



**ZEDCOR ENERGY INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE AND NINE MONTHS ENDED  
SEPTEMBER 30, 2017 AND 2016**

Dated November 14, 2017

# ZEDCOR ENERGY INC.

## Management's Discussion and Analysis

For the three and nine months ended September 30, 2017

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The following management's discussion and analysis ("MD&A") provides an overview of the events and transactions that have affected the performance of Zedcor Energy Inc. (the "Company" or "our" or "we") formerly Canadian Equipment Rentals Corp. for the three and nine month periods ended September 30, 2017 when compared to the three and nine month periods ended September 30, 2016. The MD&A should be read in conjunction with the audited consolidated financial statements and accompanying notes thereto of Zedcor Energy Inc. for the years ended December 31, 2016 and 2015. These consolidated financial statements are available on the Company's website at [www.zedcor.ca](http://www.zedcor.ca) as well as on SEDAR at [www.sedar.com](http://www.sedar.com).

This MD&A is management's assessment of the Company's operations and financial results, as well as management's view of future prospects. These assessments and views are based on certain assumptions related to future events which are uncertain. Statements related to assessments and views which are not statements of historical fact are considered to be forward-looking statements. For a discussion on the risks and uncertainties related to such information please refer to "Forward-Looking Statements" below.

This MD&A has been prepared by management and reviewed and approved by the Board of Directors of Zedcor Energy Inc. as of November 14, 2017.

### **OVERVIEW AND CORPORATE PROFILE**

Zedcor Energy Inc. is a Canadian public corporation and is the parent company to Zedcor Energy Services Corp. ("Zedcor"). Zedcor is engaged in the rental of surface equipment and accommodations to the Western Canadian Oil and Gas Industry. The Company trades on the TSX Venture Exchange under the symbol "ZDC". Through most of 2016 the Company operated three separate business segments: (i) Energy Services; (ii) General Rentals; and (iii) Waste Management.

The Energy Services segment provides surface equipment rentals, and wellsite accommodations rentals to support the drilling operations of energy and production companies operating in the Western Canada Sedimentary Basin. This segment operates as Zedcor Energy Services ("Zedcor") from its main facility in Leduc, Alberta, sales office in Calgary, Alberta and operating yards in Grande Prairie, Alberta, Fort St. John, British Columbia and Estevan, Saskatchewan.

The General Rentals segment operated as 4-Way Equipment Rentals ("4-Way") and provided equipment rental solutions for construction and industrial projects in Edmonton, Alberta and surrounding areas from its facility in Edmonton, Alberta. On January 31, 2017, the Company announced that it had entered into an asset purchase agreement with Cooper Rentals Canada Inc. to sell all the net assets of 4-Way Equipment Rentals. The sale closed on February 9, 2017.

The Waste Management segment operated as MCL Waste Systems & Environmental ("MCL") and managed and operated six major landfills, two waste management transfer sites all in Alberta, and provided disposal and recycling services for clientele in a variety of industries. On November 17, 2016, the Company announced it had signed a share purchase agreement to sell MCL to a private Canadian waste management and recycling services company. The sale closed December 1, 2016.

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**EXECUTIVE SUMMARY:**

**Selected Financial Highlights**

*Amounts in the following tables are presented in thousands of dollars, except for per share amounts and percentages.*

<b>(in \$000s)</b>	<b>Three months ended September 30</b>		<b>Nine months ended September 30</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<b>Revenue</b>	3,539	2,375	10,330	7,155
<b>Adjusted EBITDA<sup>1,2</sup></b>	1,497	463	2,905	1,887
<b>Adjusted EBIT<sup>1,2</sup></b>	40	(9,175)	(1,632)	(16,101)
<b>Net (loss) income from continuing operations</b>	(1,254)	(8,679)	(5,751)	(16,510)
<b>Net (loss) income per share from continuing operations</b>				
<b>Basic</b>	(0.02)	(0.21)	(0.12)	(0.41)
<b>Diluted</b>	(0.02)	(0.21)	(0.12)	(0.41)

Amounts in table represents continuing operations, which are comprised of the Energy Services segment and Corporate

<sup>1</sup> Adjusted for severances, business acquisition costs and refinancing costs

<sup>2</sup> See Financial Measures Reconciliations below

- Revenues for the quarter ended September 30, 2017 increased by \$1.2 million or 33% from \$2.4 million to \$3.5 million compared to the same quarter in 2016. Commodity prices were stronger in the third quarter of 2017 compared to the same quarter 2016, which in part resulted in increased demand for drilling services and ancillary support equipment. Rental rates in the third quarter have improved when compared to the third quarter of 2016, which is due to increased drilling activity in Western Canada.
- Adjusted EBITDA for the quarter ended September 30, 2017 was \$1.5 million, an increase of \$1.0 million from the quarter ended September 30, 2016. This increase is a direct result of both the increased sales and decreased general administrative costs in the quarter.
- Net loss for the quarter ended September 30, 2017 was \$1.3 million, an improvement of \$7.4 million or 86% from a loss of \$8.7 million for the quarter end September 30, 2016. The improvement is a result of increased sales and a decrease in general and administrative expenses of \$0.8 million resulting from the cost saving initiatives put in place over the past year. There was also a quarter over quarter decrease in depreciation of \$6.8 million as the Company divested of under-utilized assets in 2016, there were no significant divestitures in 2017.
- On April 27, 2017, the Company entered into a Loan and Security Agreement with a new lender for a term of 12 months. See Liquidity and Capital Resources section.
- Over the past year, the Company restructured its operations and divested of both its General Rentals operating segment and Waste Management operating segment. Net proceeds from both transactions were used to pay down debt.

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### SELECTED QUARTERLY FINANCIAL INFORMATION

(Unaudited - in \$000s)	Sept 30 2017	Jun 30 2017	Mar 31 2017	Dec 31 2016	Sept 30 2016	June 30 2016	Mar 31 2016	Dec 31 2015
Revenue	3,539	2,348	4,442	3,444	2,375	1,469	3,311	2,426
Net income (loss) from continuing operations	(1,254)	(3,529)	(969)	(3,106)	(8,679)	(4,684)	(3,148)	(16,032)
Net income (loss) from discontinued operation	211	—	(427)	(3,062)	(904)	(91)	(954)	(659)
Adjusted EBITDA <sup>1</sup>	1,497	36	1,371	505	463	295	1,131	959
Adjusted EBITDA per share - basic <sup>1</sup>	0.03	0.00	0.03	0.01	0.01	0.01	0.03	0.03
Net income (loss) per share from continuing operations								
Basic	(0.02)	(0.07)	(0.02)	(0.08)	(0.21)	(0.12)	(0.08)	(0.44)
Diluted	(0.02)	(0.07)	(0.02)	(0.08)	(0.21)	(0.12)	(0.08)	(0.44)
Net income (loss) per share from discontinued operation								
Basic	0.00	—	(0.01)	(0.08)	(0.02)	(0.00)	(0.02)	(0.02)
Diluted	0.00	—	(0.01)	(0.08)	(0.02)	(0.00)	(0.02)	(0.02)
Adjusted free cash flow <sup>1</sup>	(707)	222	(488)	386	(1,089)	665	1,450	(6)

<sup>1</sup> See Financial Measures Reconciliations below

### OPERATING MARGIN REVIEW

In 2017 the Company has one operating segment, the Energy Services segment. In 2016 results were reported in three business segments: Energy Services, General Rentals (Discontinued), and Waste Management (Discontinued). A discussion of operating margin performance is set out below.

### ENERGY SERVICES MARGIN

(in \$000s)	Three months ended September 30			Nine months ended September 30 %		
	2017	2016	% change	2017	2016	change
Revenue	3,539	2,375	33%	10,330	7,155	31%
Direct costs and depreciation of operating assets*	2,596	2,851	-10%	8,247	8,925	-8%
Margin	943	(476)	150%	2,083	(1,770)	185%
Margin %	27%	-20%		20%	-25%	

\* Depreciation excludes gain/loss on disposal of assets.

### Operational Review

Q3 2017 vs Q3 2016

The third quarter of 2017 saw an improvement in commodity prices and an increase in drilling activity in the oil and gas sector in Western Canada compared to the third quarter of 2016. As a result there was an increase in utilization of rental equipment and an increase in rental rates for the equipment compared to the prior year quarter. Despite the increase in drilling activity, there is still strong

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competition from other service providers with idle assets which is preventing a full recovery in rental pricing.

For the quarter ended September 30, 2017 revenue was \$3.5 million, an increase of \$1.2 million compared to the same period in 2016. Gross margin increased by \$1.4 million compared to the three months ended September 30, 2016 as a result of the increased revenue and the more streamlined cost structure established through the recent restructuring.

### OTHER EXPENSES

(in \$000s)	Three months ended September 30			Nine months ended September 30		
	2017	2016	% change	2017	2016	% change
General and administrative	1,104	1,857	-68%	5,106	5,448	-7%
Depreciation of administrative assets	34	41	-21%	112	114	-2%
Amortization of intangible assets	165	165	0%	495	495	0%
Impairment of property and equipment	—	2,393	-100%	—	7,801	-100%
Business acquisition	—	49	-100%	—	471	-100%
Finance costs	912	277	70%	2,678	719	73%
Purchase gain	—	—	—	—	(2,664)	100%
Income taxes	(19)	(3,048)	-160%	(612)	(5,879)	-861%

For the three months and nine months ended September 30, 2017, total general and administrative expenses were \$1.1 million and \$5.1 million respectively, a decrease of 68% and a decrease of 7% when compared to the first three months and nine months of 2016. The large decrease in the three months ended September 30, 2017 highlights the impact of the cost cutting measures that have been implemented over the last year. The general and administrative costs for the nine months ended September 30, 2017 include \$1.0 million of costs incurred in the first six months of the year to secure alternative financing.

### OUTLOOK

The improved demand for drilling services and ancillary equipment in the third quarter of 2017 compared to the same quarter in 2016 resulted in Zedcor's revenue increasing 33% year over year. Improvements in commodity prices and industry activity levels in the quarter allowed the Company to increase pricing while experiencing stronger demand for rental assets compared to the prior year.

However, during the last few weeks of the third quarter Zedcor's rental equipment utilization levels dropped as several customers paused their drilling and completions activities while they evaluated their winter drilling plans. By early November, drilling activity for these customers had resumed with a positive outlook for the winter drilling season.

Although there continues to be volatility in oil prices and continued downward pressure on gas prices, current industry conditions indicate that activity levels through the winter drilling season should continue to remain strong and experience year over year pricing improvements.

As such, fourth quarter 2017 revenues will likely be similar to those experienced in 2016, however with the lower cost structure now in place compared to the prior year, cash flows will be improved.

The restructuring efforts over the past year, including the significant reductions in headcount at the executive level and reductions in associated discretionary spending, means the Company now has an operating structure that can support the full utilization of the existing rental asset base and deliver

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positive cash flows. This structure, coupled with superior service quality and a best-in-class equipment rental fleet are instrumental in maintaining and growing market share.

The Company continues to expand its market reach and customer base from beyond its traditional upstream energy services customers to new industry segments including industrial facilities and pipeline construction. This should lead to more diversity in its revenue streams and increase the utilization of existing rental equipment by penetrating new market segments that are less affected by seasonal fluctuations.

### SEASONALITY OF OPERATIONS

Zedcor Energy Inc. operates in an industry that is seasonal by nature. The Energy Services segment operates in the Western Canadian Sedimentary Basin (WCSB), where the activity levels in the oilfield services industry are subject to the ability to move heavy equipment in the oil and natural gas fields. This mobility is dependent on weather conditions. As warm weather returns in the spring, the winter's frost coming up out of the ground renders many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out ("spring breakup"). In addition, many exploration and production areas in Northern Canada are accessible only in the winter months when the ground is frozen and hard enough to support heavy equipment ("winter freeze up"). The timing of winter freeze up and spring breakup affects the ability to move equipment in and out of these areas, which directly affects the activities of the exploration and development companies serviced by this segment.

### LIQUIDITY AND CAPITAL RESOURCES

#### Sources and Uses of Cash

The following table shows a summary of the Company's cash flows by source or (use) for the nine months ended September 30, 2017 and 2016:

(Unaudited - in \$000s)	Nine months ended September 30			
	2017	2016	change	% change
Cash flow from (used by) continuing operating activities	(1,043)	138	(1,181)	-113%
Cash flow from (used by) continuing investing activities	7,780	(8,334)	16,114	207%
Cash flow from (used by) continuing financing activities	(8,690)	11,545	(20,235)	-233%

The following table presents a summary of working capital information:

(Unaudited - in \$000s)	Nine months ended September 30			
	2017	2016	change	% change
Current assets	6,080	16,995	(10,915)	-180%
Current liabilities *	21,575	31,380	(9,805)	-45%
Working capital	(15,495)	(14,385)	(1,110)	-7%
Working capital ratio	0.28	0.54	(0.26)	-93%

\*Includes \$20.4 million loan facility

The primary uses of funds are operating expenses, maintenance and growth capital spending, interest and principal payments on debt facilities. The Company has a variety of sources available to meet

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these liquidity needs, including cash generated from operations and equity issuances. In general, the Company funds its operations and distributions with cash flow generated from operations, while growth capital and acquisitions are typically funded by issuing new equity or debt.

Cash used in investing activities is primarily for acquisitions and additions to property and equipment. The Company has significantly curtailed capital expenditures to projects where replacement or repair of the asset is absolutely required or to projects which would generate an acceptable return within an acceptable time period.

#### **Principal Credit Facility**

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	<b>Interest</b>	<b>Final</b>	<b>Facility</b>	<b>Outstanding</b>	<b>Outstanding as</b>
	<b>rate</b>	<b>maturity</b>	<b>maximum</b>	<b>as at Sept 30,</b>	<b>at December 31,</b>
				<b>2017</b>	<b>2016</b>
Revolving operating facility	—	—	—	—	29,041
Loan facility	12.75%	2018	20,365	20,365	—
Operating loan facility	6.0%		1,000	—	—
				20,365	29,041
Current portion				(20,365)	(29,041)
Long term debt				—	—

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Revolving operating facility:

On April 28, 2016, the Company's Syndicated Bank Credit Facility was amended under the Third Amending Agreement to amend the financial covenant in respect of the Debt to EBITDA and Interest Coverage ratios.

On November 24, 2016 the Company's Syndicated Bank Credit facility was amended under the Fourth Amending agreement. The fourth amending agreement included a reduction in the revolving facility amount from \$55 million to \$46 million.

On December 15, 2016 the Company's Syndicated Bank Credit facility was amended under the Fifth Amending agreement. The fifth amending agreement included a reduction in the revolving facility amount from \$46 million to \$32.5 million and cancellation of the term facility commitment and swingline loans.

On February 16, 2017, the Company's Syndicated Credit Facility was amended under the Sixth Amending Agreement in which the lenders agreed to forbear from demanding repayment or enforcing its security under the agreement until April 28, 2017. The sixth amending agreement included a reduction in the revolving facility amount from \$32.5 million to \$20.97 million.

On April 21, 2017, the Syndicated Credit Facility was repaid in full and forthwith cancelled.

Loan and security facility:

On April 21, 2017, the Company entered into a Loan and Security Agreement with a new lender. The Loan and Security Agreement in the amount of \$20.4 million was used to repay the Syndicated Credit Facility, bears interest at a rate of 12.75% and has a term of 12 months with an option to extend for an additional 12 months at the satisfaction of the lender. The Loan and Security Agreement is serviced by six months of interest only payments, followed by six months of blended principal and interest payments. The Loan and Security Agreement does not require quantitative financial covenants, but imposes restrictions on the Loan's collateral, being the property and equipment of the Company.

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The Company issued the lender 3,651,501 share purchase warrants. Each warrant entitles the lender to acquire one common shares in the Company at an exercise price of \$0.25 per warrant. The warrants expire 90 days after the term of the loan, July 21, 2019. The warrants fair value of \$300 was recorded as a transaction cost of the loan and will be expensed over the term of the loan.

The Company is beginning to explore options for extension with the current lender, along with lower cost alternative financing with new lenders. Management is confident that either an extension or alternative financing will be secured by April 2018.

Operating loan facility:

On May 10, 2017, the Company signed a \$1 million operating loan agreement bearing interest at a rate of prime plus 3.3% and secured by the Company's accounts receivables and restricted cash. The operating loan facility requires that the Company's current ratio does not fall below 1.50:1.00 and effective September 30, 2017, the debt service coverage ratio not be less than 1.50:1.00, calculated in accordance with the formula set forth in the agreement. As at September 30, 2017 the Company's current ratio, as defined to exclude the loan facility, was 5.2:1.00 and the debt service coverage ratio was 1.92:1.00.

### Commitments and obligations

The following table shows the undiscounted contractual maturities of the Company's financial liabilities and finance and operating lease obligations as at September 30, 2017:

<b>(in \$000s)</b>	<b>1 Year</b>	<b>2-3 years</b>	<b>4-5 years</b>	<b>Thereafter</b>	<b>Total</b>	<b>Carrying value</b>
<b>Accounts payable and accrued liabilities</b>	999	—	—	—	999	999
<b>Current debt</b>	20,365	—	—	—	20,365	20,365
<b>Note payable</b>	—	—	3,281	—	3,281	2,407
<b>Operating leases</b>	1,693	3,380	2,616	3,550	11,239	—
<b>Total</b>	<b>23,057</b>	<b>3,380</b>	<b>5,897</b>	<b>3,550</b>	<b>35,884</b>	<b>23,771</b>

### OUTSTANDING SECURITIES

At November 14, 2017, the Company had the following securities outstanding:

- 51,284,016 common shares issued and outstanding.
- 4,400,000 preferred shares issued and outstanding.
- 2,990,500 options are outstanding exercisable at prices ranging from \$0.25 per share to \$3.09 per share.

### OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements other than the operating leases for the premises and equipment described above under Liquidity and Capital Resources above.

### BUSINESS RISKS AND UNCERTAINTIES

Business risks and uncertainties remain substantially unchanged from those disclosed in the annual Management Discussion and Analysis dated April 25, 2017. For a discussion of the business risks and uncertainties related to Zedcor Energy Inc., please refer to the annual Management Discussion and



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Analysis dated April 25, 2017 and to Zedcor Energy Inc.'s Annual Information Form dated April 25, 2017 both of which can be found on the Company's website or at [www.SEDAR.com](http://www.SEDAR.com).

### FINANCIAL MEASURES RECONCILIATIONS

Zedcor Energy Inc. uses certain measures in this MD&A which do not have any standardized meaning as prescribed by International Financial Reporting Standards ("IFRS"). These measures which are derived from information reported in the consolidated statements of operations and comprehensive income may not be comparable to similar measures presented by other reporting issuers. These measures have been described and presented in this MD&A in order to provide shareholders and potential investors with additional information regarding the Company.

Investors are cautioned that EBITDA, adjusted EBITDA and adjusted EBITDA per share, adjusted free cash flow and payout ratio are not acceptable alternatives to net income or net income per share, a measurement of liquidity, or comparable measures as determined in accordance with IFRS.

#### **EBITDA and Adjusted EBITDA**

EBITDA refers to net income before finance costs, income taxes, depreciation and amortization. Adjusted EBITDA is calculated as EBITDA before costs associated with business acquisition costs, refinancing, severance, gains or losses on disposal of property and equipment, and share based compensation. These measures do not have a standardized definition prescribed by IFRS and therefore may not be comparable to similar captioned terms presented by other issuers.

Management believes that EBITDA and Adjusted EBITDA are useful measures of performance as they eliminate non-recurring items and the impact of finance and tax structure variables that exist between entities. "Adjusted EBITDA per share – basic" refers to Adjusted EBITDA divided by the weighted average basic number of shares outstanding during the relevant periods.

A reconciliation of net income to Adjusted EBITDA is provided below:

(in \$,000s)	Three months ended September 30		Nine months ended September 30	
	2017	2016	2017	2016
<b>Net income</b>	(1,254)	(8,679)	(5,751)	(16,510)
Add:				
Finance costs	912	277	2,678	719
Depreciation	1,453	1,761	4,487	5,926
Amortization of intangibles	165	165	495	495
Income taxes	(19)	(3,048)	(612)	(5,879)
Discontinued operation	211	595	102	1,945
<b>EBITDA</b>	<b>1,468</b>	<b>(8,929)</b>	<b>1,399</b>	<b>(13,304)</b>
Add:				
Stock based compensation	5	117	6	121
(Gain) loss on disposal of property and equipment	(1)	6,469	51	8,235
Impairment of property and equipment	—	2,393	—	7,801
Purchase gain	—	—	—	(2,664)
Severance costs	25	364	410	1,227
Business acquisition costs	—	49	—	471
Refinancing costs	—	—	1,039	—
<b>Adjusted EBITDA</b>	<b>1,497</b>	<b>463</b>	<b>2,905</b>	<b>1,887</b>

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### **Adjusted EBIT**

Adjusted EBIT refers to earnings before interest and finance charges, taxes, amortization, impairment of property and equipment, purchase gain, refinancing costs, severance costs and business acquisition costs.

A reconciliation of net income to Adjusted EBIT is provided below:

<b>(in \$,000s)</b>	<b>Three months ended September 30</b>		<b>Nine months ended September 30</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<b>Net income</b>	(1,254)	(8,679)	(5,751)	(16,510)
Add:				
Finance costs	912	277	2,678	719
Amortization of intangibles	165	165	495	495
Impairment of property and equipment	—	2,393	—	7,801
Purchase gain	—	—	—	(2,664)
Income taxes	(19)	(3,048)	(612)	(5,879)
Severance costs	25	74	121	678
Business acquisition costs	—	49	—	471
Refinancing costs	—	—	1,039	—
Discontinued operation	211	(406)	398	(1,212)
<b>Adjusted EBIT</b>	<b>40</b>	<b>(9,175)</b>	<b>(1,632)</b>	<b>(16,101)</b>

### **Adjusted free cash flow**

Adjusted free cash flow is defined by management as net income plus non-cash expenses, plus or minus the net change in non-cash working capital, plus business acquisition costs, refinancing costs and severance costs, less maintenance capital. Maintenance capital is also a non-IFRS term. Management defines maintenance capital as the amount of capital expenditure required to keep its operating assets functioning at the same level of efficiency and to maintain the average age of the rental fleet at approximately the same average age as it was at the end of the previous year. Management believes that adjusted free cash flow reflects the cash generated from the ongoing operation of the business. Adjusted free cash flow is a non-IFRS measure generally used by dividend-paying companies as an indicator of funds available for re-investment, debt payment and dividend payment. There is no standardized method of determining free cash flow, adjusted free cash flow or maintenance capital prescribed under IFRS and therefore the Company's method of calculating these amounts is unlikely to be comparable to similar terms presented by other issuers.

Adjusted free cash flow from continuing operations is calculated as follows:

<b>(in \$000s)</b>	<b>Three months ended September 30</b>		<b>Nine months ended September 30</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<b>Net income</b>	(1,254)	(8,679)	(5,751)	(16,510)
<b>Add non-cash expenses:</b>				
Depreciation	1,452	8,230	4,538	14,161
Amortization of intangibles	165	165	495	495
Impairment of property and equipment	—	2,393	—	7,801
Purchase gain	—	—	—	(2,664)
Stock based compensation	5	117	6	121
Deferred taxes	(4)	(3,077)	(590)	(5,899)
	<b>364</b>	<b>(851)</b>	<b>(1,302)</b>	<b>(2,495)</b>

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<b>Add non-recurring expenses:</b>				
Severance	25	74	121	678
Refinancing costs	—	—	1,039	—
Business acquisition expense	—	49	—	471
	389	(728)	(142)	(1,346)
Change in non-cash working capital from continuing operations	(1,003)	(308)	(509)	2,192
Maintenance capital	(93)	(53)	(142)	(682)
<b>Adjusted Free Cash Flow</b>	<b>(707)</b>	<b>(1,089)</b>	<b>(793)</b>	<b>164</b>

### FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this MD&A constitute forward-looking statements or forward-looking information, including management's belief that improvement in demand should begin to drive improvements in equipment rental rates and that the expanded market reach and customer base will lead to more diversity in the Company's revenue stream and increase utilization. Forward-looking statements or information may contain statements with the words "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", "budget", "should", "project", "would have realized", "may have been" or similar words suggesting future outcomes or expectations. Although the Company believes that the expectations implied in such forward-looking statements or information are reasonable, undue reliance should not be placed on these forward-looking statements because the Company can give no assurance that such statements will prove to be correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of assumptions about the future and uncertainties. These assumptions include that the Company's cost cutting measures that have been implemented will protect future margins and that the Company's lean operations will protect against profound down swings in the economic environment. Although management believes these assumptions are reasonable, there can be no assurance that they will be proved to be correct, and actual results will differ materially from those anticipated. For this purpose, any statements herein that are not statements of historical fact may be deemed to be forward-looking statements. The forward-looking statements or information contained in this MD&A are made as of the date hereof and the Company assumes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new contrary information, future events or any other reason, unless it is required by any applicable securities laws. The forward-looking statements or information contained in this MD&A are expressly qualified by this cautionary statement.

This MD&A also makes reference to certain non-IFRS measures, which management believes assists in assessing the Company's financial performance. Readers are directed to the section above entitled "Financial Measures Reconciliations" for an explanation of the non-IFRS measures used.

### ADDITIONAL INFORMATION

Information about Zedcor Energy Inc. may be found on the SEDAR website at [www.sedar.com](http://www.sedar.com) on the Company's website at [www.zedcor.ca](http://www.zedcor.ca). The Company trades on the TSX Venture Exchange under the symbol ZDC.