



**2015 ANNUAL REPORT** 

INNOVATION | VERTICAL INTEGRATION | SPECIALIZED DRILLING | HEALTH & SAFETY | DIVERSIFICATION



#### PROFILE

Headquartered in Val-d'Or, Quebec, Orbit Garant Drilling Inc. (TSX:OGD) is one of the largest Canadian-based mineral drilling companies, providing both underground and surface drilling services in Canada and internationally through its 209 drill rigs and more than 600 employees. Orbit Garant provides services to major, intermediate and junior mining companies, through each stage of mining exploration, development and production. The Company also provides geotechnical drilling services to mining or mineral exploration companies, engineering and environmental consultant firms, and government agencies. Orbit Garant's subsidiary, Soudure Royale, manufactures custom drill rigs for conventional and specialized drilling projects.

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The mineral drilling industry continues to face challenging market conditions as mining companies have been exercising cost restraint on mineral exploration and mine development programs over the past three years. Senior and intermediate mining companies began scaling back their drilling program spending in 2013. During this same period, junior mining companies have cut their exploration activities due to a lack of capital. These adverse conditions have resulted in a current oversupply of drilling services capacity in the market, which in turn has created downward pricing pressure. The recent economic slowdown in China has negatively impacted metals prices, which has further undermined market conditions.

Orbit Garant has been focused on disciplined cost controls, capital expenditures and balance sheet management since the market downturn began in order to maintain our financial flexibility. At the same time, we have remained vigilant in maintaining, and where possible improving our competitive strengths, so that we are well positioned to capture market share as industry conditions improve.

In terms of cost controls, for our fiscal year ended June 30, 2015, our Adjusted General and Administrative expenses were \$10.5 million, down from \$10.9 million in fiscal 2014, and significantly lower than the \$14.2 million we incurred in fiscal 2012, prior to weakening market conditions. In terms of balance sheet management, we have been actively paying down debt. During fiscal 2015 we lowered our long-term debt, including the current portion, to \$7.4 million. This compares to total debt of \$8.5 million as at June 30th a year ago, and \$26.4 million at fiscal 2012 year end. Our capital expenditures in fiscal 2015 totalled \$4.0 million, slightly higher than the \$3.1 million we invested in fiscal 2014, but well below the \$18.4 million in capital expenditures in fiscal 2012.

Throughout this period of disciplined financial management, we have remained focused on supporting our key competitive strengths and we intend to continue to strategically invest in our operational growth platform. Our Board has approved a capital expenditure budget of \$6.5 million for fiscal 2016. Planned capital expenditures include the continued expansion of our fleet of computerized drills. We have also invested in expanding our international operations to support our long-term growth objectives.

Our computerized monitoring and drilling technology is a competitive differentiator for Orbit Garant and reflects our commitment to being a leading innovator in the mineral drilling industry. With improved drilling accuracy, consistency of results, greater productivity, and lower cost of consumables, our next generation drilling technology is drawing interest from customers around the world. All of our computerized drill rigs are currently deployed on customer project sites. By staying at the forefront as an innovator, Orbit Garant is establishing leadership for the long term.

We believe the establishment of new operating subsidiaries in the strategic markets of Chile and Ghana in fiscal 2015 will position Orbit Garant for enhanced future growth. We achieved an important milestone during the year by commencing work on our first drilling project in Chile. We see attractive opportunities in this new market and we have made significant inroads with our market development activities to date. West Africa will be another important international market for us and we are now well positioned to service customers in this region from our new base in Ghana. Finally, we are about to reach another important international milestone, as we expect to commence work on our first project in Kazakhstan in our fiscal 2016 second quarter.

Orbit Garant has a long history of mineral drilling expertise in Canada, particularly in gold related projects, and while Canada and gold related projects will remain the foundation of our business and continue to comprise the majority of our revenue going forward, we are confident that we can successfully penetrate our international target markets with our extensive field experience, technical knowledge and constant focus on innovation and customized solutions to create a more diversified operational platform to drive greater long-term value creation for our stakeholders.

We enter fiscal 2016 encouraged by the four consecutive quarters of year-over-year growth in our domestic drilling revenue in fiscal 2015. We believe this is an indicator of the stabilization of our core business in Canada. Further, our 10.4% overall revenue growth in fiscal 2015 marked our first full year of top line growth since the industry downturn began. We expect that our near-term gross margin and bottom line results will continue to reflect the highly competitive pricing environment and the historically low levels of demand for higher-margin specialized drilling services due to current industry conditions. However, we also believe that industry pricing has stabilized and we did see a slight increase in demand for our specialized drilling services in fiscal 2015, compared to fiscal 2014.

Looking ahead, we will continue to maintain financial discipline in line with market conditions to ensure that we have the financial flexibility to exploit market opportunities as they arise. We believe the current market environment presents attractive acquisition opportunities which we will carefully evaluate with a view to further strengthening our business. We will continue to support our competitive strengths including our diversified drilling services which focus on quality and innovation, specialized technologies, highly skilled personnel and leading health and safety and environmental standards. Our vertically integrated manufacturing capabilities which enable us to cost-effectively manufacture custom drill rigs, including our computerized drill rigs and equipment to fit the needs of our customers, will continue to be one of our key competitive differentiators.

The mining and mineral drilling industries are highly cyclical. We have experienced market downturns before and likely will again. Despite current market challenges, we believe the outlook for the mining industry is positive. Global demand for ferrous and non-ferrous metals, combined with depleting reserves and resources, will eventually lead to increased exploration and development activities by mining companies which will have a direct positive impact on the drilling industry. After all, the only way for mining companies to remain viable entities over the long-term is to replace, and ideally increase, their reserve and resource bases and the only way to do this is by drilling. We believe that Orbit Grant is ideally positioned to benefit from this eventuality. With our solid foundation in Canada, increased international market presence, sound balance sheet and our unwavering commitment towards technological innovation, we are well positioned to emerge stronger than ever when the next growth cycle occurs.

In closing, I would like to thank our employees for their hard work, teamwork and commitment. Their dedication and efforts are critical to our success. I would also like to thank our Board of Directors for their continued support on strategic direction and corporate governance. Our Chairman, Guthrie Stewart, will not stand for re-election at our upcoming Annual and Special Meeting on November 24, 2015, due to his recent appointment as an Officer of one of Canada's largest pension investment managers. Guthrie has served as Chairman since our Initial Public Offering in 2008 and we have benefitted greatly from his leadership and knowledge during his tenure. On behalf of the Board, our senior management team and employees, we thank Guthrie for his years of service and wish him continued success with his new responsibilities.

Eric Alexandre President and Chief Executive Officer

MD&A and Consolidated Financial Statements

## YEAR END AND FOURTH QUARTER FISCAL 2015

**SEPTEMBER 22, 2015** 

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management Discussion and Analysis ("MD&A") is a review of the results of operations, the liquidity and the capital resources of Orbit Garant Drilling Inc. This discussion contains forward-looking statements. Please see "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to these statements.

This MD&A should be read in conjunction with the audited consolidated financial statements for the fiscal year ended June 30, 2015 ("Fiscal 2015"), as compared with the previous year and also with the audited consolidated financial statements and MD&A contained in the Company's annual report for the fiscal year ended June 30, 2014 ("Fiscal 2014").

The Company's Fiscal 2015 audited consolidated financial statements and the accompanying notes were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in this MD&A are in Canadian dollars, except when otherwise noted.

In this MD&A, references to the "Company" or to "Orbit Garant" shall mean, as the context may require, either Orbit Garant Drilling Inc. or Orbit Garant Drilling Inc. together with its wholly owned subsidiaries.

This MD&A is dated September 22, 2015. Disclosure contained in this document is current to that date unless otherwise stated.

Percentage calculations are based on numbers in the Financial Statements and may not correspond to rounded figures presented in this MD&A.

Additional information relating to the Company, including the Company's Annual Information Form for the most recently completed fiscal year, can be found on SEDAR at <u>www.sedar.com</u>.

#### FORWARD-LOOKING STATEMENTS

Securities laws encourage companies to disclose forward-looking information in order for investors to have a better understanding of a company's future prospects and make informed investment decisions.

This MD&A contains forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates and assumptions about: the markets in which the Company operates; the world economic climate as it relates to the mining industry; the Canadian economic environment; and the Company's ability to attract and retain customers and to manage its assets and operating costs.

Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements.

The Company disclaims any intention and assumes no obligation to update any forward-looking statement, even if new information becomes available, as a result of future events or for any other reasons except in accordance with applicable securities laws. Risks that could cause the Company's actual results to materially differ from its current expectations are discussed in this MD&A. For a more complete discussion of the risk factors that could cause the Company's actual results to materially differ from its current expectations, please refer to the Company's Annual Information Form dated September 22, 2015, accessible via www.sedar.com.

#### FISCAL 2015 SUMMARY

- Revenue was \$79.0 million, up 10.4% from \$71.5 million in Fiscal 2014
- Gross margin was 4.1% compared to 5.2% in Fiscal 2014
- Adjusted gross margin (excluding depreciation expense) was 15.2%, compared to 18.5% in Fiscal 2014
- EBITDA was \$1.8 million, down from \$3.4 million in Fiscal 2014
- Net loss of \$7.4 million compared to \$6.3 million in Fiscal 2014
- 892,875 metres drilled in Fiscal 2015, up from 825,271 metres in Fiscal 2014
- Debt reduction of \$1.1 million in Fiscal 2015

In Fiscal 2015, Orbit Garant's drilling volumes increased 8.2% year-over-year, but the Company's drilling volumes remain low when compared with the peak levels recorded in fiscal 2012, due to prolonged difficult market conditions in the mineral drilling industry. Many senior and intermediate mining companies have scaled back their drilling programs over the past three years, and junior mining companies have significantly cut their exploration activities due to a lack of capital. This decreased demand for drilling services has led to pricing pressure from customers. Further, the industry demand for higher margin specialized drilling services remains low. Orbit Garant's financial results in Fiscal 2015 reflect these market trends. Orbit Garant continues to carefully control costs, monitor its workforce and manage its capital expenditures in accordance with current market conditions.

#### CORPORATE OVERVIEW

From its head office in Val-d'Or, Québec, Orbit Garant, with more than 600 employees and a fleet of 209 drill rigs, provides surface and underground drilling services to the mining and exploration industry in Canada and internationally. The Company also provides geotechnical drilling services to mining or mineral exploration companies, engineering and environmental consultant firms and government agencies. The majority of Orbit Garant's business activity is currently conducted in Canada. The Company has worked on international projects in the United States, Mexico, Guyana, Chile and West Africa. In Fiscal 2015, Orbit Garant established new operating subsidiaries in Chile and Ghana, and a branch in Kazakhstan, to pursue international business opportunities.

Orbit Garant has a comprehensive infrastructure that is vertically integrated with its subsidiary, Soudure Royale, which manufactures drill rigs for the Company and third parties. Soudure Royale provides the Company with a competitive advantage in the provision of drilling services and equipment. Orbit Garant focuses on "specialized drilling" which refers to those drilling projects that are in remote locations or, in the opinion of Management, because of the scope, complexity or technical nature of the work, cannot be completed by smaller conventional drilling companies.

The Company has two operating segments: Canada (including surface drilling, underground drilling and manufacturing Canada), and International.

For Fiscal 2015:

- Specialized drilling services, which typically generate a higher gross margin than conventional drilling services, accounted for approximately 40% of the Company's total revenue compared to 38% for Fiscal 2014.
- Approximately 67% of the Company's revenues were generated by gold related operations, and approximately 33% were generated by base metal related and other operations.
- Surface and underground drilling services accounted for approximately 54% and 43%, respectively, of the Company's revenue. Orbit Garant's manufacturing subsidiary, Soudure Royale, accounted for the remaining 3% of revenue.
- Orbit Garant operates principally in stable jurisdictions, with approximately 96% of the Company's revenues generated in Canada. The Company also maintains field operations and/or offices in the USA, Guyana, Mexico, Chile (South America), Ghana (West Africa) and Kazakhstan. Approximately 96% of the Company's revenues were in Canadian dollars, providing currency stability.
- Approximately 80% of Orbit Garant's revenue was generated from major and intermediate mining company projects, compared to 75% in Fiscal 2014. Orbit Garant's drilling contracts with major and intermediate customers are typically from one to five years in length.

#### **BUSINESS STRATEGY**

Orbit Garant's goal is to be the leading Canadian-based mineral drilling company. This will be achieved through the pursuit of both domestic and international market opportunities, and through the provision of best-in-class underground and surface drilling services, equipment and personnel for all stages of the mining and minerals business, including exploration, development and production. The Company employs the following business strategies:

- Focus primarily on major and well-financed intermediate mining and exploration companies operating in stable jurisdictions;
- Provide conventional, specialized and geotechnical drilling services;
- Manufacture customized drills and equipment to fit the needs of customers;
- Maintain a commitment to Research and Development ("R&D") and advanced drilling technologies, such as the Company's current implementation of computerized monitoring and control technologies;
- Provide training for the Company's personnel to continuously improve labour efficiency and the availability of a skilled labour force;
- Maintain a high level of health and safety standards in the workplace and promote protection of the environment;
- Establish and maintain long-term relationships with customers;
- Cross-sell drilling services to existing customers;
- Expand the Company's base of operations in strategic regions; and
- Evaluate strategic acquisition opportunities to enhance value for the Company's stakeholders.

#### INDUSTRY OVERVIEW

Orbit Garant provides drilling services, in Canada and abroad, to the minerals industry through all stages of mine development, from exploration through production. Client mining companies consist of major (or senior), intermediate, and junior companies (which generally focus on exploration only). Mining companies' budgets for external drilling services, such as those offered by Orbit Garant, are typically determined by ferrous (iron) and non-ferrous (precious and base) metals prices and the availability of capital to finance exploration (particularly in the case of juniors) and development programs, and/or ongoing mining operations.

#### Gold

Gold prices are determined by the balance between supply (primarily mine production) and the many sources of demand including global investment demand, global demand for gold jewelry, and to a much lesser extent, demand from industrial applications. Following a prolonged rally in the price of gold that started in 2001 and resulted in a peak price for gold of more than US\$1,900 per ounce in September 2011, the price of gold entered a period of overall decline starting in January 2013, when it was at approximately US\$1,700 per ounce. The spot price of gold reached a trailing four-year price low of approximately US\$1,140 per ounce in November 2014. At the time of this report, the spot price of gold was approximately US\$1,125 per ounce.

#### **Base Metals**

Base metals' price performance generally reflects global economic conditions, as these metals are used primarily in infrastructure, industrial and manufacturing applications. Demand from emerging markets, particularly China and India, has a major influence on base metals markets. As emerging markets advance their economic development, their infrastructure and industrial bases expand. Further, residents typically become more affluent, driving increased demand for manufactured goods.

Aluminum, copper, lead, nickel and zinc are the primary base metals. At the time of this report, the respective spot prices for all of the primary base metals were lower than 12 months ago. The spot price for copper, the metal widely considered to be the most sensitive to macroeconomic activity, was just over US\$3.00 per pound a year ago and at the time of this report was just over US\$2.30 per pound. Current spot prices for each of the primary base metals are currently at the low end of their trailing five-year price ranges.

#### Iron Ore

Iron ore prices are determined by the global demand for steel, as more than 95% of mined iron ore is used to make steel. As both the world's largest consumer and producer of steel, China is widely regarded as having the most influence on global iron ore market prices. Continuing urbanization of the world's population, particularly in China and India, the world's most populous countries, is fueling global steel consumption, and long-term demand is expected to continue to trend higher. In the short term, the spot price of iron ore is principally affected by seasonal effects, short-term mismatches between supply and demand and other factors. Since the beginning of 2014, the price of iron ore has dropped significantly. At the time of this report, the spot price of iron ore was approximately US\$57 per tonne, a decrease of more than 55% compared to the average price of US\$135 per tonne in 2013. The recent decline in iron ore prices has resulted from industry oversupply and a slowdown of growth in China.

#### **Market Participants**

The past two to three years have been challenging for intermediate and junior mining companies needing to raise capital, resulting in budget restraints and reduced exploration and development programs. Further, the rising costs of mineral production, caused by higher operating and construction costs, combined with lower metals prices, have also forced some senior and intermediate mining companies to delay or scale back their drilling programs. These conditions have resulted in an oversupply of mineral drilling services capacity in the market; a trend that has continued in 2015.

#### OVERALL PERFORMANCE

Results of operations for the year ended June 30, 2015

FISCAL YEAR ENDED JUNE 30 * (\$millions)	Fiscal 2015	Fiscal 2014	2015 vs. 2014 Variation
Revenue *	79.0	71.5	7.5
Gross profit *	3.2	3.8	(0.6)
Gross margin (%)	4.1	5.2	
Adjusted gross margin (%) <sup>(1)</sup>	15.2	18.5	
EBITDA * <sup>(2)</sup>	1.8	3.4	(1.6)
Metres drilled	892,875	825,271	67,604
Net (loss) earnings *	(7.4)	(6.3)	(1.1)
Net (loss) earnings per common share - Basic (\$)	(0.22)	(0.19)	(0.03)
- Diluted (\$)	(0.22)	(0.19)	(0.03)

<sup>(1)</sup> Reflects gross margin, excluding depreciation expenses. See "Reconciliation of non-IFRS financial measures"

<sup>(2)</sup> EBITDA = Earnings before interest, taxes, restructuring charges, depreciation and amortization. See "Reconciliation of non-IFRS financial measures"

During Fiscal 2015, Orbit Garant drilled 892,875 metres, an 8.2% increase from 825,271 metres drilled during Fiscal 2014. The growth in metres drilled reflects an increase in demand from customers. The Company's average revenue per metre drilled in Fiscal 2015 was \$86.01 compared to \$85.17 in Fiscal 2014. Average revenue per metre drilled remains at the low end of the Company's trailing three-year range, primarily due to current conditions in the mineral industry, which has resulted in pricing pressure from customers.

The size of the Company's drill fleet was 209 drill rigs as at Fiscal 2015 year end. During Fiscal 2015, Soudure Royale manufactured four new computerized drill rigs and the Company dismantled four drill rigs and recorded a non-cash write-down of \$0.2 million for five drill rigs. Orbit Garant currently has 24 drill rigs outfitted with its computerized monitoring and control technology.

#### **Metres Drilled**



# Average Revenue per Metre Drilled



#### Number of Drills

#### SELECTED ANNUAL FINANCIAL INFORMATION

For the year ended June 30 *(\$millions)	Fiscal 2015	Fiscal 2014	Fiscal 2013
Contract revenue			
Drilling Canada*	76.1	68.2	97.7
Drilling International*	2.9	3.3	6.5
Total*	79.0	71.5	104.2
Gross profit*	3.2	3.8	15.5
Gross margin (%)	4.1	5.2	14.9
Adjusted gross margin (%) <sup>(1)</sup>	15.2	18.5	24.4
Net (loss) earnings *	(7.4)	(6.3)	(26.5)
Net (loss) earnings per common share (\$)	(0.22)	(0.19)	(0.80)
Net (loss) earnings per common share diluted (\$)	(0.22)	(0.19)	(0.80)
Total assets*	97.4	103.0	117.2
Long term debt including current portion*	7.4	8.5	14.8
Total metres drilled (million)	0.9	0.8	1.0
EBITDA* <sup>(2)</sup>	1.8	3.4	15.4
EBITDA % <sup>(2)</sup>	2.2	4.8	14.8

<sup>(1)</sup> Reflects gross margin, excluding depreciation expenses. See "Reconciliation of non-IFRS financial measures"

<sup>(2)</sup> EBITDA = Earnings before interest, taxes, restructuring charges, depreciation and amortization. See "Reconciliation of non-IFRS financial measures". In Fiscal 2013, EBITDA excluded impairment of goodwill and intangible assets of \$28.2 million.

#### **RESULTS OF OPERATIONS**

#### FISCAL 2015 COMPARED TO FISCAL 2014

#### **Contract Revenue**

For Fiscal 2015, the Company's revenue totalled \$79.0 million, compared to \$71.5 million in Fiscal 2014, representing an increase of \$7.5 million, or 10.4%. Revenue growth was primarily attributable to an increase in metres drilled in Canada and the sale of six new drill rigs in the second half of Fiscal 2015, partially offset by a decline in international drilling revenue.

Domestic contract drilling revenue increased to \$76.1 million in Fiscal 2015, compared to \$68.2 million in Fiscal 2014, an increase of \$7.9 million, or 11.5%.

International contract drilling revenue was \$2.9 million in Fiscal 2015, compared to \$3.3 million in Fiscal 2014, primarily due to a reduction of metres drilled, partially offset by higher average revenue per metre drilled.

#### Gross Profit and Margins (see Reconciliation of non-IFRS measures)

Gross profit for Fiscal 2015 was \$3.2 million, compared to \$3.8 million in Fiscal 2014. Gross margin for Fiscal 2015 was 4.1% compared to 5.2% in Fiscal 2014. In accordance with IFRS, depreciation expenses totalling \$8.8 million are included in cost of contract revenue for Fiscal 2015, compared to \$9.5 million for Fiscal 2014. Adjusted gross margin, excluding depreciation expenses, was 15.2% in Fiscal 2015, compared to 18.5% in Fiscal 2014. The decrease in gross profit, gross margin and adjusted gross margin is attributable to competitive pressures that have affected contract pricing terms and resulted in the Company incurring additional project related costs, costs incurred to set up international operating subsidiaries in Chile and Ghana, start-up costs of new international drilling projects and the temporary suspension of operations at the Company's project site in Chile.

Drilling Canada's gross profit totalled \$6.5 million, an increase of \$1.8 million compared to \$4.7 million in Fiscal 2014, primarily attributable to the increase in metres drilled.

Drilling International's gross loss totalled \$3.3 million, compared to \$0.9 million in Fiscal 2014. The increased gross loss is attributable to costs incurred to set up international operating subsidiaries in Chile and Ghana, start-up costs for new projects in Chile and Kazakhstan, investments in business development activities, and a five week suspension of operations at the Company's Chilean project site due to local area flooding caused by heavy rains.

#### General and Administrative Expenses

General and administrative (G&A) expenses were \$12.0 million for Fiscal 2015, compared to \$11.4 million in Fiscal 2014. G&A expenses represented 15.2% of revenue during Fiscal 2015, compared to 16.0% in Fiscal 2014. A onetime gain of \$0.2 million, associated with the reversal of a portion of a contingent earn-out consideration related to the Company's acquisition of Lantech Drilling Services Inc. in December 2011, reduced G&A expenses in Fiscal 2015. A one-time gain of \$1.0 million, associated with the reversal of portions of contingent earn-out considerations related to the Company's acquisitions of Advantage Control Technologies (1085820 Ontario Limited) in November 2010 and Lantech Drilling Services Inc., reduced G&A expenses in Fiscal 2014.

In accordance with IFRS, depreciation and amortization expenses of \$1.6 million are included in G&A expenses for Fiscal 2015, in line with Fiscal 2014. Adjusted G&A expenses, excluding the reversal of portions of contingent earnout considerations and depreciation and amortization expenses, totalled \$10.5 million (13.4% of revenue) for Fiscal 2015, compared to \$10.9 million (15.2% of revenue) for Fiscal 2014. The decrease in adjusted G&A expenses resulted from the actions taken by the Company to reduce expenses due to current market conditions, despite additional administrative costs incurred to support the Company's new offices and business development, activities, including sales and marketing, in Chile and West Africa.

The Company continues to maintain discipline in managing its expenses in accordance with current market conditions.

#### EBITDA (see Reconciliation of non-IFRS measures)

Earnings before interest, taxes, restructuring charges, depreciation and amortization ("EBITDA") totalled \$1.8 million in Fiscal 2015, compared to \$3.4 million in Fiscal 2014, a decrease of \$1.6 million. EBITDA represented 2.2% of sales in Fiscal 2015, compared to 4.8% of sales in Fiscal 2014.

#### Financial Expenses

Interest costs related to long-term debt and bank charges for Fiscal 2015 were \$0.6 million, compared to \$0.9 million in Fiscal 2014. The decline reflects the year-over-year reduction in the Company's debt.

#### Income Tax Recovery

Income tax recovery was \$1.9 million in Fiscal 2015, compared to \$2.5 million in Fiscal 2014.

#### Net Loss

Net loss in Fiscal 2015 totalled \$7.4 million (\$0.22 per share), compared to \$6.3 million (\$0.19 per share) in Fiscal 2014. Reduced international revenue, lower gross margins, and international market development expenses as discussed above, contributed to the Company's net loss in Fiscal 2015. Moreover, a reversal of portions of contingent earn-out considerations generated a gain of \$0.2 million in Fiscal 2015, compared to a gain of \$1.0 million in Fiscal 2014.

#### SUMMARY ANALYSIS OF FISCAL 2014 COMPARED TO FISCAL 2013

Revenue for Fiscal 2014 was \$71.5 million compared to \$104.2 million for the fiscal year ended June 30, 2013 ("Fiscal 2013"), representing a decrease of \$32.7 million, or 31.3%.

Gross profit for Fiscal 2014 was \$3.8 million, compared to \$15.5 million in Fiscal 2013. Gross margin for Fiscal 2014 decreased to 5.2% from 14.9% in Fiscal 2013. Adjusted gross margin, excluding depreciation expenses, decreased to 18.5% in Fiscal 2014, compared to 24.4% in Fiscal 2013. The decrease in gross profit, gross margin and adjusted gross margin was primarily attributable to lower average revenue per metre drilled, decreased metres drilled and a decline in specialized drilling activity.

Net loss for Fiscal 2014 totalled \$6.3 million (\$0.19 per share), compared to \$26.5 million (\$0.80 per share) in Fiscal 2013. The Company's net loss in Fiscal 2013 included non-cash impairment charge of \$28.2 million related to a write-down of goodwill and intangible assets.

#### OVERALL PERFORMANCE

#### SUMMARY OF QUARTERLY RESULTS

* (\$millions)		Fiscal 2015			Fiscal 2014				
			June 30 Mar. 31 Dec. 31 Sept. 30		June 30	Mar. 31	Dec. 31	Sept. 30	
Contract revenue *		22.8	18.7	16.8	20.7	20.2	16.0	16.8	18.5
Gross profit *		1.6	0.0	(0.4)	2.0	1.8	(1.1)	1.1	2.0
Gross margin %		7.1	0.2	(2.4)	9.5	8.4	(6.7)	6.8	10.7
Adjusted Gross Ma	rgin % <sup>(1)</sup>	16.4	11.8	10.9	20.6	20.5	7.9	20.5	23.5
Net earnings (loss)	*	(2.0)	(2.0)	(2.8)	(0.6)	(0.8)	(2.9)	(1.5)	(1.1)
Net earnings (loss) per	- Basic	(0.06)	(0.06)	(0.08)	(0.02)	(0.02)	(0.09)	(0.05)	(0.03)
common share (\$)	- Diluted	(0.06)	(0.06)	(0.08)	(0.02)	(0.02)	(0.09)	(0.05)	(0.03)

<sup>(1)</sup> Reflects gross margin, excluding depreciation expenses. See "Reconciliation of non-IFRS financial measures"

#### SEASONALITY

The Company's revenue reflects certain seasonal factors. In underground drilling operations, scheduled mine shutdowns over holiday and summer periods at some locations reduce revenue during these periods. In domestic and international surface drilling operations, weather conditions in the spring and fall seasons often cause drilling programs to pause, or to be planned around seasonal fluctuations.

# ANALYSIS OF THE FOURTH QUARTER OF FISCAL 2015 COMPARED TO THE FOURTH QUARTER OF FISCAL 2014

#### Contract Revenue

Revenue for the three-month period ended June 30, 2015 ("Q4 FY2015") totalled \$22.8 million, an increase of \$2.6 million, or 12.4%, from \$20.2 million for the quarter ended June 30, 2014 ("Q4 FY2014"). The Company drilled 252,815 metres in Q4 FY2015, compared to 234,287 metres in Q4 FY2014. Average revenue per metre drilled was \$87.59 in Q4 FY2015, up from \$85.33 per metre in Q4 FY2014.

Drilling Canada revenue was \$21.6 million in Q4 FY2015, compared to \$20.0 million in Q4 FY2014, representing an increase of \$1.6 million, or 7.8%. The increase was attributable to increased metres drilled and the sale of two new drill rigs.

Drilling International revenue was \$1.2 million in Q4 FY2015, compared to \$0.2 million in Q4 FY2014, an increase of \$1.0 million, attributable to the Company's new drilling project in Chile.

#### Gross Profit and Margins (see Reconciliation of non-IFRS measures)

Gross profit for Q4 FY2015 was \$1.6 million compared to \$1.8 million in Q4 FY2014. Gross margin for Q4 FY2015 was 7.1% compared to 8.4% in the fourth quarter a year ago. In accordance with IFRS, depreciation expenses totalling \$2.1 million are included in cost of contract revenue for Q4 FY2015, compared to \$2.4 million in Q4 FY2014. Adjusted gross margin, excluding depreciation expenses, was 16.4% in Q4 FY2015, compared to 20.5% in Q4 FY2014. The decline in gross profit, gross margin and adjusted gross margin is primarily attributable to the Company incurring additional project related costs, new operating subsidiaries in Chile and Ghana, the temporary suspension of operations at the Company's Chilean project site due to local area flooding caused by heavy rains, and start-up costs related to a new international drilling project.

Drilling Canada's gross profit was \$2.7 million, an increase of \$0.8 million, compared to \$1.9 million in Q4 FY2014, reflecting increased metres drilled.

Drilling International's gross loss totalled \$1.1 million, compared to \$0.2 million in Q4 FY2014. The gross loss was attributable to the Company absorbing additional costs on new drilling projects, project start-up costs in Kazakhstan, and the Company's new operating subsidiaries in Chile and Ghana.

#### General and Administrative Expenses

General and administrative (G&A) expenses were \$3.7 million (16.0% of revenue) in Q4 FY2015, compared to \$2.4 million (11.7% of revenue) in Q4 FY2014. A one-time gain of \$1.0 million associated with the reversals of portions of contingent earn-out considerations related to the Company's acquisitions of Advantage Control Technologies and Lantech Drilling Services Inc. reduced G&A expenses in Q4 FY2014.

In accordance with IFRS, depreciation and amortization expenses of \$0.4 million are included in G&A expenses for Q4 FY2015, compared to \$0.3 million in Q4 FY2014. Adjusted G&A expenses, excluding the reversal of contingent earn-out considerations noted above, and depreciation and amortization expenses, were \$3.2 million (14.2% of revenue) in Q4 FY2015, compared to \$3.1 million (15.2% of revenue) in Q4 FY2014.

Additional administrative costs have been incurred to support the Company's new offices and business development, activities, including sales and marketing, in Chile and West Africa.

#### EBITDA (see Reconciliation of non-IFRS measures)

EBITDA totalled \$0.3 million (1.2% of revenue) in Q4 FY2015, compared to \$1.9 million (9.5% of revenue) in the fourth quarter a year ago, a decrease of \$1.8 million.

#### **Financial Expenses**

Interest costs related to long-term debt and bank charges were \$0.2 million in Q4 FY2015, compared to \$0.3 million in Q4 FY2014.

#### **Income Tax Recovery**

Income tax recovery was \$0.5 million for Q4 FY2015, compared to \$0.6 million in Q4 FY2014.

#### Net Loss

The Company's net loss for Q4 FY2015 was \$2.0 million (\$0.06 per share), compared to \$0.8 million (\$0.02 per share) in Q4 FY2014. The increased net loss was primarily attributable to lower gross margins, and the one-time gain of \$1.0 million associated with the reversal of portions of contingent earn-out considerations in Q4 2014, as discussed above.

#### EFFECT OF EXCHANGE RATE

Aside from the US dollars and Chilean Pesos referenced below, all of the Company's revenue was denominated in Canadian dollars. The Company's main exposure to exchange rate fluctuations arose from certain purchases denominated in US dollars and Chilean Pesos, which were partially offset by revenue of approximately \$0.3 million earned in US dollars and \$2.6 million in Chilean Pesos, related primarily to international drilling activities. As at June 30, 2015, the Company had US \$0.2 million in cash (June 30, 2014, \$0.7 million) and accounts receivable of US\$0.3 million (June 30, 2014, \$0.2 million). The Company has cash in Chilean Pesos for an amount of 43,635,125 (June 30, 2014, nil) and accounts receivable in Chilean Pesos for an amount of 244,153,954 (June 30, 2014, nil).

As at June 30, 2015, the Company estimated that a 10% increase or decrease of the US dollars and Chilean Pesos exchange rates would have caused a negligible annual increase or decrease in net earnings and comprehensive earnings, in line with Fiscal 2014.

#### LIQUIDITY AND CAPITAL RESOURCES

#### **Operating Activities**

Cash flow from operations, before non-cash operating working capital items, was \$2.2 million in Fiscal 2015, compared to \$2.7 million in Fiscal 2014.

The change in non-cash operating working capital items was an inflow of \$1.7 million in Fiscal 2015, compared to \$4.4 million in Fiscal 2014. The change in non-cash operating working capital in Fiscal 2015 was primarily impacted by:

- \$2.7 million related to an increase in accounts payable;
- \$2.5 million related to a decrease in inventory; offset by
- \$3.5 million related to an increase in accounts receivable and prepaid expenses as compared to the same period last year.

#### **Investing Activities**

Cash used in investing activities totalled \$3.8 million in Fiscal 2015, compared to \$2.9 million in Fiscal 2014. During FY2015, \$4.0 million was used for the acquisition of property, plant and equipment and \$0.1 million for the payment for short term investments, partially offset by cash inflow of \$0.3 million on disposition of property, plant and equipment. This compares with \$3.1 million for the acquisition of property, plant and equipment and \$0.1 million for the payment for short term investments, partially offset by cash inflow of \$0.4 million on disposition of property, plant, equipment in Fiscal 2014.

#### **Financing Activities**

During Fiscal 2015, the Company repaid a net amount of \$1.0 million on its \$25.0 million revolving Credit Facility. In Fiscal 2014, the amount repaid was \$6.3 million. As at June 30, 2015, the Company's long-term debt, including the current portion, was \$7.4 million, compared to \$8.5 million as at June 30, 2014. The debt was used to support the acquisition of capital assets, including property, plant and equipment.

As at June 30, 2015, the Company's working capital was \$43.5 million, compared to \$37.1 million as at June 30, 2014. The increase in working capital resulted from the reclassification of the current portion of the loan, of \$8.5 million as at June 30, 2014, within long-term liabilities as at June 30, 2015. The Company's working capital requirements are primarily funding inventory acquisition and financing accounts receivable.

The Company believes that it will be able to generate sufficient cash flow to meet its current and future working capital expenditures and debt obligations. The Company's principal capital expenditures are related to the acquisition of drill rigs and property, plant and equipment.

#### Source of Financing

Orbit Garant's primary sources of liquidity are from operations and borrowings under a credit agreement between the Company and National Bank of Canada Inc. (the "Credit Agreement"). On December 19, 2014, Orbit Garant obtained a new \$25.0 million secured, three-year revolving credit facility (the "Credit Facility") with National Bank (the "Lender"), replacing the Company's prior \$40.0 million four-year revolving credit facility held with the same institution.

The Credit Facility is used to fund working capital requirements and provide further flexibility to the Company's long-term acquisition program. The Credit Facility matures no later than December 19, 2017. As at June 30, 2015, the Company had drawn \$7.4 million (\$8.5 million as at June 30, 2014).

Availability under the Credit Agreement is subject to a borrowing base that is determined by the value of the Company's inventory, accounts receivable and real estate. All of Orbit Garant's assets are pledged as security for the Company's obligations under the Credit Agreement.

The Credit Agreement contains covenants that limit the Company's ability to undertake certain actions, without prior approval of the Lender, including: i) mergers, liquidations, dissolutions and changes of ownership; ii) the incurrence of additional indebtedness; iii) encumbering the Company's assets; iv) guarantees, loans, investments and acquisitions that may be made by the Company; v) investing in or entering into derivative instruments, paying dividends and/or making other capital distributions to related parties; vi) capital expenditures exceeding mutually agreed upon limits; and vii) certain asset sales. The Credit Agreement also contains a number of financial covenants that the Company must comply with if more than \$12.5 million is drawn from the Credit Facility.

As at the end of June 2015, the Company complied with all covenants in the Credit Agreement.

*(\$thousands)	Total	Less than 1 year	2-3 years	4-5 years
Long-term debt *	7,600	-	7,600	-
Operating leases *	1,246	384	512	350
Total *	8,846	384	8,112	350

#### As at June 30, 2015, the Company had future contractual obligations as follows:

#### **OUTSTANDING SECURITIES AS OF SEPTEMBER 22, 2015**

Number of common shares	33,276,519
Number of options	2,205,500
Fully diluted	35,482,019

In Fiscal 2015, the Company issued 75,000 options at an exercise price of \$1.35 and 254,500 options were cancelled.

Furthermore, on May 12, 2015, the Company cancelled an aggregate of 1,357,500 previously outstanding options in exchange for nominal consideration. All of the cancelled options were significantly "out-of-the-money" based on current trading prices of the Company's common shares and were therefore no longer functioning as an effective tool for retaining and incentivizing key employees while taking up a significant portion of the pool of options available for grant under the Company's stock option plan. Pursuant to the terms of the option plan, the cancelled options have been added back into the unallocated option pool and may be reissued as new options in the future.

At the beginning of fiscal 2016, 21,000 options were cancelled.

#### SIGNIFICANT ACCOUNTING POLICIES

#### Basis of Presentation

The Company's audited consolidated financial statements have been prepared in accordance with *International Financial Reporting Standards ("IFRS")*, issued and effective, or issued and early adopted, for the year ended June 30, 2015. The IFRS accounting policies set our below were consistently applied to all periods presented. Please refer to Notes 3 and 5 in the Company's consolidated financial statements for the year ended June 30, 2015 for a complete description of the Company's significant accounting policies.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires Management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant are disclosed in Note 6 in the Company's consolidated financial statements for Fiscal 2015.

These audited consolidated financial statements have been prepared on a historical cost basis, except for the contingent liabilities and investments, which have been measured at fair value and are presented in Canadian dollars, which is the currency of the primary economic environment in which the Company operates ("functional currency"). All values are rounded to the nearest thousand dollars, except where otherwise indicated.

These audited consolidated financial statements were approved for issue by the Board of Directors of Orbit Garant Drilling Inc. on September 22, 2015.

#### **Principles of Consolidation**

The Company's audited consolidated financial statements incorporate the Company's financial statements and entities controlled by the Company. A subsidiary is an entity controlled by the Company. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee, independently of its percentage of participation. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when the Company controls another entity.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of loss from the effective date of acquisition to the effective date of disposal, as appropriate. Intercompany transactions and balances are eliminated on consolidation.

#### Foreign currency translation

Financial statements of foreign operations are translated using the rate in effect at the end of each reporting period for assets and liabilities, and using the average exchange rates during the period for revenues and expenses. Adjustments arising from foreign currency translation are recorded in other comprehensive earnings (loss).

Foreign currency transactions are transactions in a currency other than the Company's functional currency. Foreign currency transactions are translated to the functional currency by applying the exchange rate prevailing at the date of the transactions. Translation gains and losses on assets and liabilities denominated in a foreign currency are included in the statement of comprehensive loss.

#### **Financial instruments**

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose, for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Settlement date accounting is used.

#### Intangible assets

Intangible assets are accounted for at cost. Amortization is based on their estimated useful life using the straight-line method and the following periods:

Drilling technology 5 years

Amortization methods, residual values and the useful lives of significant intangible assets are reviewed at each financial year-end. Any change is accounted for prospectively as a change in accounting estimate.

#### Impairment of long-lived assets

For the purposes of assessing impairment, assets are grouped in cash-generating units ("CGU"), which represent the lowest levels for which there are separately identifiable cash inflows generated by those assets. The Company reviews, at the end of each reporting period, whether events or circumstances have occurred to indicate that the carrying amounts of its long-lived assets with finite useful lives may be less than their recoverable amounts.

Goodwill, other intangible assets having an indefinite useful life, and intangible assets not yet available for use are tested for impairment on June 30 of each financial year whenever there is an indication that the carrying amount of the asset, or the CGU to which an asset has been allocated, exceeds its recoverable amount. The recoverable amount is the higher of the fair value, less costs of disposal, and the value in use of the asset or the CGU. Fair value, less costs of disposal, represents the amount an entity could obtain at the valuation date from the asset's disposal in

an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. The value in use represents the present value of the future cash flows expected to be derived from the asset or the CGU.

An impairment loss is recognized in the amount by which the carrying amount of an asset or a CGU exceeds its recoverable amount. When the recoverable amount of a CGU to which goodwill has been allocated is lower than the CGU's carrying amount, the related goodwill is first impaired. Any excess amount of impairment is recognized and attributed to assets in the CGU, prorated to the carrying amount of each asset in the CGU.

An impairment loss recognized in prior periods for long-lived assets with finite useful lives and intangible assets having an indefinite useful life, other than goodwill, can be reversed through the consolidated statement of loss to the extent that the carrying amount at the date of the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognised.

#### Income taxes

Current income taxes are recognized with respect to amounts expected to be paid or recovered under the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred income taxes are accounted for using the liability method. Under this method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in earnings in the period that includes the substantive enactment date. A deferred tax asset is recognized initially when it is probable that future taxable income will be sufficient to use the related tax benefits and may be subsequently reduced, if necessary, to an amount that is more likely than not to be realized. A deferred tax expense or benefit is recognized in other comprehensive earnings or otherwise directly in equity to the extent that it relates to items that are recognized in other comprehensive earnings or directly in equity in the same or a different period.

In the course of the Company's operations, there are a number of uncertain tax positions due to the complexity of certain transactions and due to the fact that related tax interpretations and legislation are continually changing. When a tax position is uncertain, the Company recognizes an income tax benefit or reduces an income tax liability only when it is probable that the tax benefit will be realized in the future or that the income tax liability is no longer probable.

#### **Revenue recognition**

Revenue from drilling contracts is recognized on the basis of actual metres drilled for each contract. Revenue from ancillary services is recorded when the service is rendered and revenue from the sale of drilling rigs is recorded at shipping. The Company recognizes revenue when persuasive evidence of an arrangement exists, service has been rendered, merchandise has been shipped, the price to the buyer is fixed or determinable and collection is reasonably assured.

#### Earnings per share

Earnings per share are calculated using the weighted daily average number of shares outstanding during the year.

Diluted earnings per share are determined as net earnings, divided by the weighted average number of diluted common shares for the period. Diluted common shares reflect the potential dilutive effect of exercising the stock options based on the treasury stock method.

#### Stock options

The Company uses the fair value method to account for stock options. In accordance with this method, compensation cost is measured at the fair value of the option at the grant date using the Black-Scholes option pricing model and is amortized to earnings over the vesting period. The fair value is recognized as an expense with a corresponding increase in equity settled reserve. The amount recognized as an expense is adjusted to reflect the number of stock options expected to vest and is net of stock options cancelled prior of being vested. When unexercised stock options are forfeited or expired, the amounts are transferred to retained earnings.

#### Restructuring costs

A restructuring provision is recognized when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main feature to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

#### CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated by the Company and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates, assumptions and judgments concerning the future. Actual results could differ from these estimates. The estimates, assumptions and judgments that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### Inventories

Inventory is measured at the lower of cost and net realizable value. In estimating net realizable values, Management takes into account the most reliable evidence available at the time the estimates are made. Net realizable value is the estimated selling price less the estimated cost necessary to make the sale. Used and revised inventories are valued at 50% and 75% of cost respectively. The amount of the depreciation of inventories can be reversed when the circumstances that led to the impairment charge in the past no longer exists.

#### Useful lives of depreciable assets

Depreciation methods, residual values and useful lives of property, plant and equipment are reviewed at each reporting date by Management. Any change is accounted for prospectively as a change in accounting estimate. As at June 30, 2015, Management assesses that the useful lives represent the expected utility of the assets to the Company.

#### **Business combinations**

On initial recognition, the assets and liabilities of the acquired business are included in the consolidated statement of financial position of the Company at their fair values. In measuring fair value, Management uses estimates about future cash flows and discount rates, however, the actual results may vary.

#### Impairment of long-lived assets

An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds its recoverable value. Management reviews on a regular basis the impairment assessment of certain long-lived assets

to criteria defined in Note 5 in the Company's consolidated financial statements. As at June 30, 2015, the Company has performed an impairment test of long-lived assets and concluded that there was no impairment charge that has to be recognised (see Notes 12 and 13 in the Company's consolidated financial statements).

#### Income taxes

The Company is subject to income taxes in various jurisdictions. Judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due in the future. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It established provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

#### Deferred income tax assets

The assessment of the probability in which deferred tax assets can be utilized is based on the Company's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Company operates are also carefully taken into consideration. If a forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

#### Provisions

Provisions are recognized when (i) the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and when (ii) the amount of the obligation can be reliably estimated.

Provisions are reviewed at each financial position date and changes in estimates are reflected in the consolidated statement of loss in the reporting period in which changes occur.

#### Contingent considerations

The fair value recognized for contingent considerations has been estimated by Management based on the subsidiaries' results and budget. However, the actual contingent considerations may vary due to unexpected changes in the subsidiaries' activities.

#### Stock options

The Company uses the fair value method to account for stock options. In accordance with this method, compensation cost is measured at the fair value of the option at the grant date using the Black-Scholes option pricing model which is based on significant assumptions such as volatility, dividend yield and expected term.

#### Functional currency

The Company applied judgment in determining the functional currency of the Company and its subsidiaries. Functional currency was determined based on the currency that mainly influences sales prices, labour, materials and other costs of providing services.

#### RECENT ACCOUNTING PRONOUNCEMENTS

The Company has not early adopted the following new standards and adoption impacts on the consolidated financial statements have not yet been determined:

#### **IFRS 9 – Financial Instruments**

IFRS 9 simplifies the measurement and classification for financial assets by reducing the number of measurement categories and removing complex rule-driven embedded derivative guidance in IAS 39, *Financial Instruments: Recognition and Measurement.* The new standard also provides for a fair value option in the designation of non-derivative financial instruments and its related classification and measurement. IFRS 9 is effective from periods beginning January 1, 2018, with early adoption permitted.

#### IFRS 15 – Revenue from Contracts with Customers

IFRS 15 specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective from periods beginning January 1, 2017, with early adoption permitted.

#### IAS 16 – Property, Plant and Equipment

IAS 16 prohibits entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to IAS 16 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### IAS 38 – Intangible Assets

IAS 38 introduces a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, except in two limited circumstances. The amendments to IAS 38 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### IFRS 10 – Consolidated Financial Statements and IAS 28 – Investments in Associates and Joint Ventures

The amendment entitled *«Sale or Contribution of Assets between an Investor and its Associate or Joint Venture»* specifies the treatment to be adopted when an entity sells or contributes assets that constitute a business to a joint venture or an associate or loses control of a subsidiary that contains a business but it retains joint control or significant influence, the gain or loss resulting from that transaction is recognized in full. When an entity sells or contributes assets that do not constitute a business to a joint venture or associate or loses control of a subsidiary that does not contain a business but it retains joint control or significant influence in a transaction involving an associate or a joint venture, the gain or loss resulting from that transaction is recognized only to the extent of the unrelated investors' interest in the joint venture or associate, the entity's share of the gain or loss is eliminated. The amendments to IFRS 10 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### IAS 1 – Presentation of Financial Statements

The amendment entitled *«Disclosure Initiative»* comprises several narrow-scope amendments to improve presentation and disclosure requirements in existing standards. The amendments to IAS 1 are effective from periods beginning January 1, 2016, with early adoption permitted.

The following amendments to the standards have been issued by the IASB and are applicable to the Company for its annual periods beginning on July 1, 2015 and thereafter, with an earlier application permitted:

#### Annual improvements to IFRS (2012-2014 Cycle), which include among others:

Amendments to IFRS 5, *Non-Current Assets Held for Sale and Discontinued Operations*, introduce guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued.

Amendments to IFRS 7, *Financial Instruments: Disclosure*, provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purposes of the disclosures required in relation to transferred assets, and guidance as to whether the disclosure requirements on offsetting financial assets and financial liabilities should be included in condensed interim financial statements.

Amendments to IAS 34, *Interim Financial Reporting*, clarify the requirements relating to information required by IAS 34 that is presented elsewhere within the interim financial report but outside the interim financial statements. The amendments require that such information be incorporated by way of a cross-reference from the interim financial statements to the other part of the interim financial report that is available to users on the same terms and at the same time as the interim financial statements.

The Company is currently evaluating the impacts of adopting these standards on its consolidated financial statements.

#### **RECONCILIATION OF NON - IFRS FINANCIAL MEASURES**

Financial data has been prepared in conformity with IFRS. However, certain measures used in this discussion and analysis do not have any standardized meaning under IFRS and could be calculated differently by other companies. The Company believes that certain non-IFRS financial measures, when presented in conjunction with comparable IFRS financial measures, are useful to investors and other readers because the information is an appropriate measure to evaluate the Company's operating performance. Internally, the Company uses this non-IFRS financial information as an indicator of business performance. These measures are provided for information purposes, in addition to, and not as a substitute for, measures of financial performance prepared in accordance with IFRS.

<u>EBITDA:</u>	Earnings (loss) before interest, taxes, restructuring charges, depreciation and amortization.
Adjusted gross margin:	Contract revenue less operating costs. Operating expenses comprise material and service expenses, personnel expenses, other operating expenses, excluding depreciation.

#### EBITDA

#### **Reconciliation of EBITDA**

(unaudited) (in millions of dollars)	3 months ended June 30, 2015	3 months ended June 30, 2014	12 months ended June 30, 2015	12 months ended June 30, 2014
Net earnings (loss) for the period	(2.0)	(0.8)	(7.4)	(6.3)
Finance costs	0.2	0.3	0.6	0.9
Income tax expense (recovery)	(0.5)	(0.6)	(1.9)	(2.5)
Depreciation and amortization	2.6	2.7	10.5	11.0
Restructuring charges	0.0	0.3	0.0	0.3
EBITDA	0.3	1.9	1.8	3.4

#### Adjusted Gross Margin

Although adjusted gross margin is not a recognized financial measure defined by IFRS, it is a widely recognized measure used in the mineral drilling industry. As a result, Management believes it provides a useful and comparable benchmark for evaluating the Company's performance.

(unaudited) (in millions of dollars)	3 months ended June 30, 2015	3 months ended June 30, 2014	12 months ended June 30, 2015	12 months ended June 30, 2014
Contract revenue	22.8	20.2	79.0	71.5
Cost of contract revenue (including depreciation)	21.2	18.4	75.8	67.8
Less depreciation	(2.1)	(2.4)	(8.8)	(9.5)
Direct costs	19.1	16.0	67.0	58.3
Adjusted gross profit	3.7	4.2	12.0	13.2
Adjusted gross margin (%) (1)	16.4	20.5	15.2	18.5

(1) Adjusted gross profit, divided by Contract revenue X 100

#### **RISK FACTORS**

The following are certain factors relating to the Company's business and the industry within which it operates. The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and should be read in conjunction with, the detailed information appearing elsewhere in this report and in the Company's Annual Information Form dated September 22, 2015. These risks and uncertainties are not the only ones relevant to the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the business, financial condition, liquidity and results of operations of the Company, could be affected materially and adversely.

#### Risk Related to Structure to the Business and Industry

#### **Cyclical Downturns**

Demand for drilling services and products depends significantly on the level of mineral exploration and development activities conducted by mining companies, which in turn, are driven significantly by commodity prices. There is a continued risk that low commodity prices could substantially reduce future exploration and drilling expenditures by mining companies, which in turn, could result in a decline in the demand for the drilling services offered by the Company and would materially impact the Company's revenue, financial condition, cash flows and growth prospects.

#### Sensitivity to General Economic Conditions

The operating and financial performance of Orbit Garant is influenced by a variety of international and countryspecific general economic and business conditions (including inflation, interest rates and exchange rates), access to debt and capital markets, as well as, monetary and regulatory policies. Deterioration in domestic or international general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could have a material adverse effect on the financial performance and condition, cash flows and growth prospects of the Company.

#### Reliance on and Retention of Employees

In addition to the availability of capital for equipment, a key limiting factor in the growth of drilling services companies is the supply of qualified drillers, on whom the Company relies upon to operate its drills. As such, the ability to attract, train and retain high quality drillers is a high priority for all drilling services providers. A failure by the Company to retain qualified drillers or attract and train new qualified drillers could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects. In addition, rising rates paid to drillers and helpers will exert pressure on the Company's profit margins if it is unable to pass on such higher costs to its customers through price increases.

#### Increased Cost of Sourcing Consumables

When bidding on an underground drilling contract, the cost of sourcing consumables is a key consideration in deciding upon the pricing. Underground drilling contracts are typically for one to two years and expose the Company to an increase in the cost of consumables and labor during that period. A material increase in the cost of labor or consumables during that period could result in materially higher costs and could materially reduce the Company's financial performance, financial condition, cash flows and growth prospects.

#### Leverage and Restrictive Covenants

Orbit Garant entered into the Credit Agreement in order to provide it with credit facilities to fund, among other things, working capital and acquisitions. The degree to which Orbit Garant is leveraged could have important consequences, including: i) Orbit Garant's ability to obtain additional financing for working capital, capital expenditures or acquisitions in the future may be limited; ii) a significant portion of Orbit Garant's cash flow from operations may be dedicated to the payment of the principal of and interest on its indebtedness, thereby reducing funds available for future operations; and iii) certain of Orbit Garant's borrowings (including borrowings under the Credit Agreement) will be at variable rates of interests, which exposes Orbit Garant to the risk of increased interest rates which may have an adverse effect on Orbit Garant's financial condition.

The Credit Agreement contains numerous restrictive covenants that limit the discretion of Orbit Garant's Management with respect to certain business matters. These covenants place significant restrictions on, among other things, changes in ownership and the ability of Orbit Garant to create liens or other encumbrances, to pay dividends or make certain other payments, investments, acquisitions, capital expenditures, loans and guarantees and to sell or otherwise dispose of assets and merge with another entity. In addition, the Credit Agreement contains financial covenants that require Orbit Garant to meet certain financial ratios and financial condition tests. A failure to comply with the obligations in the Credit Agreement could result in a default that, if not cured or waived, could permit acceleration of the relevant indebtedness. If the indebtedness under the Credit Agreement were to be accelerated, there can be no assurance that the assets of Orbit Garant would be sufficient to repay in full that indebtedness. In addition, the Credit Agreement will mature no later than December 17, 2019. There can be no assurance that future borrowings or equity financing will be available to Orbit Garant, or available on acceptable terms, in an amount sufficient to repay the Credit Agreement at maturity or to fund Orbit Garant's needs thereafter. This could have a material adverse effect on the business, financial condition and results of operations of Orbit Garant.

#### Access of Customers to Equity Markets

Economic factors may make it more difficult for mining companies, particularly junior mining companies, to raise money to fund exploration activity. This difficulty would have an adverse impact on the demand for drilling services and could have a material adverse effect on the financial performance, financial condition, cash flows and growth prospects of the Company.

#### Acquisitions

The Company is continuously seeking business acquisitions. It may be exposed to business risks or liabilities for which it may not be fully indemnified or insured. The ongoing integration of existing and new computer systems, equipment and personnel may impact the success of the acquisitions. Any issues arising from the integration of the acquired businesses, including the integration of the accounting software, may require significant management, financial or personnel resources that would otherwise be available for ongoing development and expansion of the Company's existing operations. If this happens, it may have a material adverse effect on the financial performance, financial condition, cash flows and growth prospects of the Company.

#### Supply of Consumables

If the Company should grow, it could put pressure on its ability to manufacture or otherwise obtain new drills and consumables required to conduct the Company's drilling operations. This could constrain the Company's ability to increase its capacity and increase or maintain revenue and profitability.

#### Competition

The Company faces considerable competition from several large drilling services companies and many smaller, regional competitors. Some of the Company's competitors have been in the drilling services industry for a longer period and have substantially greater financial and other resources than the Company has. Increased competition in the drilling services market may adversely affect the Company's current market share, profitability and growth opportunities. The capital cost to acquire drilling rigs is relatively low, enabling competitors to finance expansion and providing opportunity for new competitors to enter the market. This dynamic exposes the Company to the risk of reduced market share and scope for geographic growth, as well as lower revenue and margin for its existing business.

A significant portion of the drilling services business is a result of being awarded contracts through a competitive tender process. It is possible that the Company will lose potential new contracts to competitors if it is unable to demonstrate reliable performance, technical competence and competitive pricing as part of the tender process or if mining companies elect not to undertake a competitive tender process.

#### Inability to Sustain and Manage Growth

The Company's ability to grow will depend on a number of factors, many of which are beyond the Company's control, including, but not limited to, commodity prices, the ability of mining companies to raise financing and the demand for raw materials from large, emerging economies such as the Brazil, Russia, India and China ("BRIC") economies. In addition, the Company is subject to a variety of business risks generally associated with growing companies. Future growth and expansion could place significant strain on the Company's Management personnel and likely will require the Company to recruit additional management personnel.

There can be no assurance that the Company will be able to: i) manage its expanding operations (including any acquisitions) effectively; ii) sustain or accelerate its growth or that such growth, if achieved, will result in profitable operations; iii) attract and retain sufficient management personnel necessary for continued growth; or, iv) successfully make strategic investments or acquisitions. The failure to accomplish any of the foregoing could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

#### Future Acquisition Strategy

The Company intends to grow through acquisitions in addition to organic growth. There is considerable competition within the drilling services industry for attractive acquisition targets. It is not possible to ensure that future acquisition opportunities will exist on acceptable terms, or that newly acquired or developed entities will be successfully

integrated into the Company's operations. Additionally, the Company cannot give assurances that it will be able to secure the adequate financing on acceptable terms to pursue this strategy.

#### **Customer Contracts**

The Company's surface drilling customer contracts are typically for a term of six (6) to twelve (12) months and its underground drilling customer contracts are typically for a term of one to two years and can be cancelled by the customer on short notice in prescribed circumstances with limited or no amounts payable to the Company. There is a risk that existing contracts may not be renewed or replaced. The failure to renew or replace some or all of these existing contracts and cancellation of existing contracts could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects. In addition, consolidation by the Company's customers could materially and adversely affect the Company's results of operations and financial condition.

#### International Expansion and Instability

Expansion internationally entails additional political and economic risk. Some of the countries and areas targeted by the Company for expansion are undergoing industrialization and urbanization and do not have the economic, political or social stability that many developed nations now possess. Other countries have experienced political or economic instability in the past and may be subject to risks beyond the Company's control, such as war or civil disturbances, political, social and economic instability, corruption, nationalization, terrorism, expropriation without fair compensation or cancellation of contract rights, significant changes in government policies, breakdown of the rule of law and regulations and new tariffs, taxes and other barriers. There is a risk that the Company's operations, assets, employees or repatriation of revenue could be impaired or adversely affected by factors related to the Company's international expansion and have a material adverse effect on the financial performance, financial condition, cash flow and growth prospects of the Company.

#### **Operational Risks and Liability**

Risks associated with drilling include, in the case of employees, personal injury and loss of life and, in the case of the Company, damage and destruction to property, equipment, release of hazardous substances to the environment and interruption or suspension of drill site operation due to unsafe drill operations. The occurrence of any of these events may have an adverse effect on the Company, including financial loss, key personnel loss, legal proceedings and damage to the Company's reputation.

In addition, poor or failed internal processes, people or systems, along with external events could negatively impact the Company's operational and financial performance. The risk of this loss, known as operational risk, is present in all aspects of the business of the Company, including, but not limited to, business disruptions, technology failures, theft and fraud, damage to assets, employee safety, regulatory compliance issues or business integration issues. The number and significance of the changes and the possibility that the Company may not be able to successfully implement the changes made, may adversely affect the performance of the business and its financial condition, cash flows and growth prospects of the Company.

#### Currency Exposure

Orbit Garant conducts some of its activities in US dollars and in Chilean Pesos and is thus exposed to foreign exchange fluctuations. As at June 30, 2015, we had US dollar and Chilean Pesos revenue exposures of approximately \$0.3 and \$2.6 million respectively. This exposure could change in the future and a significant portion of our revenue could potentially be denominated in currencies other than the Canadian dollar, fluctuations of which could cause a negative impact on our financial performance.

#### **Business Interruptions**

Business interruptions can occur as a result of a variety of factors, including; regulatory intervention, delays in necessary approvals and permits, health and safety issues or product input supply bottlenecks. In addition, the Company operates in a variety of geographic locations, some of which are prone to inclement weather conditions, natural or other disasters. The occurrence of such conditions or any business interruption could have a material adverse effect on the Company's financial performance, financial condition, cash flows and growth prospects.

#### Risk to the Company's Reputation

Risks to the Company's reputation could include any negative publicity, whether true or not, and could cause a decline in the Company's customer base and have a material adverse impact on the Company's financial performance, financial condition, cash flows and growth prospects. All risks have an impact on reputation, and as such, reputational risk cannot be managed in isolation from other types of risk. Every employee and representative of the Company is charged with upholding its strong reputation by complying with all applicable policies, legislation and regulations as well as creating positive experiences with the Company's customers, stakeholders and the public.

#### Environment, Health and Safety Requirements and Related Considerations

The Company's operations are subject to a broad range of federal, provincial, state and local laws and regulations as well as permits and other approvals, including those relating to the protection of the environment and workers' health and safety governing, among other things, air emissions, water discharges, non-hazardous and hazardous waste (including waste water), storage, handling, disposal and clean-up of dangerous goods and hazardous materials such as chemicals, remediation of releases and workers' health and safety in Canada and elsewhere (the "Environment, Health and Safety Requirements"). As a result of the Company's operations, it may be involved from time to time in administrative and judicial proceedings and inquiries relating to Environment, Health and Safety Requirements. Future proceedings or inquiries could have a material adverse effect on the Company's business, financial condition and results of operations.

The activities at clients' worksites may involve operating hazards that can result in personal injury and loss of life. There can be no assurance that the Company's insurance will be sufficient or effective under all circumstances or against all claims or hazards to which it may be subject or that it will be able to continue to obtain adequate insurance protection. A successful claim or damage resulting from a hazard for which it is not fully insured could adversely affect the Company's results of operations. In addition, if the Company is seen not to adequately implement health and safety and environmental policies, its relationships with its customers may deteriorate, which may result in the loss of contracts and restrict its ability to obtain new contracts.

#### Insurance Limits

The Company maintains property, general liability and business interruption insurance. However, there can be no assurance that such insurance will continue to be offered on an economically feasible basis, that all events that could give rise to a loss or liability are insurable, or that the amounts of insurance will at all times be sufficient to cover each and every loss or claim that may occur involving the assets or operations of the Company.

#### Legislative and Regulatory Changes

Changes to any of the laws, rules, regulations or policies affecting the business of the Company would have an impact on the Company's business and may significantly and adversely affect the operations and financial performance of the Company.

#### Legal and Regulatory Risk

The mining and drilling industries are highly regulated by legal, environmental and health and safety regulations. Failure to comply with such regulations could lead to penalties, including fines or suspension of operations which could have a significant impact on the financial strength and future earnings potential of the Company. Furthermore, the Company's mineral exploration customers are also subject to similar legal, regulatory, health and safety regulations which could materially affect their decision to go ahead with mineral exploration or mine development and thereby indirectly negatively impact the Company.

#### **Risk Related to Structure and Common Shares**

#### Equity Market Risks

There is a risk associated with any investment in shares. The market price of securities such as the Common Shares of the Company are affected by numerous factors including, but not limited to, general market conditions, actual or anticipated fluctuations in the Company's results of operations, changes in estimates of future results of operations by the Company or securities analysts, risks identified in this section and other factors. In addition, the financial markets have experienced significant price and volume fluctuations that have sometimes been unrelated to the operating performance of the issuers or the industries in which they operate. Consequently, the trading price of the Common Shares may fluctuate.

#### Influence of Existing Shareholders

As of September 22, 2015, Pierre Alexandre, Vice-Chairman and Vice-President of Business Development of the Company, holds or controls, directly or indirectly, approximately 28% of Orbit Garant's outstanding Common Shares. As a result, this shareholder has the ability to influence Orbit Garant's strategic direction and policies, including any merger, consolidation or sale of all or substantially all of its assets, and the election and composition of Orbit Garant's Board of Directors. The foregoing ability to affect the control and direction of Orbit Garant could reduce its attractiveness as a target for potential takeover bids and business combinations, and correspondingly affect its share price.

#### Future Sales of Common Shares by the Company's Existing Shareholders

Certain shareholders, including Pierre Alexandre, hold or control significant blocks of shares of the Company. The decision of any of these shareholders to sell a substantial number of Common Shares in the public market could result in a material imbalance in demand for the Company's shares and therefore a decline in the market price of the Common Shares. In addition, the perception among the public that such sales may occur could also result in a reduction in the market price of the Common Shares.

#### Dilution

Orbit Garant may raise additional funds in the future by issuing equity securities. Holders of Common Shares will have no pre-emptive rights in connection with such further issuances. Additional Common Shares may be issued by Orbit Garant in connection with the exercise of options granted. Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of Common Shares.

#### **Dividend Payments**

Orbit Garant does not expect to pay dividends as it intends to use cash for future growth or debt repayment. In addition, the Credit Agreement places restrictions on the ability of Orbit Garant to declare or pay dividends.

#### Credit Risk

The Company provides credit to its customers in the normal course of its operations. The Company has adopted a policy of only dealing with credit-worthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. It carries out, on a continuing basis, credit checks on its customers and maintains provisions for contingent credit losses. Demand for the Company's drilling services depends upon the level of mineral exploration and development activities conducted by mining companies, particularly with respect to gold, nickel and copper.

In order to reduce the credit risk, the Company is using insurance coverage from Export Development Canada («EDC») on certain accounts receivable from its customers. The insurance program provides under certain terms and conditions an insurance coverage amount of up to 90% of unpaid accounts. As at June 30, 2015, the amount of the insurance coverage from EDC represents a negligible amount of the accounts receivable (5% in June 30, 2014). Due to the reduction of International drilling demands the Company did not meet the EDC requirements. Consequently, the insurance coverage ceased as of May 1, 2014. Considering the paid premiums and claims made over the past years, the Company has evaluated that this change will have little impact on its financial results.

As at June 30, 2015, 42% (45% as at June 30, 2014) of the trade accounts receivable are aged as current and 5% (7% as at June 30, 2014) of receivables are impaired.

One major customer represented 25% of the trade accounts receivable as at June 30, 2015 (June 30, 2014, one major customer represented 12% of these accounts).

One major customer represented 21% of the contract revenue for the year June 30, 2015 (year ended June 30, 2014, two major customers represented 30%).

Credit risk also arises from cash and cash equivalents with banks and financial institutions. This risk is limited because the counterparties are mainly Canadian banks with high credit ratings. The Company does not enter into derivatives to manage credit risk.

#### Interest Rate Risk

The Company is subject to interest rate risk since a significant part of the long-term debt bears interest at variable rates.

As at June 30, 2015, the Company estimated that a one percentage point increase or decrease in interest rates would have caused a corresponding annual increase or decrease of approximately \$0.1 million before income taxes (\$0.1 million impact in 2014).

#### Equity Market Risk

Equity market risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the general trends in the stock markets and individual equity movements, and determines the appropriate course of actions to be taken by the Company.

#### Fair Value

The fair value of cash, accounts receivable, accounts payable and accrued liabilities, is approximately equal to their carrying values due to their short-term maturity. The fair value of the investments is equal to their original costs.

The fair value of long-term debt approximates its carrying value as it bears interest at variable rates and has financing conditions similar to those currently available to the Company. The fair value of the contingent consideration has been evaluated with a discounted rate value.

#### OUTLOOK

The mining industry continues to exercise cost restraint with regard to mineral exploration and development programs. Senior and intermediate mining companies began scaling back their drilling programs in 2013 and this trend has continued into 2015. At the same time, junior mining companies have significantly cut their exploration activities due to a lack of capital. These adverse market conditions have resulted in a current oversupply of drilling services capacity in the market, which in turn has created downward pricing pressure. An important contributor to this downturn has been the recent economic slowdown in China which has had a negative impact on metal prices. Management expects that these market conditions will continue to impact the contract drilling industry and Orbit Garant's utilization rates and gross margins in the near term.

Despite these current market challenges, Management believes the longer-term outlook for the mining industry is positive. Global demand for ferrous and non-ferrous metals, combined with depleting reserves and resources, will eventually lead to increased exploration and development activities by mining companies. Increased demand for minerals from developing countries, such as Brazil, Russia, India and China, will provide the greatest impetus for growth. One positive factor for mining companies operating in Canada is the recent decline in the value of the Canadian dollar relative to the US dollar, as their expenses are in Canadian dollars and their revenues are typically in US dollars. At the time of this report, the value of the Canadian dollar was approximately 0.75 US dollars, compared to 0.91 US dollars as at September 22, 2014.

Management remains focused on maximizing stakeholder value principally by controlling costs, optimizing drill rig utilization, increasing productivity rates, continuing to focus on technology innovation, retaining key personnel maintaining strong health and safety standards, and evaluating opportunities to expand Orbit Garant's market presence both in Canada and abroad. Management believes the Company's proprietary computerized monitoring and control drilling technology will increasingly be an important contributor in reducing both labour and consumable drilling costs, enhancing driller productivity rates and improving safety. Orbit Garant currently has 24 drill rigs featuring its computerized monitoring and control technology, all of which are currently deployed on customer projects. To date, these next generation rigs have achieved a significant increase in productivity compared to that achieved using conventional drill rigs. Orbit Garant's customers have responded positively to the improved performance and potential of the new drill rigs, which has led to renewals of underground drilling contracts for longer terms.

Orbit Garant recently expanded its international market presence with new offices in Chile and Ghana, and is now better positioned to seize international market opportunities and further strengthen customer relationships. The Company commenced work on its first drilling contract in Chile during the second quarter of Fiscal 2015, and is scheduled to commence work on its first drilling contract in Kazakhstan either late in the first quarter of fiscal 2016 or early in the second quarter of fiscal 2016. Orbit Garant will continue to monitor market conditions closely and manage its staff and inventory levels, capital expenditures and balance sheet accordingly. With its sound balance sheet, the Company remains committed to pursuing value enhancing growth opportunities in Canada and internationally.

#### DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The CEO and the CFO of the Company are responsible for establishing and maintaining disclosure controls and procedures (DC&P) for the Company as defined under Multilateral Instrument 52-109 issued by the Canadian Securities Administrators. The CEO and the CFO have designed such DC&P, or caused them to be designed under its supervision, to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded,

processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by an issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure.

As at June 30, 2015, the CEO and CFO evaluated the design and operation of the Company's DC&P. Based on that evaluation, the CEO and CFO concluded that the Company's DC&P was effective as at June 30, 2015.

The Company's Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting ("ICFR") or causing them to be designed under their supervision. The Company's ICFR are designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and its preparation of financial statements for external purposes in accordance with IFRS.

As discussed above, the inherent limitations in all control systems are such that they can provide only reasonable, not absolute, assurance that all control issues and instances of fraud or error, if any, within the Company, have been detected. Therefore, no matter how well designed, ICFR have inherent limitations and can provide only reasonable assurance with respect to financial statement preparation and may not prevent and detect all misstatements.

During Fiscal 2015, Management, including its CEO and CFO, evaluated the existence and design of the Company's ICFR and confirm there were no changes to the ICFR that have occurred during the year which materially affected, or are reasonably likely to materially affect, the Company's ICFR. The Company continues to review and document its disclosure controls and its ICFR, and may, from time to time make changes aimed at enhancing their effectiveness and to ensure that its systems evolve with the business. As of June 30, 2015, an evaluation was carried out, under the supervision of the CEO and CFO, of the effectiveness of the Company's ICFR as defined in NI 52-109. Based on this evaluation the CEO and the CFO concluded that the design and operation of these ICFR were effective.

The evaluations were conducted in accordance with the framework and criteria established in Internal Control – Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), a recognized control model, and the requirements of NI 52-109.

#### MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying audited consolidated financial statements («financial statements») of Orbit Garant Drilling Inc. (the «Company») and all the information in this annual report are the responsibility of the management of the Company and are approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards and, where appropriate, include management's best estimates and judgments. Management has reviewed the financial information presented throughout this report and has ensured that it is consistent with the financial statements.

Management are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting to provide reasonable assurance that transactions are authorized, assets are safeguarded and the integrity and fairness of the financial information is ensured as at June 30, 2015. Based on this evaluation, Management has concluded that the Company's internal control over financial reporting as at June 30, 2015, was effective to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of its financial statements for external purposes in accordance with applicable accounting principles.

The Board of Directors of the Company is responsible for ensuring that Management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board of Directors carries out this responsibility principally through the Audit Committee. The Board of Directors appoints the Audit Committee, and all of its members are independent directors. The Audit Committee meets periodically with management and independent auditors to review internal controls, audit results and accounting principles. Acting on the recommendation of the Audit Committee, the financial statements are forwarded to the Board of Directors of the Company for its approval.

The financial statements have been audited, on behalf of the shareholders, by Deloitte LLP, the independent auditor, in accordance with Canadian generally accepted auditing standards. The independent auditor has full and free access to the Audit Committee and may meet with or without the presence of management.

(signed) Éric Alexandre Éric Alexandre, CPA, CMA President and Chief Executive Officer

(signed) Alain Laplante Alain Laplante, FCPA, FCGA Vice-President and Chief Financial Officer

Val-d'Or, Quebec September 22, 2015

# Deloitte.

Deloitte LLP 1190, des Canadiens-de-Montréal Avenue Suite 500 Montreal QC H3B 0M7 Canada

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# **Independent Auditor's Report**

To the Shareholders of Orbit Garant Drilling Inc.

We have audited the accompanying consolidated financial statements of Orbit Garant Drilling Inc., which comprise the consolidated statements of financial position as at June 30, 2015 and June 30, 2014, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Orbit Garant Drilling Inc. as at June 30, 2015 and June 30, 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

(signed) Deloitte LLP<sup>1</sup>

September 22, 2015

<sup>1</sup> CPA auditor, CA, public accountancy permit No. A116207
For the years ended June 30, 2015 and 2014 (in thousands of Canadian dollars, except for data per share)

June 30 June 30 2015 2014 Notes \$ \$ 71,549 **Contract revenue** 23 78,964 Cost of contract revenue 8 75,749 67,795 Gross profit 3,215 3,754 Expenses General and administrative expenses 2 - 8 12,031 11,440 Other revenues 8 (116) (66) Finance costs 8 591 845 Restructuring costs 8 - 9 342 \_ 12,506 12,561 Loss before income taxes (9,291) (8,807) Income taxes recovery 17 (1,020) (1,237) Current Deferred (884) (1,268) (1,904) (2,505) Loss and comprehensive loss attributable to shareholders (7, 387)(6,302) 16 Loss per share attributable to shareholders Basic (0.22)(0.19) Diluted (0.22) (0.19)

## Consolidated statements of changes in equity

For the years ended June 30, 2015 and 2014

(in thousands of Canadian dollars)

Year ended June 30, 2015	Total
	1000

		Equity settled	Retained	Shareholders'
	Share capital	reserve	Earnings	Equity
	\$	\$	\$	\$
	(Note 16)	(Note 16)		
Balance as of July 1, 2014	54,411	5,133	25,025	84,569
Net loss and comprehensive loss	-	-	(7,387)	(7,387)
Share-based compensation	-	437	-	437
Stock option cancelled	-	(4,112)	4,112	-
Balance as of June 30, 2015	54,411	1,458	21,750	77,619

Year ended June 30, 2014

Balance as of June 30, 2014

Equity settled Shareholders' Retained Share capital reserve Earnings Equity \$ \$ \$ (Note 16) (Note 16) Balance as of July 1, 2013 54,411 4,480 31,327 90,218 Net loss and comprehensive loss (6,302) (6,302) \_ Share-based compensation 653 653 \_ -

54,411

5,133

25,025

Total

\$

84,569

See accompanying notes to consolidated financial statements.

ORBIT GARANT DRILLING INC.

# Consolidated statements of financial position

As of June 30, 2015 and June 30, 2014

(in thousands of Canadian dollars)

		June 30	June 30
	Notes	2015	2014
		\$	9
ASSETS			
Current assets			
Cash		396	335
Accounts receivable	22	18,890	15,540
Inventories	10	33,878	36,423
Income taxes receivable		1,244	1,869
Prepaid expenses		1,412	1,280
		55,820	55,447
Non-current assets			
Investments	11	424	300
Property, plant and equipment	12	39,705	46,040
Intangible assets	13	583	1,166
Deferred tax assets	17	833	-
Total assets		97,365	102,953
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		12,298	9,623
Contingent considerations	2 - 22	-	146
Current portion of long-term debt	14	-	8,547
		12,298	18,316
Non-current liabilities			
Long-term debt	14	7,448	-
Deferred tax liabilities	17	-	68
		19,746	18,384
EQUITY			
Share capital	16	54,411	54,411
Equity settled reserve	16	1,458	5,133
Retained earnings		21,750	25,025
Equity attributable to shareholders		77,619	84,569
Total liabilities and equity		97,365	102,953

#### APPROVED BY THE BOARD

(signed) Éric Alexandre

Éric Alexandre, Director

(signed) Jean-Yves Laliberté

Jean-Yves Laliberté, Director

See accompanying notes to consolidated financial statements.

ORBIT GARANT DRILLING INC.

Consolidated statements of cash flows

For the years ended June 30, 2015 and 2014

(in thousands of Canadian dollars)

		June 30	June 30
	Notes	2015	2014
		\$	
OPERATING ACTIVITIES			
Loss before income taxes		(9,291)	(8,807)
Items not affecting cash:			
Depreciation of property, plant and equipment	12	9,869	10,466
Amortization of intangible assets	13	583	582
Write-off of property, plant and equipment	12	217	-
Loss (gain) on disposal of property, plant and equipment	12	12	(21)
Gain on disposal of investments	11	(31)	-
Share-based compensation	16	437	653
Finance costs, excluding change in fair value of			
contingent considerations		587	789
Reversal of contingent considerations	2 - 22	(150)	(1,006)
Change in fair value of contingent considerations	22	4	56
		2,237	2,712
Changes in non-cash operating working capital items	18	1,738	4,351
Income taxes recovered		1,628	1,638
Finance costs paid		(721)	(663)
		4,882	8,038
INVESTING ACTIVITIES			
Acquisition of investments	11	(135)	(116)
Proceeds from disposal of investments	11	42	-
Acquisition of property, plant and equipment	12	(4,032)	(3,102)
Proceeds from disposal of property, plant and equipment	12	295	355
		(3,830)	(2,863)
FINANCING ACTIVITIES			
Proceeds from long-term debt		48,650	44,800
Repayment of long-term debt		(49,615)	(51,138)
		(965)	(6,338)
Effect of exchange rate changes		(26)	(9)
Increase (decrease) in cash		61	(1,172)
Cash, beginning of year		335	1,507
Cash, end of year		396	335

See accompanying notes to consolidated financial statements.

#### 1. DESCRIPTION OF BUSINESS

Orbit Garant Drilling Inc. (the «Company»), amalgamated under the Canada Business Company Act, mainly operates a surface and underground diamond drilling business. The Company has operations in Canada, United States, Central and South America and West Africa.

The Company's head office is located at 3200, boul. Jean-Jacques Cossette, Val-d'Or (Québec), Canada. The Company holds interests in several entities, including the percentage of voting rights in its principal subsidiaries as follows:

	% of voting rights
Services de forage Orbit Garant Inc.	100%
9116-9300 Québec inc.	100%
Orbit Garant Ontario Inc. (wound up into Services de forage Orbit Garant Inc. as of June 30, 2015)	100%
Drift Exploration Drilling Inc.	100%
Drift de Mexico SA de CV	100%
Lantech Drilling Services Inc.	100%
Perforación Orbit Garant Chile SpA	100%
Orbit Garant Drilling Ghana Limited	100%
Cygnus-Orbit Drilling SpA	100%

#### 2. CONTINGENT CONSIDERATIONS

#### Lantech Drilling Services Inc.

The purchase price of Lantech Drilling Services Inc. is subject to an adjustment of an amount up to \$2,400 based on certain specific financial objectives regarding earnings levels for the periods ending December 15, 2012, 2013 and 2014. This contingent consideration was evaluated at fair value at the acquisition date. On June 30, 2013, an amount of \$400 was paid for the contingent consideration due December 15, 2012. For the balance of the amount of \$400 for the contingent consideration due on December 15, 2012 and for the contingent considerations due on December 15, 2013 and December 15, 2014, the Company has not reached the specific financial objectives that were fixed.

In accordance with the guidance of IFRS 3, as at June 30, 2014, the Company reversed \$631 of its current liabilities which was due December 15, 2014, and the balance of \$150 was reversed as at December 15, 2014, as a reduction of the general and administrative expenses.

#### 1085820 Ontario Limited (Advantage Control Technologies):

The purchase price of 1085820 Ontario Limited (now operating under the name of Orbit Garant Ontario Inc.) is subject to an adjustment of an amount up to \$2,400 calculated based on certain specific financial objectives for the periods ended November 8, 2011, 2012 and 2013. This contingent consideration has been evaluated at fair value at the acquisition date. For the periods ended November 8, 2011, and November 8, 2012,1085820 Ontario Limited had not reached the specific financial objectives, and therefore the Company has reversed an amount of \$1,600 of the contingent liabilities related to these periods. For the period ended November 8, 2013,1085820 Ontario Limited had not reached the specific financial objectives, and as at June 30, 2013, the Company has reversed an amount of \$407 of the contingent liabilities. For the balance of the contingent consideration due November 8, 2013, Management evaluated its specific financial objectives and the Company reversed an amount of \$375 as at June 30, 2014 for the contingent consideration.

#### 2. CONTINGENT CONSIDERATIONS (continued)

In accordance with the guidance of IFRS 3, the Company reversed on several years the accrued contingent consideration of its current liabilities. As at June 30, 2014, the Company reversed the balance of the contingent consideration for an amount of \$375 (June 30, 2015: \$nil) due November 8, 2013, as a reduction of the general and administrative expenses.

#### 3. BASIS OF PREPARATION

#### **Basis of presentation**

These consolidated financial statements have been prepared in accordance with *International Financial Reporting Standards* («*IFRS*»), issued and effective, or issued and early adopted, for the year ended June 30, 2015. The IFRS accounting policies set out below were consistently applied to all periods presented.

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires Management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant are disclosed in Note 6.

These consolidated financial statements have been prepared on a historical cost basis, except for the contingent liabilities and investments, which have been measured at fair value, and are presented in Canadian dollars, which is the currency of the primary economic environment in which the Company operates («functional currency»). All values are rounded to the nearest thousand dollars, except where otherwise indicated.

These consolidated financial statements were approved for issue by the Board of Directors of Orbit Garant Drilling Inc. on September 22, 2015.

#### 4. STANDARDS AND INTERPRETATIONS ADOPTED

The following standards and amendments to existing standards have been adopted by the Company on July 1, 2014:

#### IAS 32 – Financial Instruments - Presentation

IAS 32 is amended to provide clarification on the application of rules to offset financial assets and financial liabilities. The following notions are clarified: legally enforceable right to offset, application of simultaneous realization or settlement, offsetting a guaranteed amount and the unit of accounting for application of the offsetting obligations.

#### IAS 36 - Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets

IAS 36 is amended to address the disclosure information about the recoverable amount of impaired assets if that amount is based on fair value less cost of disposal.

#### IFRIC 21 – Levies

IFRIC Interpretation 21 considers how an entity should account for levies imposed by governments, other than income taxes, in its consolidated financial statements.

(in thousands of Canadian dollars, except for data per share and option data)

#### 4. STANDARDS AND INTERPRETATIONS ADOPTED (continued)

#### Annual improvements to IFRS (2010-2012 Cycle), which include among others:

Amendments to IFRS 2, Share-based Payments, relate to the definitions of «vesting condition» and «market condition» and add definitions for «performance condition» and «service condition».

Amendments to IFRS 3, *Business Combinations*, clarify that contingent consideration classified as an asset or a liability should be measured at fair value on each reporting date, irrespective of whether the contingent consideration is a financial instrument or a non-financial asset or liability.

Amendments to IFRS 8, *Operating Segments*, require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments and clarify that a reconciliation of the total of the reportable segments' assets and the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision maker.

Amendments to IFRS 13, Fair Value Measurement, clarify that the issuance of IFRS 13 did not remove the ability to measure current receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of not discounting is immaterial.

#### Annual improvements to IFRS (2011-2013 Cycle), which include among others:

Amendments to IFRS 3, Business Combinations, clarify that the scope of IFRS 3 does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

Amendments to IFRS 13, Fair Value Measurement, clarify that the scope of the portfolio exception for measuring the fair value of a group of financial liabilities on a net basis includes all contracts that are within the scope of IAS 39, Financial Instruments: Recognition and Measurement, even if those contracts do not meet the definition of financial assets or financial liabilities.

The standards and amendments listed above did not have any impact on the Company's consolidated financial statements.

#### 5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. A subsidiary is an entity controlled by the Company. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee, independently of its percentage of participation. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when the Company controls another entity.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of loss from the effective date of acquisition to the effective date of disposal, as appropriate. Intercompany transactions and balances are eliminated on consolidation.

#### **Business combinations**

Business combinations are accounted for using the acquisition method. The consideration transfered in a business combination is measured at the fair value. This consideration can be comprised of cash, assets transferred, financial instruments issued, liabilities incurred by the Company to the former owner, or future contingent payments. The identifiable assets and liabilities of the business acquired are recognized at fair value at the acquisition date.

Results of operations of a business acquired are included in the Company's consolidated financial statements from the date of the business acquisition. Business acquisition and integration costs are expensed as incurred. Non-controlling interests in an entity acquired are presented in the consolidated statement of financial position within equity, separately from the equity attributable to shareholders in the «Equity» section in the consolidated statement of financial position.

#### Foreign currency translation

Financial statements of foreign operations are translated using the rate in effect at the end of each reporting period for assets and liabilities, and using the average exchange rates during the period for revenues and expenses. Adjustments arising from foreign currency translation are recorded in other comprehensive loss.

Foreign currency transactions are transactions in a currency other than the Company's functional currency. Foreign currency transactions are translated to the functional currency by applying the exchange rate prevailing at the date of the transactions. Translation gains and losses on assets and liabilities denominated in a foreign currency are included in the statement of comprehensive loss.

#### **Financial instruments**

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Settlement date accounting is used.

Asset/Liability	Classification	Measurement
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Investments	Available-for-sale	Fair value
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Contingent consideration	-	Fair value
Long-term debt	Other liabilities	Amortized cost

#### Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

#### Accounts receivable

Accounts receivable are initially stated at their fair value, less an allowance for doubtful accounts and an allowance for sales returns. The Company establishes an allowance for doubtful accounts based on the specific credit risk of its customers and historical trends. Individual accounts receivables are written off when Management deems them not collectible. The carrying amounts for accounts receivable are net of allowances for doubtful accounts, which are estimated based on aging analysis of receivables, past experience, specific risks associated with the customer and other relevant information.

#### Cash and cash equivalents

Cash and cash equivalents include cash and bank overdraft of which the balance often fluctuates between the available cash amount and the indebtedness.

#### Inventories

The Company maintains an inventory of operating supplies, drill rods and drill bits. Inventories are valued at the lower of cost and net realizable value. Net realizable value is the estimated selling price less the estimated cost necessary to make the sale. Cost is determined on the first-in, first-out basis. Used and revised inventories are valued at 50% and 75% of cost respectively. The amount of the depreciation of inventories can be reversed when the circumstances that led to the impairment charge in the past no longer exists.

#### Investments

Investments in publicly traded securities are classified as available-for-sale. Available-for-sale investments are recorded at fair value, with unrealized gains or losses recorded in other comprehensive loss. Realized gains or losses are recorded in the consolidated statement of loss when the investment is sold.

If the fair value of an investment declines below the carrying amount, the Company undertakes an assessment of whether the impairment is significant or prolonged. When a decline in the fair value of an available-for-sale investment has been recognized in other comprehensive loss and there is objective evidence that the investment is impaired, any cumulative loss that has been recognized in other comprehensive loss is reclassified as an impairment loss in the consolidated statement of loss.

#### Property, plant and equipment

Property, plant and equipment are stated at cost. Cost represents the acquisition costs, net of government grants and investment tax credits, or manufacturing costs, including preparation, installation and testing costs. The manufacturing costs for drilling equipment include the material, direct labour and indirect specific costs.

Borrowing costs are also included in the cost of self-constructed property, plant and equipment. Future expenditures, such as maintenance and repairs, are expensed as incurred.

Cost of repairs and maintenance are charged to operations as incurred. Significant improvements are capitalized and amortized over the useful life of the asset.

Property, plant and equipment are recorded at cost and depreciation is calculated using the straight-line method based on their estimated useful life using the following periods:

Buildings and components	5 to 40 years
Drilling equipment	5 to 10 years
Vehicles	5 years
Other	3 to 10 years

The depreciation begins when the property, plant and equipment are ready for their intended use.

#### Intangible assets

Intangible assets are accounted for at cost. Amortization is based on their estimated useful life using the straight-line method and the following periods:

Drilling technology

5 years

Amortization methods, residual values and the useful lives of significant intangible assets are reviewed at each financial year-end. Any change is accounted for prospectively as a change in accounting estimate.

#### Impairment of long-lived assets

For the purposes of assessing impairment, assets are grouped in cash-generating units («CGU»), which represent the lowest levels for which there are separately identifiable cash inflows generated by those assets. The Company reviews, at the end of each reporting period, whether events or circumstances have occurred to indicate that the carrying amounts of its long-lived assets with finite useful lives may be less than their recoverable amounts.

Goodwill, other intangible assets having an indefinite useful life, and intangible assets not yet available for use are tested for impairment on June 30 of each financial year whenever there is an indication that the carrying amount of the asset, or the CGU to which an asset has been allocated, exceeds its recoverable amount. The recoverable amount is the higher of the fair value, less costs of disposal, and the value in use of the asset or the CGU. Fair value, less costs of disposal, represents the amount an entity could obtain at the valuation date from the asset's disposal in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. The value in use represents the present value of the future cash flows expected to be derived from the asset or the CGU.

An impairment loss is recognized in the amount by which the carrying amount of an asset or a CGU exceeds its recoverable amount. When the recoverable amount of a CGU to which goodwill has been allocated is lower than the CGU's carrying amount, the related goodwill is first impaired. Any excess amount of impairment is recognized and attributed to assets in the CGU, prorated to the carrying amount of each asset in the CGU.

An impairment loss recognized in prior periods for long-lived assets with finite useful lives and intangible assets having an indefinite useful life, other than goodwill, can be reversed through the consolidated statement of loss to the extent that the carrying amount at the date of the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognised.

#### Income taxes

Current income taxes are recognized with respect to amounts expected to be paid or recovered under the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred income taxes are accounted for using the liability method. Under this method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in earnings in the period that includes the substantive enactment date. A deferred tax asset is recognized initially when it is probable that future taxable income will be sufficient to use the related tax benefits and may be subsequently reduced, if necessary, to an amount that is more likely than not to be realized. A deferred tax expense or benefit is recognized in other comprehensive earnings or otherwise directly in equity to the extent that it relates to items that are recognized in other comprehensive earnings or directly in equity in the same or a different period.

In the course of the Company's operations, there are a number of uncertain tax positions due to the complexity of certain transactions and due to the fact that related tax interpretations and legislation are continually changing. When a tax position is uncertain, the Company recognizes an income tax benefit or reduces an income tax liability only when it is probable that the tax benefit will be realized in the future or that the income tax liability is no longer probable.

#### Financing fees

Financing fees related to long-term debt are capitalized in reduction of long-term debt and amortized using the effective interest rate.

#### Leases

Assets under leasing agreements are classified at the inception date of the lease as (i) finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the asset to the lessee, or as (ii) operating leases for all other leases. All of the Company's current leases are classified as operating leases.

Operating lease rentals are recognized in the consolidated statement of loss on a straight-line basis over the period of the lease. Any lessee incentives are deferred and then recognized evenly over the lease term.

#### **Revenue recognition**

Revenue from drilling contracts is recognized on the basis of actual meters drilled for each contact. Revenue from ancillary services is recorded when the service is rendered and revenue from the sale of drilling rigs is recorded at shipping. The Company recognizes revenue when persuasive evidence of an arrangement exists, service has been rendered, merchandise has been shipped, the price to the buyer is fixed or determinable and collection is reasonably assured.

#### Earnings per share

Earnings per share are calculated using the weighted daily average number of shares outstanding during the year.

Diluted earnings per share are determined as net earnings, divided by the weighted average number of diluted common shares for the period. Diluted common shares reflect the potential dilutive effect of exercising the stock options based on the treasury stock method.

#### Stock options

The Company uses the fair value method to account for stock options. In accordance with this method, compensation cost is measured at the fair value of the option at the grant date using the Black-Scholes option pricing model and is amortized to earnings over the vesting period. The fair value is recognized as an expense with a corresponding increase in equity settled reserve. The amount recognized as an expense is adjusted to reflect the number of stock options expected to vest and is net of stock options cancelled prior of being vested. When unexercised stock options are forfeited or expired, the amounts are transferred to retained earnings.

#### **Restructuring costs**

A restructuring provision is recognized when the Company has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising form the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

#### 6. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated by the Company and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates, assumptions and judgments concerning the future. Actual results could differ from these estimates. The estimates, assumptions and judgments that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### Inventories

Inventory is measured at the lower of cost and net realizable value. In estimating net realizable values, Management takes into account the most reliable evidence available at the time the estimates are made. Net realizable value is the estimated selling price less the estimated cost necessary to make the sale. Used and revised inventories are valued at 50% and 75% of cost respectively. The amount of the depreciation of inventories can be reversed when the circumstances that led to the impairment charge in the past no longer exists.

#### Useful lives of depreciable assets

Depreciation methods, residual values and useful lives of property, plant and equipment are reviewed at each reporting date by Management. Any change is accounted for prospectively as a change in accounting estimate. As at June 30, 2015, Management assesses that the useful lives represent the expected utility of the assets to the Company.

#### **Business combinations**

On initial recognition, the assets and liabilities of the acquired business are included in the consolidated statement of financial position of the Company at their fair values. In measuring fair value, Management uses estimates about future cash flows and discount rates, however, the actual results may vary.

#### 6. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

#### Impairment of long-lived assets

An impairment loss is recognized when the carrying amount of an asset is not recoverable and exceeds its recoverable value. Management reviews on a regular basis the impairment assessment of certain long-lived assets to criteria defined in Note 5. As at June 30, 2015, the Company has performed an impairment test of long-lived assets and concluded that there was no impairment charge that has to be recognised (see Notes 12 and 13).

#### Income taxes

The Company is subject to income taxes in various jurisdictions. Judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due in the future. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It established provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

#### Deferred income tax assets

The assessment of the probability in which deferred tax assets can be utilized is based on the Company's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the numerous jurisdictions in which the Company operates are also carefully taken into consideration. If a forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by Management based on the specific facts and circumstances.

#### Provisions

Provisions are recognized when (i) the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and when (ii) the amount of the obligation can be reliably estimated.

Provisions are reviewed at each financial position date and changes in estimates are reflected in the consolidated statement of loss in the reporting period in which changes occur.

#### 6. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (continued)

#### **Contingent considerations**

The fair value recognized for contingent considerations has been estimated by Management based on the subsidiaries' results and budget. However, the actual contingent considerations may vary due to unexpected changes in the subsidiaries' activities.

#### Stock options

The Company uses the fair value method to account for stock options. In accordance with this method, compensation cost is measured at the fair value of the option at the grant date using the Black-Scholes option pricing model which is based on significant assumptions such as volatility, dividend yield and expected term.

#### **Functional currency**

The Company applied judgment in determining the functional currency of the Company and its subsidiaries. Functional currency was determined based on the currency that mainly influences sales prices, labour, materials and other costs of providing services.

#### 7. RECENT ACCOUNTING PRONOUNCEMENT

The Company has not early adopted the following new standards and adoption impacts on the consolidated financial statements have not yet been determined:

#### **IFRS 9 – Financial Instruments**

IFRS 9 simplifies the measurement and classification for financial assets by reducing the number of measurement categories and removing complex rule-driven embedded derivative guidance in IAS 39, *Financial Instruments: Recognition and Measurement*. The new standard also provides for a fair value option in the designation of non-derivative financial instruments and its related classification and measurement. IFRS 9 is effective from periods beginning January 1, 2018, with early adoption permitted.

#### IFRS 15 – Revenue from Contracts with Customers

IFRS 15 specifies how and when to recognize revenue as well as requiring entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, *Revenue*, IAS 11, *Construction Contracts*, and a number of revenue-related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective from periods beginning January 1, 2017, with early adoption permitted.

#### IAS 16 - Property, Plant and Equipment

IAS 16 prohibits entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to IAS 16 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### IAS 38 – Intangible Assets

IAS 38 introduces a rebuttable presumption that revenue is not an appropriate basis for amortization of an intangible asset, except in two limited circumstances. The amendments to IAS 38 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### 7. RECENT ACCOUNTING PRONOUNCEMENT (continued)

#### IFRS 10 - Consolidated Financial Statements and IAS 28 - Investments in Associates and Joint Ventures

The amendment entitled «Sale or Contribution of Assets between an Investor and its Associate or Joint Venture» specifies the treatment to be adopted when an entity sells or contributes assets that constitute a business to a joint venture or an associate or loses control of a subsidiary that contains a business but it retains joint control or significant influence, the gain or loss resulting from that transaction is recognized in full. When an entity sells or contributes assets that do not constitute a business to a joint venture or associate or loses control of a subsidiary that does not contain a business but it retains joint control or significant influence in a transaction involving an associate or a joint venture, the gain or loss resulting from that transaction is recognized only to the extent of the unrelated investors' interest in the joint venture or associate, the entity's share of the gain or loss is eliminated. The amendments to IFRS 10 are effective from periods beginning January 1, 2016, with early adoption permitted.

#### IAS 1 – Presentation of Financial Statements

The amendment entitled *«Disclosure Initiative»* comprises several narrow-scope amendments to improve presentation and disclosure requirements in existing standards. The amendments to IAS 1 are effective from periods beginning January 1, 2016, with early adoption permitted.

The following amendments to the standards have been issued by the IASB and are applicable to the Company for its annual periods beginning on July 1, 2015 and thereafter, with an earlier application permitted:

#### Annual improvements to IFRS (2012-2014 Cycle), which include among others:

Amendments to IFRS 5, Non-Current Assets Held for Sale and Discontinued Operations, introduce guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa), or when held-for-distribution accounting is discontinued.

Amendments to IFRS 7, *Financial Instruments: Disclosure*, provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purposes of the disclosures required in relation to transferred assets, and guidance as to whether the disclosure requirements on offsetting financial assets and financial liabilities should be included in condensed interim financial statements.

Amendments to IAS 34, *Interim Financial Reporting*, clarify the requirements relating to information required by IAS 34 that is presented elsewhere within the interim financial report but outside the interim financial statements. The amendments require that such information be incorporated by way of a cross-reference from the interim financial statements to the other part of the interim financial report that is available to users on the same terms and at the same time as the interim financial statements.

The Company is currently evaluating the impacts of adopting these standards on its consolidated financial statements.

#### 8. EXPENSES BY NATURE

#### Detail of the depreciation and amortization expenses

The depreciation expense of property, plant and equipment and the amortization expense of intangible assets has been charged to the consolidated statement of loss and comprehensive loss as follows:

	June 30	June 30
	2015	2014
	\$	\$
Cost of contract revenue	8,820	9,458
General and administrative expenses	1,632	1,590
Total depreciation and amortization	10,452	11,048

#### 8. EXPENSES BY NATURE (continued)

#### Principal expenses by nature

Cost of contract revenue, general and administrative expenses, other revenues, finance costs and restructuring costs, by nature are as follows:

	June 30	June 30
	2015	2014
	\$	\$
Depreciation and amortization	10,452	11,048
Employee benefits expense	43,465	40,726
Cost of inventory	20,260	15,568
Other expenses	14,078	13,014
Total cost of contract revenue, general and administrative expenses, other revenues,		
finance costs and restructuring costs	88,255	80,356

#### 9. RESTRUCTURING COSTS

As part of the reorganization of its activities intended to implement its strategic plan and to increase efficiency and competitiveness, the Company incurred restructuring costs totalling \$nil for the year ended June 30, 2015 (June 30, 2014: \$342). The amount paid during the year ended June 30, 2015 for restructuring costs totalled \$342 (June 30, 2014: \$151).

The restructuring costs recognized for the year ended June 30, 2014 were mainly for severances.

#### **10. INVENTORIES**

Inventories consist of the following:

	June 30	June 30
	2015	2014
	\$	\$
Spare parts, net	11,461	11,805
Consumables, net	21,360	23,521
Other	1,057	1,097
	33,878	36,423

Spare parts mainly include motors and heads. Spare parts are expensed when used on equipment. Consumables mainly include destructive tools, rods, hammers, wire lines and casings. Consumables are expensed when they are used.

#### 10. INVENTORIES (continued)

The cost of inventory recognized as an expense and included in cost of contract revenue has been recorded as follows:

June20	
	\$\$
20,26	0 15,568

During the year, an amount of 295\$ (2014: nil\$) has been accounted for a depreciation of inventory as a result of net realizable value being lower than cost.

The Company's credit facilities are in part secured by a general assignment of the Company's inventories.

#### **11. INVESTMENTS**

Changes in investments were as follows:

	June 30 2015	June 30	
		2014	
	\$	\$	
Investments in public companies, beginning of year	300	-	
Acquisitions of investments	135	116	
Disposal of investments	(11)	-	
Conversion of accounts receivable	-	184	
Investments in public companies, end of year	424	300	

The Company holds common shares in publicly traded companies. These shares are designated as available-for-sale and are reported at fair value, reflecting their quoted share price as at the financial position date. As at June 30, 2015, the investments are recorded at the original cost of \$424 (\$300 as at June 30, 2014). As at June 30, 2015, the fair value of these investments approximates their original cost.

ORBIT GARANT DRILLING INC. Notes to consolidated financial statements For the years ended June 30, 2015 and 2014

(in thousands of Canadian dollars, except for data per share and option data)

#### 12. PROPERTY, PLANT AND EQUIPMENT

Changes in the property, plant and equipment balance were as follows:

	l and and	Buildings	Drilling	Vehicles	Other	Total
Ocat		components	equipment			Total
Cost	\$	\$	\$	\$	\$	\$
Balance as at July 1, 2014	512	9,788	62,813	14,246	2,738	90,097
Additions	-	13	2,966	875	178	4,032
Disposals	-	-	(577)	(1,066)	(26)	(1,669)
Write-off	-	-	(697)	-	-	(697)
Effect of movements in exchange rates	-	-	138	31	1	170
Balance as at June 30, 2015	512	9,801	64,643	14,086	2,891	91,933
Accumulated Depreciation Balance as at July 1, 2014		1.874	32,967	7.794	1,422	44,057
Depreciation	_	556	7.096	1.722	495	9,869
Disposals	-	-	(614)	(725)	(23)	(1,362)
Write-off	-	-	(480)	-	-	(480)
			130	14	-	144
Effect of movements in exchange rates	-	-	150	17		177

		Buildings	Drilling			
	Land and	components	equipment	Vehicles	Other	Total
Cost	\$	\$	\$	\$	\$	\$
Balance as at July 1, 2013	512	9,847	61,836	15,227	3,168	90,590
Additions	-	14	2,433	503	152	3,102
Disposals	-	(73)	(1,476)	(1,490)	(580)	(3,619)
Effect of movements in exchange rates	-	-	20	6	(2)	24
Balance as at June 30, 2014	512	9,788	62,813	14,246	2,738	90,097
Accumulated Depreciation						
Balance as at July 1, 2013	-	1,329	26,759	7,209	1,564	36,861
Depreciation	-	572	7,553	1,906	435	10,466
Disposals	-	(27)	(1,373)	(1,307)	(578)	(3,285)
Effect of movements in exchange rates	-	-	28	(14)	1	15
Balance as at June 30, 2014	-	1,874	32,967	7,794	1,422	44,057
Net book value:						
June 30, 2014	512	7,914	29,846	6,452	1,316	46,040
June 30, 2015	512	7,371	25,544	5,281	997	39,705

The loss on disposal of property, plant and equipment totalling \$12 for the year ended June 30, 2015 (a gain of \$21 for the year ended June 30, 2014) is included in cost of contract revenue. The write-off of property, plant and equipment totalling \$217 for the year ended June 30, 2015 (2014: \$nil) is included in cost of contract revenue. There was no impairment charge recognised for the years ended June 30, 2015 and 2014.

#### 13. INTANGIBLE ASSETS

Changes in the intangible assets balance were as follows:

		Accumulated	
Drilling technology	Cost	amortization	Total
	\$	\$	\$
Balance as at July 1, 2013	2,912	(1,164)	1,748
Amortization	-	(582)	(582)
Balance as at June 30, 2014	2,912	(1,746)	1,166
Amortization	-	(583)	(583)
Balance as at June 30, 2015	2,912	(2,329)	583
Net book value:			
June 30, 2014			1,166
June 30, 2015			583

There was no impairment charge recognised for the years ended June 30, 2015 and 2014.

#### 14. LONG-TERM DEBT

	June 30 2015	June 30 2014
	\$	\$
Loan authorized for a maximum amount of \$25 million (\$30 million before December 19, 2014), bearing interest at prime rate plus 0.5%, effective rate as at June 30, 2015 3.35%, maturing December 2017, secured by first rank hypothec on the universality of all present and future assets (a) (b)	7,448	8,482
Loans, bearing interest at rates ranging from 0% to 1.5%, payable in monthly instalments of \$26, matured in September 2014		
	-	65
	7,448	8,547
Current portion	-	(8,547)
· · · ·	7,448	-

- (a) The rate is variable based on the quarterly calculation of a financial ratio and can vary from prime rate plus 0.5% to 2.25% (0.5% to 2.0% before December 19, 2014).
- (b) An unamortized amount of \$152 (\$18 as at June 30, 2014), representing financing fees, has been presented in deduction of the long-term debt. This amount is being amortized to earnings over the term of the debt, using the effective interest method.

Under the terms of the long-term debt agreement, the Company must satisfy certain restrictive covenants as to minimum financial ratios (Note 15). As at June 30, 2015, the Company was compliant with its financial covenants (June 30, 2014: the Company was not compliant with certain of its financial covenants).

On June 30, 2015, the prime rate was 2.85% (3% as at June 30, 2014).

#### 14. LONG-TERM DEBT (continued)

Principal payments required in the next three years are as follows:

2016	-
2016 2017	-
2018	7,600

\$

#### 15. CAPITAL MANAGEMENT

The Company includes shareholders' equity, long-term debt and bank overdraft net of cash in the definition of capital.

Total managed capital was as follows:

	June 30	June 30 2014
	2015	
	\$	\$
Long-term debt	7,448	8,547
Share capital	54,411	54,411
Equity settled reserve	1,458	5,133
Retained earnings	21,750	25,025
Cash	(396)	(335)
	84,671	92,781

The Company's objective when managing its capital structure is to maintain financial flexibility in order to i) preserve access to capital markets; ii) meet financial obligations and iii) finance internally generated growth and potential new acquisitions. To manage its capital structure, the Company may adjust spending, issue new shares, issue new debt or repay existing debts.

Under the terms of certain of the Company's debt agreements, the Company must satisfy certain financial covenants, such as Senior debt to earnings before income taxes, interest, depreciation and amortization ratio, Senior debt to capitalization ratio and fixed charge coverage ratio. Such agreements also limit, among other things, the Company's ability to incur additional indebtedness, create liens, engage in mergers or acquisitions and make dividend and other payments. As at June 30, 2015, as mentioned in Note 14, the Company complied with its covenants (June 30, 2014: the Company was in breach of certain financial covenants imposed by its debt agreement).

In order to facilitate the management of its capital requirements, the Company prepares annual budgets that are updated as necessary, dependent on various factors.

The Company's objectives with regards to capital management remain unchanged from the prior year.

#### 16. SHARE CAPITAL

Authorized, an unlimited number of common and preferred shares:

Common shares, participating and voting, without nominal or par value

Preferred shares, rights' privileges, restrictions and conditions shall be provided before their issuance by a resolution of the Board of Directors of the Company.

	June 30, 2015			June 30, 2014	
	Number of		Number of		
	shares	\$	shares	\$	
Balance, beginning of the year	33,276,519	54,411	33,276,519	54,411	
Shares issued	-	-	-	-	
Balance, end of the year	33,276,519	54,411	33,276,519	54,411	

#### Loss per share

Diluted loss per common share was calculated based on net loss divided by the average number of common shares outstanding using the treasury stock method. Stock options are not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

Loss per share - basic	June 30 2015	June 30 2014
Loss available to common shareholders	(7,387) \$	(6,302) \$
Weighted average basic number of common shares outstanding Loss per share - basic	33,276,519 (0.22) \$	<u>33,276,519</u> (0.19) \$
Loss per share - diluted	June 30 2015	June 30 2014
Loss available to common shareholders	(7,387) \$	(6,302) \$
Weighted average basic number of common shares outstanding	33,276,519	33,276,519
Adjustment to average number of common shares - stock options	-	
Weighted average diluted number of	22.076 540	22 070 540
common shares outstanding Loss per share - diluted	33,276,519 (0.22) \$	<u>33,276,519</u> (0.19) \$

#### 16. SHARE CAPITAL (continued)

#### 2007 stock option plan

In January 2007, the Board of Directors adopted an equity settled stock option plan «2007 Stock Option Plan». The purpose of this plan is to retain, motivate and reward qualified directors, officers, employees and consultants of the Company.

The vesting and expiry terms of the outstanding options were modified in June 2008 and now vest at the rate of 50% 31 days after the closing date of the IPO and 25% on each of the first and second anniversary of the closing date of the IPO and will expire 10 years after the grant date.

#### 2008 stock option plan

Also, on June 26, 2008, the Company established the new equity settled option plan «2008 Stock Option Plan», which is intended to aid in attracting, retaining and motivating the Company's officers, employees, directors and consultants. The new option plan has been prepared in accordance with TSX's policies on listed company security-based compensation arrangements. Persons eligible to be granted options under the new option plan are: any director, officer or employee of Orbit Garant or of any subsidiary company controlled by any such person or a family trust of which at least one trustee is any such person and all of the beneficiaries of which are such person and his or her spouse or children.

The aggregate number of common shares which may be issued from treasury upon the exercise of options under the 2008 stock option plan shall not exceed 10% of the issued and outstanding common shares (this limit does not include, for greater certainty, options outstanding under the 2007 stock option plan). The number of common shares which may be reserved for issuance pursuant to options granted under the new option plan, together with common shares reserved for issuance from treasury under any other employee-related plan of the Company, or options for services granted by the Company to any one person, shall not exceed 5% of the then aggregate issued and outstanding common shares.

The Board of Directors, through the recommendation of the Corporate Governance and Compensation Committee, manages the 2008 Stock Option Plan and determines, among other things, optionees, vesting periods, exercise price and other attributes of the options, in each case pursuant to the 2008 stock option plan, applicable securities legislation and the rules of the TSX. Unless otherwise determined by the Board of Directors, options vest at a rate of 20% per annum commencing 12 months after the date of grant and expire no later than 7 years after the grant date. Options are forfeited when the option holder ceases to be a director, officer or employee of the Company. The exercise price for any option may not be less than the fair market value (the closing price of the common shares on the TSX on the last trading day on which common shares traded prior to such day, or the average of the closing bid and ask prices over the last five trading days, if no trades accrued over that period) of the common shares at the time of the grant of the option.

#### 16. SHARE CAPITAL (continued)

All stock options outstanding are granted to directors, officers and employees. Details regarding the stock options outstanding are as follows:

		June 30, 2015		June 30, 2014
	Number	Weighted average	Number	Weighted average
	of options	exercise price	of options	exercise price
		\$		\$
Outstanding at the beginning of year	3,763,500	2.72	3,173,000	3.08
Granted during the year	75,000	1.35	682,500	1.02
Cancelled during the year	(1,612,000)	4.55	(92,000)	2.71
Outstanding at end of year	2,226,500	1.35	3,763,500	2.72
Exercisable at end of year	1,381,000	1.27	2,342,000	2.85

The following table summarizes information on stock options outstanding at June 30, 2015:

_	Range of exercise price \$	Outstanding at June 30, 2015	Weighted average remaining life (years)	Weighted average exercise price \$	Exercisable at June 30, 2015	Weighted average exercise price \$
	1.00 - 1.50	1,720,500	3.18	1.03	1,155,500	1.02
	2.00 - 2.50	467,500	4.38	2.28	187,000	2.28
	4.00	38,500	3.30	4.00	38,500	4.00
		2,226,500			1,381,000	

The Company's calculations of the fair value of options granted were made using the Black-Scholes option-pricing model. The following table summarizes the grant date fair value calculations with weighted average assumptions:

	Granted in December 2014	Granted in November 2013
Risk-free interest rate	1.32%	1.53%
Expected life (years)	5	5
Expected volatility (based on historical volatility)	59.94%	63.31%
Expected dividend yield	0%	0%
Fair value of options granted	\$0.69	\$0.55

During the years mentioned below, the total expense related to share-based compensation to employees and directors has been recorded and presented in general and administrative expenses as follows:

	June 30 2015	June 30 2014
	\$	\$
Expense related to share-based compensation	437	653

### 17. INCOME TAXES

Income tax expense recovery comprises the following:

	June 30	June 30
	2015	2014
Current tax	\$	\$
Current year	(1,060)	(1,157)
Prior year adjustments	40	(80)
	(1,020)	(1,237)
Deferred tax		
Current year	(865)	(1,225)
Effect of corporate tax rate modification	(19)	(43)
	(884)	(1,268)
	(1,904)	(2,505)

The tax rates prescribed by the applicable laws are at 26.63% in 2015 and at 26.75% in 2014.

	June 30 2015	June 30 2014
	\$	\$
Loss before income taxes	(9,291)	(8,807)
Statutory rates	26.63%	26.75%
Income taxes recovery based on statutory rates	(2,474)	(2,356)
Increase (decrease) of income taxes due		
to the following:		
Non-deductible expenses and other	179	54
Non-deductible share-based		
compensation expense	116	175
Non-deductible reversal of contingent		
considerations	(40)	(270)
Effect of corporate tax rate modification	(19)	(43)
Prior year adjustments	40	(80)
Change in fair value of contingent		
considerations	1	15
Income tax asset not recognized	293	-
Total income taxes recovery	(1,904)	(2,505)

ORBIT GARANT DRILLING INC. Notes to consolidated financial statements For the years ended June 30, 2015 and 2014 (in thousands of Canadian dollars, except for data per share and option data)

#### 17. INCOME TAXES (continued)

Deferred income taxes are based on differences between the accounting and tax values of assets and liabilities and consist of the following as at the dates presented:

		Recognized in		
	July 1	statement of		June 30
	2014	loss	Other	2015
	\$	\$	\$	\$
Deferred income tax assets:				
Loss carried forward	2,473	630	-	3,103
Total deferred income tax assets	2,473	630	-	3,103
Deferred income tax liabilities:				
Property, plant and equipment	2,289	(433)	-	1,856
Intangible assets	252	(114)	(17)	121
Total deferred income tax liabilities	2,541	(547)	(17)	1,977
Less: income tax asset not recognized	-	(293)	-	(293)
Net deferred income tax liabilities (assets)	68	(884)	(17)	(833)

	July 1 2013	Recognized in statement of loss	Other	June 30 2014
	\$	\$	\$	\$
Deferred income tax assets:				
Loss carried forward	1,249	1,224	-	2,473
Total deferred income tax assets	1,249	1,224	-	2,473
Deferred income tax liabilities:				
Property, plant and equipment	2,176	113	-	2,289
Intangible assets	431	(157)	(22)	252
Total deferred income tax liabilities	2,607	(44)	(22)	2,541
Net deferred income tax liabilities (assets)	1,358	(1,268)	(22)	68

#### 18. ADDITIONAL INFORMATION RELATING TO THE STATEMENT OF CASH FLOWS

Changes in non-cash operating working capital items:

	June 30 2015	June 30 2014
	\$	\$
Accounts receivable	(3,350)	2,433
Inventories	2,545	2,328
Prepaid expenses	(132)	(261)
Accounts payable and accrued liabilities	2,675	(149)
	1,738	4,351

#### **19. COMMITMENTS**

The Company has entered into operating lease agreements expiring in 2019 which call for lease payments of \$139 for the rental of vehicles. The Company has also entered into lease agreements for offices expiring in 2021 for minimum lease payments of \$1,177. None of the operating lease agreements contain renewal or purchase options or escalation clauses or any restrictions. The minimum lease payments under lease agreements for the next five years are detailed as follows:

	\$
2016	384
2017	295
2018	217
2019	183
2020	167
Subsequent years	70

Lease payments recognised as an expense during the year amount to \$1,175 (year ended June 30, 2014: \$907). This amount consists of minimum lease payments. No sublease payments or contingent rent payments were made or received. No sublease income is expected as all assets held under lease agreements are used exclusively by the Company.

#### 20. RELATED PARTY TRANSACTIONS

The Company is related to Dynamitage Castonguay Ltd., company owned by directors.

During the year, the Company entered into the following transactions with its related company:

	June 30 2015	June 30 2014
	\$	\$
Sales	84	345
Purchases	21	13

As at June 30, 2015, accounts receivable include a balance of \$nil (June 30, 2014: \$77) resulting from these transactions.

All of these related party transactions are measured at fair value.

#### 21. KEY MANAGEMENT PERSONNEL COMPENSATION

The remuneration recognized for key management remuneration and director's fees, is analyzed as follows:

	June 30 2015	June 30 2014
	\$	\$
Salaries and fees	1,023	1,059
Share-based compensation	52	281
	1,075	1,340

#### 22. FINANCIAL INSTRUMENTS

The Company is exposed to various risks related to its financial assets and liabilities. There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks, or the methods used to measure them, from previous years, unless otherwise stated in this note.

#### Currency risk

The Company realizes a part of its activities in US dollars and in Chilean Pesos and is thus exposed to foreign exchange fluctuations. The Company does not actively manage this risk. As at June 30, 2015, the Company has cash in US dollars for an amount of \$244 (June 30, 2014, \$726) and accounts receivable in US dollars for an amount of \$250 (June 30, 2014, \$174). The Company has cash in Chilean Pesos for an amount of 43,635,125 (June 30, 2014, nil) and accounts receivable in Chilean Pesos for an amount of 244,153,954 (June 30, 2014, nil).

As at June 30, 2015, the Company has estimated that a 10% increase or decrease of the US exchange rate would have caused a corresponding annual increase or decrease in net loss and comprehensive loss of approximately \$44 (June 30, 2014, \$37) and a 10% increase or decrease of the Chilean Pesos exchange rate would have caused a corresponding annual increase or decrease in net loss and comprehensive loss of approximately \$20 (June 30, 2014, nil).

#### Credit risk

The Company provides credit to its customers in the normal course of its operations. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. It carries out, on a continuing basis, credit checks on its customers and maintains provisions for contingent credit losses. Demand for the Company's drilling services depends upon the level of mineral exploration and development activities conducted by mining companies, particularly with respect to gold, nickel and copper.

In order to reduce the credit risk, the Company is using insurance coverage from Export Development Canada («EDC») on certain accounts receivable from its customers. The insurance program provides under certain terms and conditions an insurance coverage amount of up to 90% of unpaid accounts. As at June 30, 2015, the amount of the insurance coverage from EDC represents approximately nil% of the accounts receivable (5% as at June 30, 2014). Due to the reduction of International drilling demands, the Company does not meet the EDC requirements. Consequently, the insurance coverage ceased as of May 1, 2014. Considering the paid premiums and claims made over the past years, the Company has evaluated that this change will have little impact on its financial results.

The carrying amounts for accounts receivable are net of allowances for doubtful accounts, which are estimated based on aging analysis of receivables, past experience, specific risks associated with the customer and other relevant information. The maximum exposure to credit risk is the carrying value of the financial assets.

The allowance for doubtful accounts is established based on the Company's best estimate on the recovery of balances for which collection may be uncertain. Uncertainty of collection may become apparent from various indicators, such as a deterioration of the credit situation of a given client or delay in collection when the aging of invoices exceeds the normal payment terms. Management regularly reviews accounts receivable and assesses the appropriateness of the allowance for doubtful accounts.

The change in the allowance for doubtful accounts is detailed below:

	June 30	June 30
	2015	2014
	\$	\$
Balance at beginning of year	1,126	1,239
Change in allowance, other than write-offs and recoveries	422	284
Write-offs of accounts receivable	(101)	(193)
Recoveries	(437)	(204)
Balance at end of year	1,010	1,126

#### 22. FINANCIAL INSTRUMENTS (continued)

As at June 30, 2015, 42% (June 30, 2014: 45%) of the trade accounts receivable are aged as current and 5% are impaired (June 30, 2014: 7%).

One major customer represents 25% of the trade accounts receivable as at June 30, 2015 (June 30, 2014, one major customer represents 12% of these accounts).

One major customer represents 21% of the contract revenue for the year ended June 30, 2015 (year ended June 30, 2014, two major customers represent 30%).

Credit risk also arises from cash and cash equivalents with banks and financial institutions. This risk is limited because the counterparties are mainly Canadian banks with high credit ratings.

The Company does not enter into derivatives to manage credit risk.

#### Interest rate risk

The Company is subject to interest rate risk since a significant part of the long-term debt bears interest at variable rates.

As at June 30, 2015, the Company has estimated that a 1% point increase or decrease in interest rates would have caused a corresponding annual increase or decrease in net loss of approximately \$56 (June 30, 2014, \$63).

#### Equity market risk

Equity market risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the general trends in the stock markets and individual equity movements, and determines the appropriate course of actions to be taken by the Company.

#### Fair value

The fair value of cash, accounts receivable and accounts payable and accrued liabilities is approximately equal to their carrying values due to their short-term maturity. The fair value of the investments is equal to their original cost.

The fair value of long-term debt approximates its carrying value as it bears interest at a variable rate and has financing conditions similar to those currently available to the Company. The fair value on the contingent considerations has been evaluated with a discounted rate value.

#### Fair value hierarchy

The methodology used to measure the Company's financial instruments accounted for at fair value is determined based on the following hierarchy:

Level	Basis for determination of fair value
Level 1	Quoted prices in active markets for identical assets or liabilities;
Level 2	Inputs other than quoted prices included in Level 1 that are directly or indirectly observable for the asset or liability;
Level 3	Inputs for the asset or liability that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

#### 22. FINANCIAL INSTRUMENTS (continued)

As at June 30, 2014, the contingent considerations are classified as a Level 3 financial instrument as the fair value is determined using a discounted rate value between 6.5% and 12%. There is no observable inputs for that financial instrument. The investments are classified as a Level 2 financial instrument as the fair value is determined using other inputs than quoted prices in the active markets.

The changes in the contingent considerations are detailed below:

	June 30	June 30
	2015	2014
	\$	\$
Balance at beginning of year	146	1,096
Reversal of contingent considerations (Note 2)	(150)	(1,006)
Change in fair value of contingent considerations	4	56
Balance at end of year	-	146

There were no transfers of amounts between Level 1, Level 2 and Level 3 financial instruments for the years ended June 30, 2015 and 2014.

#### Liquidity risk

Liquidity risk arises from the Company's management of working capital, the finance charges and principal repayments on its debt instruments. It is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. In Note 15 are details of undrawn facilities that the Company has at its disposal to further reduce liquidity risk.

			As	at June 30, 2015
	Total	0 -1 year	2 - 3 years	4 - 5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	12,298	12,298	-	-
Long-term debt (capital only)	7,600	-	7,600	-
	19,898	12,298	7,600	-

			As	at June 30, 2014
	Total	0 -1 year	2 - 3 years	4 - 5 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	9,623	9,623	-	-
Contingent considerations	150	150	-	-
Long-term debt (capital only)	8,565	8,565	-	-
	18,338	18,338	-	-

#### 23. SEGMENTED INFORMATION

The Company is separated into two geographical reportable segments: Canada and International (US, Central and South America and West Africa). The elements of the results and the financial situation are divided between the segments, based on destination of contracts or profits. Data by geographical areas follow the same accounting rules as those used for the consolidated accounts. Transfers between segments are carried out at market prices.

Operational sectors are presented using the same criteria as for the production of the internal report to the chief operating decision maker, who allocates the resources and evaluates the performance of the operational sectors. The chief operating decision maker is considered as the President and Chief Executive Officer, who evaluates the performance of both segments by the revenues of ordinary activities from external clients, gross margin and net earnings.

Data relating to each of the Company's reportable segments are presented as follows:

	June 30	June 30
	2015	2014
Contract revenue	\$	\$
Canada	76,083	68,232
International	2,881	3,317
	78,964	71,549
Gross profit		
Canada	6,533	4,699
International	(3,318)	(945)
	3,215	3,754
General corporate expenses	11,915	11,716
Finance costs	591	845
Income taxes recovery	(1,904)	(2,505)
	10,602	10,056
Loss	(7,387)	(6,302)
Depreciation and amortization		
Canada	7,738	8,405
International	1,082	1,053
Unallocated and corporate assets	1,632	1,590
	10,452	11,048
	As at	As at
	June 30, 2015	June 30, 2014
	\$	\$
Identifiable assets Canada	82,402	93,263
International	14,963	9,690
mematona	97,365	102,953
Property, plant and equipment		
Canada	35,999	43,184
International	3,706	2,856
	39,705	46,040

#### Directors

**Guthrie J. Stewart** Chairman of the Board of Directors

William N. Gula <sup>(1, 2)</sup> Senior Advisor, Morrison Park Advisors, and Partner, Hansell LLP

**Paul Carmel** <sup>(1, 2)</sup> Vice President of Corporate Development, G Mining Services Inc.

Jean-Yves Laliberté (1<sup>+</sup>, 2) Corporate Director and Consultant

**Edmund Stuart** <sup>(1, 2\*)</sup> President, Brannach Services Inc.

#### **Pierre Alexandre**

Vice Chairman and Vice President of Corporate Development, Orbit Garant Drilling Inc.

**Eric Alexandre** President and Chief Executive Officer, Orbit Garant Drilling Inc.

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Member of Audit Committee.
Member of Corporate Governance and Compensation Committee.

# \* Denotes Committee Chair.

#### Officers

**Eric Alexandre** President and Chief Executive Officer

**Pierre Alexandre** Vice Chairman and Vice President of Corporate Development

Alain Laplante Vice President and Chief Financial Officer

#### **Head Office**

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#### Stock Exchange Listing

Toronto Stock Exchange Trading Symbol: OGD

Common Shares Outstanding

33,276,519 (as at June 30, 2015)

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#### **Transfer Agent and Registrar**

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#### General Counsel

Goodmans LLP Gowlings Lafleur Henderson S.E.N.C.R.L./LLP

Auditors Deloitte LLP

### Annual & Special Meeting

Tuesday, November 24, 2015 in Montréal Fairmont Queen Elizabeth Hotel, Ramezay Room 900 Boulevard René-Lévesque Ouest The meeting will commence at 10:00 a.m. (ET)

# ORBIT G GARANT

# CONTACT

Should you have any questions regarding Orbit Garant Drilling and its operations, please do not hesitate to contact us at one of our offices listed below. It will be our pleasure to assist you and we look forward to working with you to address your specific needs.

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