



## Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") of financial condition and results of operations of Tornado Global Hydrovacs Ltd. ("TGHL" or the "Company") is supplemental to, and should be read in conjunction with the Company's interim unaudited condensed consolidated financial statements and related notes as at June 30, 2018 and for the three and six months ended June 30, 2018 and 2017, and the audited consolidated financial statements and notes for the year ended December 31, 2017.

The interim unaudited condensed consolidated financial statements and accompanying notes of TGHL for the period ended June 30, 2018 have been prepared in conformity with International Financial Reporting Standards ("IFRS"): International Accounting Standard 34.

The interim unaudited condensed consolidated financial statements have been prepared by management and approved by TGHL's Board of Directors. These statements require management to make estimates and assumptions that affect amounts reported and disclosed in such financial statements and related notes. Actual results may differ materially. See "Forward-Looking Information".

All amounts are reported in Canadian dollars unless specifically stated to the contrary.

This MD&A contains forward-looking information and statements. At the end of this MD&A is an advisory on forward-looking information and statements.

Additional information on TGHL is available through the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com).

Disclosure contained in this document is current to August 23, 2018, unless otherwise stated.

### Non-IFRS Methods

In this MD&A, the Company uses three financial management metrics that are not in accordance with IFRS namely "earnings (loss) before interest, tax, depreciation and amortization and stock-based compensation (EBITDAS)", "Gross Margin" and "earnings before interest and taxes (EBIT)". Because these terms are not defined by IFRS they cannot be formally presented in the interim unaudited condensed consolidated financial statements. The definition of EBITDAS does not take into account gains and losses on the disposal of assets, fair value changes in foreign currency forward contracts and non-cash components of stock-based compensation. EBIT is the result of the Company's EBITDAS less depreciation and amortization expenses, gains and losses on the disposal of assets and stock-based compensation. The Gross Margin metric is the result of revenues less cost of sales, excluding depreciation of property, plant and equipment. It should be noted that the Company's definition of EBITDAS, EBIT and Gross Margin may differ from those definitions used by other companies.

While not IFRS measures, EBITDAS, EBIT and Gross Margin are used by management, creditors, analysts, investors and other financial stakeholders to assess the Company's performance and management from a financial and operational perspective.

## Business Description

TGHL designs, manufactures and sells hydrovac trucks for excavation service providers to the oil and gas industry and the municipal market. It operates through a leased production facility in Stettler, AB and a sales office located in Calgary, Alberta. TGHL is also in the early stages of commencing similar operations in China and has established an office in Beijing, China.

TGHL maintains its head office in Calgary, Alberta.

## Overview

### Second Quarter 2018 Overview

- Revenue of \$10,213 increased 51.7% compared to \$6,733 in Q2/2017. The increase in revenue was due to the recent improvement in the hydrovac market equipment purchase demand with increased interest coming out of the municipal sector in both Canada and United States.
- Gross Profit of \$1,536 increased by \$645 compared to \$891 in the same period of 2017 due to increased revenue, and production efficiencies, including labour utilization, at the Company's Stettler plant.
- EBITDAS of positive \$307, comprising North America (positive \$832), China (negative \$333) and Corporate (negative \$192), increased by \$598 compared to negative \$291 in Q2/2017, due to increased revenues and gross profit in North America. For the North America segment, EDITDAS during the quarter of \$832 increased significantly compared to Q1 2018, due to increased activity levels. For China, negative EDITDAS during the quarter was \$333.
- Net loss of \$220 decreased by \$317 compared to a loss of \$537 in Q2/2017. This is due to the factors discussed above, offset by stock-based compensation expense of \$68, income tax expense of \$64 and change in fair value of derivative financial instruments of \$95.
- During the quarter two custom designed skid-mounted hydrovac units were delivered to China for demonstration purposes, with an additional four units shipped at the end of June.

### First Half 2018 Overview

- Revenue of \$15,044 increased 18.3% compared to \$12,722 in the same period of 2017. The increase in revenue was attributed to the continual improvement in the hydrovac market equipment purchase demand in both Canada and United States.
- As a result of increased revenue, Gross Profit of \$2,424 increased by \$653 compared to \$1,771 in the same period of 2017.
- EBITDAS of negative \$49, comprising North America (positive \$928), China (negative \$620) and Corporate (negative \$357), increased by \$335 compared to negative \$384 in the same period of 2017, due to increased revenue and gross profit in North America. For the North America segment, EDITDAS during the six month period of positive \$928 increased significantly compared to the same period in 2017 due to increased activity levels. For China, negative EDITDAS during the six-month period was \$620, compared to negative of \$487 in 2017, due to increased sales and administration cost.
- Net loss of \$855 was comparable to the net loss of \$859 in the same period of 2017. This is due to the factors discussed above, offset by stock-based compensation expense of \$136, income tax expense of \$20 and change in fair value of derivative financial instruments of \$99.

Unless otherwise provided herein, the Company's interim financial condition, and associated economic and industry factors, are substantially unchanged from the disclosure provided in the Company's MD&A for the fiscal year end dated December 31, 2017. For a complete discussion on these items, please refer to the Company's MD&A for the fiscal year end dated December 31, 2017 which can be found under the Company's profile at [www.sedar.com](http://www.sedar.com).

## Selected Financial Information

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Revenue	\$ 10,213	\$ 6,733	\$ 15,044	\$ 12,722
Cost of sales	8,677	5,842	12,620	10,951
Gross Profit	1,536	891	2,424	1,771
Selling and general administrative expenses	1,229	1,181	2,473	2,154
Depreciation of property and equipment	147	116	277	232
Depreciation of rental inventory	14	-	16	-
Amortization of intangible assets	134	123	258	246
Loss on disposal of fixed assets	-	-	4	-
Stock-based compensation	68	-	136	-
Finance income	(2)	(6)	(33)	(19)
Finance costs	7	26	29	56
Change in fair value of derivative financial instruments	95	(12)	99	(39)
Loss before tax	(156)	(537)	(835)	(859)
Income tax expense	(64)	-	(20)	-
Net loss	\$ (220)	\$ (537)	\$ (855)	\$ (859)
Comprehensive loss	\$ (322)	\$ (563)	\$ (669)	\$ (881)
Net loss per share - basic and diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total non-current financial liabilities	\$ 236	\$ 2,778	\$ 236	\$ 2,778
Total assets	\$ 22,415	\$ 19,358	\$ 22,415	\$ 19,358

## Segmented Information

Three months ended June 30, 2018	North America		China	Corporate		Total
Revenue	\$ 10,213	\$ -	\$ -	\$ -	\$ -	\$ 10,213
Cost of sales	8,677	-	-	-	-	8,677
Selling and administrative expenses	704	333	192			1,229
Depreciation and amortization expense	832	(333)	(192)			307
Loss on disposal of assets	152	9	134			295
Income (loss) before other items of income	-	-	-			-
	\$ 680	\$ (342)	\$ (326)	\$ 12		\$ 12
Total assets (1)	\$ 13,657	\$ 3,237	\$ 5,521	\$ 22,415		\$ 22,415
Capital Expenditures	\$ 102	\$ 3	\$ 408	\$ 513		\$ 513

Six Months ended June 30, 2018	North America		China	Corporate	Total			
Revenue	\$	15,044	\$	-	\$	15,044		
Cost of sales		12,620		-		12,620		
Selling and general administrative		1,496		620		2,473		
		928		(620)		(49)		
Depreciation and amortization		268		25		258		
Loss on disposal of assets		4		-		4		
Income (loss) before other items of income	\$	656	\$	(645)	\$	(615)		
						\$	(604)	
Total assets	\$	13,657	\$	3,237	\$	5,521	\$	22,415
Capital Expenditures	\$	151	\$	5	\$	516	\$	672

## Operating Results

	Three Months ended June 30		Six Months ended June 30					
	2018	2017	2018	2017				
Revenues	\$	10,213	\$	6,733	\$	15,044	\$	12,722
Gross margin		1,536		891		2,424		1,771
Gross margin %		15.04%		13.23%		16.11%		13.92%
EBITDAS		307		(291)		(49)		(384)
EBITDAS %		3.01%		-4.32%		-0.33%		-3.02%
EBIT		(56)		(530)		(740)		(862)
EBIT %		-0.55%		-7.87%		-4.92%		-6.78%
Net loss	\$	(220)	\$	(537)	\$	(855)	\$	(859)

## Outlook

In addition to other sections of the Company's report, this section contains forward-looking information and actual outcomes may differ materially from those expressed or implied therein. For more information, see the section titled "Forward-Looking Information" in this MD&A.

In North America, the market demand from the municipal sector in both Canada and United States is expected to remain strong. Management believes that the Company is positioned for improved performance in North America in 2018 for the following reasons:

- The indications of increased spending in infrastructure from both the Canadian and United States (the "US") governments are expected to further increase the market demand of hydrovac trucks.
- The Company introduced a newly designed hydrovac truck this year with a lighter weight and more debris capacity. This newly designed truck has compelling advantages over hydrovac trucks currently offered in the market.
- The Company has entered into an exclusive sales and distribution relationship with its strategic partner in the US, Custom Truck One Source ("Custom Truck"). Custom Truck has an integrated network of 23 locations across North America.
- The Company will use its resources in China to source qualified materials and parts to reduce production costs.
- The weak Canadian dollar will continue to positively impact profit margins because more than half of the Company's hydrovac trucks are sold in US dollars while manufactured in Canada.

In China, the Company continues to develop this significant market. The Company continues its strategy to manufacture and sell its industry leading, patents pending, hydrovac truck and equipment and leveraging its unique and proprietary Chinese hydrovac truck design by deploying a sales and service strategy customized to the Chinese excavation and utilities markets. The Company has carefully studied the Chinese hydrovac market opportunity and determined that its hydrovac design and

features are not present. The Company believes there is an untapped market opportunity in China, which is one of the largest excavation markets in the world. The China office is staffed with local market experts in procurement and Chinese supply chain management, who are being trained and mentored by the Company's hydrovac excavation experts. At the end of Q2 2018, the Company had four unique products in China for demonstration and marketing purposes. Additional sales staff have been recruited and marketing demonstrations were held in August. The business plan for China includes exporting selected commercial parts from its Chinese supply chain at a lower cost back to Canada to improve the profitability and competitiveness of its North American manufactured hydrovac truck.

With the increasing demand in North America and expansion into China, management believes the Company's medium and long-term outlook is positive and improving. The Company will focus on marketing its newly designed trucks in North America and developing its business in China in 2018.

## Revenue

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Revenues	\$ 10,213	\$ 6,733	\$ 15,044	\$ 12,722

During the six months ended June 30, 2018, revenues were \$15,044 (2017 - \$12,722). The increase over 2017 reflects the continuing improvement in the hydrovac market equipment demand with increased interest coming out of the municipal sector in both Canada and United States.

During the three months ended June 30, 2018, revenues were \$10,213 (2017 - \$6,733). The increase in revenue was due to the factor above, plus three inventory trucks completed in Q1 were sold in Q2.

## Cost of sales

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Cost of Sales	\$ 8,677	\$ 5,842	\$ 12,620	\$ 10,951

For the six months ended June 30, 2018, cost of sales was \$12,620 compared to \$10,951 in the same period of 2017. The increase in cost of sales is due to the increase in revenue and number of trucks sold.

For the three months ended June 30, 2018, cost of sales was \$8,677 compared to \$5,842 in the same period of 2017. The increase is due to the factors discussed above.

## Gross Profit

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Gross Profit	\$ 1,536	\$ 891	\$ 2,424	\$ 1,771

For the six months ended June 30, 2018, Gross Profit was \$2,424 compared to \$1,771 in the same period of 2017 due to

increases in revenue and production efficiencies at the company's Stettler plant.

For the three months ended June 30, 2018, Gross Profit was \$1,536 compared to \$891 in the same period of 2017 due to the factors discussed above.

### Selling, General and Administrative Expenses ("S,G&A")

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Selling, General and Administrative expense	\$ 1,229	\$ 1,181	\$ 2,473	\$ 2,154

During the six months ended June 30, 2018, S,G&A expenses were \$2,473 compared to \$2,154 in the same period of in 2017. The increase is principally due to increased employee costs of the North America operation and increased overhead costs of the China operation.

During the three months ended June 30, 2018, S,G&A expenses were \$1,229 compared to \$1,181 in the same period of in 2017. The increase is principally due to the factors discussed above.

### Depreciation of property and equipment

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Depreciation	\$ 147	\$ 116	\$ 277	\$ 232

During the six months ended June 30, 2018, depreciation of property and equipment was \$277 (2017 - \$232), majority of which related to Operations in North America.

During the three months ended June 30, 2018, depreciation of property and equipment was \$147 (2017 - \$116), majority of which related to Operations in North America.

### Amortization of intangible assets

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Amortization of intangible assets	\$ 134	\$ 123	\$ 258	\$ 246

During the six months ended June 30, 2018, amortization of intangible assets of \$258 was comparable to \$246 in the same period of 2017.

During the three months ended June 30, 2018, amortization of intangible assets of \$134 was comparable to \$123 in the same period of 2017.

## Stock based compensation

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Stock Based Compensation	\$ 68	\$ -	\$ 136	\$ -

During the three and six months ended June 30, 2018, stock-based compensation expense of \$68 and \$136 respectively resulted from expensing the Company's outstanding stock options over the vesting period which ranges from immediate to 2 years after the grant date.

## Income tax expense

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Current income tax recovery (expense)	\$ (9)	\$ -	\$ 24	\$ -
Deferred income tax recovery (expense)	(55)	-	(44)	-
	\$ (64)	\$ -	\$ (20)	\$ -

The Company's tax recovery and expense relates to its North America operation.

## Net loss

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Net loss	\$ (220)	\$ (537)	\$ (855)	\$ (859)

For the six months ended June 30, 2018, the net loss was \$855 compared to the net loss of \$859 in the same period of 2017. The decrease in the loss reflects the increased gross profit in North America, offset by increased employee costs of the North America operation, increased overhead costs of the China operation, increased stock-based compensation expense, increased income tax expense and increased unrealized foreign exchange loss on foreign exchange contracts.

For the three months ended June 30, 2018, the net loss was \$220 compared to the net loss of \$537 in the same period of 2017. The improvement was due to the same factors discussed above.

## Inventory

	June 30, 2018	December 31, 2017
Work-in-process	\$ 1,780	\$ 2,180
Raw materials	4,715	3,093
Finished goods	1,857	1,217
Rental inventory	827	-
	\$ 9,179	\$ 6,490

As at June 30, 2018, inventory was \$9,179 compared to inventory of \$6,490 as at December 31, 2017. The increase in raw materials is due to stocking up for production ramp-up in the second quarter. The increase in finished goods is due to hydrovac trucks and equipment built for China market. Rental inventory includes two hydrovac trucks completed in Q1 2018 which are currently rented to customers.

## Quarterly Financial Information

	2018	2018	2017	2017	2017	2017	2016	2016
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	\$ 10,213	\$ 4,831	\$ 9,440	\$ 7,620	\$ 6,733	\$ 5,989	\$ 4,975	\$ 2,928
EBITDAS	307	(356)	(21)	74	(291)	(93)	(528)	(840)
Net income (loss)	(220)	(635)	(799)	79	(537)	(322)	(929)	(999)
Comprehensive income (loss)	(322)	(347)	(646)	58	(563)	(318)	(929)	(999)
Net loss per share - basic and diluted	\$ (0.01)	\$ -	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)	\$ (0.02)

## Factors That Have Caused Variations over the Quarters

Revenue increased in Q2/18 due to continuing improvement in the hydrovac market equipment demand in North America. Revenue decreased in Q1/2018 due to a delay in production and delivery of hydrovac trucks caused by developing a new demonstration hydrovac truck and equipment for its China operation. Revenue increased in Q4/2017 and Q3/2017 due to the recent improvement in the hydrovac market equipment demand with increased interest coming out of the municipal sector in both Canada and United States. Revenue decreased in Q3/2016 due to a downturn in the oil and gas market. This in turn led to a decrease in EBITDAS and an increase in the loss for these periods.

In Q2/2018 EBITDAS increased due to increased revenue and gross margin in North America. In Q3/2017 EBITDAS was positive due to increased revenue and gross margin in North America. During Q4/2016 the increase in EBITDAS was due to an increase in revenue and gross profit offset by additional costs in the Company's China office, and additional depreciation and amortization relating to intangible assets. During Q2/2017, the decrease in EBITDAS and increased loss was due to the liquidation of aged inventory with no margin and increased S,G&A in North America.

The net loss in Q2/2018 decreased due to increased revenue and gross margin in North America, offset by stock-based compensation. The net loss in Q4/2017 increased due to stock-based compensation and income taxes.

## Funds Used in Operating Activities<sup>(1)</sup>

	Six Months ended June 30	
	2018	2017
Cash used in operating activities	\$ (1,751)	\$ (1,012)
Proceeds from sale of leased truck	(398)	-
Changes in non-cash working capital	\$ 2,128	\$ 570
Funds used in operating activities	\$ (21)	\$ (442)



**Notes:**

- (1) Funds used in operating activities is a non IFRS measure and is calculated from cash used in operating activities adjusted for changes in non-cash working capital and proceeds from sale of leased truck.

During the six months ended June 30, 2018, the Company used \$21 of funds from operating activities compared to \$442 in the comparable period in 2017. The decrease was principally due to an increase in EBITDAS, from negative \$384 to negative \$49 principally resulting from increased revenue and gross profit in the North America, offset by increased employee costs of the North America operation and increased overhead costs of the China operation.

## Liquidity and Capital Resources

### Liquidity

The Company had working capital of \$11,074 as at June 30, 2018 compared to working capital of \$11,334 as at December 31, 2017. Included in the working capital at June 30, 2018 is \$3,262 of cash and \$9,179 of inventory (which includes \$1,910 for 5 demonstration units and 4 work-in-process units relating to China). The \$375 equipment buyback option recorded in Q1/18 was reversed in Q2/18 as the customer declined the option and purchased the equipment.

For the six months ended June 30, 2018, TGHL's operations used \$21 of cash, compared to \$442 of cash used in 2017, excluding the impact of changes in non-cash working capital amounts. The decrease was principally due to an increase in EBITDAS, from negative \$384 to negative \$49 principally resulting from increased revenue and gross profit in the North America, offset by increased employee costs of the North America operation and increased overhead costs of the China operation. In addition proceeds of \$398 was received relating to an equipment buyback option transaction, discussed above.

TGHL does not have any externally imposed restrictions on its capital. TGHL considers its net free cash to be its capital and manages the amounts based upon the projected needs of its individual geographic locations, those being China and North America. TGHL monitors these amounts to ensure there is adequate cash to support the North American operations and the ongoing planned expansion into China. Should the projected requirements not be satisfied from cash on hand at the Company or cash flow from operation, TGHL would need to raise additional cash. Management anticipates that additional funds could be raised on terms satisfactory to TGHL through either the issuance of additional equity, acquisition of debt, or a combination thereof. Cash on hand as at June 30, 2018, together with ongoing cash flow from operations is expected to be able meet the budgeted requirements for the next 12 months.

As at June 30, 2018 the Company held cash in China totaling \$983. This cash is intended to be used to fund the Company's future China operations. In the event the Company decides to transfer these funds back to Canada, due to currency restrictions in China there may be practical difficulties in the timing of such transfer.

### Capital Expenditures

Capital expenditures in 2018 comprised:

	North America		China		Corporate		Total
Property and equipment	\$	117	\$	1	\$	-	\$ 118
Intangible assets		38		-		516	554
	\$	155	\$	1	\$	516	\$ 672

The increase in expenditures relates to intangible assets relating to prototypes designed in Canada for the China market.

## Contractual Obligations And Commitments

### Operating Lease commitments:

The Company rents premises in Stettler, Canada, under an operating lease that requires annual payments of \$234 which expires June 30, 2021. The Company also rents office space in Calgary, Canada, under a sub-lease which expires on July 31, 2019 that requires annual payments of \$75. The Company also rents premises in Calgary under an operating lease that requires annual payments of \$78 which expires on November 30, 2019. The Company rents premises in Beijing, China, under an operating lease that requires annual payments of \$79 which expires in August 2019.

TGHL has the following lease commitments, which will be funded from ongoing operations over the next 5 years:

	2018	2019	2020	2021	2022
Stettler	\$ 117	\$ 234	\$ 234	\$ 117	\$ -
Calgary Office	37	44	-	-	-
Calgary Other	39	72	-	-	-
Beijing Office	40	53	-	-	-
	<b>\$ 233</b>	<b>\$ 403</b>	<b>\$ 234</b>	<b>\$ 117</b>	<b>\$ -</b>

### Finance Lease obligation:

As at June 30, 2018, the Company had one hydrovac truck lease and a computer equipment lease, repayable in monthly installments totalling of \$7 with final installments totalling \$53, bearing interest at rates between 2% and 6%.

	June 30, 2018	December 31, 2017
Finance leases obligation	\$ 305	\$ 735
Less: current portion of finance leases	(69)	(151)
	<b>\$ 236</b>	<b>\$ 584</b>

Amounts due on the hydrovac truck lease and computer equipment lease in the next four years are as follows:

2018	\$ 78
2019	85
2020	84
2021	118
2022	-
Total minimum lease payments	365
Amount representing interest	(60)
Present value of minimum lease payments	305
Less current portion of finance lease	(69)
	<b>\$ 236</b>

In the ordinary course of business, the Company and its subsidiaries may enter into contracts which contain indemnification

provisions, such as service agreements, leasing agreements, asset purchase and sale agreements, joint venture agreements, operating agreements, land use agreements, etc. In such contracts, the Company may indemnify counterparties to the contracts if certain events occur. These indemnification provisions vary on an agreement-by-agreement basis. In some cases, there are no pre-determined amounts or limits included in the indemnification provisions and the occurrence of contingent events that would trigger payment under them is difficult to predict. Therefore, the maximum potential future amount that the Company could be required to pay cannot be estimated.

## **Off Balance Sheet Arrangements**

None.

## **Shareholders' Equity**

### **Share Capital**

The Company is authorized to issue an unlimited number of Class "A" Common Shares ("Common Shares").

As of December 31, 2017, June 30, 2018 and August 23, 2018, there were 126,716,519 Common Shares outstanding.

As of December 31, 2017, there were 9.0 million shares held in escrow as a result of the spin-out transaction in 2016. These shares were released from escrow on January 7, 2018.

No dividends were declared during the period.

### **Common Share purchase warrants**

As at June 30, 2018 there were 3,100,000 Warrants outstanding.

### **Stock Options**

As at June 30, 2018, there were 8,400,000 stock options outstanding with a weighted average exercise price of \$0.11 and weighted average remaining contractual life of 4.3 years. 2,700,001 options were exercisable at a weighted average exercise price of \$0.11. No options were granted during the period.

## **Related Party Transactions**

The Company did not have any related party transactions for the six month period ended June 30, 2018.

## Reconciliation of Loss before taxes to EBITDAS

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Loss before taxes	\$ (156)	\$ (537)	\$ (835)	\$ (859)
Add: Depreciation and amortization	295	239	551	478
Deduct: Finance income	(2)	(6)	(33)	(19)
Add: Finance costs	7	26	29	56
Add: Changes in fair value in derivatives	95	(12)	99	(39)
Add: Stock based compensation	68	-	136	-
Deduct: Gain on disposal of fixed assets	-	-	4	-
<b>EBITDAS</b>	<b>\$ 307</b>	<b>\$ (290)</b>	<b>\$ (49)</b>	<b>\$ (383)</b>
% of revenue	<b>3.01%</b>	-4.31%	<b>-0.33%</b>	-3.01%

## Calculation of EBIT

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
EBITDAS	\$ 307	\$ (290)	\$ (49)	\$ (383)
Less: Depreciation and amortization	(295)	(239)	(551)	(478)
Less: Loss on disposal of fixed assets	-	-	(4)	-
Less: Stock based compensation	(68)	-	(136)	-
<b>EBIT</b>	<b>\$ (56)</b>	<b>\$ (529)</b>	<b>\$ (740)</b>	<b>\$ (861)</b>
% of revenue	<b>-0.55%</b>	-7.86%	<b>-4.92%</b>	-6.77%

## Calculation of Gross Margin

	Three Months ended June 30		Six Months ended June 30	
	2018	2017	2018	2017
Revenues	\$ 10,213	\$ 6,733	\$ 15,044	\$ 12,722
Cost of sales	8,677	5,842	12,620	10,951
<b>Gross margin</b>	<b>\$ 1,536</b>	<b>\$ 891</b>	<b>\$ 2,424</b>	<b>\$ 1,771</b>
% of revenue	<b>15.04%</b>	13.23%	<b>16.11%</b>	13.92%

## New Accounting Standards Effective For The First Time From January 1, 2018

Certain pronouncements were issued that are mandatory for accounting periods beginning before or on January 1, 2018. Please refer to the Company's unaudited condensed consolidated financial statements for the period ended June 30, 2018 for the impact of adopting IFRS 15, "Revenue from Contracts with Customers" and IFRS 9, "Financial Instruments".

## Financial Instruments And Risk Management

The Company's financial instruments recognized in the consolidated balance sheet consist of cash and cash equivalents, accounts receivable, finance leases, accounts payable and accrued liabilities. The carrying value of these balance sheet items approximates their fair market value due to their short-term nature.

The risks associated with these financial instruments including foreign currency risk, credit risk, interest rate risk, liquidity risk and commodity price risk have not changed from December 31, 2017.

From time to time, the Company uses foreign exchange contracts to hedge its U.S. dollar revenues. As at June 30, 2018, the Company had in place \$3.4 million US on forward contracts which expire between July 31 and December 31, 2018. These contracts were revalued to fair market value using fair value accounting at the balance sheet date. For the three and six month periods ended June 30, 2018 the Company recorded \$4 and \$99 respectively of unrealized foreign exchange loss on these contracts.

## Significant Judgements And Estimates

The preparation of the Company's financial statements requires management to adopt accounting policies that involve the use of significant estimates and assumptions. These estimates and assumptions are developed based on the best available information and are believed by management to be reasonable under the existing circumstances. New events or additional information may result in the revision of these estimates over time. A summary of the critical estimates and judgments used by the Company can be found in note 4 to the December 31, 2017 audited annual financial statements. Except as described below, there have been no changes to the Company's significant accounting estimates and judgments as of June 30, 2018.

The Company may enter into contracts which provide for an option for the customer to sell back the truck to the Company at an agreed price. The Company assesses the likelihood of such option being exercised when determining the appropriate accounting treatment.

## Internal Controls And Procedures

There have been no significant changes in TGHL's internal controls over financial reporting during the six months ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect TGHL's internal controls over financial reporting.

## Forward Looking Information

This MD&A contains certain "forward-looking statements." All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding financial and business prospects and financial outlook) are forward looking statements. These forward-looking statements reflect the current expectations or beliefs of the Company, based on information currently available to the Company. Forward-looking statements are subject to a number of risks, uncertainties and assumptions that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements and, even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, changes in general economic and market conditions, changes to regulations affecting the Company's activities, change in the political or economic climate in China and uncertainties relating to the availability and costs of financing needed in the future. Any forward-looking statement speaks only as at the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking statements are reasonable, forward looking statements are not guarantees of future performance and, accordingly, undue reliance should not be put on such statements due to the inherent uncertainty therein.

## Business Risks And Uncertainties

Please refer to the Company's annual MD&A and audited consolidated financial statements for the year ended December 31, 2017, available on SEDAR at [www.sedar.com](http://www.sedar.com), for a discussion of the other risks and uncertainties associated with the Company's activities. There have been no significant changes in these risks and uncertainties during the six months ended June 30, 2018. Additional risks and uncertainties that management may be unaware of may become important factors which affect TGHL.