# Cervus Equipment Corporation Management's Discussion + Analysis

### For the period from January 1, 2019 to September 30, 2019

The following Management's Discussion & Analysis ("MD&A") was prepared as of November 6, 2019, and is provided to assist readers in understanding Cervus Equipment Corporation's ("Cervus" or the "Company") financial performance for the three and nine month periods ended September 30, 2019, and significant trends that may affect the future performance of Cervus. This MD&A should be read in conjunction with the accompanying unaudited condensed interim consolidated financial statements for the three and nine month periods ended September 30, 2019, and notes contained therein, and the 2018 annual consolidated financial statements and MD&A. The accompanying unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") and Cervus' functional and reporting currency is the Canadian dollar. Cervus' common shares trade on the Toronto Stock Exchange under the symbol "CERV". Additional information relating to Cervus, including Cervus' current annual information form, is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") web site at www.sedar.com.

### **Overview of Cervus**

Cervus owns and operates equipment dealerships, representing leading Original Equipment Manufacturers ("OEMs") in assigned geographies. Our customers operate businesses corresponding with our Agriculture, Transportation, and Industrial segments.

While our customers' business and industries are diverse, our business model is similar across our operating segments. As the OEM authorized dealer, we market and sell equipment solutions appropriate for our customers' applications, be it farming, commercial transport, or warehousing and material handling. We refer to this aspect of our business as "equipment" or "wholegoods." Equally important is delivering the servicing, parts, rentals, training and ancillary services in support of the equipment. We refer to this aspect of our business as "product support."

Our customers value the ability of our dealerships to provide best in class equipment and operational uptime through efficient product support, thereby enhancing the profitability of their businesses. Customer relationships are built and maintained through this life cycle of equipment sales and product support.

Across our dealership locations, we strive to practice common and consistent customer service objectives. The accurate quoting of service work, attracting and retaining skilled trades personnel, efficient use of time and shop capacity, along with accessible parts inventory are all core factors in the delivery of product support to our customers. In our wholegoods departments, stocking appropriate inventory levels to meet market demand must be balanced by maintaining the sale of the inventory we carry. Further, in our Agricultural segment, we accept trades of used equipment as partial payment on most of the new equipment we sell. The value of the trade is agreed to when the order for new equipment is placed, which is often several months before the new equipment is delivered and the transaction is recorded. This requires discipline in determining the quality, condition, price, and market demand for used equipment taken on trade.

Many administrative and support functions of the business are centralized, such as accounting and payroll, finance, information technology, human resources, and marketing. This centralized function supports all segments of the business, without physically replicating these functions in each dealership.

Our selling, general and administrative ("SG&A") expenses are reviewed as a percent of gross profit, as we consider gross profit dollars to be more fundamental in guiding our expenditures than revenue.

Cervus Q3 Report 2019

### **Third Quarter Consolidated Results**

The Company's results for the nine months ended September 30, 2018, include the financial performance of the four construction dealerships sold during the first quarter of 2018, up to the transaction closing date of March 16, 2018.

	Three month			Nine month		
	periods ended September 30			periods (	ended Sept	ember 30
/# 4h		% Change			% Change	
(\$ thousands, except per share amounts)	2019	Compared to 2018	2018	2019	Compared to 2018	2018
Equipment revenue	228,637	(26%)	310,250	634,342	(22%)	817,763
		(20%) 8%	•			1
Product support revenue	88,445 317,082	(19%)	82,248 392,498	245,143 879,485		232,026 1,049,789
Total revenue						
Gross profit	42,847	(28%)	59,881	132,450		157,079
Total other income	766	(54%)	1,672	3,261	8%	3,025
Selling, general and administrative expense	(42,499)	(4%)	(44,169)	(128,017)	(1%)	(129,511)
Income from operating activities	1,114	(94%)	17,384	7,694	(75%)	30,593
Net finance costs	(3,422)	119%	(1,565)	(9,333)	119%	(4,257)
Share of income of equity accounted	_	0%	_	_	(100%)	124
investees, net of tax					(100,1)	
Loss (income) before income tax	(2,308)	(115%)	15,819	(1,639)	(106%)	26,460
expense Income tax recovery (expense)	633	117%	(3,640)	69	101%	(6,714)
(Loss) income for the period	(1,675)	(114%)	12,179	(1,570)	(108%)	19,746
EBITDA <sup>(1)</sup>	8,228	(61%)	21,284	27,104		43,361
Ratios						
Gross profit margin as a % of revenue	13.5%		15.3%	15.1%		15.0%
SG&A as a % of gross profit	99.2%		73.8%	96.7%		82.4%
(Loss) income per share						
Basic	(0.11)	(114%)	0.78	(0.10)	(108%)	1.26
Diluted	(0.11)	(115%)	0.74	(0.10)	(108%)	1.20
Basic - Adjusted <sup>(1)</sup>	(0.10)	(114%)	0.74	(0.15)	(112%)	1.23
Reconciliation of adjusted (loss) income before income tax expense:						
(Loss) income before income tax expense	(2,308)	(115%)	15,819	(1,639)	(106%)	26,460
Adjustments:						
Unrealized foreign currency loss (gain) included in other income	207		(730)	(1,016)		(57)
(Gain) on sale of Commercial operations	-		-	-		(480)
Adjusted (loss) income before income	(2,101)	(114%)	15,089	(2,655)	(110%)	25,923
tax expense <sup>(1)</sup>	. , ,		,	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	, ,	,

<sup>(1) -</sup> This MD&A makes reference to certain non-IFRS financial measures to assist users in assessing Cervus' performance. Non-IFRS financial measures do not have any standard meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. These measures are identified and described under the section "Non-IFRS Financial Measures."

### **Third Quarter Overview**

The third quarter results reflect the continued headwinds facing Western Canadian Agriculture. Despite these short-term realities, we achieved increased parts and service revenues across the Company and our strong performance reducing used Agriculture equipment inventory.

In our second quarter report, we discussed our view that disciplined used equipment inventory management is a critical success factor when navigating cyclical markets. Used Agriculture equipment levels across Western Canadian dealers remain in excess of market demand. Dealers are incurring inventory carrying costs of interest and obsolescence, while the ability to accept additional equipment trades is also constrained. Ultimately, these near-term barriers are relieved by reducing inventory levels to align with market demand.

We have taken action, reducing our used Agriculture equipment inventory by \$33 million or 18% compared to the second quarter of 2019, which is also below the inventory levels reported at September 30, 2018 and December 31, 2018. Inventory write-downs associated with this aggressive reduction increased \$6.5 million in the quarter and \$4.9 million year to date compared to 2018. These actions have enabled progression towards an appropriate level of used inventory more in line with market demand, illustrated by our comparatively strong inventory turn ratios at 3.87 for new Agriculture equipment and 1.65 for used Agriculture equipment<sup>(1)</sup>.

The excess supply of used equipment, combined with macro-economic factors, have impacted new Agriculture equipment revenue and profitability in 2019. In our second quarter report, we announced our expectation that reduced new equipment revenue, margin, and incentives would impact new equipment gross profit by \$15 to \$20 million, across the third and fourth quarters of 2019. Consistent with our guidance, in the third quarter we realized \$11 million of this estimated reduction and expect a remaining reduction of between \$8 to \$12 million in the fourth quarter of 2019, compared to the same periods in 2018.

By facing the difficult industry conditions and rebalancing our inventory this year, we anticipate a strong balance sheet with capacity for both new and used equipment sales and improved profit margins in future years at sustainable levels, while limiting prolonged exposure to inventory carrying costs and valuation risk.

### **Highlights of Consolidated Financial Results**

### Revenue

Overall revenue decreased 19% in the quarter, due to a 26% decline in equipment sales, partly offset by an 8% increase in product support revenue. The majority of this decrease was from new equipment in our Agriculture segment as discussed above, while a decline in truck sales in our Transportation segment relative to strong sales of 2018 was a secondary factor.

In our Agriculture segment, equipment revenue declined 28% in the quarter and 24% year to date as the Western Canadian Agriculture industry continues to face headwinds, including reduced farm income in 2018 compounded by increased input costs, reduced commodity prices, trade disputes and poor weather conditions. In this environment, producers are choosing to postpone new equipment purchases as they hold late model equipment purchased in recent years.

Turning to our Transportation segment, equipment revenue declined 22% in the quarter relative to the strong sales of 2018 as dealers experienced increased competition, particularly in the fleet market. New equipment revenue decreased 17% year to date and was also impacted by factory delays, which had eased by the end of the second quarter.

Despite the headwinds shared across Canadian equipment dealers, our product support revenue remained resilient, improving 8% in the quarter and 6% year to date. The largest increase in product support was in our Agriculture segment as demand for parts and service continued through the harvest window, building on the busy winter and spring following a difficult 2018 harvest. We continue to expect consistent performance within our product support departments and anticipate opportunities for this foundational component of our dealerships across industry cycles.

(1) - Refer to Non-IFRS Measures herein

This MD&A contains forward-looking statements. Please see the section "Note Regarding Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to those statements.

### **Gross Profit**

Gross profit declined 28% or \$17 million in the quarter and 16% or \$25 million year to date. As discussed in the 'Third Quarter Overview' above, this decline in the quarter includes \$11 million in reduced gross profit from Agriculture new equipment sales due to lower revenue, margins and incentives and a \$6.5 million increase in equipment inventory write-downs compared to the third quarter of 2018.

The growth in product support revenue contributed an additional \$2.3 million to gross profit in the quarter and \$5.5 million year to date.

Gross profit as a percent of revenue decreased in the quarter primarily due to compressed equipment margins and increased equipment write-downs. Year to date, gross profit as a percent of revenue was flat, as reduced equipment margins were offset by the shift in sales mix towards higher margin product support revenue

### Selling, General and Administrative ("SG&A") Expenses and Net Finance Costs

SG&A expense decreased 4% in the quarter and 1% year to date, primarily due to a decrease in sales commissions and annual performance incentives, which was partly offset by the inclusion of the Red Deer Agriculture dealership acquired in the fourth quarter of 2018 and restructuring charges of \$1.3 million incurred in the third quarter of 2019.

The increase in net finance costs of \$1.9 million in the quarter and \$5.1 million year to date is primarily due to the adoption of IFRS 16.

### Income

Income before income tax decreased \$18 million in the quarter and \$28 million year to date, principally due to the \$17 million reduction in gross profit in the quarter and \$25 million year to date, as discussed above. The adoption of IFRS 16 also decreased income before income tax by \$1.2 million in the quarter and \$2.7 million year to date.

Adjusted income before income tax decreased \$17 million in the quarter and \$29 million year to date.

### Inventory

The focus on reducing our used Agriculture inventory resulted in a decrease of \$33 million in the quarter, relative to the second quarter of 2019.

Agriculture used equipment inventory turnover for the trailing twelve-month period ended September 30, 2019 was 1.65 times, compared to 1.75 times at September 30, 2018, and 1.78 times at December 31, 2018. Inventory turnover is calculated as the trailing twelve month used equipment cost of sales divided by the quarterly average used inventory for the most recent four quarters.

### **Shareholder Distributions**

A quarterly dividend of \$0.11 per share was declared to shareholders of record as at September 30, 2019, a 10% increase from September 30, 2018. The Company repurchased 0.1 million shares under its Normal Course Issuers Bid at a cost of \$0.1 million, and 0.3 million common shares at a cost \$3.9 million, in the three and nine months ended September 30, 2019, respectively.

### **OUTLOOK** (see "Note Regarding Forward-Looking Statements")

The following provides an overview of management's market outlook as it relates to the Company's operations, by segment, at time of writing. The Company's three operational segments are subject to broad market forces in addition to the underlying economic factors specific to the industries they serve. Further, the geographical diversity of the Company's operations may temper or accelerate broader market forces in their significance region to region.

### Agriculture

Agriculture, particularly in Western Canada, remains the driving variable in the Company's results. Canadian producers manage complex, capital intensive businesses, and are heavily influenced by seasonal weather conditions, commodity prices, and input costs.

Following several years of record or near record net farm income, Western Canadian producers have encountered higher input costs, lower commodity prices, uncertainty associated with international trade, and increased Canadian dollar cost of equipment due to foreign exchange.

The 2019 harvest season has been delayed in our Western Canadian region by difficult weather conditions, which has not improved farmer sentiment following the challenging harvest conditions also experienced in 2018. This continued delay of harvest remains an opportunity to market used equipment in season, although the difficult conditions have reinforced producer's caution towards capital commitments.

As discussed in the 'Third Quarter Overview' our current priority is reducing used equipment inventory, which combined with the macro-economic headwinds has resulted in a decrease in new equipment revenue in the short-term. We estimate a reduction in new equipment gross profit in the fourth quarter of 2019 of between \$8 to \$12 million due to lower revenue, margins and incentives, compared to 2018.

Deferral of equipment purchases by producers may provide additional opportunities for parts, service and other solutions as we support the equipment population in our market. This is an opportunity to strengthen our base by providing best in class uptime towards the end of the harvest window, while building on the continued health of our product support business.

In our Australia region, the agriculture outlook remains stable. Commodity prices for dairy have remained elevated due to a decline in global production, while demand for exports, particularly from China, has provided an area of growth for producers. In our New Zealand region, there has been a decline in farmer sentiment and we are focused on reducing equipment inventory in line with current demand.

### **Transportation**

The North American trucking market ended 2018 with total class 8 truck sales of 285,000 units<sup>1</sup> and PACCAR is anticipating sales in the range of 310,000 to 320,000<sup>2</sup> units for 2019. Our Transportation segment has experienced factory delays combined with increased competition, particularly in the fleet market, which have negatively impacted year to date sales.

The industry continues to show signs of excess freight capacity and a decrease in freight rates, which are likely to taper customer purchasing decisions for the remainder of the year and into 2020. PACCAR is anticipating a return to class 8 truck sales for 2020 in the range of 230,000 to 260,000 units<sup>2</sup>, consistent with sales levels experienced in 2016 and 2017.

With equipment demand anticipated to return to historical levels, our focus will be on continuing to expand and strengthen our product support offerings. Our Saskatchewan region continues its stable performance and in Ontario our efforts remain on increasing our truck population and maintaining the internal efficiencies gained in 2018.

### Industrial

In our Industrial segment, we have increased our product support offerings and built on our training and rental lines with the addition of storage solutions. While still in the early stages, storage solutions is a new and growing revenue stream for the division and we look to expand this business line. We continue to look for long term opportunities to leverage the high customer interaction of the material handling markets, while focusing on maintaining internal efficiencies in the near term.

<sup>&</sup>lt;sup>1</sup> PACCAR, PACCAR Achieves Record Annual Revenues and Net Income, January 2019, www.paccar.com

<sup>&</sup>lt;sup>2</sup> PACCAR, PACCAR Achieves Excellent Quarterly Revenues and Earnings, October 2019, www.paccar.com

### **Third Quarter Business Segment Performance**

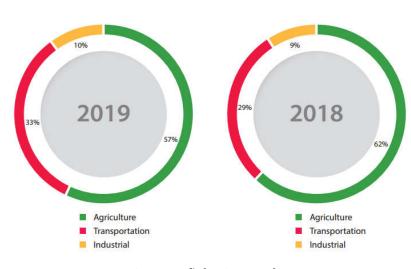
Cervus has three reportable segments: Agricultural, Transportation, and Industrial, each supported by a single shared resources function. The Company allocates the expenditures of shared resources to each individual segment according to specific identification and metrics to estimate use as outlined in Note 14 of the accompanying unaudited condensed interim consolidated financial statements.

The Agricultural equipment segment consists of interests in 36 John Deere dealership locations with 15 in Alberta, 5 in Saskatchewan, 1 in British Columbia, 9 in New Zealand and 6 in Australia.

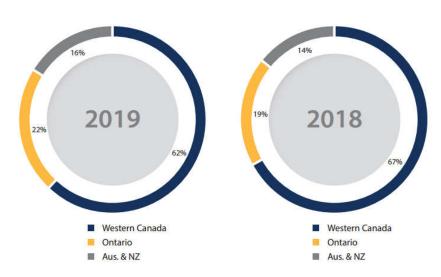
The Transportation segment consists of 19 dealership locations with 4 Peterbilt truck dealerships and 1 Collision Centre operating in Saskatchewan, 12 Peterbilt truck dealerships operating in Ontario, and 2 parts and service locations operating in Ontario.

The Industrial equipment segment consists of 8 material handling and forklift equipment dealership locations with 5 operating in Alberta, 2 in Saskatchewan and 1 in Manitoba, providing some of the following brands: Clark, Sellick, Doosan, JLG and Baumann.

### **Gross Profit by Segment**



### **Gross Profit by Geography**



### **Agricultural Segment Results**

	Three month			Nine month			
	periods 6	ended Sept	ember 30	periods 6	ended Sept	ember 30	
		% Change			% Change		
(\$ thousands, except per share		Compared			Compared		
amounts)	2019	to 2018	2018	2019	to 2018	2018	
Revenue							
New equipment	81,679	(43%)	142,229	266,272	(33%)	394,689	
Used equipment	93,801	(7%)	101,177	200,018	(9%)	219,551	
Total equipment revenue	175,480	(28%)	243,406	466,290	(24%)	614,240	
Parts	34,000	14%	29,776	80,791	10%	73,231	
Service	12,493	10%	11,306	34,325	13%	30,463	
Rental and other	1,058	(2%)	1,079	3,697	(1%)	3,733	
Total product support revenue	47,551	13%	42,161	118,813	11%	107,427	
Total revenue	223,031	(22%)	285,567	585,103	(19%)	721,667	
Gross profit	25,108	(39%)	40,923	74,866	(23%)	97,660	
Total other income	610	(5%)	641	1,117	(9%)	1,225	
Selling, general and administrative expense	(26,251)	(4%)	(27,464)	(75,508)	(1%)	(76,503)	
(Loss) income from operating activities	(533)	(104%)	14,100	475	(98%)	22,382	
Net finance costs	(2,455)	206%	(802)	(6,235)	205%	(2,042)	
Share of income of equity accounted							
investees, net of tax	-	0%	-	-	(100%)	124	
(Loss) income before income tax							
expense	(2,988)	(122%)	13,298	(5,760)	(128%)	20,464	
EBITDA <sup>(1)</sup>	3,691	(77%)	16,085	11,570	(59%)	28,339	
Ratios							
Gross profit margin as a % of revenue	11.3%		14.3%	12.8%		13.5%	
SG&A as a % of gross profit	104.6%		67.1%	100.9%		78.3%	
Adjusted (loss) income before income	(2,988)	(122%)	13,298	(5,760)	(128%)	20,464	
tax expense <sup>(1)</sup>	(2,700)	(12270)	13,270	(3,760)	(12070)	20,404	

<sup>(1) –</sup> Refer to Non-IFRS Measures herein

### **Revenue and Gross Profit**

Producer headwinds reduced equipment demand, resulting in a 28% decrease in equipment revenue in the quarter and 24% year to date. Focused efforts on selling used equipment combined with these headwinds, contributed to the substantial decrease in new equipment revenue relative to the decline in used equipment revenue, in the quarter and year to date.

Product support revenue increased 13% in the quarter and 11% year to date as demand for parts and service continued through the harvest window, building on the busy winter and spring following a difficult 2018 harvest.

The 39% decrease in gross profit dollars in the quarter and 23% year to date, was due to a decrease in equipment revenue, margin compression, inventory write-downs and reduced OEM incentives on new equipment, as we prioritize reducing existing used inventory levels. The decrease in equipment gross profit was partly offset by increased gross profit dollars on product support revenue.

Gross profit as a percent of revenue decreased in the quarter and year to date primarily due to compressed equipment margins and increased equipment inventory write-downs.

### **SG&A and Net Finance Costs**

SG&A expense decreased 4% in the quarter and 1% year to date. This trend is consistent with our overall results and was primarily due to a decrease in sales commissions and annual performance incentives, which were partly offset by the inclusion of the Red Deer dealership acquired in the fourth quarter of 2018 and restructuring charges of \$1.0 million incurred in the third quarter of 2019.

The increase in net finance costs of \$1.7 million in the quarter and \$4.2 million year to date, is primarily due to the adoption of IFRS 16, which increased net finance costs by \$1.4 million in the quarter and \$3.8 million year to date.

Managing floorplan to utilize certain interest free periods provided by manufacturers, reduced interest otherwise payable on John Deere floor plans from \$1.2 million to \$0.3 million in the quarter and from \$3.1 million to \$0.4 million year to date.

### Income

Income before income tax decreased \$16 million in the quarter and \$26 million year to date, primarily the result of the decrease in gross profit of \$16 million in the quarter and \$23 million year to date, as discussed above. The adoption of IFRS 16 also decreased income before income tax by \$0.7 million in the quarter and \$1.7 million in the year to date.

### **Transportation Segment Results**

	T	hree mont	h	Nine month			
	periods ended September 30			periods (	ended Sept	ember 30	
(\$ thousands, except per share amounts)	2019	% Change Compared to 2018	2018	2019	% Change Compared to 2018	2018	
Revenue							
New equipment	44,957	(20%)	56,040	142,251	(17%)	171,110	
Used equipment	2,071	(54%)	4,483	6,940	(26%)	9,373	
Total equipment revenue	47,028	(22%)	60,523	149,191	(17%)	180,483	
Parts	24,446	3%	23,828	76,051	6%	71,815	
Service	8,037	6%	7,602	24,031	3%	23,401	
Rental and other	979	(39%)	1,598	3,057	(38%)	4,919	
Total product support revenue	33,462	1%	33,028	103,139	3%	100,135	
Total revenue	80,490	(14%)	93,551	252,330	(10%)	280,618	
Gross profit	13,546	(10%)	14,997	44,098	(3%)	45,480	
Total other (loss) income	(35)	(104%)	917	1,533	104%	752	
Selling, general and administrative expense	(12,479)	(2%)	(12,740)	(40,022)	1%	(39,592)	
Income from operating activities	1,032	(67%)	3,174	5,609	(16%)	6,640	
Net finance costs	(888)	22%	(729)	(2,789)	29%	(2,156)	
Income before income tax expense	144	(94%)	2,445	2,820	(37%)	4,484	
EBITDA <sup>(1)</sup>	2,980	(35%)	4,619	11,178	(6%)	11,934	
Ratios							
Gross profit margin as a % of revenue	16.8%		16.0%	17.5%		16.2%	
SG&A as a % of gross profit	92.1%		85.0%	90.8%		87.1%	
Reconciliation of adjusted income							
before income tax expense:							
Income before income tax expense	144	(94%)	2,445	2,820	(37%)	4,484	
Adjustments:							
Unrealized foreign currency loss (gain)							
included in other income	226		(574)	(995)		130	
Adjusted income before income tax	370	(80%)	1,871	1,825	(60%)	4,614	
expense <sup>(1)</sup>							

<sup>(1) -</sup> Refer to Non-IFRS Measures herein

### **Revenue and Gross Profit**

Transportation segment equipment revenue decreased 22% in the quarter and 17% year to date compared to the robust sales in the prior year. Dealers experienced increased competition in the quarter, particularly in the fleet market. New equipment revenue was also impacted by factory delays in the year to date, which had eased by the end of the second guarter.

Product support revenue continued to improve, with a deliberate increase in our parts sales team facilitating a 3% increase in parts revenue in the quarter and 6% year to date.

Gross profit dollars decreased \$1.5 million in the quarter and \$1.4 million year to date, driven by lower equipment sales activity in the third quarter. The increase in gross profit margin as a percent of revenue reflects the shift in sales mix towards higher margin product support revenues.

### **SG&A and Net Finance Costs**

SG&A expense decreased 2% in the quarter and increased 1% year to date. In the quarter and year to date, SG&A expense increased due to the investment in growing our parts sales team, partly offset by lower equipment sales commissions. In the quarter, this increase in SG&A expense was offset by a decrease in annual performance incentives compared to 2019.

The increase in net finance costs of \$0.2 million in the quarter and \$0.6 million year to date, is due to the adoption of IFRS 16 which increased net finance costs by \$0.3 million in the quarter and \$1.0 million year to date.

At September 30, 2019, approximately 30% (September 30, 2018 – 10%) of the Transportation segment's outstanding floor plan balances were non-interest bearing due to various incentives and interest free periods in place.

### **Income**

Adjusted income before income tax decreased \$1.5 million in the quarter and \$2.8 million year to date. This includes the adoption of IFRS 16, which decreased income before income tax by \$0.5 million in the quarter and \$0.9 million year to date.

The increase in unrealized foreign exchange gains for the year to date was due to the appreciation of the Canadian dollar, relative the US dollar. Most of our floorplan in the Transportation segment is payable in US dollars and fluctuations in exchanges rates result in unrealized foreign exchange gains or losses period to period.

### **Industrial Segment Results**

	Three month			Nine month			
	periods 6	ended Sept	ember 30	periods	ended Sept	ember 30	
(\$ thousands, except per share amounts)	2019	% Change Compared to 2018	2018	2019	% Change Compared to 2018	2018	
Revenue							
New equipment	5,092	(13%)	5,873	15,516	(22%)	19,992	
Used equipment	1,037	131%	448	3,345	10%	3,048	
Total equipment revenue	6,129	(3%)	6,321	18,861	(18%)	23,040	
Parts	2,751	(5%)	2,907	8,895	(21%)	11,245	
Service	2,531	7%	2,362	7,287	(9%)	8,001	
Rental and other	2,150	20%	1,790	7,009	34%	5,218	
Total product support revenue	7,432	5%	7,059	23,191	(5%)	24,464	
Total revenue	13,561	1%	13,380	42,052	(11%)	47,504	
Gross profit	4,193	6%	3,961	13,486	(3%)	13,939	
Total other income	191	68%	114	611	(42%)	1,048	
Selling, general and administrative expense	(3,769)	(5%)	(3,965)	(12,487)	(7%)	(13,416)	
Income from operating activities	615		110	1,610	2%	1,571	
Net finance costs	(79)		(34)	(309)		(59)	
Income before income tax expense	536		76	1,301	(14%)	1,512	
EBITDA <sup>(1)</sup>	1,557	168%	580	4,356	41%	3,088	
Ratios							
Gross profit margin as a % of revenue	30.9%		29.6%	32.1%		29.3%	
SG&A as a % of gross profit	89.9%		100.1%	92.6%		96.2%	
Reconciliation of adjusted income (loss) before income tax expense: Income before income tax expense Adjustments:	536		76	1,301	(14%)	1,512	
Unrealized foreign currency (gain) included in other income (Gain) on sale of Commercial operations	(19) -	(88%)	(156) -	(21) -	(89%) (100%)	(187) (480)	
Adjusted income (loss) before income	517		(80)	1,280	51%	845	
tax expense <sup>(1)</sup>			(00)	.,230	,	0.5	

<sup>(1) -</sup> Refer to Non-IFRS Measures herein

### Overview

Due to the disposition of the four Construction dealerships in the first quarter of 2018, segment results for 2019 are not directly comparable to 2018. To aid in comparability of the ongoing Industrial segment, a same store analysis is presented on the following page.

### **Industrial Segment Same Store Results**

	Т	hree mont	h	Nine month			
	periods e	nded Sept	ember 30	periods e	nded Sept	ember 30	
(\$ thousands, except per share amounts)	2019	% Change Compared to 2018	2018 Same Store	2019	% Change Compared to 2018	2018 Same Store	
Revenue	2019	10 20 18	Store	2019	10 20 18	31016	
New equipment	5,092	(13%)	5,873	15,516	7%	14,441	
Used equipment	1,037	131%	448	3,345	77%	1,895	
Total equipment revenue	6,129	(3%)	6,321	18,861	15%	16,336	
Parts	•			-	5%		
	2,751	(5%)	2,907	8,895		8,459	
Service	2,531	7%	2,362	7,287	2%	7,177	
Rental and other	2,150	20%	1,790	7,009	34%	5,218	
Total product support revenue	7,432	5%	7,059	23,191	11%	20,854	
Total revenue	13,561	1%	13,380	42,052	13%	37,190	
Gross profit	4,193	6%	3,961	13,486		12,049	
Total other income	191	68%	114	611	39%	439	
Selling, general and administrative expense	(3,769)	(5%)	(3,965)	(12,487)	8%	(11,574)	
Income from operating activities	615		110	1,610	76%	914	
Net finance costs	(79)		(34)	(309)		(26)	
Income before income tax expense	536	605%	76	1,301	47%	888	
EBITDA <sup>(1)</sup>	1,557	168%	580	4,356	80%	2,425	
Ratios							
Gross profit margin as a % of revenue	30.9%		29.6%	32.1%		32.4%	
SG&A as a % of gross profit	89.9%		100.1%	92.6%		96.1%	
Reconciliation of adjusted income (loss) before income tax expense:							
Income before income tax expense	536	605%	76	1,301	47%	888	
Adjustments:							
Unrealized foreign exchange (gain)			,				
included in other income	(19)	(88%)	(156)	(21)	(90%)	(219)	
Adjusted income (loss) before income tax expense <sup>(1)</sup>	517		(80)	1,280	91%	669	

<sup>(1) -</sup> Refer to Non-IFRS Measures herein

### **Revenue and Gross Profit**

Equipment revenue decreased 3% in the quarter and increased 15% year to date. The third quarter of 2018 includes \$1.6 million of new equipment revenue related to inventory held back from the sale of the Construction dealerships. Excluding this revenue from 2018, new equipment revenue increased 19% in the quarter, the result of catch up demand following customer deferral of equipment purchases in recent years.

Product support revenue increased 5% in the quarter and 11% year to date. This was primarily driven by the increase in rental and other of 20% in the quarter and 34% year to date, which includes our new storage and racking solutions business line.

Gross profit dollars increased 6% in the quarter and 12% year to date, as the increase in gross profit from our higher margin product support revenues more than offset the decrease in gross profit dollars resulting from the lower equipment revenue reported in the quarter.

### **SG&A and Net Finance Costs**

SG&A expense decreased 5% in the quarter, primarily driven by a decrease in annual performance incentives. The administrative expenses incurred to establish the storage and racking solutions business line and retention of key senior personnel previously shared between the Construction and Industrial dealerships in 2018 are the principal factors in the 8% increase in SG&A expense year to date.

The increase in net finance costs of \$0.1 million in the quarter and \$0.3 million year to date, is primarily due to the adoption of IFRS 16 which increased net finance costs by \$0.1 million in the quarter and \$0.2 million year to date.

At September 30, 2019, approximately 53% (September 30, 2018 – 50%) of the Industrial segment's outstanding floor plan balances were non-interest bearing due to various incentives and interest free periods in place.

### Income

Adjusted income before income tax increased \$0.6 million in the quarter and year to date, including the impact of IFRS 16.

### **Third Quarter Cash Flows**

Cervus' primary sources and uses of cash flow for the nine months ended September 30, 2019 and 2018, are as follows:

9 months ended September 30			Increase (Decrease)
(\$ thousands)	2019	2018	in Cash
Net (loss) income	(1,570)	19,746	(21,316)
Effect of non-cash items in net earnings & changes in working capital	22,241	(32,911)	55,152
Cash provided from (used in) operating activities	20,671	(13,165)	33,836
Cash (used in) provided from investing activities	(11,464)	10,702	(22,166)
Cash (used in) financing activities	(9,006)	(4,273)	(4,733)
Net increase (decrease) in cash	201	(6,736)	6,937
Effect of foreign exchange on cash	839	1,044	(205)
Cash, beginning of period	6,106	14,502	(8,396)
Cash, end of period	7,146	8,810	(1,664)

### **Operating Activities**

The principal factors in the \$34 million increase in operating cash flow period over period were:

A \$21 million decrease in cash from reduced income associated with decreased profitability in our Agriculture and Transportation segments.

A \$23 million increase in cash from accounts receivable quarter over quarter, as the comparative period included an increase to accounts receivable of \$18 million at period end which was subsequently collected.

A \$23 million increase in cash from floorplan payables due to increased inventory financed through OEM floor plan facilities in the current period, compared to increased inventory financed through the Syndicated credit facility in the prior year. The Company seeks to optimize the financing of inventory between OEM floor plans and the Syndicated credit facility. However, floor plan facilities are included in working capital, while the Syndicated credit facility is included in financing activities due to the committed term of the facility.

In periods where a portion of inventory is financed through OEM floor plan facilities, operating cash flow is increased, while cash provided from financing activities decreases. For the nine months ended September 30, 2019, a \$67 million increase in inventory was financed by a \$56 million increase in floor plan facilities, compared to a \$67 million increase in inventory financed by a \$33 million increase in floor plan facilities in the comparative period.

### **Investing Activities**

The \$22 million decrease in cash from investing activities period over period is primarily attributable to the non-recurrence of \$14 million of proceeds received in the first quarter of 2018 on the sale of the Company's Commercial operations and a \$6.8 million increase in cash used to purchase property and equipment.

### **Financing Activities**

The \$4.7 million increase in cash used in financing activities period over period was primarily attributable to the \$3.2 million increase in cash used to purchase common shares, and \$2.2 million increase in cash used for payment of finance lease liabilities.

### **Consolidated Financial Position & Liquidity**

(\$ thousands, except ratio amounts)	September 30,	December 31,
(5 thousands, except ratio amounts)	2019	2018
Current assets	450,246	406,261
Total assets	665,123	538,228
Current liabilities	309,688	253,061
Long-term financial liabilities	115,712	32,624
Shareholders' equity	232,742	243,700
Working capital <sup>(1)</sup>	140,558	153,200
Working capital ratio <sup>(1)</sup>	1.45	1.61

<sup>(1) -</sup> Refer to Non-IFRS Measures herein

### Liquidity

Cervus' working capital decreased by \$13 million to \$141 million at September 30, 2019, when compared to \$153 million at December 31, 2018. As at the date of this report, the Company is in compliance with all of its covenants.

Based on inventory levels at September 30, 2019, the Company had the ability to floor plan an additional \$19 million of inventory and held \$419 million of undrawn floor plan capacity.

The Company's ability to maintain sufficient liquidity is driven by revenue, gross profit, and judicious allocation of resources. At this time, there are no known factors that management is aware of that would affect its short and long-term objectives of meeting the Company's obligations as they come due. Working capital may fluctuate from time to time based on the use of cash and cash equivalents related to the seasonal nature of our business and funding potential future business acquisitions. Cash resources can typically be restored by accessing floor plan monies from unencumbered equipment inventories or accessing undrawn credit facilities. Also, the seasonality of our business requires greater use of cash resources in the first and fourth quarter of each year to fund general operations caused by the seasonal nature of our sales activity.

### **Inventories**

The nature of the business has a significant impact on the amount of equipment that is owned by our various dealerships. The majority of our Agricultural equipment sales come with a trade-in, a limited portion of our Transportation sales come with a trade-in, and our Industrial equipment sales usually do not have trade-ins. This results in a higher amount of used Agriculture equipment than used Transportation and Industrial equipment. In addition, the majority of our new John Deere equipment is on consignment from John Deere, whereas we purchase the new equipment from our other manufacturers. The majority of our product lines, in all segments, are manufactured in the US with pricing based in US dollars, but invoiced in Canadian dollars.

At September 30, 2019, the Company believes that the recoverable value of new and used equipment inventories exceeds its respective carrying value. For the three and nine months ended September 30, 2019, the Company recognized inventory valuation adjustments through cost of goods sold of \$9.3 million and \$14 million expense (September 30, 2018 - \$2.8 million and \$8.6 million expense).

Inventory by segment for the period ended September 30, 2019, compared to December 31, 2018, is as follows:

	September 30,	December 31,	Increase/
(\$ thousands)	2019	2018	(Decrease)
Agricultural			
New	90,264	69,941	20,323
Used	148,258	155,597	(7,339)
Other	32,052	29,719	2,333
Total inventory	270,574	255,257	15,317
Transportation			
New	70,162	37,725	32,437
Used	3,847	4,730	(883)
Other	21,466	21,004	462
Total inventory	95,475	63,459	32,016
Industrial			
New	5,504	7,000	(1,496)
Used	945	1,375	(430)
Other	1,151	1,095	56
Total inventory	7,600	9,470	(1,870)
Total inventory	373,649	328,186	45,463

Due to seasonality of sales activity in our operating segments, comparability to inventory levels at December 31, 2018, may be limited. Therefore, we have provided inventory by segment for the period ended September 30, 2019, compared to September 30, 2018. A summary of the movement is as follows:

	September 30,	September 30,	Increase/
(\$ thousands)	2019	2018	(Decrease)
Agricultural			
New	90,264	74,144	16,120
Used	148,258	158,587	(10,329)
Other	32,052	29,442	2,610
Total inventory	270,574	262,173	8,401
Transportation			
New	70,162	50,300	19,862
Used	3,847	4,130	(283)
Other	21,466	20,106	1,360
Total inventory	95,475	74,536	20,939
Industrial			
New	5,504	6,856	(1,352)
Used	945	965	(20)
Other	1,151	1,204	(53)
Total inventory	7,600	9,025	(1,425)
Total inventory	373,649	345,733	27,916

### **Capital Resources**

We use our capital to finance current operations and growth strategies. Our capital consists of both debt and equity and we believe the best way to maximize shareholder value is to use a combination of equity and debt financing to leverage our operations. A summary of the Company's available credit facilities as at September 30, 2019 are as follows:

	September 30, 2019			December 31, 2018				
			Letters of	Amount			Letters of	Amount
(\$ thousands)	<b>Total Limits</b>	Borrowings	Credit	Available	<b>Total Limits</b>	Borrowings	Credit	Available
Operating and other bank credit								
facilities	122,609	25,536	2,451	94,622	122,867	21,071	2,400	99,396
Capital facilities	(a)	9,485				9,942		
Floor plan facilities and rental equipment term loan financing	(b)	220,110				166,219		
Total borrowing		255,131				197,232		

- (a) For capital facilities, the amount available under the facilities is limited to the lesser of the pre-approved credit limit of \$9.5 million (December 31, 2018 \$9.9 million) or the available unencumbered assets which is estimated at \$6.9 million as at September 30, 2019 (December 31, 2018 \$2.4 million).
- (b) For floorplan facilities, the amount available under the facilities is limited to the lesser of the pre-approved credit limit of \$419 million (December 31, 2018 \$418 million) or the available unencumbered assets which is estimated at \$19 million as at September 30, 2019 (December 31, 2018 \$34 million).

### **Operating and Other Bank Credit Facilities**

At September 30, 2019, the Company has a revolving credit facility with a syndicate of underwriters. The principal amount available under this facility is \$120 million. The facility was amended and extended on December 18, 2018. The facility is committed for a four-year term, but may be extended on or before the anniversary date with the consent of the lenders. The facility contains an \$80 million accordion which the Company may request as an increase to the total available facility, subject to lender approval. As at September 30, 2019, there was \$25 million drawn on the facility and \$2.5 million had been utilized for outstanding letters of credit to John Deere.

We believe that the credit facilities available to the Company outlined above are sufficient to meet our revenue targets and working capital requirements for 2019.

During the third quarter of 2019, the definition of Cervus' fixed charge coverage ratio under the Syndicated credit facility was amended to exclude certain restructuring costs in the determination of adjusted EBITDA and to exclude share purchases under the Normal Course Issuer Bid ("NCIB") from shareholder distributions for the period in which purchases under the NCIB are suspended.

The Company must meet certain financial covenants as part of its current credit facilities, as at the date of this report, the Company is in compliance with all its covenants as follows:

	September 30, 2019	December 31, 2018
Total liabilities to net worth ratio <sup>(1)</sup> (not exceeding 4.0:1.0)	2.77	2.39
<b>Fixed charge coverage ratio</b> (greater than or equal to 1.10:1.00)	1.97	2.38
Asset coverage ratio (3) (greater than 3.0:1.0)	8.50	11.82

(1) – Calculated using an adjusted liability value over an adjusted equity value. Full definitions of adjusted liabilities and adjusted equity are defined in the Syndicate Credit Agreement filed as a material document on SEDAR.

- (2) Calculated as an adjusted EBITDA figure over the sum of interest expense, scheduled principal payments, operating lease payments and distributions paid to shareholders in the twelve months prior to the calculation date. Full definitions of this calculation are defined in the Syndicate Credit Agreement filed as a material document on SEDAR.
- (3) Calculated as net tangible total assets less consolidated debt excluding floorplan plan liabilities, plus debt due under the credit facility over the amount due under the credit facility. Full definitions of this calculation are defined in the Syndicate Credit Agreement filed as a material document on SEDAR.

### **Capital Facilities**

Capital facilities consist of capital asset financing primarily through credit facilities with Farm Credit Canada and Affinity Credit Union. The Company's financial covenants under its mortgages with Farm Credit Canada were amended to align with certain of the Company's financial covenants under its committed operating facility, discussed above.

### Floor Plan Facilities

Floor plan payables consist of financing arrangements for the Company's inventories and rental equipment financing with John Deere Canada ULC, Wells Fargo Equipment Finance Company, ECN Capital Corp., PACCAR Financial Ltd., US Bank, and Canadian Imperial Bank of Commerce. At September 30, 2019, floor plan payables related to inventories were \$212 million.

Floor plan payables at September 30, 2019 represented approximately 57% of our inventories (December 31, 2018 – 48%). Floor plan payables fluctuate significantly from quarter to quarter based on the timing between the receipt of equipment inventories and their actual repayment so that the Company may take advantage of any programs made available to the Company by its key suppliers.

Interest on floor plans at the contractual rate were largely offset by dealer rebates and interest free periods. Total Agricultural segment interest otherwise payable on John Deere floor plans approximates \$1.2 million and \$3.1 million for the three and nine month periods ended September 30, 2019 (September 30, 2018 – \$0.8 million and \$2.2 million). This amount was offset by rebates applied during the three and nine month periods ended September 30, 2019, of \$0.9 million and \$2.6 million (September 30, 2018 - \$0.7 million and \$1.8 million). At September 30, 2019, approximately 53% (September 30, 2018 – 50%) of the Industrial segment's and 30% (September 30, 2018 – 10%) of the Transportation segment's outstanding floor plan balances were non-interest bearing due to various incentives and interest free periods in place.

### **Outstanding Share Data**

As of the date of this MD&A, there are 15 million common shares and 0.9 million deferred share units outstanding. As at September 30, 2019 and 2018, the Company had the following weighted average shares outstanding:

	September 30,	September 30,
(thousands)	2019	2018
Basic weighted average number of shares outstanding	15,374	15,680
Dilutive impact of deferred share plan	-	819
Diluted weighted average number of shares outstanding	15,374	16,499

### Normal Course Issuer Bid ("NCIB")

For the three and nine months ended September 30, 2019, the Company had repurchased 0.1 million and 0.3 million common shares at a weighted average price of \$12.28 and \$12.71 per share, respectively, under the Bid.

### **Dividends Paid and Declared to Shareholders**

The Company, at the discretion of the Board of Directors, is entitled to make cash dividends to its shareholders. The following table summarizes our dividends paid for the period ended September 30, 2019:

(\$ thousands, except per share amounts)			Dividends	
Record Date	Dividend per Share	Dividend Payable	Reinvested	Net Dividend Paid
March 29, 2019	0.1100	1,709	230	1,479
June 28, 2019	0.1100	1,685	209	1,476
September 30, 2019	0.1100	1,686	109	1,577
Total	0.3300	5,080	548	4,532

As of the date of this MD&A, all dividends as described above were paid (see "Capital Resources – Cautionary note regarding dividends").

### **Dividend Reinvestment Plan ("DRIP")**

The DRIP was implemented to allow shareholders to reinvest quarterly dividends and receive Cervus shares. For shareholders who elect to participate, their periodic cash dividends are automatically reinvested in Cervus shares at a price equal to 95% of the volume-weighted average price of all shares for the ten trading days preceding the applicable record date. Eligible shareholders can participate in the DRIP by directing their broker, dealer, or investment advisor holding their shares to notify the plan administrator, Computershare Trust Company of Canada Ltd., through the Clearing and Depository Services Inc. ("CDS"), or directly where they hold the certificates personally.

During the three and nine month periods ended September 30, 2019, 0.1 million and 0.1 million (September 30, 2018 – 0.1 million and 0.1 million) common shares were issued through the Company's dividend reinvestment plan.

### **Taxation**

Cervus' 2019 dividends declared and paid through September 30, 2019, are considered to be eligible dividends for tax purposes on the date paid.

### Cautionary Note Regarding Dividends (see "Note Regarding Forward-Looking Statements")

The payment of future dividends is not assured and may be reduced or suspended. Our ability to continue to declare and pay dividends will depend on our financial performance, debt covenant obligations, and our ability to meet our debt obligations and capital requirements. In addition, the market value of the Company's common shares may decline if we are unable to meet our cash dividend targets in the future, and that decline may be significant. Under the terms of our credit facilities, we are restricted from declaring dividends or distributing cash if the Company is in breach of its debt covenants. As at the date of this report, the Company is not in violation of any of its covenants.

### **Summary of Quarterly Results**

Sales activity for the Agricultural segment is normally highest between April and September during growing seasons in Canada and the impact on the growing seasons for New Zealand and Australia has not materially impacted the above results. Activity in the Transportation sector generally increases in winter months, while the Industrial sector generally slows in the winter months. As a result, income or losses may not accrue uniformly from quarter to quarter.

(\$ thousands, except per share	September 30,	June 30,	March 31,	December 31,
amounts)	2019	2019	2019	2018
Revenues	317,082	327,605	234,798	300,248
(Loss) income	(1,675)	2,817	(2,714)	5,031
Gross profit	42,847	46,879	42,722	51,999
Gross profit margin	13.5%	14.3%	18.2%	17.3%
EBITDA <sup>(1)</sup>	8,228	11,981	6,893	13,367
(Loss) income per share:				
Basic	(0.11)	0.18	(0.17)	0.32
Diluted	(0.11)	0.17	(0.17)	0.31
Adjusted (loss) income per share (1)				
Basic	(0.10)	0.15	(0.20)	0.35
Diluted	(0.10)	0.14	(0.20)	0.33
Weighted average shares outstanding				
Basic	15,326	15,445	15,546	15,593
Diluted	15,326	16,394	15,546	16,393

(\$ thousands, except per share	September 30,	June 30,	March 31,	December 31,
amounts)	2018	2018	2018	2017
Revenues	392,499	408,585	248,706	272,726
Income (loss)	12,180	9,516	(1,948)	3,727
Gross profit	59,882	57,848	39,350	53,730
Gross profit margin	15.3%	14.2%	15.8%	19.7%
EBITDA <sup>(1)</sup>	21,285	19,385	2,693	13,622
Income (loss) per share:				
Basic	0.78	0.61	(0.12)	0.24
Diluted	0.74	0.58	(0.12)	0.23
Adjusted income (loss) per share <sup>(1)</sup>				
Basic	0.74	0.61	(0.12)	0.25
Diluted	0.71	0.58	(0.12)	0.24
Weighted average shares outstanding				
Basic	15,679	15,672	15,686	15,638
Diluted	16,498	16,483	15,686	16,335

### (1) - Refer to Non-IFRS Measures herein

The comparative figures for 2018 include an adjustment relating to the first quarter of 2018. The adjustment results in an increase to cost of sales of \$2.4 million, resulting a reduction in income tax expense of \$0.6 million. The change in the comparative balance sheet was a decrease in inventory of \$2.4 million, a decrease in income tax payable of \$0.6 million and a decrease in retained earnings of \$1.8 million.

### **Off-Balance Sheet Arrangements**

In the normal course of business, we enter agreements that include indemnities in favor of third parties, such as engagement letters with advisors and consultants, and service agreements. We have also agreed to indemnify our directors, officers, and employees and those of our subsidiaries, in accordance with our governing legislation, our constating documents and other agreements. Certain agreements do not contain any limits on our liability and, therefore, it is not possible to estimate our potential liability under these indemnities. In certain cases, we have recourse against third parties with respect to these indemnities. Further, we also maintain insurance policies that may provide coverage against certain claims under these indemnities.

John Deere Credit Inc. ("Deere Credit") provides financing to certain of the Company's customers. A portion of this financing is with recourse to the Company if the amounts are uncollectible. At September 30, 2019, payments in arrears by such customers aggregated \$1.2 million (September 30, 2018 - \$0.7 million). In addition, the Company is responsible for assuming the net residual value of all customer lease obligations held with Deere Credit, at the maturity of the contract, should the customer not elect to buy out the equipment at maturity. At September 30, 2019, the net residual value of such leases aggregated \$315 million (September 30, 2018 - \$292 million) of which the Company believes all are recoverable.

The Company is liable for a potential deficiency in the event that the customer defaults on their lease obligation or retail finance contract. Deere Credit retains 1% of the face amount of the finance or lease contract for amounts that the Company may owe Deere Credit under this obligation. The deposits are capped at between 1% and 3% of the total dollar amount of the lease and finance contracts outstanding. The maximum liability that can arise related to these arrangements is limited to the deposits of \$2.4 million at September 30, 2019 (September 30, 2018 - \$2.8 million). Deere Credit reviews the deposit account balances quarterly and if the balances exceed the minimum requirements, Deere Credit refunds the difference to the Company.

The Company has issued irrevocable standby Letters of Credit to Deere Credit and another supplier in the aggregate amount of \$2.5 million. The Letters of Credit were issued in accordance with the dealership arrangements with the suppliers that would allow the supplier to draw upon the letter of credit if the Company was in default of any of its obligations.

### **Transactions with Related Parties**

### **Key Management Personnel Compensation**

In addition to their salaries, the Company also provides non-cash benefits to its directors and executive officers. The Company contributes to the deferred share plan on behalf of directors and executive officers, and to the employee share purchase plan on behalf of executive officers, if enrolled, in accordance with the terms of the plans. The Company has no retirement or post-employment benefits available to its directors and executive officers, aside from permitting unvested deferred share units earned during employment to continue vesting upon retirement.

### **Other Related Party Transactions**

Certain officers and dealer managers of the Company have provided guarantees to John Deere as required by John Deere aggregating \$6.6 million (September 30, 2018 - \$6.8 million). During the three and nine month periods ended September 30, 2019, the Company paid those individuals \$0.1 million and \$0.2 million (September 30, 2018 - \$0.1 million and \$0.1 million), for providing these guarantees which represents a similar amount to guarantee fees otherwise paid to financial institutions. These transactions were recorded at the amount agreed to between the Company and the guarantors and are included in selling, general and administrative expenses.

### **Critical Accounting Estimates and Judgments**

Preparation of unaudited and audited consolidated financial statements requires that we make assumptions regarding accounting estimates for certain amounts contained within the unaudited and audited consolidated financial statements. We believe that each of our assumptions and estimates is appropriate to the circumstances and represents the most likely future outcome. However, because of the uncertainties inherent in making assumptions and estimates regarding unknown future outcomes, future events may result in significant differences between estimates and actual results. Further information on our critical accounting estimates can be found in the notes to the audited consolidated financial statements for the year ended December 31, 2018, as filed on SEDAR at www.sedar.com.

In preparing these unaudited condensed interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended December 31, 2018.

### **Business Risks and Uncertainties**

The Company's business risks and uncertainties remain unchanged from those discussed in our annual MD&A for the year ended December 31, 2018, as filed on SEDAR at www.sedar.com

### **Changes in Significant Accounting Policies**

Except as described below, the accounting policies applied are consistent with those of the audited annual consolidated financial statements prepared for the year ended December 31, 2018 and as described in Note 3 of those financial statements.

### **IFRS 16 Leases**

The Company adopted IFRS 16 *Leases* effective January 1, 2019. IFRS 16 replaces existing lease guidance, including IAS 17 Lease, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

The Company has adopted IFRS 16 using the modified retrospective approach, with the cumulative effect of initially applying this standard recognized in retained earnings on the date of initial application (i.e., January 1, 2019). Accordingly, the comparative information has not been restated, and continues to be reported under IAS 17 and IFRIC 4. The details of the changes in accounting policies are described below.

### (a) Definition of a Lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease under this standard. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019.

### (b) Leases in which the Company is Lessee

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under IFRS 16, the Company recognizes right-of-use assets and lease liabilities for most leases – i.e., these leases are on-balance sheet.

The Company decided to apply recognition exemptions to short-term leases of buildings, and leases of low-value office equipment. For leases of all other assets, which were classified as operating under IAS 17, the Company recognized right-of-use assets and lease liabilities.

### i. Leases classified as Operating Leases under IAS 17

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

### (b) Leases in which the Company is Lessee (continued)

ii. Leases previously classified as Finance Leases under IAS 17

For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use asset and the lease liability at January 1, 2019 are determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before that date.

### (c) Leases in which the Company is Lessor

The Company is not required to make any adjustments on transition to IFRS 16 for leases in which it acts as a lessor, except for certain sub-leases. The Company accounted for its leases in accordance with IFRS 16 from the date of initial application.

Under IFRS 16, the Company is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset. On transition, the Company reassessed the classification of its sub-lease contracts previously classified as operating leases under IAS 17. The Company concluded that certain sub-leases are finance leases under IFRS 16.

### (d) Impacts on Financial Statements

On transition to IFRS 16, the Company recognized an additional \$84 million of right-of-use assets and \$84 million of lease liabilities.

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate applicable to the lease assets at January 1, 2019. The weighted average rate applied is 8%.

\$ thousands	Janu	ary 1, 2019
Operating lease commitment at December 31, 2018 as disclosed in the Company's consolidated financial statements	\$	130,584
Discounted using the incremental borrowing rate at January 1, 2019		(57,446)
Finance lease liabilities recognized as at January 1, 2019		73,138
Recognition exemption for:		
Leases of low-value assets		(25)
Extension options reasonably certain to be exercised		11,116
Lease liabilities recognized as at January 1, 2019	\$	84,229

### (d) Impacts on Financial Statements (continued)

The associated right-of-use assets for property leases were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position as at December 31, 2018. There were no onerous contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognized right-of-use assets relate to the following types of assets:

	Sept	ember 30,	January 1,
\$ thousands		2019	2019
Buildings	\$	80,122	\$ 82,748
Motor vehicles		1,984	1,341
Office equipment		96	140
Total right-of-use assets	\$	82,202	\$ 84,229

The change in accounting policy affected the following items in the statement of financial position as at September 30, 2019:

(\$ thousands) ncrease (decrease) in:		September 30 2019		
		2017		
Current assets				
Trade and other receivables	\$	2,145		
Non-current assets				
Other long-term assets		5,101		
Property, plant and equipment		(6,841)		
Right-of-use assets		82,202		
Total assets	\$	82,607		
Current liabilities				
Current portion of finance lease obligation	\$	6,525		
Non-current liabilities				
Finance lease obligation		78,124		
Deferred income tax liability		664		
Total liabilities		85,313		
Equity				
Retained earnings		(2,706)		
Total equity	\$	(2,706)		

The change in accounting policy affected the following items in the statement of comprehensive (loss) income for the three and nine months ended September 30, 2019:

\$ thousands Increase (decrease) in:	Three month period ended September 30, 2019	Nine month period ended September 30, 2019
Gross profit	(315)	(290)
Rent expense	(3,642)	(9,639)
Depreciation expense	2,726	7,114
Selling, general and administrative expense	(916)	(2,525)
Net finance costs	1,777	4,967
Loss before income tax expense	1,176	2,732
Income tax expense	-	664
Loss for the period	1,176	3,396

### Initial Adoption of IFRS 16 – Leases

The Company adopted IFRS 16 – Leases effective January 1, 2019, and this is the third reporting period under this new standard. The comparative period has not been adjusted, as more fully discussed in Note 3 of the interim financial statements for the three and nine months ended September 30, 2019. The adoption of IFRS 16 results in an increase in depreciation and interest expense, and a reduction in rent expense. The adoption of IFRS 16 does not alter the cash payments made under rents compared to immediately prior to transition. To aid in comparability to prior periods, the current period impact of adopting IFRS 16 on components of the Statement of Comprehensive (Loss) Income is disclosed below and throughout this Management's Discussion and Analysis as follows:

**Agricultural** 

(\$ thousands)	Three month period ended	Nine month period ended		
Increase (decrease) in:	September 30, 2019	September 30, 2019		
Gross profit	(33)	70		
Rent expense	(2,521)	(6,350)		
Depreciation expense	1,771	4,287		
Selling, general and administrative expense	(750)	(2,063)		
Net finance costs	1,393	3,809		
Loss before income tax expense	676	1,676		

**Transportation** 

(\$ thousands) Increase (decrease) in:	Three month period ended September 30, 2019	•
Gross profit	(282)	(360)
Rent expense	(678)	(1,997)
Depreciation expense	551	1,633
Selling, general and administrative expense	(127)	(364)
Net finance costs	315	951
Loss before income tax expense	470	947

### **Industrial**

(\$ thousands)	Three month period ended	Nine month period ended
Increase (decrease) in:	September 30, 2019	September 30, 2019
Rent expense	(443)	(1,292)
Depreciation expense	404	1,194
Selling, general and administrative expense	(39)	(98)
Net finance costs	69	207
Loss before income tax expense	30	109

### **Responsibility of Management and Board**

### **Disclosure Controls**

The CEO and the CFO are also responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P"). Disclosure controls and procedures are controls and other procedures designed to provide reasonable assurance that information required to be disclosed in documents filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation and includes controls and procedures designed to ensure that information required to be disclosed in documents filed or submitted under securities legislation is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. The CEO and the CFO, together with other members of management, have designed the Company's disclosure controls and procedures in order to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries would have been known to them, and by others, within those entities. There have been no significant changes in the design of our DC&P during the nine month period ended September 30, 2019, that have materially affected, or are reasonably likely to materially affect the Company's DC&P.

### **Internal Controls over Financial Reporting**

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of Cervus are responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR"). Internal control over financial reporting is a process designed by, or under the supervision of, the CEO and the CFO and effected by the Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. There have been no significant changes in the design of our ICFR during the nine month period ended September 30, 2019, that have materially affected, or are reasonably likely to materially affect the Company's ICFR.

The control framework utilized to design the Company's ICFR is the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), (2013). It should be noted a control system, including the Company's DC&P and ICFR, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objective of the control system will be met, and it should not be expected that DC&P and ICFR will prevent all errors or fraud.

### **Additional IFRS Financial Measures**

This MD&A contains certain financial measures that do not have any standardized meaning prescribed by IFRS. Therefore, these financial measures may not be comparable to similar measures presented by other issuers. These measures are identified and defined below:

### **Gross Profit**

Gross profit refers to the Company's total revenue less costs directly attributed to generating the related sales revenue. This additional IFRS measure is identified in our Audited Consolidated Financial Statements on the statement of comprehensive income. Gross profit provides a measure to assess the Company's profitability and efficiency of revenue generated, prior to considering selling, general and administrative expenses.

Gross profit margin is the percentage resulting from dividing Gross Profit from a transaction by the revenue generated by the same transaction.

### **Income (Loss) from Operating Activities**

Income from operating activities refers to income (loss) excluding: general interest expense recognized outside of cost of goods sold, interest income, share of profit (loss) from equity investees, and income tax. This additional IFRS measure is identified in our unaudited interim consolidated financial statements on the statement of comprehensive income. Income from operating activities is a useful supplemental earnings measure as it provides an indication of the financial results generated by our principal business activities prior to consideration of how these activities are financed or how the results are taxed in various jurisdictions and the effects of earnings from equity investees.

### **Non-IFRS Financial Measures**

This MD&A contains certain financial measures that do not have any standardized meaning prescribed by IFRS. Therefore, these financial measures may not be comparable to similar measures presented by other issuers. Investors are cautioned that these measures should not be construed as an alternative to profit or to cash flow from operating, investing, and financing activities determined in accordance with IFRS as indicators of our performance. These measures are provided to assist investors in determining our ability to generate profit and cash flow from operations and to provide additional information on how these cash resources are used. These financial measures are identified and defined below:

### Adjusted (Loss) Income

Adjusted (loss) income is provided to aid in the comparison of the Company's results from one period, to the Company's results from another period. The Company calculates adjusted (loss) income as follows:

### Adjusted (Loss) Income

	Three month periods ended September 30		Nine month periods ended September 30	
(\$ thousands, except per share amounts)	2019	2018	2019	2018
(Loss) income	(1,675)	12,179	(1,570)	19,746
Adjustments:				
Unrealized foreign exchange loss (gain) (1)	207	(730)	(1,016)	(57)
Gain on sale of Commercial operations	-	-	-	(480)
Tax impact of adjustments	(56)	196	273	144
Adjusted (loss) income	(1,524)	11,645	(2,313)	19,353
Adjusted (loss) income per share:				
Basic	(0.10)	0.74	(0.15)	1.23
Diluted	(0.10)	0.71	(0.15)	1.17

### Adjusted (Loss) Income Before Income Tax Expense

### Three Months Ended September 30, 2019

Reconciliation of Adjusted (Loss) Income Before Income Tax Expense (\$ thousands)				
Three months ended September 30, 2019	Total	Agricultural	Transportation	Industrial
(Loss) income before income tax expense	(2,308)	(2,988)	144	536
Adjustments:				
Unrealized foreign exchange loss (gain) (1)	207	-	226	(19)
Adjusted (loss) income before income tax expense	(2,101)	(2,988)	370	517

### Nine Months Ended September 30, 2019

Reconciliation of Adjusted (Loss) Income Before Income Tax Expense (\$ thousands)				
Nine months ended September 30, 2019	Total	Agricultural	Transportation	Industrial
(Loss) income before income tax expense	(1,639)	(5,760)	2,820	1,301
Adjustments:				
Unrealized foreign exchange (gain) <sup>(1)</sup>	(1,016)	=	(995)	(21)
Adjusted (loss) income before income tax expense	(2,655)	(5,760)	1,825	1,280

### Three Months Ended September 30, 2018

Reconciliation of Adjusted Income (Loss) Before Income Tax Expense (\$ thousands)				
Three months ended September 30, 2018	Total	Agricultural	Transportation	Industrial
Income before income tax expense	15,819	13,298	2,445	76
Adjustments:				
Unrealized foreign exchange (gain) <sup>(1)</sup>	(730)	-	(574)	(156)
Adjusted income (loss) before income tax expense	15,089	13,298	1,871	(80)

### Nine Months Ended September 30, 2018

Reconciliation of Adjusted Income Before Income Tax Expense (\$ thousands)				
Nine months ended September 30, 2018	Total	Agricultural	Transportation	Industrial
Income before income tax expense	26,460	20,464	4,484	1,512
Adjustments:				
Unrealized foreign exchange (gain) loss(1)	(57)	-	130	(187)
(Gain) on sale of Commercial operations	(480)	-	-	(480)
Adjusted income before income tax expense	25,923	20,464	4,614	845

<sup>(1) –</sup> Unrealized foreign exchange gains and losses are due to changes in fair value of our derivative financial asset and from period close translation of floorplan payables and cash denominated in US dollars. The unrealized foreign currency gains and losses are treated as an adjustment to the Company's adjusted income calculation as these foreign currency gains and losses are not realized until settlement. Until settlement occurs, there may be large fluctuations period to period on movement of the foreign exchange rate, making comparison of operating performance period over period difficult.

### **EBITDA**

Throughout the MD&A, reference is made to EBITDA, which Cervus' management defines as earnings before interest, income taxes and depreciation and amortization. Management believes that EBITDA is a key performance measure in evaluating the Company's operations and is important in enhancing investors' understanding of the Company's operating performance. As EBITDA does not have a standardized meaning prescribed by IFRS, it may not be comparable to similar measures presented by other companies. As a result, we have reconciled profit as determined in accordance with IFRS to EBITDA, as follows:

### Three Months Ended September 30, 2019

EBITDA (\$ thousands)				
Three months ended September, 2019	Total	Agricultural	Transportation	Industrial
Net (loss) income	(1,675)	(5,086)	2,284	1,127
Add:				
Interest	3,813	2,683	1,023	107
Income taxes	(633)	2,098	(2,140)	(591)
Depreciation and Amortization	6,723	3,996	1,813	914
EBITDA <sup>(1)</sup>	8,228	3,691	2,980	1,557
EBITDA margin <sup>(1)</sup>	2.6%	1.7%	3.7%	11.5%
Reconciliation of adjusted EBITDA <sup>(1)</sup> : EBITDA <sup>(1)</sup> Adjustments:	8,228	3,691	2,980	1,557
Unrealized foreign exchange loss (gain)	207	-	226	(19)
Adjusted EBITDA <sup>(1)</sup>	8,435	3,691	3,206	1,538

### Nine Months Ended September 30, 2019

EBITDA (\$ thousands)				
Nine months ended September 30, 2019	Total	Agricultural	Transportation	Industrial
Net (loss) income	(1,570)	(5,517)	2,701	1,246
Add:				
Interest	10,586	6,845	3,322	419
Income taxes	(69)	(243)	119	55
Depreciation and Amortization	18,157	10,485	5,036	2,636
EBITDA <sup>(1)</sup>	27,104	11,570	11,178	4,356
EBITDA margin <sup>(1)</sup>	3.1%	2.0%	4.4%	10.4%
Reconciliation of adjusted EBITDA (1):				
EBITDA <sup>(1)</sup>	27,104	11,570	11,178	4,356
Adjustments:				
Unrealized foreign exchange (loss)	(1,016)	-	(995)	(21)
Adjusted EBITDA <sup>(1)</sup>	26,088	11,570	10,183	4,335

### Three Months Ended September 30, 2018

EBITDA (\$ thousands)				
Three months ended September 30, 2018	Total	Agricultural	Transportation	Industrial
Net income	12,179	10,198	1,883	98
Add:				
Interest	1,985	962	977	46
Income taxes	3,640	3,100	562	(22)
Depreciation and Amortization	3,480	1,825	1,197	458
EBITDA <sup>(1)</sup>	21,284	16,085	4,619	580
EBITDA margin <sup>(1)</sup>	<b>5.4</b> %	5.6%	4.9%	4.3%
Reconciliation of adjusted EBITDA <sup>(1)</sup> : EBITDA <sup>(1)</sup> Adjustments:	21,284	16,085	4,619	580
Unrealized foreign exchange (gain)	(730)	-	(574)	(156)
Adjusted EBITDA <sup>(1)</sup>	20,554	16,085	4,045	424

### Nine Months Ended September 30, 2018

EBITDA (\$ thousands)				
Nine months ended September 30, 2018	Total	Agricultural	Transportation	Industrial
Net income	19,746	15,276	3,343	1,127
Add:				
Interest	5,559	2,512	2,899	148
Income taxes	6,714	5,188	1,141	385
Depreciation and Amortization	11,342	5,363	4,551	1,428
EBITDA <sup>(1)</sup>	43,361	28,339	11,934	3,088
EBITDA margin <sup>(1)</sup>	4.1%	3.9%	4.3%	6.5%
Reconciliation of adjusted EBITDA <sup>(1)</sup> :				
EBITDA <sup>(1)</sup>	43,361	28,339	11,934	3,088
Adjustments:				
Unrealized foreign exchange (gain) loss	(57)	-	130	(187)
(Gain) on sale of Commercial operations	(480)	_	_	(480)
Adjusted EBITDA <sup>(1)</sup>	42,824	28,339	12,064	2,421

(1) – EBITDA is defined as profit before interest, taxes, depreciation, and amortization. We believe, in addition to income (loss), EBITDA is a useful supplemental earnings measure as it provides an indication of the financial results generated by our principal business activities prior to consideration of how these activities are financed or how the results are taxed in various jurisdictions and before non-cash amortization expense.

Adjusted EBITDA is defined as profit before interest, taxes, depreciation, and amortization, adjusted for unrealized (gains) losses from foreign currency, (gains) losses from sale of minority interests and real estate, and insurance proceeds received in excess of building cost.

### **EBITDA Margin**

EBITDA margin is calculated as EBITDA divided by gross revenue.

### **Working Capital**

Working capital is calculated as current assets less current liabilities. Working capital ratio is calculated as current assets divided by current liabilities.

### **Equipment Inventory Turnover Ratio**

Equipment inventory turnover ratio is calculated as trailing twelve month equipment cost of sales divided by the quarterly average equipment inventory for the most recent four quarters.

### **Note Regarding Forward-Looking Statements**

Certain statements contained in this MD&A constitute "forward-looking statements". These forward-looking statements may include words such as "anticipate", "believe", "could", "expect", "may", "objective", "outlook", "plan", "should", "target" and "will". All statements, other than statements of historical fact, that address activities, events, or developments that Cervus or a third party expects or anticipates will or may occur in the future, including our future growth, results of operations, performance and business prospects and opportunities, and the assumptions underlying any of the foregoing, are forward-looking statements. These forward-looking statements reflect our current beliefs and are based on information currently available to us and on assumptions we believe are reasonable. Actual results and developments may differ materially from the results and developments discussed in the forward-looking statements as they are subject to a number of significant risks and uncertainties, including those discussed under "Business Risks and Uncertainties" and elsewhere in this MD&A. Certain of these risks and uncertainties are beyond our control. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Cervus. These forward-looking statements are made as of the date of this MD&A, and we assume no obligation to update or revise them to reflect subsequent information, events, or circumstances unless otherwise required by applicable securities legislation.

Assumptions were made in preparing and making forward looking statements about Agriculture segment new equipment sales, new equipment gross profit dollars, OEM incentives and income. As part of its assumptions, Cervus assumes that our Western Canadian Agriculture operations will continue to face headwinds, including reduced Canadian Realized Net Farm Income, resulting from increased input costs and reduced commodity prices, trade disputes with China and challenging harvest conditions in parts of our Western Canada region.

The most recent quarterly dividend payment of \$0.11 per share was made to the shareholders of record as of September 30, 2019, on October 15, 2019. See "Capital Resources - Cautionary note regarding dividends" for a cautionary note regarding future dividends

## Unaudited Condensed Interim Consolidated Financial Statements of

### CERVUS EQUIPMENT CORPORATION

For the three and nine month periods ended September 30, 2019 and 2018

### **CERVUS EQUIPMENT CORPORATION**

Unaudited Condensed Interim Consolidated Statements of Financial Position As at September 30, 2019 and December 31, 2018

		Septe	mber 30,	December 31,
(\$ thousands)	Note		2019	2018
Assets				
Current assets				
Cash and cash equivalents		\$	7,146	\$ 6,106
Trade and other accounts receivable			69,451	71,969
Inventories	5		373,649	328,186
Total current assets			450,246	406,261
Non-current assets				
Other long-term assets			14,050	9,375
Property and equipment			56,950	58,328
Right-of-use assets	3		82,202	-
Intangible assets			38,887	42,640
Goodwill	6		22,788	21,624
Total non-current assets			214,877	131,967
Total assets		\$	665,123	\$ 538,228
Liabilities				
Current liabilities				
Trade and other liabilities		\$	77,117	\$ 77,712
Floor plan payables	7		211,911	157,615
Current portion of term debt	7		11,204	13,964
Current portion of finance lease obligation	3		9,456	3,770
Total current liabilities			309,688	253,061
Non-current liabilities				
Term debt	7		31,621	25,123
Finance lease obligation	3		84,091	7,501
Deferred income tax liability	8		6,981	8,843
Total non-current liabilities			122,693	41,467
Total liabilities			432,381	294,528
Equity				
Shareholders' capital	9		83,526	86,540
Deferred share plan			9,532	8,693
Other reserves			5,195	5,195
Accumulated other comprehensive (loss) income			(2,318)	506
Retained earnings			136,807	142,766
Total equity			232,742	243,700
Total liabilities and equity		\$	665,123	

Approved by the Board:

<u>"Peter Lacey" Director</u> <u>"Wendy Henkelman"</u> Director

### **CERVUS EQUIPMENT CORPORATION**

Unaudited Condensed Interim Consolidated Statements of Comprehensive (Loss) Income For the three and nine month periods ended September 30, 2019 and 2018

	Three mon	•	Nine month periods ended September 30		
(\$ thousands) Note	2019	2018	<b>2019</b> 20		
Revenue					
Equipment sales	\$ 228,637	\$ 310,250	\$ 634,342	\$ 817,763	
Parts	61,197	56,511	165,737	156,291	
Service	23,061	21,270	65,643	61,865	
Rentals and other	4,187	4,467	13,763	13,870	
Total revenue	317,082	392,498	879,485	1,049,789	
Cost of sales	(274,235)	(332,617)	(747,035)	(892,710)	
Gross profit	42,847	59,881	132,450	157,079	
Other income 10	766	1,672	3,261	3,025	
Selling, general and administrative expense	(42,499)	(44,169)	(128,017)	(129,511)	
Income from operating activities	1,114	17,384	7,694	30,593	
Finance income	176	131	535	411	
Finance costs	(3,598)	(1,696)	(9,868)	(4,668)	
Net finance costs 11	(3,422)	(1,565)	(9,333)	(4,257)	
Share of profit of equity accounted investees,				124	
net of income tax	-	-	_	124	
(Loss) income before income tax expense	(2,308)	15,819	(1,639)	26,460	
Income tax recovery (expense) 8	633	(3,640)	69	(6,714)	
(Loss) income for the period	(1,675)	12,179	(1,570)	19,746	
Other comprehensive (loss) income					
Foreign currency translation differences for foreign	(4. 70.4)	(1.15-)	(2.22.5)	(1)	
operations, net of tax	(1,584)	(1,497)	(2,824)	(1,573)	
Total comprehensive (loss) income for the period	(3,259)	10,682	(4,394)	18,173	
Net (loss) income per share:		·			
Basic 12	\$ (0.11)	\$ 0.78	\$ (0.10)	\$ 1.26	
Diluted 12	\$ (0.11)	\$ 0.74	\$ (0.10)	\$ 1.20	

### **CERVUS EQUIPMENT CORPORATION**

Unaudited Condensed Interim Consolidated Statements of Changes in Equity For the nine month periods ended September 30, 2019 and 2018

Attributable to Equity Holders of the Company			Deferred		Cumulative		
		Share	share	Other	translation	Retained	
(\$ thousands)	Note	capital	plan	reserves	account	earnings	Total
Balance December 31, 2017		\$ 88,163 \$	7,455 \$	5,195 \$	191 \$	124,249 \$ \$	225,25
Comprehensive income for the period							
Profit		-	-	-	-	19,746	19,746
Other comprehensive income							
Foreign currency translation adjustments, net of tax		-	-	-	(1,573)	-	(1,573
Total comprehensive income for the period		-	-	-	(1,573)	19,746	18,173
Transactions with owners, recorded directly in equity							
Dividends to equity holders		-	-	-	-	(4,701)	(4,701
Shares issued through DRIP		608	-	-	-	-	608
Shares issued through deferred share plan		123	(123)	-	-	-	
Share-based payment transactions		-	1,384	-	-	-	1,384
Common shares repurchased		(700)	-	-	-	-	(700
Transactions with owners		31	1,261	-	-	(4,701)	(3,409
Balance September 30, 2018		\$ 88,194 \$	8,716 \$	5,195 \$	(1,382) \$	139,294 \$ \$	240,017
Balance December 31, 2018		\$ 86,540 \$	8,693 \$	5,195 \$	506 \$	142,766 \$ \$	243,700
Balance at January 1, 2019, as previously reported		86,540	8,693	5,195	506	142,766	243,700
Impact of change in accounting policy	3	-	-	-	-	690	690
Adjusted balances at January 1, 2019		\$ 86,540 \$	8,693 \$	5,195 \$	506 \$	143,456 \$ \$	244,39
Comprehensive loss for the period							
Loss		-	-	-	-	(1,570)	(1,570
Other comprehensive loss							
For eign currency translation adjustments, net of tax		-	-	-	(2,824)	-	(2,824
Total comprehensive loss for the period		-	-	-	(2,824)	(1,570)	(4,394
Transactions with owners, recorded directly in equity							
Dividends to equity holders	9	-	-	-	-	(5,079)	(5,079
Shares issued through DRIP	9	661	-	-	-	-	66
Shares issued through deferred share plan	9	266	(266)	-	-	-	
Share-based payment transactions		-	1,105	-	-	-	1,10
Common shares repurchased	9	(3,941)	-	-	=	-	(3,941
Transactions with owners		(3,014)	839	-	-	(5,079)	(7,254
Balance September 30, 2019		\$ 83,526 \$	9,532 \$	5,195 \$	(2,318) \$	136,807 \$ \$	232,742

Unaudited Condensed Interim Consolidated Statement of Cash Flows For the nine month periods ended September 30, 2019 and 2018

		Nine month periods ended September 30			
(\$ thousands)	Note	2019		2018	
(Loss) income for the period		\$ (1,570)	\$	19,746	
Adjustments for:					
Income tax (recovery) expense	8	(69)		6,714	
Depreciation		14,486		8,173	
Amortization of intangibles		3,671		3,169	
Equity-settled share-based payment transactions		1,105		1,384	
Net finance costs	11	10,051		5,148	
Unrealized foreign exchange (gain)	10	(1,016)		(57)	
Non-cash write-down of inventories	5	13,510		8,617	
(Gain) on sale of property and equipment	10	(581)		(760)	
(Gain) on sale of Commercial operations	10	-		(480)	
Loss on de-recognition of Rosthern capital assets	10	-		1,206	
Share of (profit) of equity accounted investees, net of tax		-		(124)	
Change in non-cash working capital	13	(578)		(51,257)	
Cash provided from (used in) operating activities		39,009		1,479	
Cash taxes paid		(7,752)		(9,089)	
Interest paid		(10,586)		(5,555)	
Net cash provided from (used in) operating activities		20,671		(13,165)	
Cash flows from investing activities					
Interest received		535		411	
Purchase of property and equipment		(14,436)		(7,619)	
Proceeds from (payments for) intangible assets and goodwill		729		(437)	
Insurance proceeds for property and equipment		-		200	
Proceeds from disposal of property and equipment		1,708		3,929	
Proceeds from sale of Commercial operations				14,218	
Net cash (used in) provided from investing activities		(11,464)		10,702	
Cash flows from financing activities					
Net proceeds from term debt		4,569		4,195	
Dividends paid		(4,290)		(3,627)	
(Payment) of finance lease liabilities		(5,732)		(3,486)	
Receipt (payment) of deposits with manufacturers		388		(655)	
Purchase of common shares	9	(3,941)		(700)	
Net cash (used in) financing activities		(9,006)		(4,273)	
Increase (decrease) in cash and cash equivalents		201		(6,736)	
Effect of foreign currency translation on cash		839		1,044	
Cash and cash equivalents, beginning of period		6,106		14,502	
Cash and cash equivalents, end of period		\$ 7,146	\$	8,810	

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 1. Reporting Entity

Cervus Equipment Corporation ("Cervus" or the "Company") is an incorporated entity under the Canada Business Corporations Act and is domiciled in Canada. The registered office of the Company is situated at 5201 – 333, 96<sup>th</sup> Avenue N.E., Calgary, Alberta, Canada, T3K 0S3. The unaudited condensed interim consolidated financial statements of the Company as at and for the period ended September 30, 2019, comprise the Company and its subsidiaries ("the Group").

The Company is primarily involved in the sale, after-sale service and maintenance of agricultural, transportation, and industrial equipment. The Company also provides equipment rental, primarily in the transportation, and industrial equipment segments. The Company wholly owns and operates 63 dealerships in Canada, New Zealand, and Australia. The primary equipment brands represented by Cervus include John Deere agricultural equipment; Peterbilt transportation equipment; and Clark, Sellick, Doosan, JLG, and Baumann material handling equipment. The common shares of Cervus are listed on the Toronto Stock Exchange and trade under the symbol "CERV".

### 2. Basis of Preparation

### (a) Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34, "Interim Financial Reporting". The unaudited condensed interim financial information should be read in conjunction with the audited annual consolidated financial statements prepared for the year ended December 31, 2018.

This is the third set of the Company's financial statements where IFRS 16 has been applied. Changes to the significant accounting policies are described in Note 3.

The Board of Directors authorized the issue of these unaudited condensed interim consolidated financial statements on November 6, 2019.

#### (b) Use of Judgements and Estimates

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these unaudited condensed interim consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the audited annual consolidated financial statements as at and for the year ended December 31, 2018.

### (c) Comparative Figures

The comparative figures for 2018 include an adjustment relating to the first quarter of 2018. The adjustment results in an increase to cost of sales of \$2.4 million, resulting in a reduction to income tax expense of \$0.6 million. The change in the comparative balance sheet was a decrease in inventory of \$2.4 million, a decrease in income tax payable of \$0.6 million and a decrease in retained earnings of \$1.8 million.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 3. Changes in Significant Accounting Policies

Except as described below, the accounting policies applied are consistent with those of the audited annual consolidated financial statements prepared for the year ended December 31, 2018. The following changes in accounting policies will also be reflected in the Company's annual financial statements as at and for the year ended December 31, 2019.

#### **IFRS 16 Leases**

The Company adopted IFRS 16 *Leases* effective January 1, 2019. IFRS 16 replaces existing lease guidance, including IAS 17 Lease, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

The Company has adopted IFRS 16 using the modified retrospective approach, with the cumulative effect of initially applying this standard recognized in retained earnings on the date of initial application (i.e., January 1, 2019). Accordingly, the comparative information has not been restated, and continues to be reported under IAS 17 and IFRIC 4. The details of the changes in accounting policies are described below.

#### (a) Definition of a Lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease under this standard. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019.

#### (b) Leases in which the Company is Lessee

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under IFRS 16, the Company recognizes right-of-use assets and lease liabilities for most leases – i.e., these leases are on-balance sheet.

The Company decided to apply recognition exemptions to short-term leases of buildings, and leases of low-value office equipment. For leases of all other assets, which were classified as operating under IAS 17, the Company recognized right-of-use assets and lease liabilities.

# i. Leases classified as Operating Leases under IAS 17

At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 3. Changes in Significant Accounting Policies (continued)

### (b) Leases in which the Company is Lessee (continued)

i. Leases classified as Operating Leases under IAS 17 (continued)

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

### ii. Leases previously classified as Finance Leases under IAS 17

For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use asset and the lease liability at January 1, 2019 are determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before that date.

#### (c) Leases in which the Company is Lessor

The Company is not required to make any adjustments on transition to IFRS 16 for leases in which it acts as a lessor, except for certain sub-leases. The Company accounted for its leases in accordance with IFRS 16 from the date of initial application.

Under IFRS 16, the Company is required to assess the classification of a sub-lease with reference to the right-of-use asset, not the underlying asset. On transition, the Company reassessed the classification of its sub-lease contracts previously classified as operating leases under IAS 17. The Company concluded that certain sub-leases are finance leases under IFRS 16.

### (d) Impacts on Financial Statements

On transition to IFRS 16, the Company recognized \$84 million of right-of-use assets and \$84 million of lease liabilities.

When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate applicable to the assets at January 1, 2019. The weighted average rate applied is 8%.

\$ thousands	Janu	ary 1, 2019
Operating lease commitment at December 31, 2018 as disclosed in the Company's consolidated		
financial statements	\$	130,584
Discounted using the incremental borrowing rate at January 1, 2019		(57,446)
Finance lease liabilities recognized as at January 1, 2019	\$	73,138
Recognition exemption for:		
Leases of low-value assets		(25)
Extension options reasonably certain to be exercised		11,116
Lease liabilities recognized as at January 1, 2019	\$	84,229

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

# 3. Changes in Significant Accounting Policies (continued)

# (d) Impacts on Financial Statements (continued)

The associated right-of-use assets for property leases were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position as at December 31, 2018. There were no onerous contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognized right-of-use assets relate to the following types of assets:

	September 30,	Ja	anuary 1,
\$ thousands	2019		2019
Buildings	\$ 80,122	\$	82,748
Motor vehicles	1,984		1,341
Office equipment	96		140
Total right-of-use assets	\$ 82,202	\$	84,229

# 4. Seasonality

The Canadian, New Zealand and Australian retailing of agricultural, transportation, and industrial equipment is influenced by seasonality. Sales activity for the Agricultural equipment segment is normally highest between April and September during growing seasons in Canada and July through December in New Zealand and Australia. Sales in the Transportation and Industrial equipment segments are not as heavily impacted by seasonality but do see slower sales activity in the winter months. As a result, profit or losses may not accrue uniformly from quarter to quarter.

#### 5. Inventories

	September 30,		Dece	ember 31,
_(\$ thousands)		2019		2018
New equipment	\$	165,930	\$	114,667
Used equipment		153,049		161,703
Parts and accessories		53,108		50,285
Work-in-progress		1,562		1,531
Total inventories	\$	373,649	\$	328,186

Included in costs of sales are amounts related to inventory write-downs, during the three and nine month periods ended September 30, 2019 and 2018 of \$9.3 million (2018 – \$2.8 million) and \$14 million (2018 - \$8.6 million), respectively.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

#### 6. Goodwill

The movements in the net carrying amount of goodwill are as follows:

(\$ thousands)		
Balance at January 1, 2018	Ç	\$ 18,880
Additions through business acquisition		2,722
Impact of translation of goodwill held in foreign currencies		22
Balance at December 31, 2018	Ç	\$ 21,624
Valuation adjustment on business combination		1,418
Impact of translation of goodwill held in foreign currencies		(254)
Balance at September, 2019	9	\$ 22,788

During the nine months ended September 30, 2019, the Company had an adjustment to goodwill on the final holdback payments for the acquisition of Deermart Equipment Sales Ltd.

### 7. Loans and Borrowings

### Pre-Approved Credit Limits and Available Credit Facilities

The Company has various facilities, the amount available under which are limited to the lesser of pre-approved credit limits or the available unencumbered assets. A summary of the Company's maximum pre-approved credit limits on available credit facilities as at September 30, 2019, are as follows:

	S	eptember	30, 2019		December 31, 2018			
(¢ th aaan da)	Total Limite	Borrowings	Letters of	Amount	Total Limite	Borrowings	Letters of	Amount Available
(\$ thousands)	TOTAL FILLIES	Durrowings	Credit	Available	TOTAL FILLING	bullowings	Credit	Available
Operating and other bank credit facilities	122,609	25,536	2,451	94,622	122,867	21,071	2,400	99,396
Capital facilities	(a)	9,485				9,942		
Floor plan facilities and rental equipment term loan financing	(b)	220,110				166,219		
Total borrowing		255,131				197,232		
Total current portion long term debt		(11,204)				(13,964)		
Total inventory floor plan facilities		(211,911)				(157,615)		
Deferred debt issuance costs		(395)				(530)		
Total long term debt		31,621				25,123		

- (a) For capital facilities, the additional amount available under the facilities is limited to the lesser of the pre-approved credit limit of \$9.5 million (December 31, 2018 \$9.9 million) or the available unencumbered assets which is estimated at \$6.9 million as at September 30, 2019 (December 31, 2018 \$2.4 million).
- (b) For floorplan facilities, the additional amount available under the facilities is limited to the lesser of the preapproved credit limit of \$419 million (December 31, 2018 - \$418 million) or the available unencumbered assets which is estimated at \$19 million as at September 30, 2019 (December 31, 2018 - \$34 million).

As at September 30, 2019, the Company is in compliance with all its covenants.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

#### 8. Income Taxes

Tax (Recovery) Expense

	Three month periods ended September 30							
(\$ thousands)		2019		2018		2019		2018
Current income tax expense	\$	77	\$	4,522	\$	1,609	\$	8,303
Deferred income tax (recovery)		(710)		(882)		(1,678)		(1,589)
Income tax (recovery) expense	\$	(633)	\$	3,640	\$	(69)	\$	6,714

The recent corporate tax rate decrease in Alberta for current and future periods that was enacted in the second quarter resulted in a decrease in the deferred income tax expense. The estimated impact of the corporate tax rate decrease on deferred tax expense for the nine months ended September 30, 2019 was \$0.5 million.

### 9. Capital and Other Components of Equity

The Company has unlimited authorized share capital without par value for all common shares. All issued common shares have been fully paid.

# Share Capital

	Number of	Total carrying
(thousands)	common shares	amount
Balance at January 1, 2018	15,675	\$ 88,163
Issued under the DRIP plan	44	608
Issued under the deferred share plan	13	123
Repurchased under the NCIB	(52)	(700)
Balance at September 30, 2018	15,680	\$ 88,194
Issued under the DRIP plan	8	102
Issued under the deferred share plan	17	153
Repurchased under the NCIB	(146)	(1,909)
Balance at December 31, 2018	15,559	86,540
Issued under the DRIP plan	55	661
Issued under the deferred share plan	23	266
Repurchased under the NCIB	(310)	(3,941)
Balance at September 30, 2019	15,327	\$ 83,526

# Normal Course Issuer Bid

On September 10, 2018, the Company announced a Normal Course Issuer Bid (the "September 2018 Bid"), which commenced on September 13, 2018, to purchase up to a maximum of 1.0 million common shares (the "Shares") for cancellation before September 12, 2019. Cervus appointed Raymond James Ltd. as its broker, to conduct the Bid on behalf of the Company. All purchases were made in accordance with the September 2018 Bid at the prevailing market price of the Shares at the time of purchase. This normal course issuer bid expired on September 12, 2019. Prior to expiry Cervus repurchased and cancelled 0.5 million common shares through the bid at a weighted average price of \$12.78 per share.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 9. Capital and Other Components of Equity (continued)

### Normal Course Issuer Bid (continued)

On September 10, 2019, the Company announced a Normal Course Issuer Bid (the "Bid"), which commenced on September 16, 2019, to purchase up to a maximum of 1.1 million common shares (the "Shares") for cancellation before September 15, 2020. Cervus appointed Raymond James Ltd. as its broker, to conduct the Bid on behalf of the Company. All purchases are to be made in accordance with the September 2019 Bid at the prevailing market price of the Shares at the time of purchase.

For the nine months ended September 30, 2019, the Company had repurchased and cancelled 0.3 million common shares at a weighted average price of \$12.71 per share under the September 2018 Bid, and no shares had been repurchased under the September 2019 Bid.

#### 10. Other Income

Other income for the three and nine month periods ended September 30, 2019 and 2018 is comprised of the following:

	Three month periods ended September 30			Nine month periods ended September 30			
(\$ thousands)	2019		2018		2019		2018
Net gain (loss) on sale of property and equipment	\$ 204	\$	231	\$	581	\$	760
Loss on de-recognition of Rosthern capital assets	-		(1,206)		-		(1,206)
Gain on sale of Commercial operations	-		-		-		480
Unrealized foreign exchange (loss) gain (a)	(207)		730		1,016		57
Other income	769		1,917		1,664		2,934
Total other income	\$ 766	\$	1,672	\$	3,261	\$	3,025

<sup>(</sup>a) Unrealized foreign exchange (loss) gain is due to changes in fair value of our foreign exchange derivative and from period close translation of accounts payable and floorplan payables denominated in U.S. dollars.

### 11. Finance Income and Finance Costs

	ree mon nded Sep		•			
(\$ thousands)	2019		2018	2019		2018
Finance income	\$ 176	\$	131	\$ 535	\$	411
Interest expense on mortgage and term debt obligations	(687)		(673)	(1,866)		(1,296)
Interest expense on financial liabilities	(3,126)		(1,312)	(8,720)		(4,263)
Finance costs	\$ (3,813)	\$	(1,985)	\$ (10,586)	\$	(5,559)
Net finance costs recognized separately	(3,422)		(1,565)	(9,333)		(4,257)
Net finance costs recognized in cost of sales	(215)		(289)	(718)		(891)
Total net finance costs	\$ (3,637)	\$	(1,854)	\$ (10,051)	\$	(5,148)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 12. Earnings per Share

### Per Share Amounts

Both basic and diluted earnings per share have been calculated using the net earnings attributable to the shareholders of the Company as the numerator. No adjustments to net earnings were necessary for the three and nine month periods ended September 30, 2019 and 2018.

### **Weighted Average Number of Common Shares**

The weighted average number of shares for the purposes of diluted (loss) earnings per share is as follows:

	Three mon	th periods	Nine month periods			
	ended Sep	tember 30	ended September			
(\$ thousands)	2019	2018	2019	2018		
Issued common shares opening	15,321	15,666	15,559	15,677		
Effect of shares issued under the DRIP plan	15	14	49	25		
Effect of shares issued under the deferred share plan	-	-	22	9		
Effect of shares repurchased from NCIB	(10)	(1)	(256)	(31)		
Weighted average number of common shares	15,326	15,679	15,374	15,680		

### **Weighted Average Number of Diluted Shares**

The calculation of diluted (loss) income per share at September 30, 2019 and 2018 was based on the (loss) income attributable to common shareholders and the weighted average number of common shares outstanding. The weighted average number of common shares outstanding after adjustment for the effects of dilutive potential common shares which consist of the following:

	Three mon	th periods	Nine month periods			
	ended Sep	tember 30	ember 30 ended Septembe			
(\$ thousands)	2019	2018	2019	2018		
Weighted average number of common shares (basic)	15,326	15,679	15,374	15,680		
Effect of dilutive securities:						
Deferred share plan	-	819	-	819		
Weighted average number of shares (diluted)	15,326	16,498	15,374	16,499		

All deferred shares of 0.9 million for the three and nine month periods ended September 30, 2019 have been excluded, as they are considered anti-dilutive.

#### 13. Supplemental Cash Flow Information

	Nine month periods ended September 30					
(\$ thousands)	2019	2018				
Changes in non-cash working capital:						
Inventory	(66,585)	(66,634)				
Floorplan	55,928	33,230				
Trade and other receivables	5,222	(17,883)				
Trade and other liabilities	4,857	30				
Total change in non-cash working capital	(578)	(51,257)				

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

# 14. Segment Information

The Company operates under three segments: Agriculture, Transportation, and Industrial based on the industries which they serve. These segments are managed separately, and strategic decisions are made on the basis of their respective operating results. These three business segments are considered to be the Company's three strategic business units. The three business segments offer different products and services and are managed separately as they operate in different markets and require separate strategies. For each of the strategic business units, the Company's key decision makers review internal management reports on a monthly basis.

Each of these business segment operations are supported by a single shared corporate head office. Certain corporate head office expenses are allocated to the business segments under either specific identification approach or a usage based metric. The corporate head office also incurs certain costs which are considered as public company costs, which are allocated to the segments based on the gross margin of the Canadian operations. Total corporate related expenditures, excluding income taxes, that have been allocated for the three and nine month periods ended September 30, 2019 are \$0.9 million and \$2.8 million, respectively (2018 - \$0.8 million and \$2.3 million).

The following is a summary of financial information for each of the reportable segments.

	Agricultural	T	ransportation		Industrial		
(\$ thousands)	Equipment		Equipment		Equipment		Total
Segmented income figures							
Three months ended September 30, 2019							
Revenue							
Equipment sales	\$ 175,480	-	47,028	\$	6,129	\$	228,637
Parts	34,000		24,446		2,751		61,197
Service	12,493		8,037		2,531		23,061
Rentals and other	1,058		979		2,150		4,187
Total revenue	\$ 223,031	\$	80,490	\$	13,561	\$	317,082
Total other income	610		(35)		191		766
Depreciation and amortization	3,996		1,813		914		6,723
Finance income	151		21		4		176
Finance expense including amounts in costs of sales	(2,683)		(1,023)		(107)		(3,813)
(Loss) income for the period before income tax	(2,988)		144		536		(2,308)
Capital additions	5,901		627		317		6,845
Nine months ended September 30, 2019							
Revenue							
Equipment sales	\$ 466,290	\$	149,191	\$	18,861		634,342
Parts	80,791		76,051		8,895		165,737
Service	34,325		24,031		7,287		65,643
Rentals and other	3,697		3,057	Ļ	7,009	_	13,763
Total revenue	\$ 585,103	\$	252,330	\$	42,052		879,485
Total other income	1,117		1,533		611		3,261
Depreciation and amortization	10,485		5,036		2,636		18,157
Finance income	373		124		38		535
Finance expense including amounts in costs of sales	(6,845)		(3,322)		(419)		(10,586)
(Loss) income for the period before income tax	(5,760)		2,820		1,301		(1,639)
Capital additions	10,829		2,814		793		14,436
Segmented assets and liabilities as at September 30,							
2019							
Reportable segment assets	\$ 448,693	-	186,093	\$	30,337	-	665,123
Intangible assets	24,794		10,245		3,848		38,887
Goodwill	19,575		2,546		667		22,788
Reportable segment liabilities	290,515		125,029		16,837		432,381

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

# 14. Segment Information (continued)

		Agricultural	Tr	ansportation	Industrial		
(\$ thousands)		Equipment		Equipment	Equipment		Total
Segmented income figures							
Three months ended September 30, 2018							
Revenue							
Equipment sales	\$	243,406	\$	60,523	\$ 6,321		310,250
Parts		29,776		23,828	2,907		56,511
Service		11,306		7,602	2,362		21,270
Rentals and other		1,079		1,598	1,790		4,467
Total revenue	\$	285,567	\$	93,551	\$ 13,380	\$	392,498
Total other income		641		917	114		1,672
Depreciation and amortization		1,825		1,197	458		3,480
Finance income		102		36	(7)		131
Finance expense including amounts in costs of sales		(962)		(977)	(46)		(1,985)
Income for the period before income tax		13,298		2,445	76		15,819
Capital additions		2,587		484	214		3,285
Nine months ended September 30, 2018							
Revenue							
Equipment sales	\$	614,240	\$	180,483	\$ 23,040		817,763
Parts		73,231		71,815	11,245		156,291
Service		30,463		23,401	8,001		61,865
Rentals and other		3,733		4,919	5,218		13,870
Total revenue	\$	721,667		280,618	\$ 47,504	1	1,049,789
Total other income (loss)		1,225		752	1,048		3,025
Depreciation and amortization		5,363		4,551	1,428		11,342
Finance income		271		114	26		411
Finance expense including amounts in costs of sales		(2,512)		(2,899)	(148)		(5,559)
Income for the period before income tax		20,464		4,484	1,512		26,460
Capital additions		6,230		780	609		7,619
Segmented assets and liabilities as at September 30,							
2018	١.		١.				
Reportable segment assets	\$	351,641	\$	158,920	\$ 36,717	1	547,278
Intangible assets		21,441		11,244	4,106		36,791
Goodwill		15,536		2,546	667		18,749
Reportable segment liabilities		194,341		98,179	14,739		307,259

The Company primarily operates in Canada, but includes subsidiaries in Australia (Cervus Australia Pty Ltd.) and in New Zealand (Cervus NZ Equipment Ltd.), which together operate 15 agricultural equipment dealerships. Gross revenues for the three and nine month periods ended September 30, 2019, for the New Zealand and Australian territories were \$43 million and \$132 million, respectively (2018 – \$55 million and \$140 million). Non-current assets for New Zealand and Australia as at September 30, 2019, were \$29 million (2018 – \$19 million). The Australia and New Zealand operations are included in the Agricultural Segment.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2019 and 2018

### 15. Commitments and Contingencies

The Company is a defendant and plaintiff in various other legal actions that arise in the normal course of business. The Company believes that any liabilities that might arise pertaining to such matters would not have a material effect on its consolidated financial position.

### **Financing Arrangements**

John Deere Credit Inc. ("Deere Credit") and other financing companies provide financing to certain of the Company's customers. A portion of this financing is with recourse to the Company if the amounts are uncollectible. At September 30, 2019, payments in arrears by such customers aggregated \$1.2 million (2018 - \$0.7 million).

In addition, the Company is responsible for assuming all lease obligations held by its customers with Deere Credit and other financing companies through recourse arrangements for the net residual value of the lease outstanding at the maturity of the contract. At September 30, 2019, the net residual value of such leases aggregated \$315 million (2018 - \$292 million). Management believes that the potential liability in relation to the amounts outstanding is negligible and consequently, no accrual has been made in these financial statements in relation to any potential loss on assumed lease obligations.