)	(160,226)	(39,556)
Net earnings from discontinued operations, net of tax of nil (note 23)	-	-	13,523
Net loss attributable to equity holders of the Company	(107,461)	(160,226)	(26,033)
Loss per share from continuing operations (note 14):			
Basic	$ (2.67)	$ (3.98)	$ (0.98)
Diluted	$ (2.67)	$ (3.98)	$ (0.98)
Earnings per share from discontinued operations (note 14):			
Basic	$ -	$ -	$ 0.34
Diluted	$ -	$ -	$ 0.34
Loss per share attributable to equity holders of the Company (note 14):			
Basic	$ (2.67)	$ (3.98)	$ (0.65)
Diluted	$ (2.67)	$ (3.98)	$ (0.65)

The notes constitute an integral part of the consolidated financial statements.

POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012
(In thousands of Canadian dollars)

	2014	2013 (revised - note 2)	2012 (revised - note 2)
Net loss attributable to equity holders of the Company	(107,461)	(160,226)	(26,033)
Other comprehensive income (loss) from continuing operations			
Amounts subsequently reclassified to the statement of operations			
Gain on valuation of derivative financial instruments, net of tax of nil	3,994	1,914	8,928
Amounts not subsequently reclassified to the statement of operations			
Net actuarial gains (losses) on employee benefits, net of tax of nil (note 13)	(20,692)	59,581	(70,228)
Gain on minimum funding liability of employee benefits, net of tax of nil (note 13)	-	-	4,146
Other comprehensive loss from discontinued operations			
Amounts not subsequently reclassified to the statement of operations			
Net actuarial losses on employee benefits, net of tax of nil (note 13)	-	-	(376)
Other comprehensive income (loss)	(16,698)	61,495	(57,530)
Comprehensive loss attributable to equity holders of the Company	(124,159)	(98,731)	(83,563)
Total comprehensive loss attributable to equity holders of the Company:			
Continuing operations	(124,159)	(98,731)	(96,710)
Discontinued operations	-	-	13,147
Comprehensive loss attributable to equity holders of the Company	(124,159)	(98,731)	(83,563)

The notes constitute an integral part of the consolidated financial statements.

POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT AUGUST 31, 2014 AND 2013
(In thousands of Canadian dollars)

	2014	2013 (revised - note 2)
ASSETS		
Current Assets		
Cash	30,490	40,812
Accounts receivable	64,871	82,615
Inventory (note 7)	2,294	3,234
Current portion of derivative financial instruments (notes 6 and 12)	-	1,411
Prepaid expenses and other assets	9,888	10,128
Total current assets	107,543	138,200
Non-Current Assets		
Property and equipment (notes 4 and 8)	155,007	223,173
Asset held-for-sale (note 8)	22,246	10,530
Derivative financial instruments (note 6)	18,392	16,802
Other assets	17	732
Intangible assets (notes 4 and 9)	287,789	323,760
Goodwill (note 4)	149,600	149,600
Total assets	740,594	862,797
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities (note 10)	59,073	67,618
Provisions (note 11)	15,629	26,097
Deferred revenue	24,176	24,645
Current portion of long-term debt (note 12)	12,500	12,500
Total current liabilities	111,378	130,860
Non-Current Liabilities		
Long-term debt (note 12)	473,800	474,380
Other non-current liabilities (notes 13 and 15)	143,157	121,817
Provisions (note 11)	634	826
Deferred income taxes (note 16)	681	681
Total liabilities	729,650	728,564
Equity		
Capital stock (note 14)	371,132	371,132
Contributed surplus (note 15)	9,890	9,020
Deficit	(370,078)	(241,925)
Accumulated other comprehensive loss	-	(3,994)
Total equity	10,944	134,233
Total liabilities and equity	740,594	862,797

Commitments (note 19), Subsequent events (note 24)

On October 24, 2014, the Board of Directors (the “Board”) approved the consolidated financial statements for the years ended August 31, 2014, 2013 and 2012.

On behalf of the Board,

Signed
Paul Godfrey
Director

Signed
Rod Phillips
Chair

The notes constitute an integral part of the consolidated financial statements.

POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012
(In thousands of Canadian dollars)

	2014				
	Capital stock	**Contributed surplus**	**Deficit**	**Accumulated other comprehensive loss**	**Total Equity**
Balance as at August 31, 2013 (revised - note 2)	371,132	9,020	(241,925)	(3,994)	134,233
Net loss attributable to equity holders of the Company	-	-	(107,461)	-	(107,461)
Other comprehensive income (loss)	-	-	(20,692)	3,994	(16,698)
Comprehensive income (loss) attributable to equity holders of the Company	-	-	(128,153)	3,994	(124,159)
Share-based compensation plans (note 15)	-	870	-	-	870
Balance as at August 31, 2014	**371,132**	**9,890**	**(370,078)**	**-**	**10,944**

	2013 (revised - note 2)				
	Capital stock	**Contributed surplus**	**Deficit**	**Accumulated other comprehensive loss**	**Total Equity**
Balance as at August 31, 2012	371,132	7,888	(141,280)	(5,908)	231,832
Net loss attributable to equity holders of the Company	-	-	(160,226)	-	(160,226)
Other comprehensive income	-	-	59,581	1,914	61,495
Comprehensive income (loss) attributable to equity holders of the Company	-	-	(100,645)	1,914	(98,731)
Share-based compensation plans (note 15)	-	1,132	-	-	1,132
Balance as at August 31, 2013	**371,132**	**9,020**	**(241,925)**	**(3,994)**	**134,233**

	2012 (revised - note 2)				
	Capital stock	**Contributed surplus**	**Deficit**	**Accumulated other comprehensive loss**	**Total Equity**
Balance as at August 31, 2011	371,132	5,602	(48,789)	(14,836)	313,109
Net loss attributable to equity holders of the Company	-	-	(26,033)	-	(26,033)
Other comprehensive income (loss)	-	-	(66,458)	8,928	(57,530)
Comprehensive income (loss) attributable to equity holders of the Company	-	-	(92,491)	8,928	(83,563)
Share-based compensation plans (note 15)	-	2,286	-	-	2,286
Balance as at August 31, 2012	**371,132**	**7,888**	**(141,280)**	**(5,908)**	**231,832**

The notes constitute an integral part of the consolidated financial statements.

POSTMEDIA NETWORK CANADA CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED AUGUST 31, 2014, 2013 AND 2012
(In thousands of Canadian dollars)

	2014	2013	2012
CASH GENERATED (UTILIZED) BY:		(revised - note 2)	(revised - note 2)
OPERATING ACTIVITIES			
Net loss attributable to equity holders of the Company	(107,461)	(160,226)	(26,033)
Items not affecting cash:			
Depreciation (note 8)	66,646	29,949	26,320
Amortization (note 9)	39,080	43,325	43,621
Impairments (notes 4, 8 and 9)	-	99,983	-
(Gain) loss on derivative financial instruments (note 5)	(1,590)	7,306	(22,414)
Non-cash interest	5,587	4,114	12,831
Non-cash loss on debt repayment (note 12)	-	-	9,178
(Gain) loss on disposal of property and equipment and intangible assets	(257)	(1,005)	258
Non-cash foreign currency exchange losses	6,323	6,879	5,721
Gain on sale of discontinued operations (note 23)	-	-	(17,109)
Share-based compensation plans and other long-term incentive plan expense (recovery) (note 15)	1,376	1,386	(2,459)
Net financing expense relating to employee benefit plans (note 13)	5,617	7,458	6,243
Non-cash compensation expense of employee benefit plans (note 13)	-	2,587	-
Employee benefit funding in excess of compensation expense (note 13)	(7,151)	-	(24,381)
Settlement of foreign currency interest rate swap designated as a cash flow hedge (note 12)	6,149	(8,976)	-
Net change in non-cash operating accounts (note 21)	907	5,567	30,765
Cash flows from operating activities	15,226	38,347	42,541
INVESTING ACTIVITIES			
Net proceeds received on the sale of discontinued operations (note 23)	-	-	87,340
Net proceeds from the sale of property and equipment, intangible assets and assets held-for-sale	306	25,925	4
Additions to property and equipment (note 8)	(10,245)	(7,566)	(8,227)
Additions to intangible assets (note 9)	(3,109)	(5,932)	(6,732)
Cash flows from investing activities	(13,048)	12,427	72,385
FINANCING ACTIVITIES			
Proceeds from the issuance of long-term debt (note 12)	-	-	250,000
Repayment of long-term debt on refinancing (note 12)	-	-	(238,268)
Repayment of long-term debt (note 12)	(12,500)	(32,040)	(108,310)
Debt issuance costs	-	(111)	(6,642)
Cash flows from financing activities	(12,500)	(32,151)	(103,220)
Net change in cash	(10,322)	18,623	11,706
Cash at beginning of period	40,812	22,189	10,483
Cash at end of period	**30,490**	**40,812**	**22,189**

	2014	2013	2012
Supplemental disclosure of operating cash flows			
Interest paid	57,236	53,173	60,080
Income taxes paid	-	-	-

The notes constitute an integral part of the consolidated financial statements.

1. DESCRIPTION OF BUSINESS

Postmedia Network Canada Corp. ("Postmedia" or the "Company") is a holding company that has a 100% interest in its subsidiary Postmedia Network Inc. ("Postmedia Network"). The Company was incorporated on April 26, 2010, pursuant to the Canada Business Corporations Act. The Company's head office and registered office is 365 Bloor Street East, 12th Floor, Toronto, Ontario.

The Company's operations consist of both news and information gathering and dissemination operations, with products offered in major Canadian markets and a number of regional and local markets in Canada through a variety of print, web, tablet and smartphone platforms, and digital media and online assets including the *canada.com* website, each newspaper's online website and Infomart, the Company's media monitoring service. The Company supports these operations through a variety of centralized shared services.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these consolidated financial statements are described below.

(a) Basis of presentation

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of derivative financial instruments to fair value, certain assets classified as held-for-sale which are recorded at fair value less costs of disposal and the deferred share unit plan which is recorded at fair value.

(c) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its subsidiary, Postmedia Network. All intercompany transactions and balances have been eliminated on consolidation.

(d) Critical accounting estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, and disclosures of contingent assets and liabilities. Although these estimates, assumptions and judgements are based upon management's best knowledge of the amount, event or actions; actual results could differ from those estimates, assumptions and judgements.

The following significant areas require management to use assumptions and to make estimates:

Impairment of goodwill and indefinite life intangible assets

The Company tests goodwill and indefinite life intangible assets for impairment annually, or more frequently if there are indicators that an impairment may have arisen. In testing for impairment, assets, including indefinite life intangible assets, are grouped into a cash generating unit ("CGU" or "CGUs") which represent the lowest level for which there are separately identifiable cash inflows. For the purpose of goodwill impairment testing, goodwill is allocated to each CGU (or group of CGUs) based on the level at which management monitors goodwill, however not higher than an operating segment. Accordingly, management has allocated its goodwill to its single operating segment, the Newspaper operating segment, which is at the entity level, and the level at which goodwill is monitored, herein referred to as the Goodwill CGU. The recoverable amount of each CGU or group of CGUs is based on the higher of value in use and fair value less costs of disposal calculations. The Company has computed the fair value less costs of disposal of the Goodwill CGU and each individual CGU using a discounted cash flow model that requires market participant assumptions about future cash flows and discount rates. The future cash flows are based on management's best estimate considering historical and expected operating plans, current strategies, economic conditions and the general outlook for the industry and markets in which the Company operates. The discounted cash flow calculations use cash flow projections which are based upon financial forecasts prepared by management covering a three year period. Cash flows after the three year period are extrapolated using industry growth rates. Refer to note 4 for more details about the methods and assumptions used in estimating the recoverable amount.

Employee future benefits

The cost of defined benefit pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans and the present value of the defined benefit obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions including the discount rate to measure the net defined benefit obligation and mortality rates, among others. Due to the complexity of the actuarial valuations and the long-term nature of employee future benefits, the corresponding obligation is highly sensitive to changes in assumptions. Discount rates are reviewed at each reporting date and corresponding adjustments to the net defined benefit obligation are recognized in other comprehensive income and deficit. In addition, during the year ended August 31, 2014, the Canadian Institute of Actuaries issued new mortality tables for use in the valuation of Canadian pension and benefit plans. As a result, during the year ended August 31, 2014, the Company modified the mortality tables used to value the defined benefit pension benefit and post-retirement benefit obligations which resulted in an actuarial loss of $15.6 million recorded in other comprehensive income with an offsetting increase in other non-current liabilities. The change in the mortality rate assumptions is expected to result in increased funding valuation obligations as well as increased defined benefit plan expense in future years. Additional information on the Company's employee benefit plans is contained in note 13.

The following area requires management to use significant judgements apart from those involving estimates:

Determination of useful lives for the depreciation and amortization of assets with finite lives

For each class of assets with finite lives, management has to determine over which period the Company will consume the assets future economic benefits. The determination of such periods and if necessary, the subsequent revision of such periods, involves judgement and has an impact on the depreciation and amortization recorded in the consolidated statements of operations. The Company takes into account industry trends and Company specific factors, including changing technologies and expectations for the in-service period of assets, when determining their respective useful lives.

(e) Disposals of non-current assets and discontinued operations

Non-current assets are classified as held for sale if the carrying amount will be recovered principally through a sale transaction rather than through continued use, they are available for sale in their present condition and such sale is considered highly probable. The criteria for a sale to be considered highly probable includes a firm decision by the appropriate level of management or the Board to dispose of a business or a group of assets, such business or group of assets must be actively marketed for a price that is reasonable in relation to their current market value and there must be an expectation that such disposal will be completed within a twelve month period. Assets held for sale are carried at the lower of their carrying amount or fair value less costs of disposal. Assets held for sale are classified as discontinued operations if the operations and cash flows can be clearly distinguished, both operationally and for financial reporting purposes, from the rest of the Company and they represent a separate major line of business or geographical area of operations, or are part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired with the view to resell.

(f) Foreign currency translation

These consolidated financial statements are presented in Canadian dollars, the Company's functional and reporting currency. As at the date of the statement of financial position, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars using the foreign currency exchange rate in effect at that date. Revenues and expense items are translated at the foreign currency exchange rate in effect when the transaction occurred. The resulting foreign currency exchange gains and losses are recognized in the statement of operations in foreign currency exchange (gains) losses.

(g) Cash

Cash is composed of cash on hand and current balances with banks.

(h) Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period they are incurred in interest expense in the statement of operations.

(i) Property and equipment

Property and equipment are recorded at historical cost. Historical cost includes purchase cost, expenditures that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, and borrowing costs if applicable.

Depreciation is provided for on a straight line basis over the following useful lives:

Assets	Estimated useful life
Buildings	10 - 40 years
Leaseholds	3 - 20 years
Computer hardware	3 - 5 years
Machinery and equipment	5 - 20 years

The depreciation method estimates of useful lives and residual values ascribed to property and equipment are reviewed at least at each financial year end and if necessary depreciation is adjusted for on a prospective basis.

(j) Intangible assets

Finite life intangibles

(i) Software

Costs of internally generated software are composed of all directly attributable costs necessary to create, produce and prepare the asset to be capable of operating in the manner intended by management. Internally generated software consists primarily of internal costs in connection with the development of software to be used internally or for providing services to customers. All costs incurred during the research phase are expensed as incurred. Development costs that are attributable to the design and testing are recognized as intangible assets if the asset can be separately identified, it is probable the asset will generate future economic benefits, the development cost can be measured reliably, the project is technically feasible and the project will be completed with a view to use the asset.

Software costs are amortized using the straight line method of amortization over their estimated useful lives, which range from 2 to 10 years. The depreciation method and estimates of useful lives ascribed to software are reviewed at least at each financial year end and if necessary amortization is adjusted on a prospective basis.

(ii) Other identifiable intangible assets

Upon acquisition, other identifiable intangible assets are recorded at cost and are carried at cost less accumulated amortization. Other identifiable intangible assets with finite lives are amortized using the straight-line method of amortization over their estimated useful lives, as follows:

Other identifiable intangible assets with finite lives	Estimated useful life
Subscribers	5 years
Customer relationships	4-5 years
Non-newspaper domain names	15 years

The depreciation method and estimates of useful lives ascribed to other identifiable intangible assets are reviewed at least at each financial year end and if necessary amortization is adjusted for on a prospective basis.

Costs associated with purchasing and developing content are expensed as incurred, except for content development on the Company's website which is capitalized when such costs meet the criteria for capitalization.

Indefinite life intangibles

Intangible assets with indefinite lives are not amortized. These include newspaper mastheads and certain domain names related to the newspaper online websites. The assessment of indefinite life is reviewed each period to determine whether the indefinite life assumption continues to be supportable. If it is deemed unsupportable the change in useful life from indefinite to finite life is made and amortization is recognized on a prospective basis.

(k) Business combinations and goodwill

The Company uses the acquisition method of accounting to record business combinations. The acquisition method of accounting requires the Company to recognize, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree measured at the acquisition-date fair values. The consideration transferred shall be measured at fair value calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, the liabilities assumed by the Company and any equity interests issued by the Company. Contingent consideration is recognized as part of the consideration transferred. Goodwill as of the acquisition date is measured as the excess of the consideration transferred and the amount of any non-controlling interest acquired over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, measured at fair value. Goodwill acquired through a business combination is allocated to the CGU (or group of CGUs) that are expected to benefit from the synergies of the business combination. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Acquisition related costs are expensed in the period they are incurred except for those costs to issue equity securities which are offset against the related equity instruments and those costs to issue debt which are offset against the corresponding debt and amortized using the effective interest method. Acquisition related costs include advisory, legal, accounting, valuation and other professional or consulting fees; and costs of registering and issuing debt and securities.

(l) Impairments

Impairments are recorded when the recoverable amount of an asset or CGU is less than its carrying amount. The recoverable amount is the higher of an assets or CGUs fair value less costs of disposal or its value in use, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses, other than those relating to goodwill, are evaluated for potential reversals when events or changes in circumstances warrant such consideration.

(i) Non-financial assets

The carrying values of non-financial assets with finite lives, except inventories, deferred tax assets and employee benefits, are assessed for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Additionally, intangible assets with indefinite lives, composed of mastheads and newspaper domain names are included in their related CGU, and are tested annually for impairment or whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (CGUs). The Company has identified each individual newspaper as a CGU because each newspaper has separately identifiable independent cash inflows. Any corporate assets and cash flows are allocated to the respective CGUs. Non-financial assets other than goodwill that have incurred an impairment in previous periods are reviewed for the possible reversal of the impairment at each reporting date.

(ii) Goodwill

Goodwill is reviewed for impairment annually or more frequently if there are indications that impairment may have occurred. For the purpose of impairment testing, goodwill is allocated to each CGU (or group of CGUs) based on the level at which management monitors goodwill, however not higher than an operating segment. Impairment is determined by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. Accordingly, management has allocated its goodwill to its single operating segment, the Newspaper Operating Segment, which is at the entity level, and the level at which goodwill is monitored, herein referred to as the Goodwill CGU. Impairment losses relating to goodwill cannot be reversed in future periods.

(m) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable net of any discounts, if applicable. The Company bases any estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue from the sale of goods is recognized when the following criteria have been met:

- the significant risks and rewards of ownership are transferred to customers, and the Company retains neither managerial involvement nor effective control,
- the amount of revenue can be measured reliably, and
- the receipt of economic benefit is probable and the costs incurred can be measured reliably.

Revenue from the rendering of services is recognized when the following criteria have been met:

- the amount of revenue can be measured reliably,
- the receipt of economic benefit is probable, and
- the stage of completion of the transaction and the costs incurred can be measured reliably.

Print advertising revenue is recognized when advertisements are published. Print circulation revenue includes home-delivery subscriptions and single-copy sales at newsstands and vending machines. Print circulation revenue from subscriptions is recognized on a straight-line basis over the term of the subscriptions. Print circulation revenue from single-copy sales at newsstands and vending machines, net of a provision for estimated returns based on historical rates of returns, is recognized when the newspapers are delivered. Digital revenue is recognized when advertisements are placed on the Company's websites or, with respect to certain online advertising, each time a user clicks on certain ads. Digital revenue also includes subscription revenue for business research and corporate financial information services and is recognized on a straight-line basis over the term of the subscriptions or contracts. Other revenue is recognized when the related service or product has been delivered.

Amounts received relating to services to be performed in future periods and sale of goods that require future performance are recorded as deferred revenue on the statement of financial position.

(n) Inventory

Inventory, consisting primarily of printing materials, is valued at the lower of cost, using the first-in-first out cost formula, and net realizable value, where net realizable value is determined to be the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Reversals of previous write-downs to net realizable value are required when there is a subsequent increase in the value of inventories.

(o) Share-based compensation and other long-term incentive plans

The Company has a share option plan and a restricted share unit plan that will be settled through the issuance of shares of Postmedia or through cash at the option of the Company and a deferred share unit plan that will be settled with cash.

(i) Share option plan

The Company recognizes compensation expense for all share options granted based on the fair value of the option on the date of grant, net of estimated forfeitures, using the Black-Scholes option pricing model. The fair value of the options is recognized as compensation expense over the vesting period of the options, with a corresponding credit to contributed surplus. The contributed surplus balance is reduced as options are exercised through a credit to capital stock when the options are exercised.

(ii) Restricted share unit plan

The Company recognizes compensation expense for all restricted share units granted based on the fair value of the Company's shares on the issuance date of each restricted share unit grant net of estimated forfeitures. The fair value of the restricted share units is recognized as compensation expense, over the vesting period of each restricted share unit grant, with a corresponding credit to contributed surplus. Compensation expense is not adjusted for subsequent changes in the fair value of the Company's shares. The contributed surplus balance is reduced as units are exercised through a credit to capital stock.

(iii) Deferred share unit plan

The Company recognizes compensation expense for its deferred share unit plan based on the fair value of the Company's shares. The deferred share units outstanding are re-measured at each reporting period until settlement, using the fair value of the shares of the Company. The fair value of the deferred share units is recognized as compensation expense, over the vesting period of each deferred share unit grant, in operating expenses with a corresponding credit to other non-current liabilities.

The Company uses the graded vesting method to calculate compensation expense for all share-based compensation and other long-term incentive plans.

(p) Financial instruments

Financial instruments are classified as fair value through profit or loss, loans and receivables or other financial liabilities.

(i) Fair value through profit or loss

Financial instruments are classified as fair value through profit or loss if acquired principally for the purpose of selling in the short-term, or if so designated by management and it eliminates or significantly reduces a measurement or recognition inconsistency, or is managed and its performance is evaluated on a fair value basis. Assets in this category principally include embedded derivatives and derivative financial instruments which do not qualify for hedge accounting. Financial instruments classified as fair value through profit or loss are carried at fair value with changes recognized in the statement of operations.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets in this category include accounts receivable and cash. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less a provision for impairment. Loans and receivables are included in current assets, except for those with maturities greater than twelve months after the end of the reporting period, which are classified as non-current assets.

(iii) Other financial liabilities

Other financial liabilities include accounts payable and accrued liabilities and long-term debt. Other financial liabilities are recognized initially at fair value, net of any transaction costs incurred, and subsequently at amortized cost using the effective interest method. Other financial liabilities are classified as current liabilities if payment is due within twelve months; otherwise, they are classified as non-current liabilities. Financing fees related to revolving debt arrangements are initially recognized as an other asset and amortized over the term of the arrangement in interest expense.

The effective interest rate is the rate that exactly discounts the estimated future cash flows through the expected life of the financial instrument to its net carrying amount.

(q) Derivative financial instruments and hedging

The Company uses derivative financial instruments to manage its exposure to fluctuations in foreign currency rates and interest rates. Derivative financial instruments are initially recognized at fair value on the date a contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative financial instrument is designated as a hedging instrument and the nature of the item being hedged. The Company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its strategy for using hedges and its risk management objectives. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivative financial instruments that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items. Non-performance risk, including credit risk, is considered when determining the fair value of derivative financial instruments. The Company does not hold or use any derivatives instruments for trading purposes.

The Company enters into the following types of derivative financial instruments:

Cash flow hedges

Periodically, the Company uses cash flow hedges to hedge the foreign currency rate exposure on interest and principal payments on foreign currency denominated debt and uses cash flow hedges to hedge foreign currency and interest rate exposure on variable interest rates and principal payments on foreign currency denominated debt. The effective portion of a cash flow hedge is reported in other comprehensive income until it is recognized in the statement of operations during the same period in which the hedged item affects income, while the ineffective portion is immediately recognized in the statement of operations. When a hedged item ceases to exist or cash flow hedge accounting is terminated, the amounts previously recognized in accumulated other comprehensive income are reclassified to the statement of operations when the variability in the cash flows of the hedged item affect income. Cash flows associated with derivative contracts accounted for as hedges are classified in the same category in the statement of cash flows as the item being hedged.

Derivative financial instruments that do not qualify for hedge accounting

Periodically, the Company uses derivative financial instruments that hedge the fair value exposure on certain debt resulting from changes in the US and Canadian variable base rates and the foreign currency rate exposure on interest and principal payments on foreign currency denominated debt. These derivative financial instruments are not designated as hedges for accounting purposes and are measured at fair value in the statement of financial position.

Embedded derivatives

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract, with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. If certain conditions are met, an embedded derivative is separated from the host contract and measured at fair value in the statement of financial position.

Changes in the fair value of both derivative financial instruments that do not qualify for hedge accounting and embedded derivatives are recorded in the statement of operations as gain or loss on derivative financial instruments.

(r) Provisions

Provisions represent liabilities of the Company for which the amount or timing is uncertain. Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at the current best estimate required to settle the obligation and when necessary the use of estimation techniques are utilized. If the effect of the time value of money is material the provision is measured at the present value of the expected expenditures required to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense in the statement of operations.

(s) Employee benefits

(i) Pension and post-retirement obligations

The Company maintains a number of defined contribution and defined benefit pension and defined benefit post-retirement plans. For defined benefit plans, the defined benefit obligation associated with pension and post-retirement benefits earned by employees is actuarially determined on an annual basis by independent actuaries using the projected unit credit method. The determination of benefit expense requires assumptions such as the discount rate to measure the net defined benefit obligations, expected rate of future compensation increases, retirement ages of employees, expected health care cost trend rate and other factors as applicable. The asset or liability recognized in the statement of financial position is the present value of the defined benefit obligation less the fair value of plan assets at the end of the reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Canadian corporate AA bonds that have terms to maturity which are similar to the terms of the related liability. The estimate of the expected long-term rate of return on plan assets is based on the discount rate of the defined benefit obligation. All actuarial gains and losses that arise in calculating the present value of the defined benefit obligation and the fair value of plan assets are recognized in other comprehensive income and then immediately transferred to deficit. Past service costs from plan amendments are recognized immediately in compensation expense in the statement of operations. The current service cost and past service cost of employee benefits expense is recorded in compensation expense in the statement of operations. The financing expenses on the benefit obligations are presented in net financing expense relating to employee benefit plans in the statement of operations. Gains and losses on curtailments or settlements are recognized in the period in which the curtailment or settlement occurs in restructuring and other items in the statement of operations.

The Company's defined benefit pension plans are subject to minimum funding requirements. The liability in respect of minimum funding requirements is determined using the projected minimum funding requirements based on management's best estimates of the actuarially determined funded status of the plan, market discount rates and salary escalation estimates. The liability related to the minimum funding requirement and any subsequent re-measurement of that liability is recognized immediately in other comprehensive income and then immediately transferred to deficit without subsequent reclassification to the statement of operations.

For defined contribution plans, the Company pays contributions to the plan on a contractual basis. The Company has no further payment obligations once the contributions have been paid. The contributions are recognized as an expense in the period when they are earned by the employees.

(ii) Other long-term benefits

The Company maintains a number of other long-term employee benefit plans that are to be settled more than twelve months after the service was provided that entitled the employee to the benefit. These plans are accounted for similarly to the defined benefit pension and post-retirement plans with the exception that actuarial gains and losses are recognized immediately in the statement of operations.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or whenever an employee accepts voluntary termination in exchange for these benefits. The Company recognises termination benefits when it is demonstrably committed to a termination, which is satisfied when the Company has a detailed formal plan, approved by management, to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary termination, the termination benefits are measured based on the number of employees expected to accept the offer. If the effect of the time value of money is material, benefits falling due more than twelve months after the end of the reporting period are discounted to present value.

(t) Income taxes

Current income taxes are recognized with respect to amounts expected to be paid or recovered for current and prior periods under the tax rates and laws that have been enacted or substantively enacted as at the date of the statement of financial position.

Deferred income taxes are accounted for using the liability method. Under this method, deferred income tax assets and liabilities are recognized for the estimated tax consequences attributable to differences between the carrying amounts in the consolidated financial statements and the tax bases of assets and liabilities. However, deferred tax is not recognized if it arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable income or loss. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates, as at the date of the statement of financial position, in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in income in the period that includes the substantive enactment date. A deferred tax asset is recognized initially when it is probable that future taxable income will be sufficient to use the related tax benefits and may be subsequently reduced, if necessary, to an amount that is probable of being realized.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Tax expense or recovery is recognized in other comprehensive income or otherwise directly in equity to the extent that it relates to items that are recognized in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are presented as non-current.

(u) Tax credits

Refundable tax credits related to digital media development products are recognized when there is reasonable assurance that the Company has complied with the conditions associated with the relevant government program. These tax credits are recorded as either a reduction to the carrying amount of the related asset or as a recovery in the statement of operations. Tax credits recoverable are recorded as other assets in the statement of financial position.

(v) Leases

Leasing agreements which transfer to the Company substantially all the benefits and risks of ownership of an asset are treated as finance leases, as if the asset had been purchased outright. The assets are included in property and equipment and the related liabilities are shown as obligations under finance leases. Assets held under finance leases are depreciated on a basis consistent with similar owned assets or the lease term if shorter. The interest element of the obligations under finance leases is included in the statement of operations within interest expense.

All other leases are operating leases and the rental costs are charged to the statement of operations on a straight-line basis over the lease term.

(w) Earnings per share

Basic earnings per share are calculated using the daily weighted average number of shares outstanding during the period.

Diluted earnings per share are calculated using the daily weighted average number of shares that would have been outstanding during the period had all potential common shares been issued at the beginning of the period, or when the underlying options were granted, if later. The treasury stock method is employed to determine the incremental number of shares that would have been outstanding had the Company used proceeds from the exercise of the options to acquire shares provided the shares are not anti-dilutive.

Changes in accounting policies

The Company has adopted the following new and amended standards effective September 1, 2013. The comparative consolidated financial statements have been revised as applicable to reflect the adopted standards as described below.

(i) IFRS 10 – Consolidated Financial Statements

IFRS 10 – Consolidated Financial Statements replaces SIC-12 Consolidation – Special Purpose Entities and parts of IAS 27 – Consolidated and Separate Financial Statements and introduces a new definition of control that is intended to provide more consistent guidance in the determination of whether control exists and whether or not an entity should be included within the consolidated financial statements. The adoption of this standard did not have an impact on the consolidated financial statements.

(ii) IFRS 13 – Fair Value Measurement

IFRS 13 – Fair Value Measurement establishes a single source of guidance for fair value measurement across all IFRS standards. IFRS 13 defines fair value, provides guidance on measurement and introduces certain disclosure requirements. The Company adopted IFRS 13 on September 1, 2013 on a prospective basis. The adoption of IFRS 13 did not result in any measurement adjustments or changes to the valuation techniques used by the Company. The Company has included the required disclosures in note 18 of these financial statements.

(iii) IAS 19 – Employee Benefits (Amended)

IAS 19 – Employee Benefits (Amended) includes a number of changes related to the recognition and measurement of defined benefit employee benefit plans. The amendments introduce a net interest approach that replaces the expected return on plan assets and interest costs on the defined benefit obligation with a single net interest component which will be determined based on the application of the discount rate on the net defined benefit obligation. The amendments also require the recognition of all past service costs in profit or loss when the employee benefit plan is amended. The Company adopted IAS 19 on September 1, 2013 on a retrospective basis back to September 1, 2011. The adoption of IAS 19 has resulted in an adjustment to the opening deficit as at September 1, 2011 to reflect previously unrecognized past service costs. Additionally, the comparative figures in these consolidated financial statements have been revised as illustrated in the tables below to reflect the amended standard.

The amended standard also clarifies when an employer offers voluntary termination benefits that the obligating event under such termination benefits is deemed to have occurred when an entity can no longer withdraw the offer.

The following tables provide the impact on the comparative financial information in the consolidated financial statements for the years ended August 31, 2014, 2013 and 2012:

Effect on comprehensive loss attributable to equity holders of the Company

	2013	2012
Net loss attributable to equity holders of the Company as previously reported	(153,829)	(23,222)
IAS 19 amendments increasing reported net loss		
Compensation	(475)	(475)
Net financing expense relating to employee benefit plans	(5,922)	(1,806)
Net loss from discontinued operations, net of tax of nil	-	(530)
Total IAS 19 amendments increasing reported net loss	(6,397)	(2,811)
Net loss attributable to equity holders of the Company revised (1)	(160,226)	(26,033)
Comprehensive loss attributable to equity holders of the Company as previously reported	(98,979)	(83,811)
IAS 19 amendments (increasing) decreasing reported comprehensive loss		
Impact of IAS 19 amendments to net loss	(6,397)	(2,811)
Net actuarial gains on employee benefits	6,645	2,529
Net actuarial losses on employee benefits net of tax of nil	-	530
Total IAS 19 amendments decreasing reported comprehensive loss	248	248
Comprehensive loss attributable to equity holders of the Company revised	(98,731)	(83,563)

(1) These adjustments increased basic and diluted net loss per share attributable to equity holders of the Company for the years ended August 31, 2013 and 2012 by $0.16 per share and $0.07 per share, respectively.

Effect on the consolidated statements of financial position

Increase	August 31, 2013	August 31, 2012	September 1, 2011
Other non-current liabilities	1,675	1,923	2,171
Deficit	1,675	1,923	2,171

Accounting standards issued but not yet effective

The Company has not early adopted the following new standards and the impacts on the consolidated financial statements have not yet been determined, except as indicated below:

IFRS 9 - Financial Instruments

IFRS 9 was issued in July 2014 and addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 – Financial Instruments – Recognition and Measurement for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. The new standard also addresses financial liabilities and they largely carry forward existing requirements in IAS 39, except that fair value changes to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. In addition, the new standard introduces a new hedge accounting model more closely aligned with risk management activities undertaken by entities.

This standard is required to be applied for annual periods beginning on or after January 1, 2018, with earlier adoption permitted.

IFRS 15 – Revenue from Contracts with Customers

IFRS 15 – Revenue from Contracts with Customers was issued in May 2014 and is a new standard that specifies the steps and timing for entities to recognize revenue as well as requiring them to provide more informative, relevant disclosures. IFRS 15 replaces IAS 11 - Construction Contracts and IAS 18 - Revenue, as well as various IFRIC and SIC interpretations regarding revenue. The standard is required to be applied for annual periods beginning on or after January 1, 2017, with earlier adoption permitted.

IFRIC 21 – Levies

IFRIC 21 – Levies clarifies the timing for the accounting of a liability that is imposed by governments should be based on the activity in the legislation that triggers the payment. This standard is required to be applied retrospectively for annual periods beginning on or after January 1, 2014, with earlier adoption permitted. The adoption of this standard is not expected to have an impact on the consolidated financial statements.

3. OPERATING INCOME BEFORE DEPRECIATION, AMORTIZATION, IMPAIRMENT AND RESTRUCTURING

The Company presents operating income before depreciation, amortization, impairment and restructuring, in the consolidated statement of operations, to assist users in assessing financial performance. The Company's management and Board use this measure to evaluate consolidated operating results and to assess the ability of the Company to incur and service debt. In addition, this measure is used to make operating decisions as it is an indicator of how much cash is being generated by the Company and assists in determining the need for additional cost reductions, evaluation of personnel and resource allocation decisions. Operating income before depreciation, amortization, impairment and restructuring is referred to as an additional IFRS measure and may not be comparable to similar measures presented by other companies.

4. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE LIFE INTANGIBLE ASSETS

The Company's impairments for the years ended August 31, 2014, 2013 and 2012 consist of the following:

	2014	2013	2012
Impairment testing of goodwill and indefinite life intangible assets			
Goodwill	-	73,900	-
Intangible assets - mastheads (note 9)	-	15,100	-
Intangible assets - domain names (note 9)	-	1,300	-
Property and equipment - machinery and equipment (note 8)	-	3,600	-
Other impairments			
Property and equipment - land and building (note 8)	-	6,083	-
Impairments	-	99,983	-

During the year ended August 31, 2014, the Company completed its annual impairment testing for goodwill and indefinite life intangible assets (the "Annual Impairment Test") as at May 31, 2014 (2013 – June 30, 2013) based on management's best estimates of market participant assumptions including weighted average cost of capital ("WACC"). The recoverable amounts, determined based on fair value less costs of disposal, of the Goodwill CGU and individual CGUs, which are primarily individual newspapers, were determined by utilizing a discounted cash flow approach using cash flow projections based upon financial forecasts prepared by management covering a three year period. The future cash flows are based on management's best estimate using market participant assumptions considering historical and expected operating plans, current strategies, economic conditions, and the general outlook for the industry and markets in which the Goodwill CGU and individual CGUs operate. Cash flows beyond the three year period are extrapolated using estimated growth rates.

The after tax discount rate and terminal growth rate used by the Company for the purpose of the Annual Impairment Test for the Goodwill CGU and each of the individual CGUs was 13.2% and 0.0%, respectively (June 30, 2013 - 13.4% and 0.0%, respectively). The after tax discount rate represents a WACC for comparable companies operating in the Company's industry, based on publicly available information. The WACC is a market participant estimate of the overall required rate of return on an investment for both debt and equity owners and serves as the basis for developing an appropriate discount rate. Determination of the WACC requires separate analysis of the cost of equity and debt, and considers a market participant risk premium based on an assessment of risks related to the projected cash flows of the Company's CGUs. The terminal growth rate does not exceed the long-term terminal growth rate for the business in which the Company's CGUs operate. Based on the Annual Impairment Test the Company concluded there was no impairment of the Goodwill CGU and the reasonable range of recoverable amounts for the Goodwill CGU, based on the high end of the range, was greater than its carrying value by an excess of $67.6 million (or 9.8%). For the Goodwill CGU, a 0.5% increase in the discount rate and 0.5% reduction in the terminal growth rate, assuming a constant cash flow margin, would result in the carrying amount exceeding the reasonable range for the recoverable amount. In addition, based on the Annual Impairment Test, the Company concluded there were no impairments of its individual CGU's and the reasonable range of recoverable amounts for the individual CGUs, based on the high end of the range, were greater than their carrying values. However, for two CGUs, if the discount rate were to increase by 0.5% or if the terminal growth rate declined by 0.5%, assuming a constant cash flow margin, the carrying amount of the CGUs would exceed the reasonable range for the recoverable amount. For all other CGUs, no reasonably possible change in assumption would cause the recoverable amount to fall below the carrying value.

The Company considered the reasonability of the fair value less costs of disposal results, calculated using the discounted cash flow approach, by comparing them to transaction multiples with other companies in the industry and found the results under the discounted cash flow approach to be reasonable. Management has developed certain cost saving initiatives which have been incorporated in the financial forecasts noted above. If these initiatives are not successful the forecasted operating cash flows may be reduced which may result in an impairment and such impairment, if any, may be material.

As a result of lower than anticipated long-term revenue projections due to economic and structural factors including the uncertainty of the print advertising market and the rapidly evolving digital advertising market the Company performed an interim impairment analysis as at May 31, 2013 (the "2013 Interim Impairment Analysis"), which utilized the same market participant assumptions as those disclosed for the 2013 Annual Impairment Test, and concluded certain of its assets were impaired. Based on the 2013 Interim Impairment Analysis the Company concluded the carrying value of the Goodwill CGU was less than its recoverable amount and recorded an impairment charge relating to its goodwill of $73.9 million for the year ended August 31, 2013. Based on the 2013 Annual Impairment Test, the Company concluded there was no additional impairment of the Goodwill CGU and the reasonable range of recoverable amounts for the Goodwill CGU, based on the high end of the range, was greater than its carrying value by an excess of $41.2 million (or 5.7%). In addition, as a result of both the 2013 Interim Impairment Analysis and the 2013 Annual Impairment Test, the Company concluded the carrying value of two of its individual CGU's were less than their recoverable amounts. Accordingly, the Company has recorded an impairment charge of $20.0 million (note 9) pertaining to certain indefinite life intangible assets and property and equipment of the two individual CGU's for the year ended August 31, 2013. There were no tax impacts as a result of the impairment charges.

5. (GAIN) LOSS ON DERIVATIVE FINANCIAL INSTRUMENTS

The Company's (gain) loss on derivative financial instruments for the years ended August 31, 2014, 2013 and 2012 consists of the following:

	2014	2013	2012
Gain on fair value swap not designated as a hedge (notes 12 and 18)	-	-	(13,396)
Realized loss on settlement of cash flow swaps designated as hedges (1)	-	-	2,740
Realized loss on settlement of fair value swap not designated as a hedge (2)	-	-	8,843
Contractual cash interest settlement on fair value swap not designated as a hedge (3)	-	-	2,806
(Gain) loss on embedded derivatives (notes 12 and 18)	(1,590)	7,306	(9,625)
(Gain) loss on derivative financial instruments	(1,590)	7,306	(8,632)

(1) On January 20, 2012 and August 16, 2012, foreign currency interest rate swaps designated as cash flow hedges with notional amounts of outstanding of US$10.0 million and US$40.8 million were settled for cash consideration of $0.7 million and $0.6 million, respectively, resulting in a loss of $0.7 million and $1.2 million, respectively. In addition, on August 16, 2012, the Company paid $0.8 million related to the amendment of the foreign currency interest rate swap designated as a cash flow hedge (note 12).

(2) On August 16, 2012, the foreign currency interest rate swap not designated as a hedge with a notional amount of US$139.5 million was settled for cash consideration of $8.8 million (note 12).

(3) During the years ended August 31, 2012, the Company made quarterly contractual interest settlements of $2.8 million on the foreign currency interest rate swap not designated as a hedge until it was settled on August 16, 2012.

During the years ended August 31, 2014, 2013 and 2012, no ineffectiveness was recognized in the consolidated statements of operations related to the Company's cash flow hedges.

6. DERIVATIVE FINANCIAL INSTRUMENTS

	As at August 31, 2014	As at August 31, 2013
Assets		
Embedded derivatives (notes 12 and 18)	18,392	16,802
Foreign currency interest rate swap - designated as a cash flow hedge (1) (notes 12 and 18)	-	1,411
	18,392	18,213
Portion receivable within one year	-	(1,411)
Non-current derivative financial instruments	18,392	16,802

(1) The foreign currency interest rate swap designated as a cash flow hedge matured on July 15, 2014 (note 12). The notional principal amount outstanding on the foreign currency interest rate swap designated as a cash flow hedge as at August 31, 2013 was US$167.5 million. During the year ended August 31, 2014, foreign currency exchange gains of $2.9 million (2013 – $11.3 million) (2012 –$3.2 million), were reclassified to the consolidated statements of operations from accumulated other comprehensive loss, representing foreign currency exchange gains on the notional amount of the cash flow hedging derivatives. These amounts were offset by foreign currency exchange losses recognized on the US dollar denominated 12.50% Senior Secured Notes due 2018 ("Second-Lien Notes") for the years ended August 31, 2014, 2013 and 2012 and for the year ended August 31, 2012, the hedged portion of the Senior Secured Term Loan Credit Facility ("Term Loan Facility"). During the year ended August 31, 2014, losses of $4.8 million (2013 - $6.9 million) (2012 - $8.1 million), were reclassified from accumulated other comprehensive loss to interest expense in the consolidated statements of operations related to the effect of the derivative financial instruments on the Company's interest expense.

7. INVENTORY

	As at August 31, 2014	As at August 31, 2013
Newsprint	1,748	2,302
Other	546	932
Total inventory	2,294	3,234

No inventories were carried at net realizable value at August 31, 2014 and 2013.

8. PROPERTY AND EQUIPMENT

	Land [3]	Buildings and leaseholds [3]	Computer hardware	Machinery and equipment	Total
Cost					
August 31, 2012	52,989	116,552	16,637	137,739	323,917
Additions	-	3,527	1,962	2,077	7,566
Disposals	(500)	(2,383)	(173)	(517)	(3,573)
Transfer - asset held for sale [1]	(4,869)	(14,432)	-	-	(19,301)
August 31, 2013	47,620	103,264	18,426	139,299	308,609
Additions	-	2,940	4,093	3,212	10,245
Disposals	-	(11)	(2,099)	(6,394)	(8,504)
Transfer - asset held for sale [2]	(5,560)	(6,440)	-	(24,000)	(36,000)
August 31, 2014	42,060	99,753	20,420	112,117	274,350
Accumulated depeciation and accumulated impairment losses					
August 31, 2012	-	(16,881)	(9,142)	(30,403)	(56,426)
Depreciation	-	(8,013)	(3,111)	(18,825)	(29,949)
Disposals	-	1,683	172	406	2,261
Impairments (note 4) [1]	(1,459)	(4,624)	-	(3,600)	(9,683)
Transfer - asset held for sale [1]	1,459	6,902	-	-	8,361
August 31, 2013	-	(20,933)	(12,081)	(52,422)	(85,436)
Depreciation	-	(8,083)	(2,738)	(55,825)	(66,646)
Disposals	-	11	2,098	6,346	8,455
Transfer - asset held for sale [2]	-	634	-	23,650	24,284
August 31, 2014	-	(28,371)	(12,721)	(78,251)	(119,343)
Net carrying value					
August 31, 2013	47,620	82,331	6,345	86,877	223,173
August 31, 2014	42,060	71,382	7,699	33,866	155,007

(1) During the year ended August 31, 2013 the Company recorded an impairment loss of $6.1 million with respect to the Edmonton Journal production facility upon reclassification of the facility from property and equipment to asset held-for-sale. The production facility is no longer required due to the outsourcing of the production of the Edmonton Journal and the Company has engaged a third party to market it for sale. As at August 31, 2014 and 2013 the production facility has an estimated fair value less costs of disposal of $10.5 million and is recorded in the consolidated statement of financial position as an asset held-for-sale. In addition, as a result of the Company's annual impairment testing the Company recorded an impairment loss of $3.6 million related to machinery and equipment during the year ended August 31, 2013 (note 4).

(2) During the year ended August 31, 2014, due to the outsourcing of the production of the Montreal Gazette, the production facility and equipment are no longer required, and as a result the Company classified the facility and equipment as held-for-sale in the consolidated statement of financial position. As at August 31, 2014 the production facility and equipment have a carrying amount of $11.7 million which is lower than the fair value less costs of disposal. Subsequent to August 31, 2014, all conditions were waived related to an agreement to sell the Montreal Gazette production facility and equipment for gross proceeds of $12.5 million. The sale is expected to close on October 31, 2014 and the net proceeds will be used to reduce the amount of the Rights Offering as described in note 24.

(3) On July 29, 2014, all conditions were waived related to an agreement to sell the Company's Vancouver production facility's land and building for gross proceeds of $17.5 million. The Company committed to third party outsourcing contracts for the production of the Vancouver newspapers in November 2013 which will commence in February 2015. The sale of the production facility is expected to close on June 30, 2015 and the net proceeds will be used to make an offer to redeem an equal amount of First-Lien Notes at par in accordance with the terms and conditions of the First-Lien Notes indenture.

9. INTANGIBLE ASSETS

	Finite Life				Indefinite Life		
	Software	Subscribers	Customer relationships	Domain names	Mastheads	Domain names	Total
Cost							
August 31, 2012	48,618	145,700	11,834	7,591	229,100	27,447	470,290
Additions							
Internally developed	48	-	-	-	-	-	48
Purchased	5,884	-	-	-	-	-	5,884
Disposals	(73)	-	-	(644)	-	-	(717)
August 31, 2013	54,477	145,700	11,834	6,947	229,100	27,447	475,505
Additions							
Purchased	3,109	-	-	-	-	-	3,109
Disposals	(819)	-	-	-	-	-	(819)
August 31, 2014	56,767	145,700	11,834	6,947	229,100	27,447	477,795
Accumulated amortization and accumulated impairment losses							
August 31, 2012	(23,712)	(62,316)	(5,362)	(1,038)	-	-	(92,428)
Amortization	(10,648)	(29,140)	(2,420)	(1,117)	-	-	(43,325)
Impairments (note 4)	-	-	-	-	(15,100)	(1,300)	(16,400)
Disposals	69	-	-	339	-	-	408
August 31, 2013	(34,291)	(91,456)	(7,782)	(1,816)	(15,100)	(1,300)	(151,745)
Amortization	(7,199)	(29,097)	(2,351)	(432)	-	-	(39,080)
Disposals	819	-	-	-	-	-	819
August 31, 2014	(40,671)	(120,553)	(10,133)	(2,248)	(15,100)	(1,300)	(190,006)
Net carrying value							
August 31, 2013	20,186	54,244	4,052	5,131	214,000	26,147	323,760
August 31, 2014	16,096	25,147	1,701	4,699	214,000	26,147	287,789

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at August 31, 2014	As at August 31, 2013
Trade accounts payable	8,059	10,332
Accrued liabilities	40,800	46,281
Accrued interest on long-term debt	10,214	11,005
Accounts payable and accrued liabilities	59,073	67,618

11. PROVISIONS

	Restructuring [(a)]	Other provisions [(b)]	Total
Provisions as at August 31, 2013	25,680	1,243	26,923
Net charges (recoveries)	37,581	(298)	37,283
Payments	(47,822)	(121)	(47,943)
Provisions as at August 31, 2014	15,439	824	16,263
Portion due within one year	(15,439)	(190)	(15,629)
Non-current provisions	-	634	634

(a) Restructuring

During the year ended August 31, 2012, the Company began implementing a three year business transformation program aimed at significantly reducing legacy newspaper infrastructure costs. The restructuring expense consists of a series of involuntary and voluntary buyouts and includes initiatives such as the outsourcing of the Company's production at certain newspapers. During the year ended August 31, 2014, the Company made a payment of $17.5 million in trust to fund the restructuring payments related to certain planned production outsourcing and has accounted for this trust as an other long-term employee benefit plan (note 13).

(b) Other provisions

Other provisions include unfavorable lease contracts, equipment removal costs, as well as provisions for certain claims and grievances which have been asserted against the Company.

12. LONG-TERM DEBT

				As at August 31, 2014	**As at August 31, 2013**
	Maturity	Principal	Financing fees, discounts and other	Carrying value of debt	Carrying value of debt
8.25% Senior Secured Notes [(1)]	August 2017	205,460	4,447	201,013	212,033
12.5% Senior Secured Notes (US$268.6M) [(2) (*)]	July 2018	292,087	6,800	285,287	274,847
Senior Secured Asset-Based Revolving Credit Facility [(3)]	July 2014	N/A	N/A	N/A	-
Total long-term debt				486,300	486,880
Portion due within one year				(12,500)	(12,500)
Non-current long-term debt				473,800	474,380

(*) - US$ principal translated to the Canadian equivalent based on the foreign exchange rate on August 31, 2014 of US$1:$1.0873 (August 31, 2013 - US$1:$1.0530).

[(1)] 8.25% Senior Secured Notes due 2017 ("First-Lien Notes")

As at August 31, 2014, Postmedia Network has $205.5 million of First-Lien Notes outstanding (August 31, 2013 - $218.0 million). The effective interest rate of the First-Lien Notes which amortizes the initial financing fees and embedded derivative based on the initial estimated future cash flows is 9.4%. The First-Lien Notes are secured on a first priority basis by substantially all of the assets of Postmedia Network and the assets of the Company ("First-Lien Notes Collateral"), with the exception of those assets that comprised the ABL Collateral (defined below) and, on a second-priority basis by the ABL Collateral"). The First-Lien Notes are subject to minimum annual principal redemptions equal to 5% of the original principal amount of $250.0 million. The annual principal redemptions are payable in semi-annual instalments of $6.25 million on April 30 and October 31 of each year, with the exception of the first instalment of $8.9 million which was paid on April 30, 2013. Interest will accrue from the date of issuance and is payable semi-annually in arrears on April 30 and October 31 of each year, with the exception of the first instalment which was paid on April 30, 2013. On November 12, 2012, the Company redeemed $23.2 million aggregate principal amount of First-Lien Notes at par in accordance with the terms and conditions of the First-Lien Notes indenture with the net proceeds from the disposition of the land and building located at 1450 Don Mills Road in Don Mills, Ontario. After February 28, 2013, and for each subsequent quarter ending February and August, if the consolidated First-Lien Notes leverage ratio exceeds 2:1, the Company is obligated to make a mandatory First-Lien Notes excess cash flow offer, calculated based on 50% of the Company's excess cash flow, to redeem a portion of the First-Lien Notes. During the years ended August 31, 2014 and 2013, the consolidated First-Lien Notes leverage ratio did not exceed 2:1, and as a result the Company made no excess cash flow offer.

Other than as described above, the Company is not required to make any other mandatory payments or offers with respect to the First-Lien Notes. The Company may, at its option, redeem all or part of the First-Lien Notes at any time prior to August 16, 2015 at a make whole price, and at a premium of 6.188% for the twelve month period beginning on August 16, 2015, and a premium of 4.125% for the twelve month period beginning on August 16, 2016. Additionally, under certain circumstances the Company may redeem up to 35% of the aggregate principal amount of the First-Lien Notes at a premium equal to 8.25%. Certain of the prepayment options represent an embedded derivative that is accounted for separately at fair value. As at August 31, 2014, the embedded derivative asset has a fair value of $3.6 million (August 31, 2013 - $0.6 million), which is recorded on the consolidated statement of financial position as a non-current asset in derivative financial instruments (note 6). During the year ended August 31, 2014 the Company recorded a gain of $3.0 million (2013 – loss of $0.2 million) (2012 – $0.1 million) in (gain) loss on derivative instruments in the consolidated statement of operations related to this embedded derivative (note 5).

Prior to August 16, 2015, the Company has the right to redeem up to 5% annually of the original principal amount of the First-Lien Notes at a premium of 3% (the “Special Call Right”), provided that the total cumulative redemption is no greater than 15% of the original principal amount of the First-Lien Notes.

The First-Lien Notes are also subject to covenants that restrict the Company’s ability to incur additional indebtedness, pay dividends or make other distributions or repurchase or redeem certain indebtedness or capital stock, make loans and investments, sell assets, incur certain liens, enter into certain transactions with affiliates, alter the businesses it conducts, enter into agreements restricting its subsidiaries’ ability to pay dividends and consolidate, merge or sell all or substantially all of its assets.

Senior Secured Term Loan Credit Facility (“Term Loan Facility”)

On August 16, 2012, the Term Loan Facility was repaid in full in the amount of US$240.0 million (CDN$238.3 million), funded from the proceeds of the First-Lien Notes. As a result during the year ended August 31, 2012, the Company charged a total of $9.2 million to the consolidated statement of operations as a loss on debt repayment which represents unamortized discounts and financing fees related to the Term Loan Facility.

On August 16, 2012, in conjunction with the repayment of the Term Loan Facility, the Company paid $8.8 million to settle the amortizing foreign currency interest rate swap which hedged the principal payments on a notional amount of US$139.5 million, at a fixed currency exchange rate of US$1:$1.035 until July 2014 and converted the interest rate on the notional Canadian principal amount to bankers acceptance rates plus 7.07%. As a result of this settlement, during the year ended August 31, 2012, the Company recorded a loss of $8.8 million which was recorded in gain (loss) on derivative financial instruments in the consolidated statement of operations (note 5). The Company had not designated this swap as a hedge and as a result changes in fair value were recognized in (gain) loss on derivative financial instruments in the consolidated statement of operations (note 5).

On August 16, 2012, in conjunction with the repayment of the Term Loan Facility, the Company paid $0.6 million to settle the amortizing foreign currency interest rate swap which hedged the principal payments on a notional amount of US$40.8 million, at a fixed currency exchange rate of US$1:$0.9845 and a fixed interest rate of 8.66% until May 2015. As a result of this settlement, during the year ended August 31, 2012, the Company reclassified a loss of $1.2 million from accumulated other comprehensive loss to gain (loss) on derivative financial instruments in the consolidated statement of operations (note 5). The Company had designated this hedging arrangement as a cash flow hedge.

In accordance with the terms and conditions of the Term Loan Facility, on November 30, 2011 the proceeds from the sale of substantially all of the assets and liabilities of the Lower Mainland Publishing Group, the Victoria Times Colonist and the Vancouver Island Newspaper Group (the “Disposed Properties”) were used to make a principal payment of US$84.6 million (CDN$86.5 million). The Company accounted for the Term Loan Facility at amortized cost using the effective interest rate method and as a result of this repayment the Company recalculated the carrying amount of the Term Loan Facility as at November 30, 2011 to reflect the actual and revised estimates of expected future cash flows. As a result of such recalculation during the year ended August 31, 2012, the Company charged a total of $6.9 million to interest expense in the consolidated statement of operations representing an acceleration of unamortized financing fees and discounts of the Term Loan Facility. Of this amount, $6.4 million was allocated to interest expense of discontinued operations as this portion related to the repayment due to the sale of the Disposed Properties (note 23).

[2] 12.50% Senior Secured Notes due 2018 ("Second-Lien Notes")

As at August 31, 2014, Postmedia Network has US$268.6 million (CDN$292.1 million) of Second-Lien Notes outstanding (August 31, 2013 - US$268.6 million (CDN$282.9 million)). The effective interest rate of the Second-Lien Notes which amortizes the initial financing fees, discounts and other based on the initial estimated future cash flows is 13.3%. The Second-Lien Notes are secured on a second priority basis by the First-Lien Notes Collateral. There were no redemptions of Second-Lien Notes during the year ended August 31, 2014 and 2013. During the year ended August 31, 2012, the Company repurchased and retired US$6.4 million of the Second-Lien Notes for total cash consideration of $6.3 million (US$6.2 million) and as such the Company recorded a gain of $0.1 million which is recorded in interest expense in the consolidated statement of operations.

The Second-Lien Notes have a variable prepayment option subject to a premium of 6.25% for the period July 15, 2014 to July 14, 2015, 3.125% for the period July 15, 2015 to July 14, 2016 and nil thereafter. Additionally, under certain conditions the Company can redeem up to 35% of the original principal amount of the Second-Lien Notes prior to July 15, 2014 for a premium of 12.5% or the Company can redeem the Second-Lien Notes upon the payment of a customary make-whole premium. Certain of the prepayment options represent an embedded derivative that is accounted for separately at fair value. As at August 31, 2014, the embedded derivative asset has a fair value of $14.8 million (August 31, 2013 - $16.2 million) which is recorded on the consolidated statement of financial position as a non-current asset in derivative financial instruments (note 6). During the year ended August 31, 2014 the Company recorded a loss of $1.4 million (2013 – $7.1 million) (2012 – gain of $9.5 million) in (gain) loss on derivative financial instruments in the consolidated statement of operations related to this embedded derivative (note 5).

The Company had a foreign currency interest rate swap with a notional amount of US$167.5 million outstanding at August 31, 2013. The foreign currency interest rate swap had a fixed currency exchange rate of US$1:$1.035, a fixed interest rate of 14.78% and matured on July 15, 2014. On July 15, 2014, the Company net settled the notional amount of US$167.5 million of the foreign currency interest rate swap and received cash consideration of $6.1 million related to the final exchange of principal. The Company designated this hedging arrangement as a cash flow hedge and its fair value as at August 31, 2013, an asset of $1.4 million, was recorded in the consolidated statement of financial position in current portion of derivative financial instruments (note 6). This cash flow hedge was 100% effective at July 15, 2014. On August 16, 2012, the issuance of the First-Lien Notes and the repayment of the Term Loan Facility gave rise to a potential termination event under the foreign currency interest rate swap agreement (the "Swap Agreement"). As a result, the Company entered into negotiations to amend the terms of the existing Swap Agreement. During August 2012, the Company amended the Swap Agreement on a notional amount of US$167.5 million for cash consideration of $0.8 million and charged it to the consolidated statement of operations in (gain) loss on derivative financial instruments (note 5) and during September, 2012, the Company settled a notional amount of US$97.5 million of this foreign currency interest rate swap for cash consideration of $9.6 million, including $0.6 million of accrued interest. In addition, during the year ended August 31, 2012, in conjunction with the retirement of US$6.2 million of the Second-Lien Notes, the Company settled a notional amount of US$10.0 million of the foreign currency interest rate swap associated with the Second-Lien Notes for cash consideration of $0.7 million. As a result of this settlement, during the year ended August 31, 2012 the Company reclassified a loss of $0.7 million from accumulated other comprehensive income to gain (loss) on derivative financial instruments in the consolidated statement of operations (note 5).

The Second-Lien Notes are subject to covenants that restrict the Company's ability to incur additional indebtedness, pay dividends or make other distributions or repurchase or redeem certain indebtedness or capital stock, make loans and investments, sell assets, incur certain liens, enter into certain transactions with affiliates, alter the businesses it conducts, enter into agreements restricting its subsidiaries' ability to pay dividends and consolidate, merge or sell all or substantially all of its assets.

[3] Senior secured asset-based revolving credit facility

The Company had a revolving senior secured asset-based revolving credit facility for an aggregate amount of up to $60 million, including a $10 million letter of credit sub-facility, (the "ABL Facility") that matured on July 13, 2014. The ABL Facility was secured on a first-priority basis by accounts receivable, cash and inventory of Postmedia Network and any related assets of the Company (the "ABL Collateral") and on a third priority basis by the First-Lien Notes Collateral. The ABL Facility calculated interest at either bankers acceptance rates plus 3.75% (reduced to 3.50% when the average availability under the ABL Facility is greater than $30 million) or Canadian prime plus 2.75% (reduced to 2.50% when the average availability under the ABL Facility is greater than $30 million). The proceeds of the loans under the ABL Facility were permitted to be used to finance the working capital needs and general corporate purposes of the Company. There were limitations on the Company's ability to incur the full $60 million of commitments under the ABL Facility. Availability was limited to the lesser of a borrowing base and $60 million, less an excess availability amount of $15 million. As a result, the maximum availability under the ABL Facility was no greater than $45 million.

On October 16, 2014 the Company entered into a new senior secured asset-based revolving credit facility (the "New ABL Facility") for an aggregate amount of up to $20.0 million. The New ABL Facility will replace the Company's ABL Facility that matured on July 13, 2014. The New ABL Facility will mature one year from the closing date and will be secured on a first-priority basis by accounts receivable, cash and inventory of Postmedia Network and any related assets of the Company and on a third priority basis by the First-Lien Notes collateral (note 24).

As at August 31, 2013, the Company had no amounts drawn on the ABL Facility and had availability of $20.7 million. Included in other assets on the consolidated statement of financial position as at August 31, 2013 were financing fees of $0.7 million with respect to the ABL Facility. Amortization expense in respect of the financing fees for the year ended August 31, 2014 was $0.7 million (2013 and 2012 - $0.8 million) and is recorded in interest expense in the consolidated statement of operations.

Principal undiscounted minimum payments of long-term debt, based upon terms and conditions existing at August 31, 2014 are as follows:

2015	12,500
2016	12,500
2017	180,460
2018	292,087
Thereafter	-
	497,547

Aggregate interest expense relating to long-term debt for the year ended August 31, 2014 was $61.5 million (2013 - $61.2 million) (2012 - $72.6 million, which included interest expense allocated to discontinued operations of $8.1 million, note 23).

13. EMPLOYEE BENEFIT PLANS

The Company has a number of funded and unfunded defined benefit plans that include pension benefits, post-retirement benefits, and other long-term employee benefits as well as a defined contribution pension benefit plan. The defined benefit pension plans are registered under the Ontario Pension Benefits Act, 1987 and provide benefits upon retirement, termination or death based upon years of service and final average salary. The post-retirement benefit plans are non-contributory and include health and life insurance benefits available to eligible retired employees. The other long-term benefit plans are non-contributory and include disability, health and life insurance benefits available to eligible active employees. The Company pays contributions to the defined contribution pension benefit plan which provides benefits upon retirement to eligible employees.

The net defined benefit plan obligation related to the Company's pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans recorded in other non-current liabilities on the consolidated financial position as at August 31, 2014 and 2013 are as follows:

	As at August 31, 2014	As at August 31, 2013
Pension benefits	52,978	44,066
Post-retirement benefits	64,609	55,691
Other long-term employee benefits	21,960	20,632
Net defined benefit plan obligation	139,547	120,389

Changes to the Company's pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans benefit obligations and the fair value of plan assets for the year ended August 31, 2014 and 2013 are as follows:

	Pension benefits		Post-retirement benefits		Other long-term employee benefits	
	2014	2013	2014	2013	2014	2013
		(revised - note 2)		(revised - note 2)		
Change in benefit obligations						
Benefit obligations, beginning of year	433,126	447,215	55,691	61,475	20,632	17,207
Current service cost	10,704	12,095	1,215	1,790	3,020	2,328
Interest cost	20,661	19,849	2,595	2,669	852	600
Employee contributions	3,625	4,268	-	-	-	-
Actuarial losses (gains)	68,502	(30,706)	7,325	(7,765)	(101)	2,658
Benefits paid	(40,706)	(19,595)	(2,217)	(2,478)	(2,443)	(2,161)
Settlement funds in trust (1)	-	-	-	-	17,500	-
Benefit obligations, end of year	495,912	433,126	64,609	55,691	39,460	20,632
Change in fair value of plan assets						
Fair value of plan assets, beginning of year	389,060	355,972	-	-	-	-
Expected return on plan assets (2)	18,491	15,660	-	-	-	-
Actuarial gains	55,135	21,110	-	-	-	-
Employer contributions	18,217	12,368	2,217	2,478	2,443	2,161
Employee contributions	3,625	4,268	-	-	-	-
Benefits paid	(40,706)	(19,595)	(2,217)	(2,478)	(2,443)	(2,161)
Administration costs	(888)	(723)	-	-	-	-
Settlement funds in trust (1)	-	-	-	-	17,500	-
Fair value of plan assets, end of year	442,934	389,060	-	-	17,500	-
Net defined benefit plan obligations						
Benefit obligations	495,912	433,126	64,609	55,691	39,460	20,632
Fair value of plan assets	442,934	389,060	-	-	17,500	-
Net defined benefit plan obligations (3)	52,978	44,066	64,609	55,691	21,960	20,632

(1) During the year ended August 31, 2014, the Company made a payment in trust to fund the restructuring payments related to certain planned production outsourcing and has accounted for this trust as an other long-term employee benefit plan. (note 11).
(2) The actual return on plan assets for the year ended August 31, 2014 was $73.6 million (2013 - $36.8 million).
(3) As at August 31, 2014 and 2013, none of the Company's pension benefit plans were fully funded.

The investment strategy for pension plan assets is to utilize a balanced mix of equity and fixed income portfolios to earn a long-term investment return that meets the Company's pension plan obligations. Active management strategies and style diversification strategies are utilized for the equity portfolios in anticipation of realizing investment returns in excess of market indices. The compensation and Pension Committee, composed of certain members of the Company's Board, is appointed by the Board to oversee and monitor the management and overall governance of the pension and retirement plans sponsored and administered by the Company. The compensation and pension committee, among other things, oversees the investment strategy for the pension plan assets, including adopting the Company's investment policy and monitoring compliance with the policy, appoints the investment fund managers and reviews their performance. The utilization of investment fund managers who adopt different style mandates allows the Company to achieve a diversified portfolio and reduce portfolio risks.

The Company's investment policy addresses the permitted and prohibited investments for the plan assets including restrictions on the fixed income quality, and quantity of investments in various asset classes as follows:

- The fixed income quality restrictions include a minimum rating of "BBB" from the Dominion Bond Rating Services or equivalent for bonds and debentures; a minimum rating of "R-1" from the Dominion Bond Rating Services or equivalent for short-term investments; and a minimum rating of "P-1" or equivalent for preferred stock.
- The quantity of investments allowed in various asset classes ranges from 5% to 45% and contains restrictions such that no single equity holding shall exceed 10% of the book value of plan assets, no single equity holding shall exceed 15% of the market value of an investment managers equity portfolio, no single equity holding will exceed 30% of the voting shares of any such corporation, no more than 10% of any investment managers bond portfolio may be invested in bonds of any such company other than bonds of the federal government or bonds of any such provincial government with a minimum rating of AA and no more than 15% of the market value of any investment managers bond portfolio may be invested in bonds with a rating of BBB or equivalent.
- Investment managers are prohibited from making direct investments in resource properties, mortgages, venture capital financing, bonds of foreign issuers, investing in companies for the purposes of managing them, purchasing securities on margin or making short sales.
- The pension plans are not permitted to directly invest in debt or equity securities of the Company.

The pension benefit plans of the Company have an asset mix as at August 31, 2014 and 2013, as follows:

	As at August 31, 2014	As at August 31, 2013	Target	Fair value hierarchy
Canadian equities	31%	33%	30%	Level 2
Foreign equities	30%	32%	30%	Level 2
Fixed income	39%	35%	40%	Level 2
Cash	0%	0%	0%	Level 1

The net employee benefit plan costs related to the Company's pension benefit plans, post-retirement benefit plans and other long-term employee benefit plans reported in net loss from continuing operations in the consolidated statements of operations for the years ended August 31, 2014, 2013 and 2012 are as follows:

	Pension benefits			Post-retirement benefits			Other long-term employee benefits			Total		
	2014	2013	2012	2014	2013	2012	2014	2013	2012	2014	2013	2012
Current service cost	10,704	12,095	10,101	1,215	1,790	1,752	3,020	2,328	2,311	14,939	16,213	14,164
Administration costs	888	723	723	-	-		-	-	-	888	723	723
Net actuarial losses (gains)	-	-	-	-	-	-	(101)	2,658	(582)	(101)	2,658	(582)
Net financing expense	2,170	4,189	1,960	2,595	2,669	3,041	852	600	705	5,617	7,458	5,706
Curtailment gains [1]	-	-	(4,108)	-	-	-	-	-	-	-	-	(4,108)
Net defined benefit plan expense [2]	13,762	17,007	8,676	3,810	4,459	4,793	3,771	5,586	2,434	21,343	27,052	15,903
Employer contributions to defined contribution plans	3,715	3,833	4,412	-	-	-	-	-	-	3,715	3,833	4,412
Total plan expense	17,477	20,840	13,088	3,810	4,459	4,793	3,771	5,586	2,434	25,058	30,885	20,315

(1) During the year ended August 31, 2012, the termination of employees under the restructuring initiatives resulted in the elimination, for a significant number of employees, of the right to earn defined benefits and as a result a curtailment occurred.

(2) During the year ended August 31, 2013, there was an arbitrator's ruling against the Company that resulted in a change to benefits provided under an other long-term employee benefit plan. As a result the Company recorded an expense for the year ended August 31, 2013 of $2.3 million, consisting of actuarial losses of $1.8 million and cash costs of $0.5 million, which is included in restructuring and other items in the consolidated statement of operations. All other current service costs, administration costs and net actuarial losses (gains) related to other long-term employee benefits are included in compensation expense in the consolidated statements of operations. Net financing expense is included in net financing expense relating to employee benefit plans in the consolidated statements of operations.

Actuarial gains and losses related to the Company's pension benefit plans and post-retirement benefit plans recognized in the consolidated statements of comprehensive loss for the years ended August 31, 2014, 2013 and 2012 are as follows:

	Pension benefits			Post-retirement benefits			Total		
	2014	2013	2012	2014	2013	2012	2014	2013	2012
Other comprehensive income (loss) from continuing operations									
Net actuarial gains (losses) on employee benefits	(13,367)	51,816	(70,228)	(7,325)	7,765	(3,812)	(20,692)	59,581	(74,040)
Gain on minimum funding liability of employee benefits	-	-	4,146	-	-	-	-	-	4,146
Other comprehensive loss from discontinued operations									
Net actuarial losses on employee benefits	-	-	(376)	-	-	-	-	-	(376)
Net actuarial gains (losses) recognized in other comprehensive income (l	(13,367)	51,816	(66,458)	(7,325)	7,765	(3,812)	(20,692)	59,581	(70,270)

The cumulative actuarial losses related to the Company's pension benefit plans and post-retirement benefit plans recognized directly in deficit in the consolidated statement of financial position as at August 31, 2014 are as follows:

	2014
Cumulative actuarial gains recognized directly in deficit as at August 31, 2013 (revised - note 2)	395
Net actuarial losses recognized in other comprehensive income (loss) and deficit	(20,692)
Cumulative actuarial losses recognized directly in deficit as at August 31, 2014	(20,297)

Significant actuarial assumptions in measuring the Company's benefit obligations as at August 31, 2014 and 2013 and employee benefit plan expense for the years ended August 31, 2014, 2013 and 2012, are as follows:

	Pension benefits			Post-retirement benefits [1]			Other long-term employee benefits		
	2014	2013		2014	2013		2014	2013	
Benefit obligations [2]									
Discount rate [3]	4.00%	4.70%		3.90%	4.65%		3.00%	3.80%	
Rate of compensation increase	2.75%	2.75%		2.75%	2.75%		5.00%	5.00%	
	2014	**2013**	**2012**	**2014**	**2013**	**2012**	**2014**	**2013**	**2012**
Benefit plan expense									
Discount rate	4.70%	4.35%	5.45%	4.65%	4.30%	5.45%	3.80%	3.35%	4.50%
Rate of compensation increase	2.75%	2.75%	3.25%	2.75%	2.75%	3.25%	5.00%	2.75%	3.10%

(1) The assumed health care cost trend rates for the next year used to measure the expected cost of benefits covered for the post-retirement benefit health and life plans were 7.75% for medical, to an ultimate rate of 4.5% over 13 years to 2027.

(2) As at August 31, 2014, the duration of the pension, post-retirement and other long term employee benefit obligation was 15, 14 and 6 years, respectively (August 31, 2013 – 14 ,14 and 6, respectively).

(3) A change in the discount rate used in the valuation of defined benefit obligations, affects the reported funded status of the Company's plans as well as the net benefit cost in subsequent years. As at August 31, 2014, a 50 basis-point decrease in the discount rate would increase the pension, post-retirement and other long-term employee benefit obligations by $37.9 million, $4.5 million and $0.7 million, respectively, and a 50 basis-point increase in the discount rate would decrease the pension, post-retirement and other long-term employee defined benefit obligations by $33.8 million, $4.5 million and $0.7 million, respectively.

The most recently filed actuarial funding valuations for all of the pension benefit plans were as of December 31, 2013 and indicated they had an aggregate going concern actuarial surplus of $24.6 million and a wind up deficiency (which assumes that the pension plans terminate on their actuarial valuation date) of $57.7 million. The Company expects to contribute $15.2 million (including special payments of $8.4 million) to its defined benefit pension plans, $2.5 million to its post-retirement benefit plans and $2.5 million to its other long-term employee benefit plans for the year ending August 31, 2015. The Company's next required actuarial funding valuations will be as at December 31, 2016 and must be complete by September 30, 2017.

14. CAPITAL STOCK

The Company's shares trade on the Toronto Stock Exchange ("TSX") under the symbols PNC.A for its Class C voting shares ("Voting Shares") and PNC.B for its Class NC variable voting shares ("Variable Voting Shares").

Authorized capital stock

The Company's authorized capital stock consists of two classes; Voting Shares and Variable Voting Shares. The Company is authorized to issue an unlimited number of Voting Shares and Variable Voting Shares.

<u>Voting Shares</u>

Holders of the Voting Shares shall be entitled to one vote at all meetings of shareholders of the Company. The Voting Shares and Variable Voting Shares rank equally on a per share basis in respect of dividends and distributions of capital.

A Voting Share shall be converted into one Variable Voting Share automatically if a Voting Share becomes held or beneficially owned or controlled, by a person who is a citizen or subject of a country other than Canada. In addition to the automatic conversion feature, a holder of Voting Shares shall have the option at any time to convert some or all of such shares into Variable Voting Shares on a one-for-one basis and to convert those shares back to Voting Shares on a one-for-one basis.

<u>Variable Voting Shares</u>

The Variable Voting Shares have identical terms as the Voting Shares and rank equally with respect to voting, dividends and distribution of capital, except that Variable Voting Shares shall not carry one vote per Variable Voting Share if:

(a) the number of issued and outstanding Variable Voting Shares exceeds 49.9% of the total number of all issued and outstanding shares; or
(b) the total number of votes that may be cast by, or on behalf of, holders of Variable Voting Shares present at any meeting of holders of Shares exceeds 49.9% of the total number of votes that may be cast by all holders of Shares present and entitled to vote at such meeting.

If either of the above-noted thresholds is surpassed at any time, the vote attached to each Variable Voting Share will decrease automatically to equal the maximum permitted vote per Variable Voting Share.

Postmedia Rights Plan

Under the Postmedia Rights Plan, one right has been issued by Postmedia in respect of each Voting Share and Variable Voting Share. A right shall become exercisable upon a person, including any party related to it, acquiring or attempting to acquire beneficial ownership of 20% or more of the outstanding shares of a class without complying with the “Permitted Bid” provisions of the Postmedia Rights Plan. For purposes of determining beneficial ownership under the Postmedia Rights Plan, Variable Voting Shares beneficially owned or controlled by a person or subject of Canada are deemed to also include the Voting Shares into which such Variable Voting Shares could be converted. Should such an acquisition occur or be announced, subject to all other provisions of the Postmedia Rights Plan, each right will entitle the holder to purchase from Postmedia additional shares at a 90% discount to the prevailing market price. This purchase could cause substantial dilution to the person or group of persons attempting to acquire control of Postmedia, other than by way of a Permitted Bid. The Board has discretion to waive the application of the Postmedia Rights Plan, and to amend the Postmedia Rights Plan at any time, or redeem the rights for $0.000001 per right.

The Postmedia Rights Plan was reapproved at the Annual Shareholder meeting during 2014 and will remain in force until the earlier of the Termination Time (the time at which the right to exercise rights will terminate pursuant to the Postmedia Rights Plan) and the Annual Shareholder meeting of Postmedia three years thereafter unless at or prior to such meeting the shareholders ratify the continued existence of the Postmedia Rights Plan.

Issued and outstanding capital stock

	Voting Shares		Variable Voting Shares		Total Shares	
	Number	$ 000's	Number	$ 000's	Number	$ 000's
Balance as of August 31, 2012	1,302,730	12,002	39,020,440	359,130	40,323,170	371,132
Conversions	(227,698)	(2,108)	227,698	2,108	-	-
Cancellations [(1)]	(92,971)	-	(20,580)	-	(113,551)	-
Balance as of August 31, 2013	982,061	9,894	39,227,558	361,238	40,209,619	371,132
Conversions	(37,342)	(346)	37,342	346	-	-
Balance as of August 31, 2014	944,719	9,548	39,264,900	361,584	40,209,619	371,132

(1) On December 7, 2012 the Company cancelled, for no consideration, 92,971 Voting Shares and 20,580 Variable Voting Shares that were held in trust by the court appointed monitor of the Canwest Limited Partnership Companies Creditors Arrangement Act filing.

The following table provides a reconciliation of the denominators, which are presented in whole numbers, used in computing basic and diluted earnings (loss) per share for the years ended August 31, 2014, 2013 and 2012. No reconciling items in the computation of net loss exist.

	2014	**2013**	**2012**
Basic weighted average shares outstanding during the period	40,209,619	40,239,796	40,323,170
Dilutive effect of options and RSUs	-	-	-
Diluted weighted average shares outstanding during the period	40,209,619	40,239,796	40,323,170
Options and RSUs outstanding which are anti-dilutive	1,734,000	1,288,000	1,056,000

15. SHARE-BASED COMPENSATION PLANS AND OTHER LONG-TERM INCENTIVE PLANS

Share option plan

The Company has a share option plan (the "Option Plan") for its employees and officers to assist in attracting, retaining and motivating officers and employees. The Option Plan is administered by the Board.

The maximum number of options available for issuance under the Option Plan is 3.0 million and shall not exceed 10% of the Company's issued and outstanding shares. The issued options entitle the holder to acquire one share of the Company at an exercise price no less than the fair value of a share at the date of grant, of which fair value is determined to be the volume-weighted average trading price of the Voting Shares on the TSX for the five trading days immediately preceding the issuance of such options. The issued options vest as follows: 20% immediately with the remainder vesting evenly over 4 years on the anniversary date of the date of grant. Each option may be exercised during a period not exceeding 10 years from the date of grant.

During the year ended August 31, 2014, the Company granted 0.6 million options under the Option Plan (2013 – nil). The fair value of the underlying options was estimated using the Black-Scholes option pricing model. The fair value of the issued options and key assumptions used in applying the Black-Scholes option pricing model were as follows:

	2014
Fair value	$ 0.94
Key assumptions	
Exercise Price	$ 2.02
Risk-free interest rate (1)	1.38%
Dividend yield	-
Volatility factor (2)	52.73%
Expected life of options (3)	5 years

(1) Based on Bank of Canada five year benchmark bond yield in effect on the date of grant.

(2) Based in part on the volatility of the Company's shares and the volatility of similar companies in the publishing media industries.

(3) Based on contractual terms and a published academic study.

The following table provides details on the changes to the issued options, which are presented in whole numbers, for the years ended August 31, 2014, 2013 and 2012:

	2014		2013		2012	
	Options	Weighted average exercise price	Options	Weighted average exercise price	Options	Weighted average exercise price
Balance beginning of year	1,208,000	$ 8.69	1,480,000	$ 8.74	1,280,000	$ 9.85
Granted	560,000	$ 2.02	-	$ -	600,000	$ 6.43
Forfeited	(32,000)	$ 3.12	(128,000)	$ (8.57)	(184,000)	$ (9.40)
Cancelled	(26,000)	$ 5.41	(144,000)	$ (9.28)	(216,000)	$ (8.33)
Balance end of year	1,710,000	$ 6.66	1,208,000	$ 8.69	1,480,000	$ 8.74
Vested options at end of year - exercisable	1,134,000	$ 8.43	808,000	$ 9.14	696,000	$ 9.38

During the year ended August 31, 2014, the Company recorded compensation expense relating to the Option Plan of $0.6 million (2013 - $0.5 million) (2012 - $1.2 million), with an offsetting credit to contributed surplus.

Total unrecognized compensation expense is $0.3 million, which is expected to be recognized over the next four years.

Restricted share unit plan

The Company has a restricted share unit plan (the “RSU Plan”). The RSU Plan provides for the grant of restricted share units (“RSUs”) to participants, being current, part-time or full-time officers, employees or consultants of the Company. The maximum aggregate number of RSUs issuable pursuant to the RSU Plan outstanding at any time shall not exceed 0.6 million Voting Shares or Variable Voting Shares (“Shares”) of the Company. The RSU Plan is administered by the Board.

Each RSU will be settled for one Share, without payment of additional consideration, after such RSU has vested; however, at any time, a participant may request in writing, upon exercising vested RSUs, subject to the consent of the Company, that the Company pay an amount in cash equal to the aggregate current fair market value of the Shares on the date of such exercise in consideration for the surrender by the participant to the Company of the rights to receive Shares under such RSUs. The Board may in its sole discretion accelerate the vesting date for all or any RSUs for any participant at any time and from time to time. RSUs are non-transferable. The terms and conditions of RSUs granted under the RSU Plan will be subject to adjustments in certain circumstances, at the discretion of the Board and contain certain conditions regarding the resignation, cessation and termination of participants.

The Company has granted a tandem award that provides a choice to either exercise 0.6 million stock options or 0.6 million RSU's. Of the tandem award, 0.1 million vested immediately on the date of the grant with the remaining 0.5 million vesting evenly over a four year period on the anniversary date of the date of grant. As at August 31, 2014, 0.6 million RSU's had vested (August 31, 2013 – 0.5 million). The fair value of the tandem award was estimated by using a grant date fair value per share of $9.26. The fair value of $9.26 per share was based on the per share proceeds received on the initial capitalization of the Company. The Company granted no RSU's during the years ended August 31, 2014, 2013 and 2012. During the year ended August 31, 2014, the Company recorded compensation expense relating to the tandem award of $0.3 million (2013 - $0.6 million) (2012 - $1.1 million), with an offsetting credit to contributed surplus.

Deferred share unit plan

The Company has a deferred share unit plan (the "DSU Plan") for the benefit of its non-employee directors. The DSU Plan is administered by the Board.

Under the DSU Plan, non-employee directors of the Company are required to elect to receive at least 50% (and may irrevocably elect to receive up to 100%) of their annual fees satisfied in the form of deferred share units ("DSUs"), and may receive additional grants of DSUs under the DSU Plan. The number of DSUs to be credited to a director will be calculated, on the date that fees are payable to such director, by dividing the dollar amount elected by such director in respect of such fees by the value of a share. The value of a share will be the volume-weighted average trading price of the Voting Shares for the five trading days immediately preceding the issuance of such DSU's. As at August 31, 2014, the fair value per DSU was based on a fair value per share of $1.92 (August 31, 2013 – $1.48). The vesting conditions (which may include time restrictions, performance conditions or a combination of both) of each DSU granted under the DSU Plan, will be determined by the Board, and on redemption (which would occur after the holder of the DSUs ceases to serve as a director and is not otherwise employed by the Company) will be paid out in cash. The DSUs are generally non-transferable. Whenever cash dividends are paid on the shares of the Company, additional DSUs will be credited to directors. The Board may discontinue the DSU Plan at any time or, subject to certain exceptions set out in the DSU Plan, may amend the DSU Plan at any time.

During the year ended August 31, 2014, the Company granted 0.4 million DSUs under the DSU Plan (2013 – nil) (2012 - nominal). All DSUs issued in the year ended August 31, 2014 vested immediately. During the year ended August 31, 2014, the Company recorded an expense of $0.5 million to compensation expense relating to the DSU Plan (2013 – $0.3 million) (2012 – recovery of $4.8 million), with an offset to other non-current liabilities. Future changes in the fair value of the DSUs will be reflected through adjustments to compensation expense until such a date as the DSUs are settled in cash. During the year ended August 31, 2014, the Company settled 19,797 DSUs for a nominal amount (2013 – 62,436 DSUs for $0.1 million) and cancelled 113,198 DSUs for no consideration (2013 – 41,624 DSUs for no consideration). There were no such settlements or cancellations during the year ended August 31, 2012.

The aggregate carrying value of the DSU Plan liability was $0.9 million as at August 31, 2014 (August 31, 2013 - $0.4 million) and is recorded in other non-current liabilities on the consolidated statement of financial position.

During the year ended August 31, 2014, the Company has recorded compensation expense of $1.4 million (2013 - $1.4 million) (2012 net recovery of - $2.5 million) relating to its share-based compensation and other long-term incentive plans.

16. INCOME TAXES

Provision for income taxes

The provision for income taxes differs from the amount that would have resulted from applying the statutory tax rate to loss before income taxes for the years ended August 31, 2014, 2013 and 2012 as follows:

	2014	2013	2012
		(revised - note 2)	(revised - note 2)
Net loss attributable to equity holders of the Company	(107,461)	(160,226)	(26,033)
Statutory income tax rate based on combined federal and provincial rates	26.15%	25.98%	26.30%
Tax recovery based on statutory tax rates	(28,101)	(41,627)	(6,847)
Effects of:			
Non-taxable portion of net capital gains	-	(43)	(150)
Non-deductible expenses (non-taxable income)	1,569	3,743	(1,334)
Non-deductible portion of impairments	-	13,542	-
Non-taxable income on disposition of discontinued operations	-	-	(701)
Tax rate changes on deferred income taxes	(247)	(440)	(147)
Adjustments in respect of prior years	55	(1,244)	10
Change in unrecognized deferred income tax assets	26,705	26,069	8,957
Other	19	-	212
Provision for income taxes	-	-	-

The Company's applicable tax rate is the Canadian combined rates applicable in the jurisdictions in which the Company operates. The increase in the Company's effective tax rate is due to the change in allocation of income taxes to the various jurisdictions in which the Company operates.

No taxes have been recorded in other comprehensive income (loss) as the associated deferred tax assets have not been recognized.

Deferred income tax

Certain of the Company's intangible assets have indefinite lives and accordingly, as at August 31, 2014 a deferred income tax liability of $0.7 million is not expected to reverse until the assets are disposed of or become amortizable (August 31, 2013 - $0.7 million). In addition, as at August 31, 2014 deferred income tax assets of $23.1 million have been recognized to offset other deferred income tax liabilities, primarily related to property and equipment, intangible assets and goodwill (August 31, 2013 - $41.8 million).

As at August 31, 2014 and 2013, the Company has not recognized deferred tax assets in respect of the following:

	2014	2013
Total tax loss carryforwards	260,456	238,600
Other deductible temporary differences	159,636	135,099
Total deductible temporary differences	420,092	373,699
Deferred income tax rate	26.15%	25.98%
Deferred income tax assets	109,854	97,087
Deferred income tax liabilities	(23,844)	(42,507)
Net deferred income tax assets not recognized	86,010	54,580

As at August 31, 2014, the total non-capital tax losses and net-capital losses are as follows:

Year	Tax losses
Expiring in 2030	34,643
Expiring in 2031	100,291
Expiring in 2032	86,124
Expiring in 2033	12,946
Expiring in 2034	26,035
Total non-capital losses	260,039
Total net-capital losses (no expiry date)	417
Total loss carryforwards	260,456

17. CAPITAL MANAGEMENT

The Company's capital management objective is to maximize shareholder returns by (a) prioritizing capital expenditures related to the development of digital media products with growth potential, and (b) utilizing the majority of remaining free cash flow for the repayment of debt. There were no changes in the Company's approach to capital management during the year ended August 31, 2014.

The Company's capital structure is composed of equity and long-term debt, less both net assets related to derivative financial instruments and cash. The capital structure as at August 31, 2014 and 2013 is as follows:

	As at August 31, 2014	As at August 31, 2013
		(revised - note 2)
Long-term debt (note 12)	486,300	486,880
Net assets related to derivative financial instruments (note 6)	(18,392)	(16,802)
Cash	(30,490)	(40,812)
Net liabilities	437,418	429,266
Equity	10,944	134,233
Total capital	448,362	563,499

The Company's capital structure decreased $115.1 million in the year ended August 31, 2014, primarily as a result of comprehensive loss for the year ended August 31, 2014.

18. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

As a result of the use of financial instruments, the Company is exposed to credit risk, liquidity risk and market risks relating to foreign exchange and interest rate fluctuations. The enterprise risk management process is managed by a risk oversight committee composed of senior executives of the Company. In order to manage foreign exchange and interest rate risks, the Company used derivative financial instruments to set in Canadian dollars future payments on debts denominated in U.S. dollars (interest and principal). The foreign currency interest rate swap designated as a cash flow hedge matured on July 15, 2014 (note 12). Provided there is no change to the hedged items, the Company does not settle the derivative financial instruments prior to their maturity unless contractually obligated to do so. These instruments are not held or issued for speculative purposes.

(a) Fair value of financial instruments

The carrying value and fair value of long-term debt and derivative financial instruments as at August 31, 2014 and 2013 are as follows:

	As at August 31, 2014		As at August 31, 2013	
	Carrying value	Fair value	Carrying value	Fair value
Other financial liabilities				
Long-term debt	486,300	519,856	486,880	525,538
Derivative financial instruments				
Assets				
Foreign currency interest rate swap	-	-	1,411 (1)	1,411
Embedded derivatives	18,392 (1)	18,392	16,802 (1)	16,802

(1) Net derivative financial instruments asset (Level 3) of $18.4 million (2013 - $18.2 million) are reconciled in the table below.

The fair value of long-term debt is estimated based on quoted market prices when available or on valuation models. When the Company uses valuation models, the fair value is estimated using discounted cash flows using market yields or the market value of similar instruments with similar terms and credit risk.

The Company has considered the following fair value hierarchy that reflects the significance of the inputs used in measuring its financial instruments accounted for at fair value in the statement of financial position:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: inputs that are not based on observable market data (unobservable inputs).

The fair value of the foreign currency interest rate swap recognized on the statement of financial position is estimated as per the Company's valuation models. These models project future cash flows and discount the future amounts to a present value using the contractual terms of the derivative instrument and factors observable in external markets data, such as period-end swap rates and foreign exchange rates (Level 2 inputs). An adjustment is also included to reflect non-performance risk impacted by the financial and economic environment prevailing at the date of the valuation in the recognized measure of the fair value of the derivative instruments by applying a credit default premium estimated using a combination of observable and unobservable inputs in the market (Level 3 inputs) to the net exposure of the counterparty or the Company. The fair value of early prepayment options recognized as embedded derivatives is determined by option pricing models using Level 3 market inputs, including credit risk, volatility and discount factors.

The Company's policy is to recognize transfers in and out of the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. During the year ended August 31, 2014 there were no transfers within the fair value hierarchy.

The changes to the fair value of derivative financial instruments (Level 3) for the years ended August 31, 2014 and 2013 are as follows:

	2014	**2013**
Asset as at beginning of year (note 6)	18,213	5,670
Gain (loss) on derivative financial instruments recognized in the statement of operations (note 5)	1,590	(7,306)
Gain on cash flow swap recognized in statement of comprehensive loss	3,994	1,914
Foreign currency exchange gain on cash flow swaps reclassified from accumulated other comprehensive loss to the statement of operations (note 6)	2,917	11,253
Loss on cash flow swap reclassified from accumulated other comprehensive loss to the statement of operations	(2,173)	(2,294)
Cash settlements of derivative financial instruments	(6,149)	8,976
Asset as at end of year (note 6)	18,392	18,213

(b) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial asset fails to meet its contractual obligations.

The maximum credit exposure to credit risk at the reporting date is the carrying value of cash, accounts receivable and derivative financial instruments in an asset position. No collateral is held for any of the counterparties to the above financial assets.

Accounts receivable

In the normal course of business, the Company continuously monitors the financial condition of its customers and reviews the credit history of each new customer. The Company's sales are widely distributed and the largest amount due from any single customer as at August 31, 2014 is $2.7 million or 4% of receivables (August 31, 2013 – $4.5 million or 5%). The Company establishes an allowance for doubtful accounts when collection is determined to be unlikely based on the specific credit risk of its customers and historical trends. The allowance for doubtful accounts amounted to $3.4 million as at August 31, 2014 (August 31, 2013 - $3.3 million). As at August 31, 2014, $30.7 million or 48% (2013 - $37.8 million or 46%) of trade accounts receivable is considered past due as per the contractual credit terms and not yet impaired, which is defined as amounts outstanding beyond normal credit terms and conditions for respective customers. The amount past due relates to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables based on original invoice terms as at August 31, 2014 and 2013 is as follows:

	As at August 31, 2014	**As at August 31, 2013**
30 - 90 days	25,296	31,454
Greater than 90 days	5,431	6,364
	30,727	37,818

Changes to the allowance for doubtful accounts for the year ended August 31, 2014 and 2013 are as follows:

	2014	**2013**
Balance as at beginning of year	3,337	3,225
Provision for doubtful accounts	614	1,295
Write-offs	(545)	(1,183)
Balance as at end of year	3,406	3,337

Derivative financial instruments

As a result of the use of derivative financial instruments, the Company is exposed to the risk of non-performance by a third-party. The Company used multiple counterparties when entering into derivative contracts to minimize its concentration exposure. The Company also used counterparties that have an investment grade credit rating of no less than single "A".

(c) Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulties in meeting its financial obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages this exposure risk by using cash on hand, cash generated from operations, staggered maturities of long-term debt and derivative financial instruments, available borrowings under the New ABL Facility (note 12), cash flow forecasts and by deferring or eliminating discretionary spending.

Material contractual obligations related to financial instruments include debt repayments and interest on long-term debt and obligations related to derivative instruments, less future receipts on derivative instruments. These contractual undiscounted obligations and their maturities as at August 31, 2014 are as follows:

	Total	Less than 1 year	1-3 years	3-5 years	5 years or more
Accounts payable	8,059	8,059	-	-	-
Accrued liabilities	40,800	40,800	-	-	-
Finance lease	1,560	-	-	-	1,560
Long-term debt (1)	497,547	12,500	192,960	292,087	-
Interest payments (2)	197,069	53,203	107,355	36,511	-
Total	745,035	114,562	300,315	328,598	1,560

(1) Contractual principal payments of long-term debt are based on the foreign exchange rate as at August 31, 2014 of US$1:$1.0873.

(2) Interest to be paid on long-term debt is based on actual interest rates and the foreign exchange rate as at August 31, 2014 of US$1:$1.0873.

(d) Market risk management

Market risk is the risk that changes in market prices due to foreign exchange rates and interest rates will affect the value of the Company's financial instruments. The objective of market risk management is to mitigate and control exposures within acceptable parameters while optimizing the return on risk.

Foreign currency risk

As at August 31, 2014, approximately 59% of the outstanding principal on the Company's long-term debt is payable in US dollars (August 31, 2013 – 56%). As at August 31, 2013, the Company had entered into derivative financial instruments to reduce the foreign currency risk exposure on 62% of its US dollar denominated long-term debt. On July 15, 2014 the foreign currency interest rate swap related to the Second-Lien Notes matured (note 12) exposing the Company to foreign currency risk on the entire US$268.6 million of Second-Lien Notes outstanding (August 31, 2013 – the un-hedged portion of the Second-Lien Notes of US$101.1 million). Based on long-term debt outstanding as at August 31, 2014, a $0.01 change in the period-end exchange rate of a Canadian dollar per one US dollar, holding all other variables constant, would have resulted in a $2.7 million increase or decrease to foreign currency exchange losses in the statement of operations.

Interest rate risk

The Company's ABL Facility bore interest at floating rates while the First-Lien Notes and Second-Lien Notes bear interest at fixed rates. Therefore, changes in interest rates only exposed the Company to interest rate risk on the portion of the ABL Facility that was drawn, if any, at the time of the interest rate change. As a result of the termination of the ABL Facility on July 13, 2014 as at August 31, 2014, the Company is not subject to cash flow interest rate risk.

19. COMMITMENTS

The Company has entered into various operating lease agreements for property, office equipment and vehicles and has various other commitments. Aggregate future minimum payments under the terms of these commitments are as follows:

2015	22,158
2016	18,830
2017	16,387
2018	10,784
2019	8,457
Thereafter	41,802

20. RELATED PARTY TRANSACTIONS

Key management personnel include the Company's senior management and all members of the Board. Key management personnel compensation for the years ended August 31, 2014, 2013 and 2012 is as follows:

	2014	2013	2012
Salaries and short-term benefits	4,307	4,332	3,676
Share-based compensation	1,271	1,250	(2,911)
Total compensation	5,578	5,582	765

21. STATEMENT OF CASH FLOWS

The following amounts compose the net change in non-cash operating accounts included in cash flows from operating activities in the consolidated statement of cash flows for the years ended August 31, 2014, 2013 and 2012:

	2014	2013	2012
Accounts receivable	17,744	8,308	10,631
Inventory	940	595	1,437
Prepaid expenses and other assets	240	380	5,242
Accounts payable, accrued liabilities and provisions	(19,013)	(1,441)	16,049
Deferred revenue	(469)	(1,270)	(2,377)
Other non-current liabilities and provisions	1,465	(1,005)	(217)
Changes in non-cash operating accounts	907	5,567	30,765

22. SEGMENT INFORMATION

The Company has one operating segment for financial reporting purposes, the Newspaper segment. The Newspaper segment publishes daily and non-daily newspapers and operates digital media and online assets including the canada.com network, each newspaper's online website and Infomart, the Company's media monitoring service. Its revenue is primarily from advertising and circulation/subscription revenue.

Included within digital revenue in the consolidated statements of operations during the year ended August 31, 2014 is advertising revenue of $58.7 million (2013 - $63.7 million) (2012 - $62.1 million) and circulation/subscription revenue of $29.3 million (2013 - $27.9 million) (2012 - $27.0 million). Accordingly, aggregate print and digital revenue from advertising for the year ended August 31, 2014 was $434.2 million (2013 - $509.2 million) (2012 - $577.1 million) and aggregate print and digital revenue from circulation/subscription was $223.5 million (2013 - $223.8 million) (2012 - $236.2 million).

23. DIVESTITURES AND DISCONTINUED OPERATIONS

On October 18, 2011, the Company entered into an asset purchase agreement with affiliates of Glacier Media Inc. (the “Transaction”) to sell substantially all of the assets and liabilities of the Lower Mainland Publishing Group, the Victoria Times Colonist and the Vancouver Island Newspaper Group, collectively herein referred to as the Disposed Properties. The Disposed Properties were all within the Newspaper segment. On November 30, 2011, the Company completed the Transaction. As a result of the Transaction, the Company has presented the results of the Disposed Properties as discontinued operations.

Details of the Transaction and the gain on sale of discontinued operations are as follows:

Consideration [(1)]	
Purchase price	86,500
Working capital adjustment and other items	1,450
Transaction costs	(610)
Net proceeds	87,340

Carrying value of net assets disposed	
Current Assets	
Accounts receivable	17,023
Inventory	568
Prepaid expenses and other assets	428
Non-Current Assets	
Property and equipment	27,333
Other assets	804
Intangible assets	25,231
Goodwill	12,593
Total assets	83,980
Current Liabilities	
Accounts payable and accrued liabilities	9,485
Deferred revenue	2,202
Non-Current Liabilities	
Other non-current liabilities	2,062
Total liabilities	13,749
Carrying value of net assets disposed	70,231
Gain on sale of discontinued operations, net of tax of nil	17,109

(1) In accordance with the terms and conditions of the Term Loan Facility on November 30, 2011, the Company was required to repay amounts outstanding with the net proceeds of the Transaction (note 12).

Net earnings from discontinued operations for the year ended August 31, 2012, is summarized as follows:

	2012 [(1)]
Revenues	
Print advertising	27,090
Print circulation	3,495
Digital	956
Other	535
Total revenues	32,076
Expenses	
Compensation	12,756
Newsprint	1,218
Distribution	5,117
Other operating	7,611
Operating income before depreciation, amortization and restructuring	5,374
Depreciation	163
Amortization	55
Restructuring and other items	57
Operating income	5,099
Interest expense [(2)]	8,148
Net financing expense related to employee benefit plans	537
Gain on sale of discontinued operations	(17,109)
Earnings before income taxes	13,523
Provision for income taxes	-
Net earnings from discontinued operations	13,523

(1) The Transaction was completed on November 30, 2011, as a result net earnings from discontinued operations for the year ended August 31, 2012 relate only to the three months ended November 30, 2011.

(2) The Company had allocated interest expense to discontinued operations representing the portion of interest expense related to the Term Loan Facility that was repaid as a result of the Transaction. During the year ended August 31, 2012, the Company allocated interest expense of $1.8 million to discontinued operations. In addition, during the year ended August 31, 2012, the repayment of the Term Loan Facility with the proceeds of the Transaction resulted in additional interest expense representing an acceleration of unamortized financing fees and discounts of which $6.4 million had been allocated to discontinued operations.

Cash flows from discontinued operations for the years ended August 31, 2012 are summarized as follows:

	2012 [(1)]
Cash flows from operating activities	2,275
Cash flows from investing activities [(2)]	(2,275)
Cash flows from financing activities	-
Cash flows from discontinued operations	-

(1) The Transaction was completed on November 30, 2011, as a result cash flows from discontinued operations for the year ended August 31, 2012 relate only to the three months ended November 30, 2011.

(2) The cash flows from discontinued operations were transferred to the Company through a centralized cash management system resulting in cash flows from discontinued operations for the years ended August 31, 2012 of nil.

24. SUBSEQUENT EVENTS

On October 6, 2014, the Company entered into a definitive agreement with Quebecor Media Inc. to purchase Sun Media Corporation's 175 English language newspapers, specialty publications and digital properties ("Sun Media") for cash consideration of approximately $316 million less a $10 million adjustment primarily related to certain real estate properties to be disposed of by Sun Media prior to closing, and other customary adjustments to be determined subsequent to closing. The Company has not completed the valuation of assets acquired and liabilities assumed. The Company will finance the acquisition through a combination of debt and equity. The debt financing will be provided through the issuance of an additional $140 million principal amount of First-Lien Notes to an existing Noteholder. The Company has entered into a subscription agreement with this existing Noteholder in which it has agreed to purchase subscription receipts representing the entire amount of the additional First-Lien Notes. The subscription receipts will bear interest at the same rate as the First-Lien Notes and will automatically be exchanged for the additional First-Lien Notes on completion of the acquisition, for no additional consideration.

The Company intends to raise the balance of the funds required for the acquisition by way of a rights offering of subscription receipts (the "Rights Offering") for gross proceeds of $186 million less net proceeds from real estate sales of up to $50 million, to the extent available, prior to the launch of the Rights Offering. Postmedia has entered into a standby purchase agreement with its largest shareholder, GoldenTree Asset Management LP ("GoldenTree"), pursuant to which GoldenTree has agreed to take up any subscription receipts not otherwise subscribed for under the Rights Offering. In connection with its backstop of the rights offering, GoldenTree will enter into a voting restriction agreement with Postmedia that will limit the number of votes that GoldenTree will be entitled to cast at any meeting of Postmedia's shareholders to 33 1/3%, less one share, of the total number of outstanding voting rights in respect of all of the issued and outstanding shares at such time, regardless of how many shares GoldenTree owns at such time. The Rights Offering will be subject to regulatory approval. Under the terms of the Rights Offering, shareholders of the Company as of a record date, which is yet to be determined, will receive rights to subscribe for subscription receipts of the Company. Each subscription receipt will be automatically exchanged for one Variable Voting Share on completion of the acquisition, without additional consideration. The subscription price under the Rights Offering will be not more than $1.10 and at a significant discount to the market price of the Variable Voting Shares at the time the Rights Offering.

On October 16, 2014 the Company entered into a New ABL Facility for an aggregate amount of up to $20.0 million. The New ABL Facility will replace the Company's ABL Facility that matured on July 13, 2014. The New ABL Facility will mature one year from the closing date and will be secured on a first-priority basis by accounts receivable, cash and inventory of Postmedia Network and any related assets of the Company and on a third priority basis by the First-Lien Notes collateral.

Subsequent to August 31, 2014, the Company received certification from the Ontario Digital Media Corporation that digital media tax credits totaling a cash claim of $17.3 million for the year ended August 31, 2012 were eligible to be claimed. The Company intends to refile the tax return for the year ended August 31, 2012 to reflect such claim and will be subject to audit by the Canada Revenue Agency. The digital media tax credits are subject to estimation uncertainty and have not been recorded in the consolidated statement of financial position as at August 31, 2014. The Company will record the digital media tax credits as a recovery in the statement of operations when there is reasonable assurance that the Company has complied with the conditions attached to the claim.

Subsequent to August 31, 2014, all conditions were waived related to an agreement to sell the Montreal Gazette production facility and equipment for gross proceeds of $12.5 million. The sale is expected to close on October 31, 2014 and the net proceeds will be used to reduce the amount of the Rights Offering.

POSTMEDIA

Corporate Information

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Paul Godfrey
President and Chief Executive Officer

Rod Phillips
Chair

Charlotte Burke

Hugh F. Dow

Martin Nisenholtz

Jane Peverett

Graham Savage

Steven Shapiro

Peter Sharpe

Robert Steacy

STOCK EXCHANGE LISTINGS

The Toronto Stock Exchange (TSX)
Trading Symbols: PNC.A, PNC.B

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