ZEDCOR ENERGY INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017

Dated May 15, 2018

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 months ended March 31, 2018 when compared to the three months ended March 31, 2017. 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, 2017 and 2016. These consolidated financial statements are available on the Company's website at www.zedcor.ca as well as on SEDAR at 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 May 15, 2018.

OVERVIEW AND CORPORATE PROFILE

Zedcor Energy Inc. is a Canadian public corporation and is currently the parent company to Zedcor Energy Services Corp. ("Zedcor"). Zedcor is engaged in the rental of surface equipment and accommodations, and providing security and surveillance services in Western Canada. The Company trades on the TSX Venture Exchange under the symbol "ZDC".

The Company provides surface equipment rentals and wellsite accommodations rentals to support the drilling and completions operations of energy and production companies operating in the Western Canada Sedimentary Basin and also provides rental equipment, security and surveillance services to support construction and infrastructure projects in the same region. The Company operates as Zedcor Energy Services Corp. from its main facility in Leduc, Alberta, sales office in Calgary, Alberta and operating yards in Grande Prairie, Alberta, and Fort St. John, British Columbia.

EXECUTIVE SUMMARY:

Selected Financial Highlights

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

(in $000s)	Three months ended March 31 2018	2017
Revenue	5,228	4,442
Adjusted EBITDA[1,2]	1,772	1,191
Adjusted EBIT[1,2]	370	(367)
Net loss from continuing operations	(616)	(969)
Net loss per share from continuing operations		
Basic	(0.01)	(0.02)
Diluted	(0.01)	(0.02)

[1] *Adjusted for severances and refinancing costs*
[2] *See Financial Measures Reconciliations below*

- Revenues for the quarter ended March 31, 2018 increased by $786 or 18% from $4.4 million to $5.2 million compared to the same quarter in 2017. This increase was due in part to higher rental rates in the first quarter of 2018 when compared to the same quarter of 2017. The higher rental rates are due to an increase in drilling and completions activity in the region stemming from higher year over year commodity prices.
- In the first quarter of 2018, the Company purchased new hybrid solar light towers which were equipped with high resolution security cameras to provide customers with surveillance services. These new solar light towers and related surveillance services contributed in part to the 18% increase in revenue quarter over quarter.
- Adjusted EBITDA for the quarter ended March 31, 2018 was $1.8 million, an increase of $0.6 million from the quarter ended March 31, 2017. This increase is a direct result of the increase in revenue and a decrease in general and administrative costs, as $243 of refinancing costs and $95 of severance costs were incurred in the first quarter of 2017.
- Net loss for the quarter ended March 31, 2018 was $0.6 million, an improvement of $0.4 million or 36% from a loss of $1.0 million for the quarter end March 31, 2017. The improvement is a result of increased revenue and a decrease in general and administrative expenses.
- On March 28, 2018, the Company renewed the Loan and Security Agreement in the amount of $17.5 million for an additional 6 months. On the same day the Company also signed a $13.5 million credit facility, comprised of a $3 million operating loan, a $2.5 million non-revolving term loan and an $8 million equipment finance term loan. See Liquidity and Capital Resources section.

SELECTED QUARTERLY FINANCIAL INFORMATION

(Unaudited – in $000s)	Mar 31 2018	Dec 31 2017	Sept 30 2017	Jun 30 2017	Mar 31 2017	Dec 31 2016	Sept 30 2016	June 30 2016
Revenue	5,228	4,306	3,539	2,348	4,442	3,444	2,375	1,469
Net income (loss) from continuing operations	(616)	(2,618)	(1,254)	(3,529)	(969)	(3,106)	(8,679)	(4,684)
Net income (loss) from discontinued operation	—	—	211	—	(427)	(3,062)	(904)	(91)
Adjusted EBITDA[1]	1,772	1,417	1,497	36	1,191	505	463	295
Adjusted EBITDA per share - basic[1]	0.03	0.03	0.03	0.00	0.03	0.01	0.01	0.01
Net income (loss) per share from continuing operations								
Basic	(0.01)	(0.05)	(0.02)	(0.07)	(0.02)	(0.08)	(0.21)	(0.12)
Diluted	(0.01)	(0.05)	(0.02)	(0.07)	(0.02)	(0.08)	(0.21)	(0.12)
Net income (loss) per share from discontinued operation								
Basic	—	—	0.00	—	(0.01)	(0.08)	(0.02)	(0.00)
Diluted	—	—	0.00	—	(0.01)	(0.08)	(0.02)	(0.00)
Adjusted free cash flow[1]	(490)	168	(707)	222	(315)	386	(1,089)	665

[1] *See Financial Measures Reconciliations below*

OPERATIONS REVIEW

Q1 2018 vs Q1 2017

The first quarter of 2018 saw an improvement in commodity prices and an associated increase in drilling activity in the oil and gas sector in Western Canada compared to the first quarter of 2017. 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 competition from other service providers with idle assets which is preventing a full recovery in rental pricing.

During the first quarter of 2018, the Company purchased $1.6 million of new solar hybrid light towers, with most of these light towers being equipped with high resolution security cameras to provide customers with surveillance services. This new equipment and related services has allowed the Company to expand its customer base to new industry segments including pipeline construction and as a result increase its revenue base.

For the quarter ended March 31, 2018 revenue was $5.2 million, an increase of $0.8 million compared to the same period in 2017. Gross margin increased by $0.6 million compared to the three months ended March 31, 2017 as a result of the increased revenue.

OTHER EXPENSES

	Three months ended March 31		
(in $000s)	2018	2017	% change
General and administrative	1,379	1,803	-24%
Depreciation of administrative assets	21	37	-43%
Amortization of intangible assets	165	165	0%
Finance costs	836	714	17%
Income taxes	(15)	(615)	-98%

For the three months ended March 31, 2018 and March 31, 2017, total general and administrative expenses were $1.4 million and $1.8 million respectively, a decrease of 24%. The decrease is a result of $243 in refinancing costs and $95 in severance costs incurred in the first quarter of 2017. Finance costs increased 17% from the quarter ending March 31, 2017 to the quarter ending March 31, 2018, due to the higher rate of interest associated with the Loan and Security facility entered into in April 2017.

OUTLOOK

While global commodity prices increased throughout 2017 and into 2018, oilfield activity levels in Canada only increased marginally year over year due to take away capacity constraints and uncertainty surrounding a lack of governmental support for the industry. This has limited investment in the oil and gas sector in Canada when compared to other global opportunities as these other opportunities currently deliver far superior returns on invested capital. While the Company was able to achieve some pricing increases in the first half of 2017, the flat demand for rental equipment since then has prevented the Company from achieving any further pricing improvements.

The Company anticipates that demand for rental equipment in 2018 to support drilling activity in the Western Canadian Sedimentary Basin ("WCSB") will be flat when compared to the 2017 demand. Equipment rentals in support of completions activities however is likely to be stronger in 2018 when compared to 2017. The Company is thus focusing on expanding customer relationships in order to capture a greater portion of the completions related rental equipment demand.

As there is currently much stronger demand for oil and gas services in the United States, especially in the Permian Basin, compared to the WCSB, the Company is reviewing the utilization of all its assets to determine what underutilized equipment can be sold at reasonable prices. The sale of such equipment will result in improved equipment utilization in Canada and a more streamlined fleet of rental assets which will reduce repairs and maintenance costs. Proceeds from any assets sales will be used to pay down debt or reinvested in new equipment for which there is strong demand in Canada.

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 strategy includes purchasing new hybrid solar light towers which reduce both the customers operating costs for lighting and their carbon footprint. A number of these light towers are also being equipped with high resolution security cameras to provide the customer with surveillance services.

Although Zedcor has just begun to pursue this new service offering, initial interest from new and existing customers appears to be strong. As such, on April 24, 2018, the Company announced that it had signed an Amendment to the Exclusive Distributorship and Supply Agreement previously entered into with a vendor, wherein the vendor will exclusively sell Zedcor their hybrid solar powered lighting systems and light towers. The amendment expands the exclusive territory to include all of Alberta, British Columbia, Saskatchewan, Manitoba, Yukon and the Northwest Territories, and extends the termination date of the Agreement by three years from December 31, 2018 to December 31, 2021.

Developing this market will lead to more diversity in the Company's revenue streams and help increase the utilization of existing rental equipment by penetrating 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 Company 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 the Company.

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 three months ended March 31, 2018 and 2017:

	Three months ended March 31			
(Unaudited – in $000s)	**2018**	**2017**	**change**	**% change**
Cash flow used by continuing operating activities	(550)	(634)	84	-13%
Cash flow from (used by) continuing investing activities	(63)	7,203	(7,266)	-101%
Cash flow used by continuing financing activities	(164)	(8,070)	7,906	-98%

The following table presents a summary of working capital information:

	Three months ended March 31			
(Unaudited – in $000s)	**2018**	**2017**	**change**	**% change**
Current assets	6,357	6,908	(551)	-8%
Current liabilities *	20,082	22,283	(2,201)	-10%
Working capital	(13,725)	(15,375)	1,939	-12%
Working capital ratio	0.32	0.31	0.01	1%

**Includes $17.0 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 these liquidity needs, including cash generated from operations and equity issuances. In general, the Company funds its operations with cash flow generated from operations, while growth capital and acquisitions are typically funded by issuing new equity or debt.

Principal Credit Facility

	Interest rate	Final maturity	Facility maximum	Outstanding as at March 31, 2018	Outstanding as at March 31, 2017
Revolving operating facility	8.7%	2017	20,971	—	20,971
Loan and security facility	12.75%	2018	17,500	17,041	—
Operating loan facility	6.75%		3,000	—	—
Term loan facility	6.75%	2020	2,500	2,000	—
Equipment term loan facility	6.10%	2021	8,000	—	—
				19,041	20,971
Current portion				(17,041)	(20,971)
Long term debt				2,000	—

Revolving operating facility:

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.

The Company issued the lender 3,651,501 share purchase warrants. Each warrant entitles the lender to acquire one common share 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.

On March 28, 2018, the Company renewed the Loan and Security agreement in the amount of $17.5 million for an additional six months with an option to renew for an additional six months at the satisfaction of the lender. The renewed Loan and Security agreement bears interest at 12.75% and is serviced by six months of interest only payments, followed by six months of principal and interest payments in the event that it is renewed. The Company also entered into a Warrant Amendment Agreement which amended the exercise price of the warrants to $0.27 per share from $0.25 per share and extended the expiry date to July 21, 2020. The facility no longer has any shareholder guarantees pledged as security, and all covenants and collateral remain the same.

Operating loan, term loan and equipment term 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.

On March 28, 2018, the Company signed a $13.5 million credit facility, comprised of a $3 million operating loan facility, which replaces the $1 million operating loan facility, a $2.5 million non-revolving term loan facility, which will be used to pay out the guarantee from the Loan and Security agreement, and an $8 million equipment finance term loan facility. The operating loan facility is payable on demand by the lender, bears interest at a rate of prime plus 3.3% and is secured by the Company's accounts receivable. The term facility matures in two years, bears interest at a rate of prime plus 3.3% and is secured by a shareholder guarantee. The shareholder guarantee bears interest at a rate of 5.0% per annum and is paid monthly through the issuance of shares. The equipment finance loan is amortized over 36 months, bears interest at a rate of 6.1% and is repayable in equal monthly installments of principal and interest over the term. The equipment finance loan will be used to finance 75% of the cost of new equipment purchased. The credit facility requires that the Company's current ratio does not fall below 1.50:1.00, the debt service coverage ratio does not fall below 1.25:1.00 and the share value of the shares pledged under the shareholder guarantee not be less than 1.25 times the value of the outstanding term facility.

As at March 31, 2018, the Company's current ratio, as defined to exclude the loan and security facility, was 2.27:1.00 and the debt service coverage ratio was 1.30:1.00.

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 March 31, 2018:

(in $000s)	1 Year	2-3 years	4-5 years	Thereafter	Total	Carrying value
Accounts payable and accrued liabilities	2,795	—	—	—	2,795	2,795
Current debt	17,500	—	—	—	17,500	17,041
Long-term debt	—	2,000	—	—	2,000	2,000
Note payable	—	3,281	—	—	3,281	2,527
Onerous and operating leases	1,215	2,903	2,083	3,463	9,664	935
Total	21,510	8,184	2,083	3,463	35,240	25,298

OUTSTANDING SECURITIES

At May 15, 2018, the Company had the following securities outstanding:

- 52,338,377 common shares issued and outstanding.
- 4,400,000 preferred shares issued and outstanding.
- 4,151,500 options are outstanding and 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 March 28, 2018. For a discussion of the business risks and uncertainties related to Zedcor Energy Inc., please refer to the annual Management Discussion and Analysis dated March 28, 2018 and to Zedcor Energy Inc.'s Annual Information Form dated March 28, 2018 both of which can be found on the Company's website or at 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 and adjusted free cash flow 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 severance, refinancing costs 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:

	Three months ended March 31	
(in $,000s)	**2018**	**2017**
Net income	(616)	(969)
Add:		
Finance costs	836	714
Depreciation	1,394	1,559
Amortization of intangibles	165	165
Income taxes	(15)	(615)
EBITDA	1,764	854
Add:		
Stock based compensation	8	(1)
Refinancing costs	—	243
Severance costs	—	95
Adjusted EBITDA	1,772	1,191

Adjusted EBIT

Adjusted EBIT refers to earnings before interest and finance charges, taxes, amortization, refinancing costs and severance costs.

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

	Three months ended March 31	
(in $,000s)	**2018**	**2017**
Net income	(616)	(969)
Add:		
Finance costs	836	714
Amortization of intangibles	165	165
Income taxes	(15)	(615)
Refinancing costs	—	243
Severance costs	—	95
Adjusted EBIT	370	(367)

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 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:

	Three months ended March 31	
(in $000s)	**2018**	**2017**
Net income	(616)	(969)
Add non-cash expenses:		
Depreciation	1,394	1,559
Amortization of intangibles	165	165
Stock based compensation	8	(1)
Deferred taxes	(15)	(615)
	936	139
Add non-recurring expenses:		
Severance	—	95
Refinancing costs	—	243
	936	477
Change in non-cash working capital from continuing operations	(1,419)	(765)
Maintenance capital	(7)	(27)
Adjusted Free Cash Flow	(490)	(315)

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 increased demand for rental equipment to support drilling activity will protect future margins and that the Company's new solar hybrid light tower and related security and surveillance service offerings will lead to more diversity in revenue streams and protect against future 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 on the Company's website at www.zedcor.ca. The Company trades on the TSX Venture Exchange under the symbol ZDC.