

Deputy Prime Minister
and Minister of Finance



Vice-première ministre
et ministre des Finances

Ottawa, Canada K1A 0A2

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March 8, 2024

Mr. Stephen Swaffield
Chair
Canada Development Investment Corporation
1240 Bay Street, Suite 302
Toronto, Ontario
M5R 2A7

Mr. Stephen Swaffield
Ms. Elizabeth Wademan
Canada Growth Fund Inc.
1240 Bay Street, Suite 302
Toronto, Ontario
M5R 2A7

Dear Mr. Swaffield and Ms. Wademan,

I am writing to you as the Minister responsible for the Canada Growth Fund (CGF), operated by Canada Growth Fund Inc. (CGF Inc.), a wholly-owned subsidiary of the Canada Development Investment Corporation (CDEV).

The CGF is a key part of the government's economic plan. From carbon pricing, to major investment tax credits, to grants and contributions programs, the government is investing in Canada's economic future. With its suite of financial tools and \$15 billion at its disposal, the CGF is uniquely positioned to help de-risk important projects and unlock investment decisions that decarbonize our economy, and, equally, create good careers for Canadians.

It is my pleasure to issue this Statement of Priorities and Accountabilities (SPA) to you pursuant to the directive issued to CGF Inc. by the Governor in Council on December 2, 2022 (P.C. 2022-1272). I am also sending this SPA to the Public Sector Pension Investment Board (PSP Investments) and its subsidiary Canada Growth Fund Investment Management Inc. (the Manager), as well as the Minister of Innovation, Science and Economic Development Canada, the Minister of Natural Resources Canada, the Minister of Environment and Climate Change Canada, and the President of the Treasury Board for awareness.

This letter outlines the Government of Canada's expectations and strategic priorities for CGF and CGF Inc.'s operations, while recognizing that the Fund is an arm's length public investment vehicle.

Investment Management Agreement and Statement of Investment Principles

On May 31, 2023, I sent you an interim SPA. This interim SPA expressed my expectation that you would begin negotiating an Investment Management Agreement (the IMA) to be entered into between CGF Inc., CDEV, PSP Investments, and the Manager. I also noted my understanding that you would work with PSP Investments to develop a Statement of Investment Principles (the SIP) to accompany the IMA. I indicated my expectation that you would consult with me on the IMA and the SIP prior to finalizing these documents with PSP Investments.

I understand you have now completed the negotiation of the IMA and the SIP. I have reviewed these documents, in consultation with the Privy Council Office (PCO) and the Treasury Board Secretariat, and agree with their content, including those provisions relating to amendments to the SIP. PCO and the Departments of Innovation, Science, and Economic Development Canada, Natural Resources Canada, and Environment and Climate Change Canada have been consulted on the SIP, to ensure CGF complements the Government of Canada's other policy tools and programs, while maintaining its operational and investment management independence.

You may now execute the IMA and put in place the SIP. Once they are in place, I expect you to send me a final copy of both documents, and to act in accordance with their terms and to take all necessary actions to deliver on CGF's strategic objectives.

Governance

As long as CGF Inc. remains a wholly owned subsidiary of CDEV subject to Part X of the *Financial Administration Act*, CGF Inc.'s board of directors (the CGF Inc. board) will be appointed by the board of its parent company, CDEV. I understand you have put together a proposal for the initial slate of directors for the CGF Inc. board, which would consist of four members, including three CDEV representatives (including the President and CEO of CDEV), as well as an independent board chair. I expect you to consult with me, as the Minister of Finance, on proposed appointments to the CGF Inc. board. Given the services to be provided to CGF Inc. by the Manager under the IMA, I understand that CGF Inc. expects to have few or no employees of its own (and that certain CDEV staff will be involved with CGF Inc. from time-to-time as necessary).

I expect the board of CDEV to set the remuneration of the independent directors and chairperson of the CGF Inc. board having regard to the standard remuneration usually provided by other corporations in the public and private sectors in accordance with the provisions of Order in Council PC-2022-1269.

The CGF Inc. board will be responsible, within its rights under the IMA and subject to the terms thereof, to oversee the Manager's compliance with the IMA and the SIP. It will also monitor how

CGF's portfolio of investments is performing under the performance criteria established pursuant to the IMA.

Moreover, the CGF Inc. board will be accountable to the Minister of Finance and the Government of Canada, Parliament, and Canadians with respect to its oversight of the Manager within the parameters of the IMA. I look forward to engaging with CGF Inc. and the Manager, alongside with my esteemed colleagues the Minister of Innovation, Science and Economic Development Canada, the Minister of Natural Resources Canada, and the Minister of Environment and Climate Change Canada through the annual meeting and reporting process described in the IMA.

Mandate

As expressed in the SIP, CGF's mandate is to build a portfolio of investments that catalyze substantial private sector investment in Canadian businesses and projects, putting Canadian businesses and workers at the forefront of the global clean economy. The purpose of this is to help transform and grow Canada's economy at speed and scale on the path to net-zero, and is intended to help Canada to meet important national economic and climate policy goals, while creating good careers for Canadians. In ensuring strategic competitiveness for Canada, the CGF's important decisions will make Canada an even more attractive market to invest in, and create careers and opportunities for Canadians for generations to come.

I expect that the Manager advances a portfolio aligned with Canada's economic plan. In particular, I expect to see over the next two years a significant advancement in transactions with a diversity of clean technology sectors, such as blue and green hydrogen, biofuels, and other technologies fundamental to achieving a net-zero electricity grid across the country, including clean and abated electricity generation. Additionally, I expect the portfolio to support the decarbonization of heavy emitters, such as the steel and cement industries.

I expect the Manager to make commercially reasonable best efforts to advance transactions in the priority sectors.

I expect the Manager to consider the *Areas of Focus* in the SIP (4. A. i-iii) in descending priority, to its best efforts and while maintaining commercial reasonableness.

Within two months of this letter's receipt, I expect the Manger to return to me with its plan to ramp up investment activities and achieve the priorities laid out in this letter and the SIP.

I expect the Manager to take into consideration that the government is interested in working in lockstep with the Growth Fund to enhance its capacity to offer Carbon Contracts for Difference (CCfDs) and offtake agreements to priority sectors, including exploring the possibility of a government backstop on certain liabilities, and additional options to accelerate the deployment of CCfDs across Canada.

I expect the Manager, in designing its CCfD and offtake agreement frameworks, to strike a balance between ensuring strong negotiating mandates for the Growth Fund and fulfilling its important role as the principal federal entity issuing CCfDs.

I expect the Manager, subject to applicable confidentiality obligations, to engage and communicate as required with those managing complementary clean growth policy tools and programs of the Government of Canada. I expect the Manager to do so while upholding its ability to make timely, independent investment decisions.

I expect the Manager to judiciously consider all financial instruments at its disposal as it negotiates investments and structures transactions, including CfDs and other forms of price assurance. The Manager's personnel has developed a unique expertise around these instruments that is valuable to the Government of Canada. I expect the Manager to continue to develop its expertise in respect of CfDs and carbon price assurance and to become a centre of excellence on CfDs, engaging with market participants and providing advice to the Government of Canada in respect of their use and design.

I commend PSP's and the Manager's efforts in putting in place a team of world-class, seasoned investment professionals to manage CGF's investments focused on achieving important economic and climate objectives. To fully realize its purpose and functions, the CGF should draw on a diverse range of talent and perspectives from across Canada as well as international best practices. This includes continued commitment to diversity of the workforce in your organization, and efforts to foster the inclusion of a broad range of voices and views in governance and decision-making. In doing so, the CGF should take into consideration Canada's gender, linguistic, cultural and regional diversity, including the unique perspectives of Indigenous Peoples.

I am confident the Manager will leverage its talent, creativity, and experience to develop CGF into a world-leading, arm's length public investment fund that delivers value and careers to Canadians, and brings positive growth to Canada's economy for generations to come. Canada is lucky to have you on board.

Once again, I wish to express my profound gratitude for your support in helping implement the Government of Canada's ambitious agenda to reduce carbon emissions, promote the diversification of Canada's economy, strengthen Canada's supply chain resilience and capacity, and continue creating good careers for Canadians.

Sincerely,



The Honourable Chrystia Freeland, P.C., M.P.
Deputy Prime Minister and Minister of Finance

- cc. Deborah K. Orida, President and Chief Executive Officer, PSP Investments
Patrick Charbonneau, Chief Executive Officer, Canada Growth Fund Investment
Management Inc.
The Honourable Francois-Philippe Champagne, Minister of Innovation, Science and
Economic Development Canada
The Honourable Jonathan Wilkinson, Minister of Natural Resources Canada
The Honourable Steven Guilbeault, Minister of Environment and Climate Change
Canada
The Honourable Anita Anand, President of the Treasury Board