

Badger Daylighting Ltd.

Interim Condensed Consolidated Financial Statements
(Unaudited)

For the three months ended March 31, 2018 and 2017

BADGER DAYLIGHTING LTD.**Interim Condensed Consolidated Statement of Financial Position**

(Unaudited - Expressed in thousands of Canadian Dollars)

As at	Notes	March 31, 2018	December 31, 2017
ASSETS			
Current Assets			
Cash and cash equivalents		50,906	46,105
Trade and other receivables	7	109,080	112,032
Prepaid expenses		5,756	4,884
Inventories		6,110	5,348
Income taxes receivable		256	225
		172,108	168,594
Non-current Assets			
Income taxes receivable		15,648	15,225
Property, plant and equipment		323,802	308,050
Intangible assets		7,858	7,858
Goodwill		1,621	1,621
		348,929	332,754
Total Assets		521,037	501,348
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Trade and other payables		45,986	39,312
Share-based plan liability	11	13,511	13,986
Dividends payable		1,410	1,410
		60,907	54,708
Non-current Liabilities			
Long-term debt	9	96,705	94,088
Deferred income tax		36,058	34,058
		132,763	128,146
Shareholders' Equity			
Shareholders' capital	10	82,724	82,724
Contributed surplus		548	548
Accumulated other comprehensive income		24,155	19,127
Retained earnings		219,940	216,095
		327,367	318,494
Total Liabilities and Shareholders' Equity		521,037	501,348

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

BADGER DAYLIGHTING LTD.**Interim Condensed Consolidated Statement of Comprehensive Income**

(Unaudited - Expressed in thousands of Canadian Dollars unless otherwise stated)

For the three months ended	Notes	March 31, 2018	March 31, 2017
Revenues	4, 8	120,571	100,147
Direct costs	4	89,757	76,507
Gross profit		30,814	23,640
Depreciation of property, plant and equipment		11,700	10,938
General and administrative		6,371	3,784
Share-based plan		62	2,113
Operating profit		12,681	6,805
Loss (gain) on sale of property, plant and equipment		701	(34)
Finance cost		1,248	1,277
Foreign exchange (gain) loss		(350)	31
Profit before tax		11,082	5,531
Current income tax expense		1,785	3,267
Deferred income tax expense (recovery)		1,223	(1,434)
Income tax expense		3,008	1,833
Net profit for the period		8,074	3,698
Other comprehensive income:			
Foreign exchange gain (loss) on translation of foreign operations		7,646	(1,766)
Unrealized foreign exchange (loss) gain on net investment hedge		(2,618)	778
Other comprehensive income (loss)		5,028	(988)
Total comprehensive income		13,102	2,710
Net profit per share			
Basic and diluted	12	0.22	0.10

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

BADGER DAYLIGHTING LTD.**Interim Condensed Consolidated Statement of Changes in Equity**

(Unaudited - Expressed in thousands of Canadian Dollars)

For the three months ended	Shareholders' capital	Contributed surplus	Accumulated other comprehensive income (loss)	Retained earnings	Total equity
As at January 1, 2017	82,724	548	29,937	165,862	279,071
Net profit for the period	-	-	-	3,698	3,698
Other comprehensive gain (loss) for the period	-	-	(988)	-	(988)
Dividends	-	-	-	(3,673)	(3,673)
As at March 31, 2017	82,724	548	28,949	165,887	278,108
As at January 1, 2018	82,724	548	19,127	216,095	318,494
Net profit for the period	-	-	-	8,074	8,074
Other comprehensive gain (loss) for the period	-	-	5,028	-	5,028
Dividends	-	-	-	(4,229)	(4,229)
As at March 31, 2018	82,724	548	24,155	219,940	327,367

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

BADGER DAYLIGHTING LTD.**Interim Condensed Consolidated Statement of Cash Flows**

(Unaudited - Expressed in thousands of Canadian Dollars)

		For the three months ended March 31,	
	Notes	2018	2017
Operating activities			
Net profit for the period		8,074	3,698
Non-cash adjustments to reconcile profit from operations to net cash flows:			
Depreciation of property, plant and equipment		11,700	10,938
Deferred income tax expense (recovery)		1,223	(1,434)
Loss (gain) on sale of property plant and equipment		701	(34)
Accrued interest		1,146	1,159
Current income tax expense		1,785	3,267
Share-based plan expense		62	2,113
Unrealized foreign exchange gain		(12)	(10)
Cash flow from operating activities before working capital and other adjustments		24,679	19,697
Change in non-cash working capital	13	9,986	860
Current income tax paid		(1,810)	(2,807)
Share-based plan paid		(537)	-
Cash flows from operating activities		32,318	17,750
Investing activities			
Purchase of property, plant and equipment		(23,147)	(17,786)
Proceeds from sale of property, plant and equipment		837	243
Change in non-cash working capital	13	249	1,954
Cash flows used in investing activities		(22,061)	(15,589)
Financing activities			
Interest paid		(2,313)	(2,382)
Dividends paid		(4,229)	(3,673)
Cash flows used in financing activities		(6,542)	(6,055)
Effect of foreign exchange rate changes on cash		1,086	(39)
Increase (decrease) in cash and cash equivalents		4,801	(3,933)
Cash and cash equivalents, beginning of period		46,105	62,875
Cash and cash equivalents, end of period		50,906	58,942

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

BADGER DAYLIGHTING LTD.

Notes to the Interim Condensed Consolidated Financial Statements

Three months ended March 31, 2018 and March 31, 2017

(Unaudited – Expressed in thousands of Canadian Dollars unless stated otherwise)

1 Incorporation and operations

Badger Daylighting Ltd. and its subsidiaries (together “Badger” or the “Company”) provide non-destructive excavating services to the utility, transportation, industrial, engineering, construction and petroleum industries in Canada and the United States (“U.S.”). Badger is a publicly traded company. The head office of Badger is located at 1000, 635-8th Avenue SW, Calgary, Alberta T2P 3M3. The registered office of Badger is located at c/o Shea Nerland LLP, 400, 350-7th Avenue SW, Calgary, Alberta T2P 3N9.

The interim condensed consolidated financial statements of the Company for the period ended March 31, 2018 were authorised for issue in accordance with a resolution of the directors on May 10, 2018.

2 Basis of preparation

Statement of compliance

These interim condensed consolidated financial statements of the Company are prepared in accordance with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34 – *Interim Financial Reporting* as issued by the International Accounting Standards Board. These interim condensed consolidated financial statements are prepared on a basis consistent with Badger Daylighting Ltd.’s consolidated financial statements as at and for the year ended December 31, 2017, except for the effect of the adoption of new accounting standards, amendments and interpretations effective January 1, 2018. Refer to Note 4 below for certain prior period comparatives being adjusted due to the adoption of IFRS 15.

Basis of measurement

These interim condensed consolidated financial statements have been prepared on a historical cost basis except for share-based compensation transactions measured at fair market value. Historical cost is generally based on the fair value consideration given in exchange for goods and services at the time of the transaction.

Functional and presentation currency

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company’s functional currency.

3 Significant accounting judgements, estimates, assumptions

The preparation of these interim condensed consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the interim condensed consolidated financial statements and reported amounts of revenues, expenses, gains and losses during the reporting period. These judgements, estimates and assumptions are the same as those set out in the annual audited consolidated financial statements for the year ended December 31, 2017. Estimates and judgements are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4 Standards adopted and changes in accounting policies

The accounting policies adopted in the preparation of these interim condensed consolidated financial statements are the same as those set out in the annual audited consolidated financial statements for the year ended December 31, 2017 other than those for which the transition is specified by the adoption of a new IFRS and included below. These policies have been consistently applied to all periods presented.

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IFRS 15 – Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for revenue recognition. It replaced IAS 18 – *Revenue*, IAS 11 – *Construction Contracts* and related interpretations. The company has adopted IFRS 15 on January 1, 2018 using the full retrospective method, therefore certain prior year comparative figures have been adjusted as discussed below. There was no impact on Badger’s consolidated statement of financial position or net income. The adoption of IFRS 15 did not impact the timing of revenue recognition, however new disclosures were required.

Under IAS 18, the Company was required to assess whether it was principal or agent to a transaction depending on when it had exposure to the significant risks and rewards associated with providing the service. Under IFRS 15, the factors used to make this determination are similar but with an emphasis on the context of the identification of the contract with the customer and control of the underlying services.

Badger’s business model involves the provision of excavating services through two distinct methods: via Badger corporate operations and via operating partners in Canada or franchisees in the United States (“operating partner”).

Following the assessment of the IFRS 15 criteria, the Company has determined that in situations where an operating partner works directly with a customer, they have primary control over the provision of services being provided. In these situations, the Company is acting as an agent on behalf of its operating partner. Beginning on January 1, 2018 such transactions are presented in revenue, net of payments due to the operating partner. Under the previous standard, the Company assessed the basis of recognizing revenue on a gross versus net basis if the Company was exposed to credit and collection risk based on the commercial substance of the transaction.

Additionally, the Company has assessed transactions with subcontractors and other related service providers, commonly referred to as third parties, against the new criteria around control of the service. In Badger’s assessment, it is a principal in transactions where the Company has control in the execution of the underlying services. Transactions with third parties are presented in revenue on a gross basis with any associated costs recognized and presented in direct costs. Under the previous standard, Badger considered the costs as flow through payments, with the Company as agent.

The following tables summarize the IFRS 15 changes for the period ended March 31, 2017 and year ended December 31, 2017:

Three months ended March 31, 2017	Revenue	Direct costs	Gross profit	Gross margin
Historical - reported under IAS 18	101,811	78,171	23,640	23.2%
Operating partner adjustments				
Less: Revenue reported under IAS 18 ⁽¹⁾	(12,491)		(12,491)	
Less: Payments to operating partners under IAS 18 ⁽²⁾		(7,263)	7,263	
Add: Net revenue under IFRS 15 ⁽³⁾	5,228		5,228	
Third party adjustments				
Less: Revenue reported under IAS 18 ⁽⁴⁾	(898)		(898)	
Add: Revenue under IFRS 15 ⁽⁵⁾	6,497		6,497	
Add: Direct costs under IFRS 15 ⁽⁶⁾		5,599	(5,599)	
Reported under IFRS 15	100,147	76,507	23,640	23.6%
Net impact of IFRS 15 adoption	(1,664)	(1,664)	-	0.4%

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Year ended December 31, 2017	Revenue	Direct costs	Gross profit	Gross margin
Historical - Reported under IAS 18	499,236	352,644	146,592	29.4%
Operating partner adjustments				
Less: Revenue reported under IAS 18 ⁽¹⁾	(52,620)		(52,620)	
Less: Payments to operating partners under IAS 18 ⁽²⁾		(30,625)	30,625	
Add: Net revenue under IFRS 15 ⁽³⁾	21,995		21,995	
Third party adjustments				
Less: Revenue reported under IAS 18 ⁽⁴⁾	(7,143)		(7,143)	
Add: Revenue under IFRS 15 ⁽⁵⁾	35,340		35,340	
Add: Direct costs under IFRS 15 ⁽⁶⁾		28,197	(28,197)	
Reported under IFRS 15	496,808	350,216	146,592	29.5%
Net impact of IFRS 15 adoption	(2,428)	(2,428)	-	0.1%

- (1) Operating partner revenue was reported gross as a component of revenue on the Consolidated Statement of Comprehensive Income under IAS 18.
- (2) Payments to operating partners were reported gross as a component of direct costs on the Consolidated Statement of Comprehensive Income under IAS 18. Payments to operating partners of \$33.6 million as disclosed in Note 16 of the 2017 audited annual consolidated financial statements included \$30.6 million paid to operating partners, with the remaining balance related to fees paid to independent operators which will continue to be presented gross as a component of direct costs. Independent operators do not have a franchise agreement and the provision of services for independent operators is controlled by Badger Corporate.
- (3) As a result of the adoption of IFRS 15, revenue from operating partners is recorded net of payments to operating partners as a component of consolidated revenue on the Consolidated Statement of Comprehensive Income.
- (4) Revenue from third parties was reported net of direct costs as a component of revenue on the Consolidated Statement of Comprehensive income under IAS 18.
- (5) As a result of the adoption of IFRS 15, revenue from third party transactions is recorded gross as a component of revenue on the Consolidated Statement of Comprehensive Income.
- (6) As a result of the adoption of IFRS 15, direct costs from third party transactions is recorded gross as a component of direct costs on the Consolidated Statement of Comprehensive Income.

IFRS 15 Post Adoption Comparative Information

For the year ended December 31	IFRS 15 Post Adoption			Historical		
	2017	2016	2015	2017	2016	2015
Revenues	496,808	397,182	386,171	499,236	404,202	404,620
Direct costs	350,216	277,277	264,656	352,644	284,297	283,105
Gross profit	146,592	119,905	121,515	146,592	119,905	121,515
Gross profit margin (%)	29.5%	30.2%	31.5%	29.4%	29.7%	30.0%

Revenue recognition

Badger's revenue primarily arises from contracts with customers. Revenue is recognized when a customer obtains control over the goods or services at which point performance obligations are satisfied. Badger recognizes revenue from hydrovac and other services and truck placement fees.

For all service revenue, the performance obligation is satisfied as services are provided to the customer. For truck placement fees, the performance obligation is satisfied when the truck is delivered to the operating partner. The above mentioned performance obligations are part of contracts that have an expected duration of less than one year.

The total consideration in the service contracts is allocated to all services based on their stand-alone selling prices. The transaction price for the services Badger provides is agreed upon with the customer at the time the contracts are entered into and do not contain significant financing components.

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IFRS 9 – Financial Instruments

The International Accounting Standards Board issued IFRS 9 – *Financial Instruments* that introduces new requirements for classifying and measuring financial instruments. The standard is effective for fiscal years beginning on or after January 1, 2018. IFRS 9 affects the classification and measurement of financial assets and financial liabilities and the recognition of expected credit losses. The Company adopted IFRS 9 effective January 1, 2018 on a retrospective basis. The prior year comparative information has not been adjusted with respect to the adoption of IFRS 9's classification and measurement requirements as the adoption of IFRS 9 did not result in material changes to the determination of Badger's anticipated credit losses and associated allowance for doubtful accounts.

The classification and measurement of financial instruments under IFRS 9 did not impact Badger's classification of financial instruments as all financial assets and liabilities will continue to be measured at amortized cost. There were no adjustments to the carrying amounts of financial instruments as a result of the measurement classification category changes from IAS 39 to IFRS 9.

Consistent with the requirements of IFRS 9, Badger assesses the lifetime expected credit losses on an ongoing basis and updates its assumptions, if and when required. All hedging relationships designated under IAS 39 at December 31, 2017 met the criteria for hedge accounting under IFRS 9 at January 1, 2018 and are therefore regarded as continuing the hedging relationships.

Financial assets

Pursuant to IFRS 9, the classification of financial assets is based on the Company's assessment of its business model for holding financial assets. The classification categories are as follows:

- Financial assets measured at amortized cost: assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at fair value through other comprehensive income: assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at fair value through profit or loss: assets that do not meet the criteria for amortized cost or fair value through other comprehensive income.

Financial assets measured at amortized cost are measured at cost using the effective interest method. The amortized cost is reduced by impairment losses at an amount equal to the lifetime expected credit losses that result from all possible default events over the expected life of the financial instrument. Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amounts of the assets and the loss is recognized in the consolidated statement of comprehensive income. When a trade receivable is uncollectible, it is written off against the allowance for doubtful accounts.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

Financial liabilities

The classification of financial liabilities is determined by the Company at initial recognition. The classification categories are as follows:

- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in the statement of comprehensive income.
- Financial liabilities measured at fair value through profit or loss: financial liabilities measured at fair value with changes in fair value and interest expense recognized in the statement of comprehensive income.

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(Unaudited – Expressed in thousands of Canadian Dollars unless stated otherwise)

Financial liabilities are classified as current liabilities if payment is due within one year or less, if not, they are presented as non-current liabilities. Financial liabilities are derecognized when the obligation is discharged, cancelled or expired.

5 Recent accounting pronouncements

IFRS 16 – Leases

The International Accounting Standards Board issued IFRS 16 – *Leases*, supersedes the existing standard, IAS 17 – *Leases*. The standard is effective for fiscal years beginning on or after January 1, 2019, with early adoption permitted, but only if the entity is also applying IFRS 15. Under IFRS 16, a lease will exist when a customer controls the right to use an identified asset as demonstrated by the customer having exclusive use of the asset for a period of time. IFRS 16 introduces a single accounting model for lessees, generally all leases will require an asset and liability to be recognized on the statement of financial position at inception. The accounting treatment for lessors will remain largely the same as under IAS 17. The Company is required to retrospectively apply IFRS 16 to all existing leases as of the date of transition and have the option to either:

- apply IFRS 16 with full retrospective effect; or
- recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application.

As a practical matter, an entity is not required to reassess whether a contract is, or contains, a lease at the date of initial application. Badger intends to adopt the new standard on the effective date and is currently assessing the effect that the new standard will have on its presentation and disclosure requirements, which is expected to be completed during 2018.

6 Seasonality of operations

The Company's sales typically peak in the second and third quarters as demand for construction related activity in both Canada and the U.S. peak during these quarters. In the first and fourth quarters, construction activity in the majority of Canada and certain regions of the U.S. typically reduces as a result of winter weather conditions. Partially, offsetting the impact of the seasonality related to construction activity, is demand for certain oil and gas related activities which are typically strongest in the first quarter and weakest in the second quarter as a result of spring break-up and restrictions related to road access. As the Company continues to grow its U.S. customer base, the impact of seasonality may shift over time. Similarly to sales, the Company's net working capital requirements will typically follow the seasonality of the related sales activity.

7 Trade and other receivables

	March 31, 2018	December 31, 2017
Trade receivables	107,283	109,904
Holdback receivables	1,603	1,702
Allowance for doubtful accounts	(2,003)	(1,622)
Total trade receivables	106,883	109,984
Accrued revenue and other receivables	2,197	2,048
Trade and other receivables	109,080	112,032

Holdback receivables are amounts customers withhold paying until the completion of the contract. These amounts are agreed in advance and typically have collection terms beyond general terms.

Accrued revenue represents revenue for services which have been completed and for which an invoice has not yet been rendered. All such recorded amounts are considered collectible.

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(Unaudited – Expressed in thousands of Canadian Dollars unless stated otherwise)

Trade receivables are non-interest bearing and are generally on 30-90 day payment terms.

The aging analysis of trade receivables, holdback receivables and the allowance for doubtful accounts is as follows:

	Total	0-30 days ⁽¹⁾	31-60 days	61-90 days	91-120 days	Greater than 120 days
March 31, 2018						
Trade receivables	107,283	51,725	34,139	7,495	3,700	10,224
Holdback receivables	1,603	15	248	72	37	1,231
Allowance for doubtful accounts	(2,003)	(2)	(4)	(88)	(4)	(1,905)
	106,883	51,738	34,383	7,479	3,733	9,550
December 31, 2017						
Trade receivables	109,904	39,209	34,740	16,865	8,954	10,136
Holdback receivables	1,702	6	27	33	112	1,524
Allowance for doubtful accounts	(1,622)	-	(2)	-	-	(1,620)
	109,984	39,215	34,765	16,898	9,066	10,040

⁽¹⁾ Trade receivables in the 0-30 day category includes amounts invoiced from March 1, 2018 to March 31, 2018.

The changes in allowance for doubtful account for the periods ended March 31, 2018 and December 31, 2017 are as follows:

At December 31, 2016	1,492
Additions to the allowance (bad debt expense)	2,951
Accounts written off (reduces allowance for doubtful accounts)	(1,700)
Amounts recovered that were previously allowed for (reduces bad debt expense)	(1,058)
Exchange differences	(63)
At December 31, 2017	1,622
Additions to the allowance (bad debt expense)	984
Accounts written off (reduces allowance for doubtful accounts)	(192)
Amounts recovered that were previously allowed for (reduces bad debt expense)	(450)
Exchange differences	39
At March 31, 2018	2,003

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(Unaudited – Expressed in thousands of Canadian Dollars unless stated otherwise)

8 Revenue

	March 31, 2018	March 31, 2017
Hydrovac revenue – corporate	97,330	80,328
Hydrovac revenue – operating partners	4,879	4,900
Total hydrovac revenue	102,209	85,228
Other service revenue – corporate ⁽¹⁾	17,883	14,471
Other service revenue – operating partners ⁽¹⁾	355	328
Total other service revenue	18,238	14,799
Truck placement revenue	124	120
Total revenue	120,571	100,147

(1) Other service revenue consists primarily of third party revenue, hydrovac related revenue not included in “Hydrovac revenue” and revenue related to other service lines.

9 Long-term debt

	March 31, 2018	December 31, 2017
Senior secured notes	96,705	94,088
Syndicated revolving credit facility	-	-
Long-term debt	96,705	94,088

Syndicated revolving credit facility

Badger has established a syndicated revolving credit facility (the “credit facility”) with a syndicate of three lenders. The credit facility, which is \$146.7 million in aggregate Canadian dollars, consists of a \$50.0 million Canadian tranche and a US\$75.0 million (\$96.7 million Canadian dollar equivalent) U.S. denominated tranche, providing Badger with the administrative flexibility to borrow in both Canada and the United States. The credit facility, which is a four year term, matures on August 11, 2021. Badger has the flexibility to expand the credit facility with approval of the syndicate by an additional \$100.0 million.

Badger maintains the credit facility for general liquidity management, general corporate purposes and to finance Badger’s capital expenditure program. The credit facility bears interest, at the Company’s option, at either the bank’s prime rate plus a tiered set of basis points or bankers’ acceptance/LIBOR rate also with a tiered structure. A stand-by fee is also required on the unused portion of the credit facility on a tiered basis. The prime rate tiers range between zero and 125 basis points. The bankers’ acceptance/LIBOR tiers range from 125 to 250 basis points. The stand-by fee tiers range between 25 and 50 basis points. All of the tiers are based on the Company’s Funded Debt to Compliance EBITDA ratio. Stand-by fees are expensed as incurred. The credit facility is collateralized by a general security interest over the Company’s assets, property and undertaking, present and future.

At March 31, 2018, the Company had available \$143.3 million (December 31, 2017 - \$140.8 million) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met.

As at March 31, 2018, the Company has issued letters of credit of approximately \$3.4 million (December 31, 2017 - \$3.3 million). The outstanding letters of credit which reduce the amount of available credit under the syndicated credit facility, support Badger’s U.S. insurance program and certain other performance bonds.

Under the terms of the credit facility, the Company must comply with certain financial and non-financial covenants, as defined by the bank. Throughout 2018, and as at March 31, 2018, the Company was in compliance with all of these covenants.

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Senior secured notes

On January 24, 2014 Badger closed a private placement of senior secured notes. The notes, which rank pari passu with the extendable revolving credit facility, have a principal amount of US\$75 million, and an interest rate of 4.83% per annum and mature on January 24, 2022. Amortizing principal repayments of US\$25 million are due under the notes on January 24, 2020, January 24, 2021 and January 24, 2022. Interest is paid semi-annually in arrears.

The senior secured notes are collateralized by a general security interest over the Company's assets, property and undertaking, present and future.

Under the terms of the senior secured notes, the Company must comply with certain financial and non-financial covenants, as defined by the bank. Throughout 2018, and as at March 31, 2018, the Company was in compliance with all of these covenants.

As at March 31, 2018, the fair value of the senior secured notes was approximately US\$76.2 million (December 31, 2017 - US\$77.2 million).

10 Shareholders' capital

A) Authorized shares

An unlimited number of voting common shares are authorized without nominal or par value.

B) Issued and outstanding

	Number of Shares	Amount \$
At December 31, 2016 and December 31, 2017	37,100,681	82,724
Shares issued on redemption of deferred share units	-	-
At March 31, 2018	37,100,681	82,724

11 Share-based plans

A) Deferred Share Unit Plan

The Deferred Share Unit ("DSU") Plan was established to promote a greater alignment of interests between the executive officers and the Shareholders of the Company. Directors may also participate in the plan whereby they will be paid 60% to 100% of the annual retainer in the form of deferred units. Pursuant to the terms of the DSU, participants are granted deferred units with a value equivalent to the value of a Badger share. The deferred units granted earn additional deferred units at the same rate as dividends on Badger common shares. The deferred units granted other than to the directors, which vest immediately, vest equally over a period of three years from the date of the grant. Upon vesting, the participant may elect to redeem the deferred units for an equal number of Badger shares or the cash equivalent. A maximum of 1,500,000 Common Shares have been reserved for issuance pursuant to the DSU Plan.

The DSU Plan has been accounted for as a cash-settled plan. The compensation expense is based on the estimated fair value of the deferred units outstanding at the end of each quarter using a volume weighted average share price and recognized using graded vesting throughout the term of the vesting period, with a corresponding credit to liabilities.

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The liability for deferred units outstanding as at March 31, 2018 is \$9.2 million (December 31, 2017 - \$9.9 million). The fair value of deferred units exercisable as at March 31, 2018 is \$8.2 million (December 31, 2017 - \$8.7 million). Changes in the number of deferred units under the DSU Plan were as follows:

	Units
At December 31, 2016	327,037
Granted	71,958
Dividends earned	5,612
Redeemed	(3,288)
Forfeited	-
At December 31, 2017	401,319
Granted	-
Dividends earned	1,757
Redeemed	(19,913)
Forfeited	(3,234)
At March 31, 2018	379,929
Exercisable at March 31, 2018	320,038

B) Performance Share Unit Plan

The Company also has a Performance Share Unit (“PSU”) Plan for officers of the Company. Officers must elect to have at least half, but may elect to have all of their annual long-term incentive compensation awarded in PSUs, with the remainder, if any, awarded in DSUs. The PSUs will be granted annually and represent rights to share value based on the number of PSUs issued and achieving certain performance criteria as set out by the Board of Directors. Subject to achievement of performance criteria, under the terms of the plan, PSUs awarded will vest following a three-year term on their anniversary date and are recognized over their vesting period. PSUs, which meet the performance and other vesting criteria, will be settled in cash upon exercise.

The PSU Plan has been accounted for as a cash-settled plan. The compensation expense is based on the estimated fair value of the PSUs outstanding at the end of each quarter using a volume weighted average share price and recognized over the vesting period, with a corresponding credit to liabilities.

The liability for PSUs outstanding as at March 31, 2018 is \$4.3 million (December 31, 2017 - \$4.1 million). There fair value of units exercisable at March 31, 2018 is \$1.5 million (December 31, 2017 - \$1.5 million). Changes in the number of PSUs under the PSU plan were as follows:

	Units
At December 31, 2016	198,316
Granted	62,310
Redeemed	-
Forfeited	-
At December 31, 2017	260,626
Granted	-
Redeemed	-
Forfeited	-
At March 31, 2018	260,626
Exercisable at March 31, 2018	56,043

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12 Earnings per share

Basic earnings per share (“EPS”)

Basic EPS is calculated by dividing profit or loss attributable to ordinary equity holders (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. The denominator is calculated by adjusting the shares in issue at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

The calculation of earnings per share for the three months ended March 31, 2018, was based on the net profit available to common shareholders of \$8.1 million (March 31, 2017 - \$3.7 million), and a weighted average number of common shares outstanding of 37,100,681 (March 31, 2017 - 37,100,681).

Diluted EPS

Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of any dilutive potential shares. The effects of anti-dilutive potential shares are ignored in calculating diluted EPS.

Weighted average number of common shares:

	For the three months ended March 31,	
	2018	2017
Issued common shares outstanding, beginning of period	37,100,681	37,100,681
Effect of shares issued on redemption of deferred share units	-	-
Basic and diluted weighted average number of common shares, end of period	37,100,681	37,100,681

13 Statement of cash flow supplemental information

The following table provides supplemental information on the components of changes in non-cash working capital in operating and investing activities:

	For the three months ended March 31,	
	2018	2017
Operating activities		
Source (use) of cash:		
Trade and other receivables	4,654	2,497
Prepaid expenses	(782)	(1,468)
Inventories	(710)	(963)
Trade and other payables	6,824	794
Change in non-cash working capital	9,986	860
Investing activities		
Source (use) of cash:		
Trade and other payables ⁽¹⁾	249	1,954
Change in non-cash working capital	249	1,954

⁽¹⁾ Non-cash working capital changes from trade and other payables are from vendors supplying Badger’s Hydrovac manufacturing and are included in investing activities as these supplies are additions to Property, plant and equipment.

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	March 31, 2018	December 31, 2017
Cash and cash equivalents:		
Bank accounts	19,720	35,705
Short-term investments	31,186	10,400
Total cash and cash equivalents	50,906	46,105

14 Segment reporting

The Company has identified three reportable segments consisting of two geographic segments (U.S. and Canada) and a Corporate reportable segment. The U.S. and Canadian operating segments provide non-destructive excavating services. Previously the results of the Corporate segment were included as a component of the Canada operating segment. Separating the Corporate results improves the comparability between the Canadian and U.S. segments. Comparative information has been reclassified to conform to the current presentation. The following is selected information for the periods ended March 31, 2018 and 2017 for these reportable segments.

For the three months ended:	March 31, 2018				March 31, 2017			
	Canada	U.S.	Corporate	Total	Canada	U.S.	Corporate	Total
Revenues	35,197	85,374	-	120,571	31,012	69,135	-	100,147
Direct costs	27,290	62,467	-	89,757	24,223	52,284	-	76,507
Depreciation of property, plant and equipment	3,678	8,022	-	11,700	3,404	7,534	-	10,938
General and administrative	1,533	3,725	1,113	6,371	849	2,067	868	3,784
Share-based plan	-	-	62	62	-	-	2,113	2,113
Finance cost	-	-	1,248	1,248	-	-	1,277	1,277
Other	3	348	-	351	23	(26)	-	(3)
Profit (loss) before tax	2,693	10,812	(2,423)	11,082	2,513	7,276	(4,258)	5,531

(1) Included in general and administrative expenses for the corporate segment are employee, office, and other costs related to public company administration.

(2) The share-based plan expense for participants in both the U.S. and Canada is reported in the corporate segment.

(3) Finance costs from the Company's credit facilities are reported in the corporate segment.

(4) Included in other are the (gain) loss on sale of property, plant and equipment, and foreign exchange (gain) losses.

	Canada	U.S.	Corporate	Total
As at March 31, 2018				
Property, plant and equipment	113,833	209,969	-	323,802
Intangible assets	7,858	-	-	7,858
Goodwill	1,621	-	-	1,621
Total assets	186,231	334,806	-	521,037
Total liabilities	27,581	53,607	112,482	193,670
As at December 31, 2017				
Property, plant and equipment	109,225	198,825	-	308,050
Intangible assets	7,858	-	-	7,858
Goodwill	1,621	-	-	1,621
Total assets	187,284	314,064	-	501,348
Total liabilities	23,147	48,255	111,452	182,854

(1) Included in total liabilities for the corporate segment are dividends payable, share-based plan liabilities, senior secured notes and accrued interest.

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15 Purchase commitments

At March 31, 2018, the Company has commitments to purchase approximately \$19.5 million (\$25.5 million - December 31, 2017) of capital assets, and various parts and materials, all of which are expected to be settled within one year.

16 Subsequent events

Normal course issuer bid

As previously disclosed on March 27, 2018, the Board of Directors approved the Company to pursue the implementation of a normal course issuer bid (“NCIB”). On May 10, 2018, the Toronto Stock Exchange (“TSX”) accepted the notice filed by the Company to implement the NCIB. Under the NCIB, Badger may acquire up to 2,000,000 common shares during the period commencing on May 15, 2018 and ending on May 14, 2019. Common shares purchased pursuant to the NCIB will be purchased at the market price of the common shares at the time of purchase and will be cancelled.