

# MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2016 and 2015



**BLACK DIAMOND**  
GROUP

# MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") compares the financial performance of Black Diamond Group Limited ("Black Diamond", the "Company", "our" and "we") for the three months ended March 31, 2016 (the "Quarter") with the three months ended March 31, 2015 (the "Comparative Quarter"). This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Company for the three months ended March 31, 2016 and 2015 and the audited consolidated financial statements of the Company for the years ended December 31, 2015 and 2014. The accompanying unaudited interim condensed consolidated financial statements of Black Diamond are prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A was prepared as of May 2, 2016 and, unless otherwise indicated, all amounts are stated in Canadian dollars. Black Diamond's common shares are listed on the Toronto Stock Exchange under the symbol "BDI".

Additional information relating to Black Diamond may be found on the Black Diamond website at [www.blackdiamondgroup.com](http://www.blackdiamondgroup.com) or on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com) ("SEDAR").

Certain information set forth in this MD&A contains forward-looking statements including management's assessment of Black Diamond's future operations, financial performance, business prospects and opportunities, including that additional future demand for Black Diamond's products and services will be generated through a positive final investment decision ("FID") on Pacific Northwest LNG ("PNW LNG"), dividend levels, forecasted capital expenditures and how such expenditures will be funded, and the Company's belief that it stands a high probability of winning at least its market share of the total number of beds related to LNG projects coming into the marketplace as set out under the heading "Economic Developments and Outlook". With respect to the forward-looking statements in the MD&A, Black Diamond has made assumptions regarding, among other things: that Black Diamond will continue to conduct its operations in a manner consistent with past operations, that counter-parties to contracts will perform the contracts as written and that there will be no unforeseen material delays in contracted projects. Although Black Diamond believes that the expectations reflected in the forward-looking statements contained in this MD&A, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurances that such expectations or assumptions will prove to be correct. Readers are cautioned that assumptions used in the preparation of such statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of Black Diamond. These risks include, but are not limited to: the impact of general economic conditions, industry conditions, fluctuation of commodity prices, the Company's ability to attract new customers, failure of counterparties to perform on contracts, industry competition, availability of qualified personnel and management, timely and cost effective access to sufficient capital from internal and external sources, political conditions, dependence on suppliers and stock market volatility. The risks outlined above should not be construed as exhaustive. Additional information on these and other factors that could affect Black Diamond's operations and financial results are included in Black Diamond's annual information form and other reports on file with the Canadian Securities Regulatory Authorities which can be accessed on SEDAR. Readers are cautioned not to place undue reliance on these forward-looking statements. Furthermore, the forward-looking statements contained in this MD&A are made as at the date of this MD&A and Black Diamond does not undertake any obligation to update or revise any of the forward-looking statements, except as may be required by applicable securities laws.

## INVESTOR INFORMATION SERVICES

To subscribe to Black Diamond's investor news alerts please go to <http://bit.ly/BDI-News>

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## EXECUTIVE SUMMARY

Through our ongoing focus on cost and cash management, Black Diamond continued to reduce debt and generate positive cash flow in the Quarter. Despite significant weakness in the resource sector that we believe will continue for the near term, we are seeing opportunities stemming from infrastructure and pipeline investments. We expect this to have an impact on revenue in the latter part of 2016. We believe that ongoing cost discipline and available liquidity provide us with financial flexibility, optionality and sustainability to continue to execute on opportunities through this period.

Our BOXX Modular platform, which continues to see demand as industrial and general construction spending increases across North America, will be an ongoing area of focus for us as we expand this platform into California, Oklahoma and other markets. The growth of this business unit further diversifies Black Diamond by customer segment, industry and geography.

## HIGHLIGHTS FOR THE QUARTER

- BOXX Modular contracted rental revenue commitments in place were \$17.3 million as at March 31, 2016, up 33% or \$4.3 million from \$13.0 million as at March 31, 2015. The weighted average remaining contract rental term outstanding also increased year over year by five months to approximately twelve months. This improvement included additional contracts in western Canada.
- BOXX Modular expanded its operations to California and Oklahoma and now serves the southern United States from Florida to California.
- Sunday Creek's contracted commitments were substantially met during the Quarter. The lodge remains open and continues to serve various operators in the area.
- The International business unit in Australia was awarded a five year contract extension worth \$6.2 million with one of Australia's largest iron ore producers.
- Long-term debt as at March 31, 2016 was \$157.7 million, down 20% or \$39.8 million from \$197.5 million as at March 31, 2015 and down 1% compared with \$159.2 million as at December 31, 2015 due to ongoing debt repayments.
- As at March 31, 2016, the Company had total available liquidity of approximately \$106 million including \$99 million available under its committed credit facility and \$7 million cash on hand.
- The balance sheet remains strong with Net Debt to Adjusted EBITDA (see "Non-GAAP Measures") of 2.00 as at March 31, 2016 compared with 1.73 at December 31, 2015. The Net Debt to Adjusted EBITDA ratio increased relative to December 2015 due to the impact of weak commodity pricing on Adjusted EBITDA, partially offset by ongoing repayments on long-term debt.
- Consolidated Days Sales Outstanding (see "Non-GAAP Measures") continued to improve, declining by 16% to 70 days at the end of the Quarter compared with 83 days for the Comparative Quarter.

## 2016 Capital Plan

The 2016 capital spending plan is \$10.0 million, \$3.3 million of which was spent as of March 31, 2016. Capital spending to date has primarily been for growth capital related to expanding the BOXX Modular fleet in the United States and eastern Canada. Given the current economic environment, stringent controls have been placed on capital spending. Consistent with Black Diamond's long-term strategy, the utilization of existing assets within our fleet continues to be aggressively promoted. As at March 31, 2016, Black Diamond had \$2.6 million in outstanding capital commitments for fleet additions.

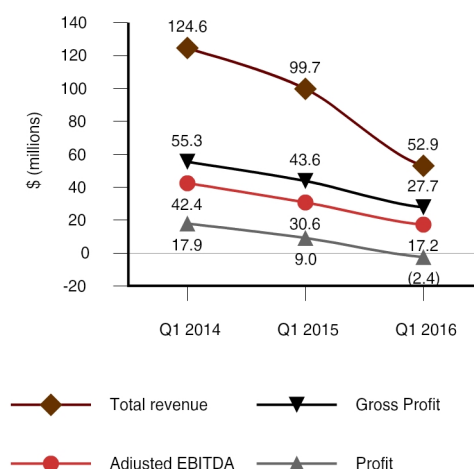
## Business Reorganization

Effective January 1, 2016, Black Diamond re-organized its North American business units to streamline its operations and gain efficiencies. On April 19, 2016, Black Diamond press released its resegmented 2015 financial and operational results to reflect the new organizational structure. More information about Black Diamond's organizational structure can be found in the "Who We Are" section of this Quarter's MD&A.

## Financial Review

- Revenue for the Quarter was \$52.9 million, down 47% or \$46.8 million from the Comparative Quarter primarily due to the impact of low commodity prices on utilization and pricing in Camps & Lodging, Energy Services, International and to a lesser extent BOXX Modular.
- Administrative expenses for the Quarter were \$10.8 million, down 25% or \$3.5 million from the Comparative Quarter primarily due to a decrease in personnel costs.
- Adjusted EBITDA (see "Non-GAAP Measures") for the Quarter was \$17.2 million, down 44% or \$13.4 million from the Comparative Quarter due to the impact of low commodity prices on business activity in western Canada and Australia.
- Net loss for the Quarter was \$2.4 million, compared with net income of \$9.0 million in the Comparative Quarter. The loss in the Quarter was due to lower operating income described in the sections above and the write-down in the investment and note receivable from Northern Frontier Corp.
- Consolidated contracted future revenue at the end of the Quarter was \$64.2 million, down 45% or \$52.0 million from \$116.2 million in the Comparative Quarter due to lower market activity resulting from lower commodity prices. For comparison, the contracted future revenue was \$81.8 million at December 31, 2015. As commitments expire on existing camps, these camps may continue to operate in an open camp format which is not included in contracted future revenue.

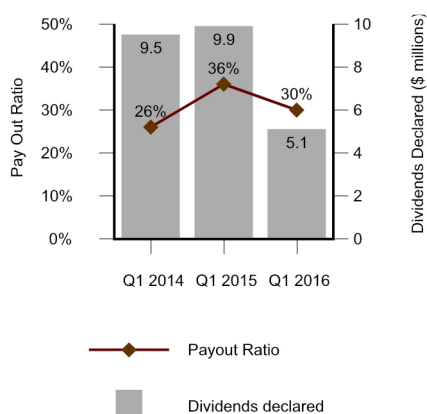
### Three Months Ended March 31, Financial Highlights



## Dividend and Payout Ratio

The Payout Ratio (see "Non-GAAP Measures") for the Quarter decreased to 30% compared with 36% in the Comparative Quarter due to a decrease in dividends declared partially offset by lower funds available for dividends (see "Non-GAAP Measures"). To maintain financial flexibility and adjust our Payout Ratio to a sustainable level, Black Diamond has reduced its monthly dividend to 2.5 cents per share from 5 cents per share, for an annualized reduction in outgoing cash of approximately \$12.3 million. This change took effect for the dividend paid on April 15, 2016 to shareholders of record on March 31, 2016. This will allow us to continue to maintain balance sheet strength which positions us for market opportunities as they arise.

**Quarterly Dividends and  
Pay Out Ratio**



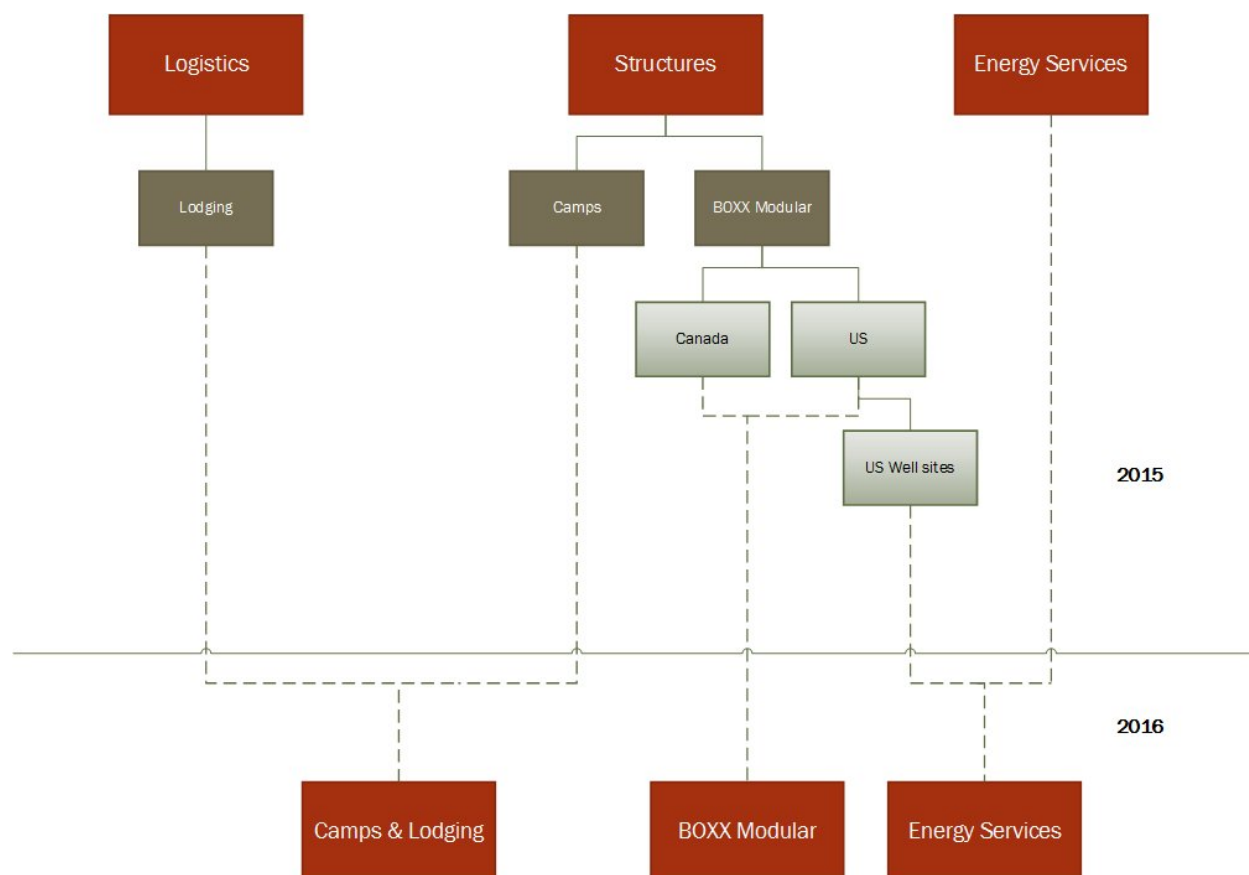
## WHO WE ARE

Black Diamond rents and sells modular workforce accommodation and space rental solutions to customers in Canada, the United States ("US") and Australia. In addition to providing turnkey lodging and other support services related to remote workforce accommodation and space rentals, we also provide specialized field rentals to the oil and gas industries of Canada and the US. From more than twenty locations, we serve multiple sectors including oil and gas, mining, power, construction, engineering, military, government and education.

Black Diamond was founded in 2003, went public on the Toronto Stock Exchange in 2006 as Black Diamond Income Fund (an income trust), and converted to an Alberta corporation at the end of 2009. The common shares of Black Diamond are listed on the Toronto Stock Exchange under the symbol "BDI". Our head office is located at Suite 2000, 715 – 5th Avenue S.W., Calgary, Alberta, Canada.

Effective January 1, 2016, Black Diamond re-organized its North American business units to streamline its operations and gain efficiencies.

The new Camps & Lodging business unit combines the workforce accommodation business from the previous Structures business unit and the lodging services business from the previous Logistics business unit. The BOXX Modular business unit is now operating separately from the previous Structures business unit and includes the Canadian and US space rentals businesses. The Energy Services business unit now incorporates the US well site business which was previously included in the Structures business unit. The International business unit remains unchanged. The following diagram illustrates the reorganization of our business units.



## BLACK DIAMOND'S STRATEGY

At its core, Black Diamond is a business-to-business renter of specialized equipment. Our team's extensive experience within the rental categories we operate, and our expertise in managing the logistics and supply chain for these assets, enable us to deliver higher returns on capital while also helping our clients meet their project objectives.

The members of our commercial management team, averaging more than 20 years of industry experience, have built a business platform designed to weather downturns through a prudent approach to capital allocation, risk management, business diversification and asset management.

### Asset Management

Since 2003, we have built a rental fleet with a net book value of over \$450 million that consists of remote workforce accommodation, space rental and surface rental assets. These assets maintain their value over the long-term and require very little maintenance capital. To ensure we are managing our assets (and capital) efficiently, we set return targets for our assets based on their original cost. This creates discipline around the aging of our rental fleet, encouraging managers to regularly sell older, less economic rental assets on the secondary market. Under normal market conditions, we can often sell our used assets for more than their book value and this is recorded as "non-rental" revenue, with the book value of the asset recorded as a non-cash item in our consolidated statement of cash flows.

We continually adjust our commercial strategy to changes in market conditions. Our asset management strategy in the current economic environment can be divided into three categories:

1. For any new dollar of capital, we continue to require the Company's historical rate of return, term of contract and pay back period. This means we do not engage in large speculative investments in new assets;
2. On contract renewals, where our assets are already on location, the costs to demobilize and replace those assets are significant, and to a certain extent help mitigate the pricing pressure seen in some asset classes; and
3. Existing assets that are not currently being utilized face pricing pressure. With respect to existing assets, we are being more aggressive in our rental rates and, in some cases, strategically and opportunistically positioning assets in geographies that are more likely to generate new revenue.

### Integrated Revenue Model

In addition to owning specialty rental assets, Black Diamond provides the support services for these assets including transportation, installation, catering, power, water, waste management, security, and housekeeping through sub-contracted third party service providers. In doing so, we maximize the return on our assets while mitigating the overhead risks associated with performing these services ourselves.

This model also provides our clients with increased optionality and flexibility, and creates constructive pricing tension among our subcontractors that ensures we achieve competitive pricing for our customers.

### Business Diversification

We have actively worked to diversify Black Diamond's business with respect to geographies, the types of assets and services offered, and variety of customers and industries served. Our entries into Australia and the US in previous years were predicated on the fundamental belief that this diversification strategy can help mitigate volatility during a downturn in any one geography, commodity or asset class.

### Capital Allocation

We are focused on achieving industry leading returns on the capital we deploy. Our approach is to own quality rental assets and, through aggressive sales and disciplined management, realize a target return on capital invested in these rental assets through rental revenue, and the sale of associated services (lodging and non-rental revenue).

Achieving this is only possible through focus, efficiency and effective third party contracting. This means that we outsource functions that are not core to Black Diamond's expertise or where the capital risk is deemed too high such as manufacturing, construction, catering, camp services, and any other functions that, while lucrative in a strong economy, might represent significant downside risk through the troughs of a commodity cycle.

## Health and Safety

The objective of our health and safety program is to achieve zero incidents and injuries and to adhere to global best practices for workplace health and safety.

By working closely with stakeholders across all aspects of the health and safety program we ensure the safety of our clients' operations, reduce the burden of injuries and incidents and enhance the financial performance of Black Diamond.

## Risk Management

Through careful selection and contracting with Black Diamond's counter-parties, our management team strives to share risk appropriately, and promote mutually beneficial outcomes with both vendors and customers. Where capital is being deployed, our preference is to tie that capital to a long-term customer commitment. Doing so allows us to offer our customers lower rates in return for the certainty of increased asset utilization. This helps us attain our targeted return on capital, and our customers achieve price certainty relative to spot rates for rental assets.

## ECONOMIC DEVELOPMENTS AND OUTLOOK

While oil and natural gas prices have recovered somewhat since January and February, their prices remained low through the Quarter, which had a further negative impact on asset utilization and revenues across all of Black Diamond's business lines in western Canada as oil and natural gas producers further curtailed capital spending. The BOXX Modular space rental platform in eastern Canada and the US continues to benefit from greater economic stability through its exposure to non-resource industries. In addition, spending by Canada's federal and provincial governments on large infrastructure projects could have a positive impact on asset utilization in 2016.

The information provided below is general in nature and should not be construed as guidance. All relevant sources are hyperlinked in the PDF version of this MD&A which is available for download at [www.sedar.com](http://www.sedar.com) or [www.blackdiamondlimited.com](http://www.blackdiamondlimited.com). While Black Diamond provides third party links for the benefit of the reader, readers are cautioned not to place undue reliance on the information provided by third parties and Black Diamond provides no guarantee that information from third parties is current or accurate.

## Energy

### Oil Prices Experience Modest Recovery Since January

Despite a modest recovery towards the end of the first quarter, the average spot price for western Canadian Select crude for the three months ended March 31, 2016 was 26.40 Canadian dollars ("CA\$") per barrel ("bbl"), down 37% from the Comparative Quarter.

(CA\$/bbl)	For the three months ended March 31,		
	2016	2015	Change
Western Canadian Select (WCS), AB	\$	\$	%
<b>Average WCS Spot Price</b>	26.40	42.01	(37)%

Source: [Baytex Energy Benchmark Heavy Oil Prices](#)

Exploration and production companies continue to decrease spending on their 2016 capital programs compared with 2015. This will directly impact Black Diamond's near term growth prospects from this sector.

The current condition of the oil sector is reflected in the forward contracted revenue of our Camps & Lodging business unit which declined to \$36.7 million as at March 31, 2016 compared with \$96.1 million at the end of the Comparative Quarter.



## Natural Gas Prices Dip Due to Warm Winter and Inventories

For the three months ended March 31, 2016, the average NGX Alberta Market Price for Natural Gas was CA\$1.98/Gigajoule ("GJ"), down 30% from the Comparative Quarter.

(CA\$/GJ)	For the three months ended March 31,		
	2016	2015	Change
NGX Alberta Market Price for Natural Gas	\$	\$	%
<b>Average NGX Alberta Market Price</b>	1.98	2.84	(30)%

Source: [NGX Alberta Market Price](#)

A steep buildup in natural gas storage inventories and a warm winter resulted in weak winter natural gas pricing across much of North America. A number of natural gas producers have responded with a reduction in capital spending.

## Liquefied Natural Gas ("LNG") Projects

Several oil and gas industry participants have announced their intention to export LNG from the west coast of Canada. Of the 19 LNG export projects proposed for British Columbia, the two projects that could potentially impact Black Diamond's operations within the next 12 to 24 months are Pacific Northwest ("PNW") LNG led by Petronas, and LNG Canada led by Shell. The information provided below is general in nature and should not be construed as guidance on what contracts, if any, will be awarded to Black Diamond.

### *Pacific Northwest LNG*

PNW LNG, led by Petronas, is a proposed LNG export facility on [Lelu Island](#) just outside of Port Edward on the coast of British Columbia. On June 11, 2015, PNW LNG announced that the required technical and commercial components of the project had been satisfied and that PNW LNG had resolved to move forward with a positive final investment decision ("FID"), subject to two conditions:

1. Approval of the Project Development Agreement by the Legislative Assembly of British Columbia, which subsequently occurred on July 21, 2015; and
2. A positive regulatory decision on PNW LNG's environmental assessment from the Canadian Environmental Assessment Agency ("CEAA"). On February 10, 2016 CEAA issued its [draft Environmental Assessment Report](#) which included CEAA's conclusions and recommendations.

On March 19, 2016, Federal Environment Minister Catherine McKenna granted CEAA a 90 day extension to its review process to deal with additional information requests made to the proponent. This 90 day extension will begin once the proponent provides this additional information.

The LNG facility on Lelu island would require accommodation for between 3,500 and 4,500 construction workers at peak according to the [PNW LNG Project Design Mitigation](#) report filed with the CEAA on October 6, 2014.

The Prince Rupert Gas Transmission Pipeline ("PRGT") would require a total of nine land-based camps. According to a report dated April 2015 entitled [All About Construction Camps](#), each camp would require initial capacity for between 200-400 workers very shortly after an unconditional FID, and would then peak at roughly 1,100 people roughly one year after FID.

### *LNG Canada*

LNG Canada, led by Shell, is a proposed LNG export facility in the port of [Kitimat](#) on British Columbia's coast. On February 4, 2016, Shell indicated that their final investment decision for LNG Canada will not occur until late 2016.

According to the LNG Canada Plant [Environmental Assessment Certificate Application](#), dated October 2014, the plant's construction will require temporary accommodation for a workforce of between 4,500 and 7,500 at peak.

Coastal GasLink Pipeline's [Application for an Environmental Assessment Certificate](#), dated March 2014, outlines a peak requirement for ten temporary workforce accommodation camps with a combined total of 7,350 beds.

## Infrastructure Spending

In general, government spending on infrastructure and large projects can have a positive impact on rental asset utilization for space rentals and workforce accommodation.

### Canadian Federal Government Plans to Double Infrastructure Spending

On March 22, 2016, the Canadian Government introduced their [2016 budget](#) which prescribed investments in infrastructure that total more than \$120 billion over the next decade. Phase 1 of the Government's infrastructure plan proposes to provide \$11.9 billion over five years that will include:

- \$3.4 billion over three years to upgrade and improve public transit systems across Canada;
- \$5.0 billion over five years for investments in water, wastewater and green infrastructure projects across Canada; and
- \$3.4 billion over five years for social infrastructure, including affordable housing, early learning and child care, cultural and recreational infrastructure, and community health care facilities on reserves.

### US Infrastructure Spending to Grow by 3% Annually

The PricewaterhouseCoopers 2015 [Report on Future infrastructure spending in the US](#) forecasts an average of 3% annual growth in infrastructure spending over the next decade. Manufacturing infrastructure is expected to experience the strongest average annual growth at 5%-6%, followed by utilities at 4%-5% growth, social infrastructure at 4% growth, and transportation infrastructure at 3% growth. This will be offset by a contraction in energy infrastructure spending.

### Australian Governments Commit More than \$145 Billion in Spending

On December 1, 2015, the Australian government committed to [\\$43.9 billion Australian \(AU\\$\) in infrastructure spending](#) as part of the Government's Economic Action Strategy to boost economic growth and prosperity, increase productivity and support thousands of new jobs. Much of this spending is expected to occur between now and the end of 2020 and is in addition to spending at the state level. In their 2015-16 budgets New South Wales committed to spending [AU\\$69 billion](#) over the next four years on infrastructure and the state of Victoria committed to spending [AU\\$34 billion](#).

## General Economic Activity

The performance of BOXX Modular is highly correlated with gross domestic product ("GDP"). Here we examine general market conditions in the regions we operate to better understand the performance potential for our space rental products and services.

### Canadian Real GDP Contracts 0.1% in February

Real gross domestic product contracted by 0.1% in February after rising for four consecutive months. The decrease was primarily due to decreases in manufacturing, oil and gas extraction, agriculture, forestry and utilities partially offset by an increase in construction.

### US Posts a 0.5% Annualized Increase in Real GDP in the First Quarter of 2016

According to the advance estimate from the Bureau of Economic Analysis at the US Department of Commerce, Real GDP increased at an annual rate of 0.5% in the first quarter of 2016, down from 1.4% in the fourth quarter of 2015. The second estimate for the first quarter, based on more complete data, will be released on May 27, 2016.

### Australia Posts 3.0% Increase in Real GDP in 2015

As of the fourth quarter of 2015 (ended December 31) Australia's Real GDP grew by 0.6% compared with the previous quarter ended September 30, 2015 and grew 3.0% compared with the quarter ended December 31, 2014.

## Mining

Mining activity can have a positive impact on rental asset utilization for BOXX Modular, Camps and Lodging. The mining sector remains relatively weak given a generally low commodity price environment.

### **Canadian Mining and Quarrying Real GDP Grows 0.5% in February**

Mining and quarrying (excluding oil and gas extraction) grew 0.5% in February mainly as a result of an increase in metal ore mining partially offset by decreases in non-metallic mineral and coal mining.

### **Australia**

The estimate for total mineral exploration expenditures in the fourth quarter of 2015 declined 12.3% to AU\$364.1 million compared with the same period the previous year.

## SELECTED FINANCIAL INFORMATION

The following is a summary of selected financial and operating information that has been derived from, and should be read in conjunction with the unaudited condensed interim consolidated financial statements of Black Diamond for the three month periods ended March 31, 2016 and 2015.

(in thousands, except as noted)	Three months ended March 31,		
	2016	2015	Change
Financial Highlights	\$	\$	%
Total revenue	52,881	99,695	(47)%
Gross Profit	27,691	43,636	(37)%
Administrative Expenses	10,792	14,304	(25)%
Adjusted EBITDA <sup>(1)</sup>	17,234	30,628	(44)%
(Loss)/profit before taxes	(1,503)	13,755	(111)%
(Loss)/profit	(2,421)	9,029	(127)%
(Loss)/earnings per share - Basic	(0.06)	0.22	(127)%
- Diluted	(0.06)	0.22	(127)%
Capital expenditures	3,328	17,938	(81)%
Property & equipment (NBV)	526,974	551,071	(4)%
Total assets	624,898	711,086	(12)%
Long-term debt	157,707	197,509	(20)%
Dividends declared	5,138	9,861	(48)%
Per share (\$)	0.13	0.24	(46)%
Payout Ratio <sup>(1)</sup>	30%	36%	

(1) Adjusted EBITDA and Payout Ratio are supplemental non-IFRS measurements and do not have a standardized meaning prescribed by IFRS. Therefore, Adjusted EBITDA and Payout Ratio may not be comparable to similar measures presented by other issuers. See "Non-GAAP Measures" for further details.

## Margin Analysis

(Percent of revenue)	Three months ended March 31,		
	2016	2015	Change <sup>(1)</sup>
Gross Profit	52%	44%	8
Administrative Expense	20%	14%	6
Adjusted EBITDA	33%	31%	2

(1) Percentage point basis.

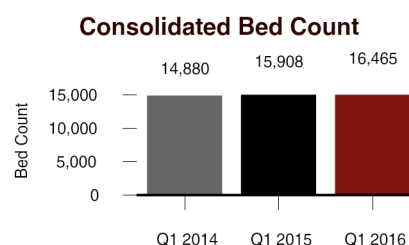
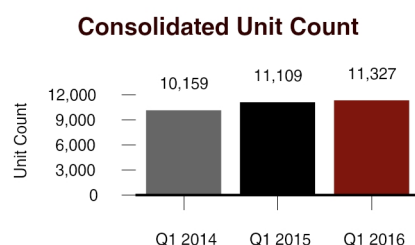
## Seasonality of Operations

The Company believes that its western Canadian operations, which form part or all of its Camps & Lodging, BOXX Modular and Energy Services business units, are exposed to a variable degree of seasonality. Drilling accommodations and surface rental assets of the Energy Services business unit have higher utilization rates during the fall and winter months when drilling activity is higher than during the spring and summer months. Similarly, operations levels at camps operated by the Camps & Lodging business unit, and demand for BOXX Modular space rental assets are generally higher in the winter. Though the Camps & Lodging business unit has some exposure to the seasonality experienced in the western Canadian oil and natural gas drilling industry, seasonality is managed due to increased exposure to the oil sands and mining sectors, which operate year round. In addition, Black Diamond actively pursues long-term rental contracts in all of its business units to neutralize the effect of seasonality on revenue.

# CONSOLIDATED FINANCIAL AND OPERATIONAL REVIEW

## Consolidated Fleet

The consolidated number of rental units in Black Diamond's global fleet increased 2% to 11,327 units at the end of the Quarter compared with 11,109 in the Comparative Quarter due to the addition of workforce accommodation units and surface rental units, such as the 1,244 bed camp in Dawson Creek, and the absence of significant used fleet sales in the current market. Consolidated unit count includes accommodation units, space rental units and surface rental units. Consolidated bed count in Black Diamond's global fleet increased 4% to 16,465 beds in the Quarter compared with 15,908 beds the Comparative Quarter for the same reasons provided above.



## Fleet Utilization Rates

	Three months ended March 31,		
	2016	2015	Change (1)
<b>Camps &amp; Lodging</b>	49%	77%	(28)
<b>BOXX Modular</b>	63%	70%	(7)
<b>Energy Services:</b>			
Drilling accommodation unit utilization	31%	56%	(25)
Surface rental unit utilization	18%	29%	(11)
<b>International</b>	24%	28%	(4)
<b>Consolidated</b>	44%	58%	(14)

(1) Percentage point basis.

Black Diamond measures utilization on the basis of the net book value of assets on rent, divided by the net book value of the business unit's total assets available to rent.

## Q1 2016 vs Q1 2015

Camps & Lodging fleet utilization for the Quarter was 49%, a 28 percentage point decrease compared with 77% in the Comparative Quarter. BOXX Modular asset utilization for the Quarter was 63%, a 7 percentage point decrease from 70% in the Comparative Quarter. The decrease in utilization across all categories in the Camps & Lodging, Energy Services and International business units is due to the combined effect of a larger fleet and lower business activity resulting from the impact of lower commodity pricing in North America and Australia. While BOXX modular does business in western Canada and is therefore exposed to energy markets, the decrease in BOXX Modular utilization was relatively lower than the Company's other asset categories due to the greater geographic, industry and product diversification of this asset class.

## Revenue

Black Diamond's revenues are broken out into three categories: rental, lodging, and non-rental:

**Rental revenues** are associated with the rental of Black Diamond's owned assets to customers. This is the highest return aspect of the business.

**Lodging revenues** are derived from the cost-plus and day-rate camps that are operated and/or managed by Black Diamond's Camps & Lodging business unit. These camps are turnkey solutions that provide support services including catering and utilities delivered by third parties and managed by Black Diamond. In the day-rate model, the cost of both the accommodation and the services are combined into a per diem rate per bed. In the cost-plus model, services that are delivered to the camp are billed on a cost-plus basis.

**Non-rental revenues** are derived from the sale of both new and used assets, the sub-leasing of non-owned assets, well site catering activities, as well as the delivery, installation, construction, project management and ancillary products and services required to support the deployment and remobilization of these assets.

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Rental Revenue	16.5	28.2	(42)%
Lodging Revenue	23.3	41.3	(44)%
Non-Rental Revenue	13.1	30.2	(57)%
Revenue	52.9	99.7	(47)%

	Three months ended March 31,		
Percentage of consolidated revenue	2016	2015	Change (1)
Rental Revenue	31%	28%	3
Lodging Revenue	44%	41%	3
Non-Rental Revenue	25%	30%	(5)

(1) Percentage point basis.

### Q1 2016 vs Q1 2015

Rental revenue for the Quarter was \$16.5 million, down 42% or \$11.8 million from the Comparative Quarter primarily due to a \$7.0 million decline in Camps & Lodging rental revenue, a \$1.4 million decrease in BOXX Modular rental revenue, and a \$3.0 million decrease in Energy Services rental revenue, all largely driven by the decline in commodity prices which has reduced business activity.

Lodging revenue for the Quarter was \$23.3 million, down 44% or \$18.0 million from the Comparative Quarter due to a 25% decrease in lodging beds utilized, and a 26% decrease in lodging revenue per available room ("RevPAR") (see "Non-GAAP Measures") driven by current market conditions and seasonality.

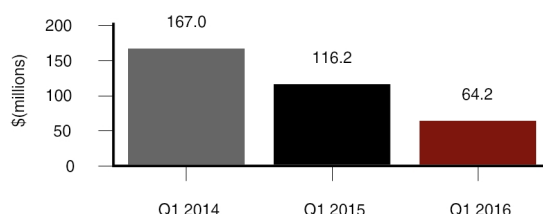
Non-rental revenue for the Quarter was \$13.1 million, down 57% or \$17.1 million from the Comparative Quarter primarily due to a \$14.6 million decrease in non-rental revenue in Camps & Lodging related in large part to installation activities that took place in the Comparative Quarter.

Total consolidated revenue for the Quarter was \$52.9 million, down 47% or \$46.8 million from the Comparative Quarter for the reasons described above.

## Contracted Future Revenue

The contracted future revenue for rental and lodging in place at the end of the Quarter was \$64.2 million, down 45% or \$52.0 million from \$116.2 million in the Comparative Quarter. The decline in contracted future revenue is directly attributable to the overall decline in the oil and gas sector of western Canada, and shorter term renewals for camps that have come off contract in the last six to eight months.

**Consolidated Contracted Future Revenue**



## Direct Costs and Gross Profit

Three months ended March 31,			
(\$ millions, except as noted)	2016	2015	Change %
Direct Costs	25.2	56.1	(55)%
Gross Profit	27.7	43.6	(37)%

Three months ended March 31,			
Percentage of Consolidated Revenue.	2016	2015	Change <sup>(1)</sup>
Direct Costs	48%	56%	(8)
Gross Profit	52%	44%	8

(1) Percentage point basis.

Gross profit margins fluctuate depending on the mix between rental, lodging and non-rental revenue streams. Revenue streams ancillary to rental revenue generally realize lower gross margins than fleet rental margins.

Direct costs related to rental revenue include labour, fuel, materials, freight, maintenance and servicing of rental units. Direct costs related to lodging revenue include catering services, utilities costs, consumable materials and other services required to provide turn key lodging services. From time to time, Black Diamond will sell used units from its fleet, rent equipment from third parties and re-rent the equipment, provide installation and render other services to customers. These activities are captured in non-rental revenue. Direct costs related to non-rental revenue include the net book value of used units that have been sold, the cost of units sub-leased from others, and the cost of third parties in delivering some of these services.

## Q1 2016 vs Q1 2015

Gross profit for the Quarter was \$27.7 million, down 37% or \$15.9 million from the Comparative Quarter due to a decrease in revenue partially offset by an increase in profit margins due to a shift in revenue mix towards higher margin rental business.

Direct costs for the Quarter were \$25.2 million, down 55% or \$30.9 million from the Comparative Quarter due to lower business activity.

## Administrative Expenses

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Personnel Costs	6.0	8.5	(30)%
Other Administrative Expenses	2.4	2.6	(9)%
Occupancy and Insurance	2.1	1.9	13%
Share Based Compensation	0.3	1.3	(74)%
<b>Total Administrative expenses</b>	<b>10.8</b>	<b>14.3</b>	<b>(25)%</b>
<i>% of Consolidated Revenue</i>	20%	14%	

Other administrative expenses includes costs related to auditors, legal fees, tax services, travel, meals, entertainment, office administration, communication, corporate sponsorship and advertising.

### Q1 2016 vs Q1 2015

Total administrative expenses for the Quarter were \$10.8 million, down 25% or \$3.5 million from the Comparative Quarter primarily due to a decrease in personnel and share based compensation costs. On a percentage of revenue basis administrative costs for the Quarter were 20%, up by six percentage points from the Comparative Quarter as revenue declined faster than administrative costs.

The various components of Black Diamond's total administrative expenses are broken out below:

- Personnel costs for the Quarter were \$6.0 million, down 30% or \$2.6 million from the Comparative Quarter primarily due to reductions in personnel and ongoing cost management. Effective February 1, 2016, Black Diamond implemented a graduated salary rollback averaging approximately 10%.
- Occupancy and insurance costs increased in the Quarter for additional yard rent for off-rent fleet assets.
- Other administrative expenses for the Quarter were \$2.4 million, down 9% or \$0.2 million from the Comparative Quarter due to a decrease in travel and entertainment costs and other employee related office costs, offset by an increase in provision for estimated bad debts of \$0.4 million.
- Share based compensation costs for the Quarter were \$0.3 million, down 74% or \$1.0 million from the Comparative Quarter due to a lower fair value of options vesting.

## Adjusted EBITDA

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Adjusted EBITDA (1)	17.2	30.6	(44)%
<i>% of Consolidated Revenue</i>	33%	31%	

(1) Adjusted EBITDA is a supplemental non-GAAP measurement and does not have a standardized meaning prescribed by IFRS. Therefore, Adjusted EBITDA may not be comparable to similar measures presented by other issuers. See "Non-GAAP Measures" for further details.

Adjusted EBITDA as a percentage of consolidated revenue will fluctuate from period to period depending on the proportion of rental revenue compared to ancillary revenue streams such as lodging services, custom manufactured sales, logistics, installation, subleases and other services which generally yield a lower Adjusted EBITDA margin.



## Q1 2016 vs Q1 2015

Adjusted EBITDA for the Quarter was \$17.2 million, down 44% or \$13.4 million from the Comparative Quarter due, primarily, to a decrease in revenue. Adjusted EBITDA as a percentage of revenue for the Quarter was 2 percentage points higher than the Comparative Quarter due to higher gross margins (as described above), partially offset by the decline in administrative expenses not matching the rate of decline in revenues.

## Depreciation and Amortization

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Depreciation and amortization	13.2	13.3	(1)%
<i>% of Property and equipment</i>	3%	2%	

## Q1 2016 vs Q1 2015

Depreciation and amortization for the Quarter was essentially unchanged at \$13.2 million, down 1% or \$0.1 million from the Comparative Quarter primarily due to fewer capital additions in recent quarters.

## Finance Costs

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Finance cost	1.9	2.2	(17)%
Long-term debt	157.7	197.5	(20)%
Average interest rate	3.94%	4.05%	(3)%

## Q1 2016 vs Q1 2015

Finance costs for the Quarter were \$1.9 million, down 17% or \$0.3 million from the Comparative Quarter primarily due to a 20% decrease in the long-term debt balance due to repayments on the committed extendible revolving operating facility and a repayment on the senior secured notes.

## Income Tax

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Current tax	0.3	3.1	(90)%
Deferred tax	(0.3)	0.6	(143)%
Total tax	—	3.7	(99)%

## Q1 2016 vs Q1 2015

For the Quarter, Black Diamond recognized a current income tax provision of \$0.3 million, down 90% or \$2.8 million from the Comparative Quarter and a deferred income tax recovery of \$0.3 million, a change of \$0.9 million from the Comparative Quarter deferred tax expense. The decrease in taxes in the Quarter is reflective of lower business activity and the write-down of the note receivable and investment in Northern Frontier Corp.

The deferred income tax provision for both periods arises due to the change in the book value and the tax value of the net assets held by Black Diamond. The tax provisions have been calculated at the enacted tax rate of 27% in Canada, 40% in the United States and 30% in Australia.

## Non-Controlling Interest

The non-controlling interest ("NCI") represents earnings attributable to the Fort Nelson First Nations' approximate 50% interest in the Black Diamond Dene Limited Partnership, the West Moberly First Nation's approximate 50% interest in the Black Diamond West Moberly Limited Partnership, the Beaver Lake Cree Nation's approximate 50% interest in the Black Diamond Nehiyawak Limited Partnership, and the Whitecap Dakota First Nation's approximate 50% interest in the Whitecap Black Diamond Limited Partnership.

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Non-controlling interest	0.9	1.0	(12)%

## Q1 2016 vs Q1 2015

The NCI for the Quarter was \$0.9 million, down 12% or \$0.1 million from the Comparative Quarter due to decreased rental and ancillary revenues earned through the limited partnerships caused by lower utilization as a result of lower commodity prices.

## Net (Loss)/Income

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Net (loss)/ income	(2.4)	9.0	(127)%

## Q1 2016 vs Q1 2015

Net loss for the Quarter was \$2.4 million, compared with net income of \$9.0 million in the Comparative Quarter. The loss in the Quarter was due to lower operating income described in the sections above and the write-down in the investment and note receivable from Northern Frontier Corp.

## SEGMENTED REVIEW OF FINANCIAL PERFORMANCE

The Company's senior management evaluates segment performance based on a variety of financial measures including revenue, profit, operating expenses and Adjusted EBITDA.

The following is a summary of the Company's segmented results for the three month periods ended March 31, 2016 and 2015, detailing revenues and Adjusted EBITDA by each of the Company's business units.

### Segmented Revenue

Revenues presented by segment in the tables below exclude inter-segment revenue.

(in thousands, except where noted)	Three months ended March 31,		
	2016 \$	2015 \$	Change %
<b>Revenue</b>			
Camps & Lodging	32,095	71,598	(55)%
BOXX Modular	13,314	15,312	(13)%
Energy Services	5,536	10,665	(48)%
International	1,473	1,529	(4)%
Corporate and Other	463	591	(22)%
<b>Total Revenue</b>	<b>52,881</b>	<b>99,695</b>	<b>(47)%</b>

### Segmented Adjusted EBITDA

Adjusted EBITDA by segment excludes depreciation, amortization, finance costs, share of loss in associate, deferred and current taxes, non-controlling interest, and share based compensation.

(in thousands, except where noted)	Three months ended March 31,		
	2016 \$	2015 \$	Change %
<b>Adjusted EBITDA</b>			
Camps & Lodging	16,531	27,690	(40)%
BOXX Modular	3,462	5,197	(33)%
Energy Services	1,188	3,434	(65)%
International	18	257	(93)%
Corporate and Other	(3,965)	(5,950)	(33)%
<b>Total Adjusted EBITDA</b>	<b>17,234</b>	<b>30,628</b>	<b>(44)%</b>

## CAMPS & LODGING BUSINESS UNIT

The Camps & Lodging business unit provides workforce accommodation solutions ranging from basic accommodation unit rental to full turnkey lodging.

Accommodation units are modular structures that can be assembled into camps in a variety of dormitory configurations with kitchen/diner complexes and recreation facilities. Camps house workforces in remote locations where local accommodation infrastructure is either insufficient or non-existent. These assets are often necessary for operations related to oil and gas, mining, infrastructure and large scale construction projects, and other industries.

Lodging services provide camps with proven on-site management of catering, housekeeping, front desk services as well as fresh water and waste water management, electricity, television, telephone, internet and the provision of consumables such as fuel.

### Accommodation Assets and Average Utilization

Black Diamond's Camps & Lodging fleet consisted of 3,389 workforce accommodation units during the Quarter, up 4% from 3,255 units in the Comparative Quarter due to the addition of assets, such as the 1,244 bed camp in Dawson Creek, coupled with lower used fleet sales.

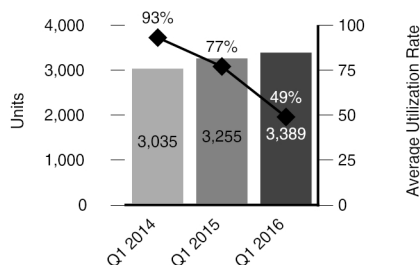
	Three months ended March 31,		
Accommodation Assets and Utilization	2016	2015	Change
Property and Equipment Net Book Value (\$ millions)	245.8	263.9	(7)%
Accommodation units	3,389	3,255	4%
Average asset utilization*	49%	77%	(28)
Average accommodation bed count	12,911	12,513	3%

\*Calculated as the net book value of fleet assets on rent, divided by the net book value of total fleet assets.

### Q1 2016 vs Q1 2015

Workforce accommodation asset utilization for the Quarter was 49% a 28 percentage point decrease from 77% in the Comparative Quarter due to the ongoing impact of low commodity prices on our customers' activities.

#### Workforce Accommodation Assets and Average Utilization



### Beds Under Management and Rates

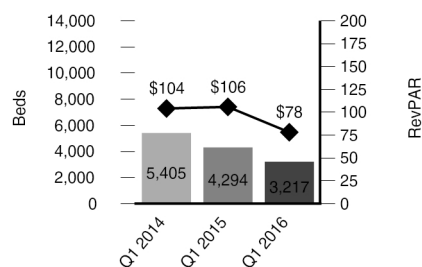
The beds managed by Black Diamond generally fall within two categories for which the Company measures performance using revenue per available room ("RevPAR"). The two categories are:

- Lodging beds** - Full service beds that include lodging services under a man-day or cost-plus model. Man-day beds have variable margins and generally earn the highest RevPAR to reflect their higher risk profile. Cost-plus beds earn a fixed margin in a lower risk arrangement and have a corresponding lower RevPAR.

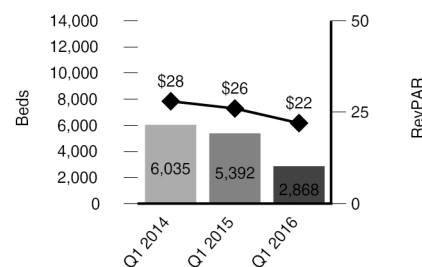
- **Rental beds** - are beds where no lodging services are provided and the arrangement is a pure asset rental which generally results in the lowest RevPAR.

RevPAR will fluctuate based on market conditions, occupancy, length of customer commitment, break fees recognized in the period, the standard of accommodations being provided, the location of the camps being occupied (with remote locations costing more to serve) and the mix between the type of beds being managed.

**Lodging Beds Utilized and RevPAR**



**Rental Beds Utilized and RevPAR**



Three months ended March 31,			
Average Beds Utilized	2016	2015	Change
Lodging beds	3,217	4,294	(25)%
Rental beds	2,868	5,392	(47)%
Total Beds Utilized*	6,085	9,686	(37)%

\*Average beds utilized are the average beds that were deployed and available for occupancy during the period. Please note that this differs from average asset utilization as defined above.

Three months ended March 31,			
	2016	2015	Change
RevPAR* (\$)			
Lodging beds	78	106	(26)%
Rental beds	22	26	(15)%

\* RevPAR is calculated as revenue divided by beds utilized divided by days in period.

## Q1 2016 vs Q1 2015

Average beds utilized for the Quarter was 6,085, down 37% from 9,686 in the Comparative Quarter due to the impact of low oil and gas prices on our customers' activities. Lodging bed RevPAR for the Quarter was \$78, down 26% or \$28 from the Comparative Quarter due to lower occupancy levels in March and rate concessions tied to previously announced contract extensions. Rental RevPAR for the Quarter was \$22, down 15% or \$4 from the Comparative Quarter due to rate reductions on contract renewals for workforce accommodation in western Canada.

## Financial Highlights

Camps & Lodging has three revenue streams:

- **Lodging Revenue:** Revenue generated from the provision of lodging services or turnkey accommodation.

- **Rental Revenue:** Revenue generated from the direct rental of accommodation units without the associated lodging services. Essentially pure asset rentals, these arrangements are often longer term in nature and have the lowest risk profile.
- **Non-rental Revenue:** Revenue related to the sale of both new and used workforce accommodations units ("Sales"), or delivery, installation, project management and ancillary products and services ("Operations").

Because of the operating costs associated with lodging and non-rental revenue, the realized margins on these revenue streams are lower than for rental revenue.

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change
Lodging revenue	22.9	40.8	(44)%
Rental revenue	5.8	12.8	(55)%
Non-rental revenue	3.4	18.0	(81)%
Total Revenue	32.1	71.6	(55)%
Adjusted EBITDA	16.5	27.7	(40)%
Adjusted EBITDA as a % of revenue	52%	39%	13

Lodging and rental revenue from operated and non-operated beds is directly proportional to the number of beds under management, occupancy levels of beds under management, and realized RevPAR.

## Q1 2016 vs Q1 2015

The Camps & Lodging business unit's total revenue for the Quarter was \$32.1 million, down 55% or \$39.5 million from the Comparative Quarter. Year-over-year differences are reviewed in the breakdown of revenue into its various components below:

- Lodging revenue from man-day and cost-plus beds during the Quarter was \$22.9 million, down 44% or \$17.9 million from the Comparative Quarter due to a 25% decrease in lodging beds utilized, and a 26% decrease in RevPAR.
- Rental revenue during the Quarter was \$5.8 million, down 55% or \$7.0 million from the Comparative Quarter due to a 47% decrease in rental beds utilized and an 15% decrease in RevPAR; and
- Non-rental revenue for the Quarter was \$3.4 million, down 81% or \$14.6 million from the Comparative Quarter due primarily to field-level operations in the Comparative Quarter related in large part to installation activities that took place in the Comparative Quarter.

Adjusted EBITDA for the Quarter was \$16.5 million, down 40% or \$11.2 million from the Comparative Quarter primarily due to a 55% decrease in revenue during the Quarter. Adjusted EBITDA as a percentage of revenue was 52% compared with 39% in the Comparative Quarter due to a decrease in lower margin non-rental revenue.

## Return on Assets

Camps & Lodging's return on assets was 16% in the Quarter, down 12 percentage points from the Comparative Quarter due to a 40% decrease in Adjusted EBITDA.

	Three months ended March 31,		
	2016	2015	Change**
Return on assets*	16%	28%	(12)

\*Return on assets (see "Non-GAAP Measures") is the percentage earned on amounts invested in capital and is calculated using an annualized adjusted EBITDA divided by average gross asset costs.

\*\* Percentage point basis.

## **Contracted Future Revenue**

Contracted rental revenue commitments in place were \$36.7 million as at March 31, 2016, down 62% or \$59.4 million from \$96.1 million as at March 31, 2015. The weighted average remaining contract rental term outstanding as at March 31, 2016 was approximately eleven months compared with twelve months as at March 31, 2015.

## BOXX MODULAR BUSINESS UNIT

The BOXX Modular business unit provides high quality, cost effective, modular space rentals to customers throughout North America. These customers operate in the construction, real estate development, manufacturing, education and resource industries, and also include government agencies. Products include office units, lavatories, storage units, large multi-unit office complexes, classroom facilities, custom manufactured modular facilities and blast resistant structures.

BOXX Modular also sells both new and used space rentals units and provides delivery, installation, project management and ancillary products and services which appear as "non-rental revenue".

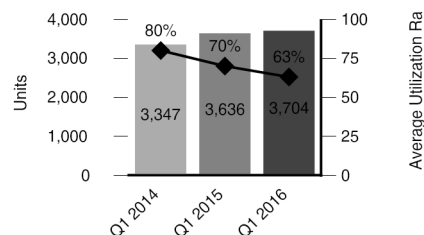
### BOXX Modular Space Rental Asset Utilization and Rates

The space rental fleet consisted of 3,704 units during the Quarter, up 2% from 3,636 units in the Comparative Quarter due to fleet purchases.

	Three months ended March 31,		
BOXX Modular Assets and Utilizations	2016	2015	Change
Property and Equipment Net Book Value (\$ millions)	116.2	117.2	(1)%
Space rental assets	3,704	3,636	2%
Average utilization*	63%	70%	(7)

\*Calculated as the net book value of fleet assets on rent, divided by the net book value of total fleet assets.

Space Rental Assets and Average Utilization



### Q1 2016 vs Q1 2015

BOXX Modular asset utilization for the Quarter was 63% a 7 percentage point decrease from 70% in the Comparative Quarter due to the impact of decreasing energy prices on our customers' activities in western Canada, partially offset by higher utilization levels in the United States.

### Financial Highlights

Rental revenue for BOXX Modular is directly proportional to the number of rental fleet units, the utilization rate of the fleet and the realized rental rate. Rental rates will vary between projects due to the complexity of the fleet unit types available, carry-on revenue, rental configuration, rental quantity, project location and contract duration. This will lead to variation between periods.

Rental revenue in BOXX Modular is fairly predictable with consistent margins. Non-rental revenue, on the other hand, can fluctuate with less consistent margins. The realized margins on non-rental revenues are lower than for rental revenues



due to the operating costs associated with non-rental revenue. As a result, changes in the mix between rental and non-rental revenue, and the general variability in non-rental revenue margins, can lead to significant fluctuations in Adjusted EBITDA margin between periods.

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change
Rental revenue	6.2	7.6	(19)%
Non-rental revenue	7.1	7.7	(8)%
Total revenue	13.3	15.3	(13)%
Adjusted EBITDA	3.5	5.2	(33)%
<i>Adjusted EBITDA as a % of revenue</i>	26%	34%	(8)

## Q1 2016 vs Q1 2015

The BOXX Modular business unit's total revenue for the Quarter was \$13.3 million, down 13% or \$2.0 million from the Comparative Quarter. Year-over-year differences are reviewed in the breakdown of revenue into its various components below:

- Rental revenue for the Quarter was \$6.2 million, down 19% or \$1.4 million from the Comparative Quarter due to a 7 percentage point decrease in average utilization and ongoing rate pressure in western Canada; and
- Non-rental revenue for the Quarter was \$7.1 million, down 8% or \$0.6 million from the Comparative Quarter due to a decrease in operations and installation revenue in the Quarter.

Adjusted EBITDA for the Quarter was \$3.5 million, down 33% or \$1.7 million from the Comparative Quarter primarily due to a reduction in revenue from western Canada during the Quarter, partially offset by revenue growth in the United States ("U.S.").

Adjusted EBITDA as a percentage of revenue was 26% compared to 34% in the Comparative Quarter due to a slight increase in the proportion of non-rental revenue to rental revenue, costs related to the redeployment of idle assets, and lower margins on sales of used fleet.

## Return on Assets

BOXX Modular's return on assets was 8% in the Quarter, down 3 percentage points from the Comparative Quarter due to a 33% decrease in Adjusted EBITDA.

	Three months ended March 31,		
	2016	2015	Change**
Return on assets*	8%	11%	(3)

\*Return on assets is the percentage earned on amounts invested in capital and is calculated using an annualized adjusted EBITDA divided by average gross asset costs.

\*\* Percentage point basis.

## Contracted Future Revenue

Contracted rental revenue commitments in place were \$17.3 million as at March 31, 2016, up 33% or \$4.3 million from \$13.0 million as at March 31, 2015. The weighted average remaining contract rental term outstanding as at March 31, 2016 was approximately twelve months compared with seven months as at March 31, 2015.

## ENERGY SERVICES BUSINESS UNIT

The Energy Services business unit provides high quality, cost effective equipment rentals and accommodations to customers in the oil and gas industry throughout western Canada and the western United States. The rentals are separated into two oilfield rental streams:

1. Accommodations, which consist of single unit (well sites) and multi-unit complexes (drill camps) which are highly mobile and durable; and
2. Surface rentals, which consist of various types of equipment that support drilling, completion and production activities.

The business unit also provides complete installation, maintenance and catering services (operations) and defines this as non-rental revenue.

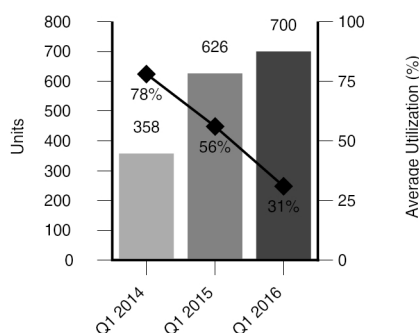
### Energy Services Asset Utilization and Rates

The Energy Services drilling accommodation fleet consisted of 700 units during the Quarter, up 12% or 74 units from 626 units in the Comparative Quarter due primarily to the addition of accommodation units in the United States servicing the North Dakota and Colorado markets. The surface rental fleet consisted of 2,316 units during the Quarter, down 2% or 46 units from 2,362 units in the Comparative Quarter.

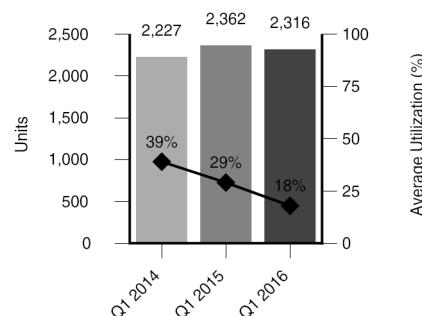
	Three months ended March 31,		
	2016	2015	Change
Property and Equipment Net Book Value (\$ millions)	103.0	103.8	(1)%
Accommodation units	700	626	12%
Average bedcount	1,778	1,619	10%
Average utilization*	31%	56%	(25)
Surface rental units	2,316	2,362	(2)%
Average utilization*	18%	29%	(11)

\*Calculated as the net book value of fleet assets on rent, divided by the net book value of total fleet assets.

#### Accommodation Units & Utilization



#### Surface Rental Units & Utilization



### Q1 2016 vs Q1 2015

Drilling accommodation utilization for the Quarter was 31%, a decrease of 25 percentage points from 56% in the Comparative Quarter. Surface rental utilization for the Quarter was 18%, a decrease of 11 percentage points from 29% in the Comparative Quarter.

The average weekly rig count in the Western Canadian Sedimentary Basin for the Quarter was 163, down 47% or 147 rigs from 310 in the Comparative Quarter. The average weekly rig count in North Dakota and Colorado for the Quarter was 60, down 67% or 119 from 179 in the Comparative Quarter. Weekly rig activity data is based on Baker Hughes' North American Rotary Rig Count.

Energy Services remains well positioned to capture the market once it rebounds. In the United States, we have the newest and most differentiated assets demonstrated by the market share we gained during the last two years.

## Financial Highlights

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change
Rental revenue			
Accommodation revenue (wellsite and drill camps)	1.9	5.0	(62)%
Surface rental revenue	1.6	1.5	5%
Total rental revenue	3.5	6.5	(46)%
Non-rental revenue	2.0	4.1	(51)%
Total revenue	5.5	10.7	(48)%
Adjusted EBITDA	1.2	3.4	(65)%
Adjusted EBITDA as a % of revenue	21%	32%	(11)

Rental revenue for the Energy Services business unit is directly proportional to the number of fleet units, their utilization rate and the realized rental rate.

Revenue tends to be more seasonal in the Energy Services business unit. Drilling accommodations and surface rental assets typically have higher utilization rates during the winter months when drilling activity is normally higher and reduced utilization rates during the spring and summer months.

### Q1 2016 vs Q1 2015

Rental revenue for the Quarter was \$3.5 million, down 46% or \$3.0 million from the Comparative Quarter due to a decrease in average utilization for accommodation units, a decrease in average utilization for surface rental units, lower realized rental rates, partially offset by a year-over-year increase in surface rental revenue related to break fees for rental commitments.

Non-rental revenue for the Quarter was \$2.0 million, down 51% or \$2.1 million from the Comparative Quarter due to a decrease in drilling and completion activity in western Canada resulting in lower non-rental activities.

Adjusted EBITDA for the Quarter was \$1.2 million, down 65% or \$2.2 million from the Comparative Quarter due to lower commodity prices for oil and natural gas driving a year-over-year decrease in drilling and completion activity which subsequently resulted in an overall decrease in revenue and margin erosion. Adjusted EBITDA as a percentage of revenue was 21% for the Quarter compared with 32% in the Comparative Quarter, primarily due to a decrease in the proportion of accommodation rental revenue relative to surface and non-rental revenue.

## Return on Assets

Energy Service's return on assets was 3% in the Quarter, down 7 percentage points from the Comparative Quarter due to a 65% decrease in Adjusted EBITDA.

	Three months ended March 31,		
	2016	2015	Change**
Return on assets*	3%	11%	(7)

\*Return on assets is the percentage earned on amounts invested in capital and is calculated using an annualized adjusted EBITDA divided by average gross asset costs.

\*\* Percentage point basis.

## Contracted Future Revenue

Contracted rental revenue commitments in place were \$1.9 million as at March 31, 2016, down 63% or \$3.3 million from \$5.2 million as at March 31, 2015. The weighted average remaining contract rental term outstanding as at March 31, 2016 was approximately five months compared with three months as at March 31, 2015.

## INTERNATIONAL BUSINESS UNIT

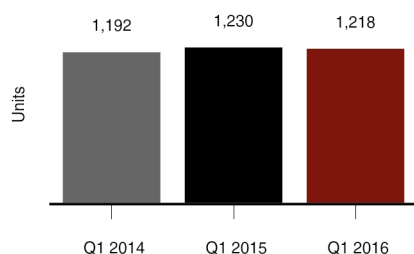
The International business unit rents and sells remote workforce housing and modular space rental solutions outside of North America. The primary geography for this business unit is Australia. Rental fleet assets are similar to those the Company operates in North America and are well positioned in New South Wales and the resource-rich states of Queensland and Western Australia. The business unit's diverse customer base includes operations in resources, oil and gas, construction, general industry, government and education.

### International Assets and Utilization

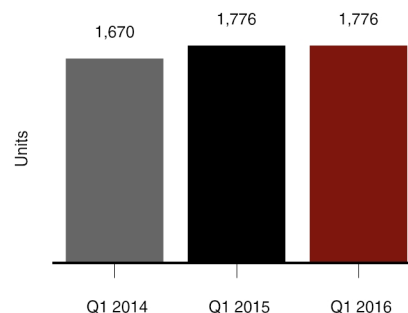
	Three months ended March 31,		
	2016	2015	Change
Property and Equipment Net Book Value (\$ millions)	36.4	39.0	(7)%
Workforce accommodation and space rental units	1,218	1,230	(1)%
Average utilization*	24%	28%	(4)
Workforce accommodation bedcount	1,776	1,776	—%

\*Calculated as the net book value of fleet assets on rent, divided by the net book value of total fleet assets.

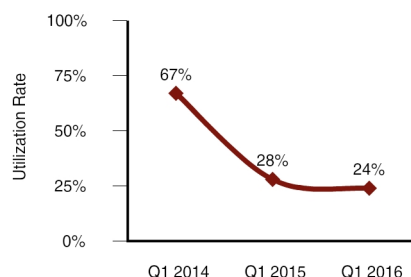
**Workforce Accommodation and Space  
Rental units**



**Workforce Accommodation Bedcount**



**Quarter Over Quarter  
Utilization**



## Financial Highlights

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change
Rental revenue	1.0	1.3	(26)%
Non-rental revenue	0.5	0.2	122%
Total revenue	1.5	1.5	—%
Adjusted EBITDA	—	0.3	(93)%
Adjusted EBITDA as a % of revenue	—%	17%	(17)

Rental revenue for the International business unit is directly proportional to the number of rental units, their utilization rate and the rental rate.

The resource sector in Australia has been an important source of demand for the Company's assets primarily in Western Australia and Queensland. The current downturn in commodity prices has led to weakness in the Australian mining and oil and gas sectors. This has led to reduced asset utilization and downward pressure on pricing.

### Q1 2016 vs Q1 2015

Rental revenue for the Quarter was \$1.0 million, down 26% or \$0.3 million from the Comparative Quarter for the reasons described above.

Non-rental revenue for the Quarter was \$0.5 million, up 122% or \$0.3 million from the Comparative Quarter primarily due to the sale of fleet units and installation activity.

Adjusted EBITDA for the Quarter was nil, compared with \$0.3 million from the Comparative Quarter due to a decrease in higher margin rental revenue.

### Return on Assets

International's return on assets was nil in the Quarter, down 2 percentage points from the Comparative Quarter due to a 93% decrease in Adjusted EBITDA.

	Three months ended March 31,		
	2016	2015	Change**
Return on assets*	—%	2%	(2)

\*Return on assets is the percentage earned on amounts invested in capital and is calculated using an annualized adjusted EBITDA divided by average gross asset costs.

\*\* Percentage point basis.

### Contracted Future Revenue

Contracted rental revenue commitments in place were \$8.3 million as at March 31, 2016, up 337% or \$6.4 million from \$1.9 million as at March 31, 2015. The weighted average remaining contract rental term outstanding as at March 31, 2016 was approximately twenty-seven months compared with four months as at March 31, 2015.

The increase in the weighted average remaining contract rental term outstanding and contracted revenue commitments relates to the a five year contract extension worth \$6.2 million with one of Australia's largest iron ore producers.

## CORPORATE AND OTHER BUSINESS UNIT

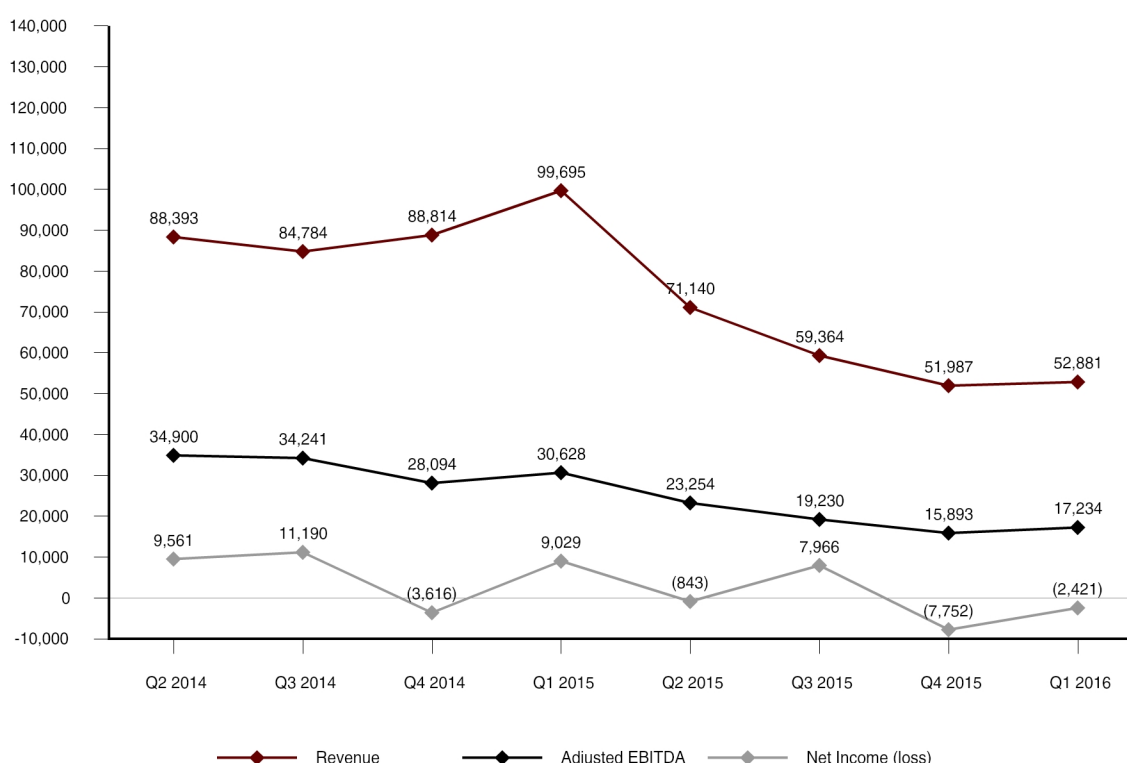
The Corporate and Other business unit includes costs related to administrative activities that support all business units. The administrative support functions include activities of the executive office, finance, human resources, health and safety, legal and information technology. Included in Corporate and other are non-material revenues that are not significant enough to report on their own.

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Property and Equipment Net Book Value	25.6	27.2	(6)%
Adjusted EBITDA	(4.0)	(6.0)	n/a

# SUMMARY OF QUARTERLY RESULTS

The following is a summary of the previous eight quarters:

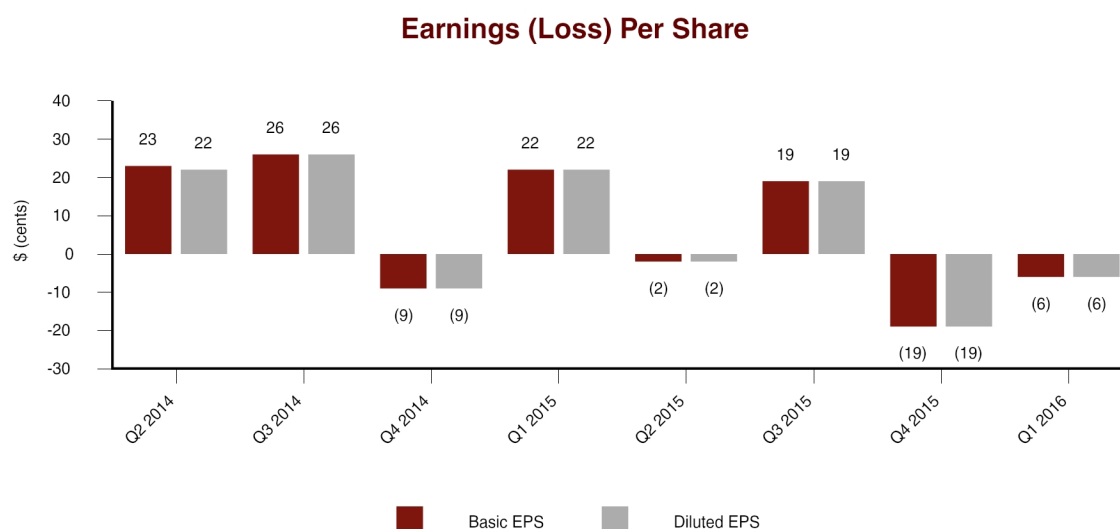
## Summary of Quarterly Results



Overall, the continued weakness in commodity prices across several commodity classes has negatively impacted asset utilization and revenue resulting in quarterly metrics trending downward. The more significant variations in individual quarterly results are explained further below.

1. Q1 results are typically higher due to some seasonality experienced in the western Canada operations, which form part or all of the Camps & Lodging, BOXX Modular and Energy Services business units. Specifically, operations levels in the Camps & Lodging business unit are generally higher in the winter and utilization for Energy Service's drilling accommodations and surface rental assets is higher in the fall and winter months.
2. Beds under management increased in Q1 2015 compared to other quarters, but due to the decreased activity in western Canada the increase was less than 2014.
3. A net loss was recorded in Q4 2014 primarily due to a one-time \$8.2 million write-down of goodwill and intangible assets in the International business unit.
4. The net loss in Q2 2015 was due to lower activity levels, driven by continued low commodity prices, and due to an increase in the Alberta corporate income tax rate.
5. In Q3 2015 lower revenue was primarily driven by lower business activity consistent with Q2 2015 for the same reasons described above. Lower net income was offset by the gain on sale of the construction services operation.
6. In Q4 2015 lower revenue was primarily driven by lower business activity consistent with Q2 and Q3 2015 for the same reasons described above. An impairment loss of \$1.4 million, a write-down of property and equipment of \$1.2 million and a share in loss of associate of \$2.7 million also contributed to the net loss in Q4.
7. Q1 2016 recognizes an impairment of \$3.4 million on the investment and note receivable from Northern Frontier Corp.





## LIQUIDITY AND CAPITAL RESOURCES

### Cash Requirements

#### Contractual Obligations and Other Commitments

At March 31, 2016, Black Diamond had capital expenditure commitments in the amount of \$2.6 million to be expended in the next six months. It is management's intention to meet the funding requirements for these commitments through internally generated cash flow.

#### Capital Expenditures

Black Diamond's capital expenditures relate primarily to:

- Camps & Lodging business unit - workforce accommodation structures and ancillary equipment;
- BOXX Modular business unit - space rental structures;
- Energy Services business unit - accommodation structures and surface rental equipment;
- International business unit - workforce accommodation and space rental structures in Australia; and
- Corporate business unit - land, leasehold improvements, computers, furniture and service related equipment.

For the Quarter, Black Diamond expended \$3.3 million (Comparative Quarter – \$17.9 million) on additions to property and equipment. The additions consisted of:

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Camps & Lodging	0.4	2.2	(84)%
BOXX Modular	2.0	3.5	(45)%
Energy Services	0.5	8.4	(94)%
International	0.4	3.7	(88)%
Corporate	0.1	—	189%
	3.3	17.9	(81)%

## Sources and Uses of Cash

Cash flows from operating, investing and financing activities, as reflected in the Unaudited Consolidated Statement of Cash Flows, are summarized in the following table:

	Three months ended March 31,		
(\$ millions, except as noted)	2016	2015	Change %
Cash from operating activities	14.8	24.1	(39)%
Cash used in investing activities	(2.9)	(22.2)	(87)%
Cash used in financing activities	(10.9)	(10.6)	3%
Total cash increase/ (decrease)	1.1	(8.7)	(112)%

Liquidity needs can be met through a variety of sources, including: available cash, cash generated from operations, draw downs under the Company's revolving credit facility, issuances of common shares and short-term borrowings under the Company's operating facilities. Black Diamond's primary use of funds are operational expenses, sustaining and opportunity capital spending, dividends and interest, taxes and principal repayments.

Cash provided by operating activities was \$9.3 million lower in the Quarter than in the Comparative Quarter primarily due to decreased business activity.

Cash used in investing activities was \$19.3 million lower in the Quarter than in the Comparative Quarter primarily due to lower capital spending.

Cash used in financing activities was \$0.3 million higher in the Quarter than in the Comparative Quarter primarily due to lower net draws of long-term debt, partially offset by lower dividends declared in 2016.

## Working Capital

The following table presents summarized working capital information:

(\$ millions, except as noted)	March 31, 2016	December 31, 2015	Change %
Current assets	52.0	51.0	2%
Current liabilities	37.8	41.0	(8)%
Working capital	14.2	10.0	43%

The increase in current assets of \$1.0 million from December 31, 2015 was largely due to an increase of \$1.0 million in cash and cash equivalents and by an increase in accounts receivable of \$0.9 million.

The decrease in current liabilities of \$3.2 million from December 31, 2015 was largely due to a decrease of \$1.4 million of accounts payable and accrued liabilities and a decrease of \$0.8 million of deferred revenue related to services to be rendered within the next 12 months. The decrease in accounts payable and accrued liabilities balance is due to decreased business activity and higher cash settlement on capital spending.

## Principal Debt Instruments:

As of March 31, 2016, Black Diamond's principal sources of debt included:

- a committed extendible revolving operating facility in the amount of \$168.0 million, all of which is available and \$68.5 million is drawn at March 31, 2016;
- a demand operating facility in the U.S in the amount of US\$10.0 million, all of which is available and \$nil is drawn at March 31, 2016;
- a demand operating facility in Australia in the amount of AUD\$5.0 million, all of which is available and \$nil is drawn at March 31, 2016;
- \$49.6 million principal amount of senior secured notes due on July 8, 2019, which rank pari passu with the senior credit facilities of the Company; and
- \$40.0 million principal amount of senior secured notes due on July 3, 2022, which rank pari passu with the senior credit facilities of the Company.

As at March 31, 2016, the Company's draws under the committed extendible revolving operating facility were comprised of \$4.5 million related to an overdraft balance (December 31, 2015 - \$1.0 million), and \$64.0 million of bankers' acceptance (December 31, 2015 - \$69.0 million).

For the three months ended March 31, 2016, the average interest rate applied to amounts drawn on the committed extendible revolving operating facility was 2.62% (2015 - 2.99%).

In addition, the Company has a corporate credit card facility with a limit of \$1.0 million which bears interest at 18.4%. As at March 31, 2016, the Company's draws under the corporate credit card facility were nil (December 31, 2015 - nil).

Black Diamond, through one of its partnerships, has a \$5,000 operating facility to fund working capital requirements of the partnership. The facility bears interest at a rate of prime plus 1.15% and incurs standby fees of 0.25% for any unused portion of the authorized amount whereby the authorized limit is 75% of good accounts receivable calculated at the end of each month. At March 31, 2016, the effective interest rate was 3.85% (December 31, 2015 - 3.85%). The facility is secured by assets of the partnership, with no recourse to Black Diamond. As at March 31, 2016, the Company's draws under the demand operating facility were \$nil (December 31, 2015 - \$nil).

Effective May 15, 2015, Black Diamond, through its indirect wholly owned US subsidiaries, increased its demand revolving loan to US \$10,000 to fund working capital requirements in the US. The facility bears interest at a rate of US prime plus 0.50% and is payable monthly with any principal outstanding to be repaid upon maturity on May 30, 2016. At March 31, 2016, the effective interest rate was 4.00% (December 31, 2015 - 4.00%). The facility is secured by a corporate guarantee issued by Black Diamond Limited Partnership. As at March 31, 2016, the Company's draws under the US demand operating facility were \$nil (December 31, 2015 - \$nil).

Black Diamond, through an indirect wholly owned Australian subsidiary, has a AUD\$5,000 operating facility to fund working capital requirements in Australia. The facility bears interest at a rate of Australian Bank Bill Overdraft Rate plus 1.0% and incurs standby fees for any unused portion of the facility at 0.50%. At March 31, 2016, the effective interest rate was 3.14% (December 31, 2015 - 3.12%). The facility is secured by a corporate guarantee issued by Black Diamond Limited Partnership. As at March 31, 2016, the Company's draws under the Australian demand operating facility were \$nil (December 31, 2015 - \$nil).

On July 7, 2011, Black Diamond Limited Partnership completed a private placement of senior secured notes. These notes, which rank pari passu with the senior secured credit facility, have a principal amount of \$49,600 (December 31, 2015 - \$49,600), an interest rate of 5.44% per annum and mature on July 8, 2019. The senior secured notes are repaid through annual payments, each in the amount of \$12,400. Black Diamond has the discretion to refinance the senior secured notes for at least twelve months through its committed revolving operating facility and hence classified the current portion of obligation as long-term.

On July 3, 2013, Black Diamond Limited Partnership completed a private placement of senior secured notes. These notes, which rank pari passu with the senior secured credit facility, have a principal amount of \$40,000, an interest rate of 4.58% per annum and mature on July 3, 2022. The senior secured notes are repaid through annual repayments, each in the amount of \$13,333 with the first annual payment beginning July 3, 2020.

On July 3, 2013, Black Diamond Limited Partnership also entered into a private shelf facility for senior secured notes which, subject to the sole discretion of the lender, may be drawn in an aggregate amount up to US \$21,315, for a term of no more than 11 years after the date of original issuance, to have an average life of no more than 10 years after the date of original issuance, and to bear interest as shall be determined at the date of issuance. These senior secured notes may be issued until the earlier of (i) July 3, 2016, or (ii) the 30th day after notice has been given to terminate the private shelf facility.

During 2013, the Company issued a financial guarantee for \$5.2 million (AUD \$5.2 million) related to the demand debt of the Company's indirect 20% interest in APB Britco's manufacturing business. The Company accrued a provision for the full amount of the financial guarantee in the second quarter of 2014. In September 2015, a payment pursuant to this guarantee was made in the amount of \$3.1 million with a corresponding decrease in the provision recorded.

The Company uses a combination of short-term and long-term debt to finance its operations. Management believes that Black Diamond has the liquidity, barring any unforeseen circumstances, to continue to operate through the foreseeable future, and pursue its planned business objectives.

Management believes that the ongoing cash generated from operations will be sufficient to allow it to meet ongoing requirements for working capital, maintenance costs, administrative expenses, and interest costs. Black Diamond's cash generated from operations will be dependent upon future financial performance, which in turn will be subject to financial, business and other risk factors, including factors beyond Black Diamond's control. Management also believes that, dependent on capital market conditions, Black Diamond has room under its existing credit facilities and the ability to raise equity if required.

The Company is committed to maintaining a strong balance sheet and flexible capital structure. Black Diamond's financial debt covenants are as follows:

## Debt Covenants

Black Diamond's financial debt covenants are as follows:

Covenant as at March 31, 2016	Required	Actual
<b>Funded Debt to Bank EBITDA Ratio</b>	$\leq 3.00:1$	2.18
<b>Interest Coverage Ratio</b>	$\geq 3.00:1$	10.17

Black Diamond controlled limited partnership's non-recourse financial debt covenants are as follows:

Covenant as at March 31, 2016	Required	Actual
<b>Current Ratio</b>	$\geq 1.25:1$	19.64
<b>Interest Coverage Ratio</b>	$\geq 3.00:1$	28.38

Effective June 18, 2015, the committed extendible revolving operating facility interest coverage covenant was amended to a minimum interest coverage ratio of 3.00:1.

Effective June 18, 2015, the restriction on dividends was amended such that dividends and normal course issuer bid purchases cannot exceed Excess Cash Flow, with Excess Cash Flow defined as Bank EBITDA less cash taxes payable less \$20.0 million less interest expense less capital lease payments, all calculated on a twelve month trailing basis. As at March 31, 2016, twelve month trailing dividends totaled \$32.3 million compared to \$45.3 million twelve month trailing Excess Cash Flow.

Corresponding financial covenant and restriction on dividend amendment approval has also been granted under Black Diamond's senior secured notes to mirror the covenant changes under the committed extendible revolving operating facility. For the purposes of the covenant calculations, Bank EBITDA is determined on a 12 month trailing basis. Bank EBITDA is a non-GAAP measure that management uses to assist in the evaluation of Black Diamond's liquidity and is used by Black Diamond's lenders to calculate compliance with certain financial covenants. See "Non-GAAP Measures" for further details.

Lender agreements also contain non-financial covenants that restrict, subject to certain thresholds, some of the Company's activities, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments and engage in specified transactions with affiliates.

As at March 31, 2016, Black Diamond was in compliance with all debt covenants.

## Share Capital

At March 31, 2016, Black Diamond had 40.7 million (December 31, 2015 - 41.0 million) common shares outstanding. In addition, at March 31, 2016, Black Diamond had 3.1 million (December 31, 2015 - 3.0 million) common shares reserved for issuance pursuant to the exercise of options which have been granted pursuant to Black Diamond's share option plan.

The following table summarizes Black Diamond's equity capitalization as at May 2, 2016:

Common shares	40,714
Stock options	3,125

## Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are likely to have, a material current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital expenses.

## Contingent Liabilities

The Company has entered into indemnity agreements with its directors and officers whereby the Company indemnifies the directors and officers from all personal liability and loss that may arise in service to the Company.

## FINANCIAL INSTRUMENTS

All of Black Diamond's financial instruments as at March 31, 2016 relate to standard working capital accounts, note receivable and credit facility items.

Black Diamond is subject to both cash flow and interest rate risk on its extendible revolving operating facility, credit risk on the note receivable from Northern Frontier Corp. and interest rate fair value risk on the senior secured notes based on their fixed rate of interest. The required cash flow to service the operating facility will fluctuate as a result of changes in market rates.

## NON-GAAP MEASURES

The consolidated financial statements have been prepared in accordance with IFRS. Certain supplementary information and measures not recognized under IFRS are provided where management believes they assist the reader in understanding Black Diamond's results. Non-GAAP financial measures do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers for these non-GAAP measures. These measures include:

**Adjusted EBITDA** is not a measure recognized under IFRS and does not have standardized meanings prescribed by IFRS. Adjusted EBITDA refers to consolidated earnings before finance costs, tax expense, depreciation, amortization, accretion, foreign exchange, stock-based compensation, acquisition costs, non-controlling interests, gain on sale of construction services operation, share of loss of an associate, write-down of property and equipment, and impairment of goodwill.

Black Diamond uses Adjusted EBITDA primarily as a measure of operating performance. Management believes that operating performance, as determined by Adjusted EBITDA, is meaningful because it presents the performance of the Company's operations on a basis which excludes the impact of certain non-cash items as well as how the operations have been financed. In addition, management presents Adjusted EBITDA because it considers it to be an important supplemental measure of the Company's performance and believes this measure is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in industries with similar capital structures.

Adjusted EBITDA has limitations as an analytical tool, and readers should not consider this item in isolation, or as a substitute for an analysis of the Company's results as reported under IFRS. Some of the limitations of Adjusted EBITDA are:

- Adjusted EBITDA excludes certain income tax payments that may represent a reduction in cash available to the Company;
- Adjusted EBITDA does not reflect the Company's cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, the Company's working capital needs;
- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest payments on the Company's debt;
- depreciation and amortization are non-cash charges, thus the assets being depreciated and amortized will often have to be replaced in the future and Adjusted EBITDA does not reflect any cash requirements for such replacements; and

- other companies in the industry may calculate Adjusted EBITDA differently than the Company does, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to invest in the growth of the Company's business. The Company compensates for these limitations by relying primarily on the Company's IFRS results and using Adjusted EBITDA only on a supplementary basis.

**Adjusted EBITDA Margin** is calculated by dividing Adjusted EBITDA by the revenue for the period.

## Reconciliation of Consolidated Profit to Adjusted EBITDA:

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Profit (loss)	(2.4)	9.0	(127)%
Add:			
Share-based compensation	0.3	1.3	(74)%
Depreciation and amortization	13.2	13.3	(1)%
Finance costs	1.9	2.2	(17)%
Current income taxes	0.3	3.1	(90)%
Deferred income taxes	(0.3)	0.6	(143)%
Share of loss in associate	3.4	—	— %
Non-controlling interest	0.9	1.0	(12)%
Adjusted EBITDA	17.2	30.6	(44)%

**Bank EBITDA** is used for the purposes of the financial debt covenant calculations. It is determined on a 12 month trailing basis and is calculated in the same way as Adjusted EBITDA, except that it does not add back non-controlling interest and is adjusted for acquisitions or disposals. Bank EBITDA is a non-GAAP measure that management uses to assist in the evaluation of Black Diamond's liquidity and is used by Black Diamond's lenders to calculate compliance with certain financial covenants and is derived from Adjusted EBITDA.

**Funds available for dividends** is calculated as the cash flow from operating activities excluding the changes in non-cash working capital. Management believes that Funds available for dividends is a useful measure as it provides an indication of the funds generated by the operations before working capital adjustments. Changes in non-cash working capital items have been excluded as such changes are financed using the operating line of Black Diamond's credit facilities. Funds not distributed are available for re-investing in the business and funding the growth of Black Diamond.

## Reconciliation of Cash Flow from Operating Activities to Funds Available for Dividends:

(\$ millions, except as noted)	Three months ended March 31,		
	2016	2015	Change %
Cash Flow from Operating Activities	14.8	24.1	(39)%
Add/(Deduct):			
Book value of used fleet sales	(2.0)	(2.5)	(20)%
Change in long-term accounts receivable	(0.1)	0.6	(113)%
Change in non-current deferred revenue	(0.2)	—	— %
Changes in non-cash working capital	4.4	5.4	(19)%
Funds available for dividends	16.9	27.5	(38)%

**Gross Profit Margin** is calculated by dividing Gross Profit by the revenue for the period.

**Payout Ratio** is calculated as the dividends declared for the period divided by funds available for dividends.

**Working Capital** is calculated as current assets minus current liabilities.

**Operating Working Capital** for purposes of determining Funds available for dividends is calculated as current assets minus current liabilities (excluding debt and amounts for capital expenditures).

**Net Debt** is calculated as long-term debt excluding deferred financing costs minus cash.

**Days Sales Outstanding ("DSO")** is calculated as total trade and accrued accounts receivable divided by Quarterly revenue multiplied by the number of days in the Quarter.

**Revenue per available room ("RevPAR")** is calculated as revenue divided by beds utilized divided by days in period.

**Return on assets ("ROA")** is calculated as annualized adjusted EBITDA divided by average gross asset cost.

Readers are cautioned that the non-GAAP measures are not alternatives to measures under IFRS and should not, on their own, be construed as an indicator of Black Diamond's performance or cash flows, a measure of liquidity or as a measure of actual return on the shares of Black Diamond. These non-GAAP measures should only be used in conjunction with the consolidated financial statements of Black Diamond.

## RISKS AND UNCERTAINTIES

The operations of Black Diamond face a number of risks and uncertainties in the normal course of business that may be beyond its control, but which could have a material adverse effect on Black Diamond's financial condition, results of operations and cash flow, and therefore on cash available for dividends. Many of these risk factors and uncertainties are outlined in the annual information form of Black Diamond available on SEDAR at [www.sedar.com](http://www.sedar.com). Additional risks and uncertainties that management may be unaware of may become important factors which affect Black Diamond.



## **DISCLOSURE CONTROLS AND PROCEDURES & INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Black Diamond's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") have, as at March 31, 2016, designed, or caused to be designed under their supervision, disclosure controls and procedures ("DC&P") to provide reasonable assurance that: (i) material information relating to Black Diamond is made known to Black Diamond's CEO and CFO by others, particularly during the period in which the annual and interim filings are being prepared; and (ii) information required to be disclosed by Black Diamond 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 period specified in securities legislation.

Black Diamond's CEO and CFO have designed or caused to be designed under their supervision, internal controls over financial reporting ("ICFR") for the Company to provide reasonable assurance regarding the reliability of Black Diamond's financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. Black Diamond's management, under the supervision of the CEO and CFO, used the criteria and framework established in the 2013 Internal Controls - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to design Black Diamond's ICFR.

Black Diamond is required to disclose herein any change in Black Diamond's ICFR that occurred during the period beginning on January 1, 2016 and ended on March 31, 2016 that has materially affected, or is reasonably likely to materially affect, Black Diamond's ICFR. No material changes in Black Diamond's ICFR were identified during such period that have materially affected, or are reasonably likely to materially affect Black Diamond's ICFR.

It should be noted that a control system, including Black Diamond's disclosure and internal controls and procedures, no matter how well conceived or operated, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

Additional information relating to Black Diamond, including Black Diamond's annual information form is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **CRITICAL ACCOUNTING POLICIES, JUDGMENTS AND ESTIMATES**

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods.

### **Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have a significant effect on the amounts recognized in the consolidated financial statements:

### **Fair Value Measurement of Financial Instruments**

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the maintainable earnings and trading multiples. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## **Impairment of Non-financial Assets**

Goodwill is reviewed annually for impairment. Property and equipment and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment review requires estimates in a variety of areas including the determination of fair value, selling costs, timing and size of cash flows, long-term growth rates, discount rates, and other valuation variables. The application of these variables in valuation models requires judgment.

## **Determination of a Cash Generating Unit ("CGU")**

Management's judgment is required in determining the Company's CGUs for the impairment assessment of its long-lived assets. The CGUs have been determined considering the level of operating activities and independent cash flows generated from groups of assets.

## **Determination of Control and Significant Influence**

Management has used judgment in assessing whether the Company exerts control and significant influence over its subsidiaries and investments, respectively.

## **Operating Lease Commitments – Company as Lessor**

The Company has entered into rental contracts for its fleet. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the modular structures, that it retains all the significant risks and rewards of ownership of these structures and accounts for the contracts as operating leases.

## **Income Taxes**

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences in interpretation may arise for a wide variety of issues depending on the conditions prevailing in the respective domicile of the Company's legal entities.

## **Aggregation of Interest in Subsidiaries**

Management has used judgment in determining whether it is appropriate to aggregate the disclosures required by IFRS 12 for the Company's interests in subsidiaries. In reaching a determination, management considered such factors as its interests in the subsidiaries' nature of business, their industry classification and their geographical location.

## **Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

## **Revenue Recognition**

The Company has recognized revenue in certain types of contracts using the percentage of completion method. In determining the percentage of completion, estimates and assumptions are made in relation to costs incurred and the costs to complete the contracts. When the outcome of the transaction cannot be estimated reliably, estimates and

assumptions are made on whether the Company will recover the transaction costs incurred. If it is probable that the costs will be recoverable, revenue is recognized only to the extent of costs. If it is not probable that the costs incurred will be recovered, revenue for non-recoverable costs is not recognized and the costs incurred are recognized as an expense.

## **Impairment of Non-financial Assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell ("FVLCTS") and its value in use ("VIU"). The FVLCTS calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. If no such transactions can be identified, an appropriate valuation model is used. The Company bases its impairment calculation on estimated future cash flows. The FVLCTS calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the Company's forecast for the next year and does not include restructuring activities or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

## **Asset Retirement Obligations**

The Company has recognized a provision for asset retirement obligations associated with two land leases held by the Company. In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost to dismantle and remove the camps from the leases and the expected timing of those costs.

## **Additional Estimates**

Other estimates that management is required to make to conform with IFRS and prepare timely consolidated financial statements includes accrual of unsettled transactions, collectability of accounts receivable, recognition of provisions and contingent obligations, the estimated useful lives of property and equipment, and useful lives of intangible assets. Accordingly, actual results may differ from estimated amounts. Management has also used judgment in the estimates used in pricing its options and long-term share based compensation plans, assessing the effectiveness of hedging relationships and the determination of functional currency.

If the underlying estimates and assumptions, upon which the consolidated financial statements are based, change in future periods, actual amounts may differ from those included in the accompanying consolidated financial statements.

## **Changes in Accounting Policies and Disclosure**

### **IAS 1 Presentation of Financial Statements**

In December 2014, the IASB issued narrow-focus amendments to IAS 1 Presentation of Financial Statements to clarify existing requirements related to materiality, order of notes, subtotals, accounting policies and disaggregation. Retrospective application of this standard was effective for fiscal years beginning on or after January 1, 2016. The adoption of this amended standard did not have a material impact on the Company's disclosure.

## Standards Issued But Not Yet Effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the interim financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective on or after January 1, 2017.

### Disclosure Initiative (Amendments to IAS 7)

In January 2016, the IASB issued Disclosure Initiative - Amendments to IAS 7 Statement of Cash Flows, which require disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. This standard is effective for annual periods beginning on or after January 1, 2017. Early adoption of the standard is permitted and entities are not required to provide comparative information for preceding periods. The Company has not yet determined the impact of the standard on the Company's financial statements.

### Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12)

In January 2016, the IASB issued amendments to IAS 12 Income Taxes, clarifying the accounting for deferred tax assets for unrealised losses. Entities must consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Guidance is also provided on how to determine future taxable profits and explains the circumstances whereby taxable profit may include the recovery of some assets for more than their carrying amount. This standard is effective for annual periods beginning on or after January 1, 2017. Early adoption of the standard is permitted. The Company has not yet determined the impact of the standard on the Company's financial statements.

### IFRS 9 Financial Instruments

IFRS 9 sets out requirements for the classification and measurement of financial assets, financial liabilities, impairment and includes the new general hedge accounting model. IFRS 9 *Financial Instruments (July 2014)* replaces earlier versions of IFRS 9 and supersedes IAS 39 *Financial instruments: Recognition and measurement* and the effective date of the new standard will be for annual periods beginning on or after January 1, 2018. The Company has not yet determined the impact of the standard on the Company's financial statements.

### IFRS 15 Revenue

IFRS 15 specifies how and when to recognize revenue and requires entities to provide users of financial statements with more informative, relevant disclosures. This standard supersedes IAS 18 *Revenue*, IAS 11 *Construction Contracts*, and a number of revenue-related interpretations. IFRS 15 will be effective for annual periods beginning on or after January 1, 2018. Application of the standard is mandatory and early adoption is permitted. The Company has not yet determined the impact of the standard on the Company's financial statements.

### IFRS 16 Leases

IFRS 16 specifies how to recognize, measure, present and disclose leases. Lessees will be required to recognize right-of-use ("ROU") assets and lease liabilities while lessors will continue to classify each lease as either an operating lease or a finance lease. Lease and non-lease components must be separated and accounted for separately using the appropriate standards unless a policy election is made to account for the lease and non-lease components as lease components. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier application permitted if IFRS 15 has already been applied or will be applied at the same date as IFRS 16. The Company has not yet determined the impact of the standard on the Company's financial statements.

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.