

Management's Discussion and Analysis

The following Management's Discussion and Analysis (MD&A) should be read in conjunction with the unaudited interim consolidated financial statements of Badger Daylighting Ltd. (the "Company" or "Badger") for the period ended September 30, 2015. Readers should also refer to the audited consolidated financial statements and MD&A for the year ended December 31, 2014, which along with all previous public filings, including the Company's Annual Information Form for the year ended December 31, 2014, may be found on SEDAR at www.sedar.com.

This MD&A has been prepared taking into consideration information available to November 12, 2015.

The Cautionary Statements Regarding Forward Looking Information and Statements is an integral part of this release and is included at the end.

FINANCIAL HIGHLIGHTS

(\$ thousands, except per share and total shares outstanding information)

	Three months ended September 30,		Nine months ended Sept 30,	
	2015	2014	2015	2014
Revenue				
Hydrovac service revenue	102,623	97,515	274,138	268,016
Other revenue	8,808	15,606	29,418	45,853
Total Revenue	111,431	113,121	303,556	313,869
Adjusted EBITDA	33,743	35,922	81,563	85,382
Legal provision	-	-	21,620	-
Profit before tax	23,291	23,941	24,948	52,662
Net profit	17,090	16,078	18,002	36,057
Profit per share – basic and diluted (\$)	0.46	0.43	0.49	0.97
Cash flow from operating activities before non-cash working capital adjustments	20,857	30,952	67,665	65,825
Cash flow from operating activities before non-cash working capital adjustments per share – basic and diluted (\$)	0.56	0.84	1.82	1.78
Dividends declared	3,346	3,333	10,015	9,999
Total shares outstanding (end of period)	37,100,681	37,033,893	37,100,681	37,033,893

FINANCIAL OVERVIEW

Highlights for the three months ended September 30, 2015:

- Hydrovac service revenue increased by 5.2 percent to \$102.6 million in the third quarter of 2015 from \$97.5 million in the comparable quarter of 2014. Total revenue decreased by 1.5 percent to \$111.4 million in the third quarter of 2015 from \$113.1 million in the same quarter of 2014.
- Gross profit margins were marginally lower in the third quarter of 2015, at 33.4 percent, compared to 34.8 percent for the same period in 2014.
- Adjusted EBITDA decreased from \$35.9 million to \$33.7 million in the third quarter of 2015 compared to the same quarter in 2014.
- Third quarter Adjusted EBITDA margins were 30.3 percent in 2015 compared to 31.8 percent in 2014.
- Cash flow from operating activities before working capital decreased to \$20.9 million in the third quarter of 2015 from \$31.0 million in the same period of 2014. After working capital adjustments, the total operating cash flow increased from \$15.3 million in the third quarter of 2014 to \$20.7 million in the third quarter of 2015.
- Badger has paid off the extendable revolving credit facility. The balance was \$37.4 million at December 31, 2014.
- Badger had 1,020 daylighting units at the end of the third quarter of 2015, reflecting an addition of 13 units and the retirement of 12 units during the quarter. Of this total, 645 were operating in the US and 375 were operating in Canada. The new units were financed from cash generated from operations.

MANAGEMENT COMMENTS AND OUTLOOK

Badger's overview for 2015 as provided in the 2014 annual report discussed the low oil price environment and its effect on the parts of Badger's business related to this market. With this challenge in mind, Badger's plan in these markets was to get what revenue was available, manage costs prudently and reallocate assets as required. In areas not affected by the oil and gas environment the stated plan was to grow aggressively to counterbalance negative impacts of slow areas. The objective overall was to grow revenue – even if muted compared to previous years - and keep good margins. The other main objective was to continue to build the organization to allow future growth, especially in the US. With these two main objectives in mind the following comments are provided:

Positives in the third quarter of 2015:

- Continued growth in the US even with the headwinds of a depressed oil and natural gas market segment. In the third quarter of 2015 the US grew by 10.1 percent revenue over the same quarter of 2014 on a common currency basis while keeping good margins.
- Revenue per truck at \$28,106 was much improved in the third quarter of 2015 compared to \$23,317 in the second quarter of the year. The third quarter is typically a strong quarter due to the summer construction season. The revenue per truck improvement is due to the movement of trucks from weaker areas to areas where we have stronger demand and better market conditions in the third quarter compared to the second quarter. We have completed the majority of truck moves from Canada to the US. Future growth and the demand for more Hydrovacs will have to be met by building more vehicles.
- Overall Adjusted EBITDA margin of 30.3 percent in the quarter which is above Badger's target of 28 to 29 percent.

- Continued good cost control and management of the business in Western Canada in a year with much less potential revenue in that market.
- The strengthening of Badger's management team in Eastern Canada with the change of leadership personnel.
- Continued strengthening of the balance sheet as Badger has paid off the extendable revolving credit facility.

Opportunities for improvement noted:

- Total revenue for Badger was marginally lower – 1.5 percent - in the third quarter of 2015 compared to third quarter of 2014. It should be noted that hydrovac revenue increased in the quarter – other revenue was lower than last year which had a negative impact on total revenue. Management did expect lower revenue in Western Canada and parts of the US due to a weaker oil and natural gas market. However with reduced revenue in Eastern Canada and reduced revenue from Fieldtek, Badger missed its overall revenue growth target in the quarter.
- Due to disappointing revenue results in Eastern Canada during 2015, Badger upgraded its management team which is now complete. Although it will take time for new personnel to have an impact we do expect 2016 to be better than 2015.
- Although revenue per truck is increasing and the fleet is better utilized when compared to earlier quarters of 2015, Badger feels more can be done to get back to an average of at least \$30,000 per truck per month. Business development efforts remains a key focus for the company.

Regional comments:

- Badger will continue to grow its US operations for the rest of the year with good opportunities in the non-oil and gas producing regions. The organization in the US is stronger this year than last year which was and is a key objective of Badger.
- Western Canada continues to operate in a depressed oil and natural gas market. It is especially slow in Northern Alberta and it is expected to stay that way for the foreseeable future. Management remains focused on cost control, efficiency and being competitive as possible to win work.
- Eastern Canada has somewhat stabilized itself after a challenging year and is making the necessary adjustments to return to growth in 2016.
- The build of new Badger units remains at a low level of 1 to 3 per week. When revenue per truck increases to target levels Badger will look at increasing the build. Badger has retired 30 trucks so far this year which is at its forecast level for 2015. In the fourth quarter Badger expects to retire around 5 units.

With the exception of Eastern Canada results in the third quarter meet with management's expectations. The reduction of Badger unit build and good margin control allowed Badger to strengthen its balance sheet in anticipation of future growth.

Results of Operations

Revenues

Third quarter revenues of \$111.4 million for the three months ended September 30, 2015 were 1.5 percent lower than the \$113.1 million generated during the comparable period in 2014 (\$303.6 million for the nine months ended September 30, 2015, compared to \$313.9 million in the same period of 2014). The decrease in the third quarter over the prior year period is attributable to the following:

- Hydrovac revenue was weak across Canada as it decreased by 28.7 percent from \$42.5 million to \$30.3 million in the third quarter of 2014 to the third quarter of 2015.
- United States hydrovac revenue in U.S. dollars increased by 10.4 percent in the third quarter over the same period in 2014. Badger benefitted from a strengthening USD as the above noted 10.4 percent increase translated to a 31.5 percent increase in revenue as reported in Canadian dollars, from \$55.0 million in the third quarter of 2014 to \$72.3 million in the third quarter of 2015.
- Other revenue which primarily include the Fieldtek tank cleaning services in Western Canada, the Benko sewer services in Ontario, revenue incidental to hydrovac operations such as water truck services and revenue recognized upon leasing Badger hydrovac vehicles to operating partners has decreased from \$15.6 million in the third quarter of 2014 to \$8.8 million in the third quarter of 2015. The largest component of this decrease was the Fieldtek tank cleaning business as customers chose to defer maintenance at well sites.

Badger's average revenue per truck per month during the three months ended September 30, 2015 was \$28,106 versus \$33,136 for the three months ended September 30, 2014. Badger's average revenue per truck per month during the nine months ended September 30, 2015 was \$25,896 versus \$31,953 for the nine months ended September 30, 2014.

Reclassification of selling, general and administrative expenses

Beginning in the first quarter of 2015, selling, general and administrative expenses include only those costs related to the Corporation's three main administrative centers – the Corporate office in Calgary, the Canadian administration center in Red Deer, and the United States administration center in Brownsburg, Indiana. Costs that are incurred outside these centers have been classified as direct costs. Historical results were reclassified to match the current period presentation. This reclassification did not impact net earnings, Adjusted EBITDA, earnings per share, financial position or cash flows.

Management believes that the new definition for selling, general and administrative expenses more closely aligns to respective senior management areas of responsibility, as well as allows for greater comparability of Badger's Canadian and US businesses.

Direct Costs

Direct costs for the quarter ended September 30, 2015 was \$74.2 million as compared to direct costs of \$73.7 million in the third quarter of 2014, increasing marginally as a percent of revenue from 65.2 percent in the third quarter of 2014 to 66.6 percent in the third quarter of 2015. This modest increase speaks to our continued focus on controlling costs. Direct costs for the nine months ended September 30, 2015 was \$211.1 million or 69.5 percent of revenue, as compared to \$219.4 million or 69.9 percent of revenue.

Gross Profit

The gross profit margin was 33.4 percent for the quarter ended September 30, 2015, marginally down from the 34.8 percent for the quarter ended September 30, 2014. For the nine month period ending September 30, 2015, the gross profit margin was 30.5 percent, or marginally better than 30.1 percent for the same period in 2014. Canada had a gross profit margin of 28.3 percent in the third quarter compared to 34.0 percent in the third quarter of 2014. For the nine month period ending September 30, 2015, there was a 27.4 percent gross profit margin compared to 29.0 percent in the same period of 2014. The United States gross profit margin was 36.2 percent in the third quarter of 2015 compared to 35.7 percent in the third quarter of 2014. For the nine month period ending September 30, 2015, the gross profit margin in the United States was 32.4 percent as compared to 31.3 percent for the same period ending September 30, 2015.

Depreciation of Property, Plant and Equipment

Badgers increased hydrovac fleet caused depreciation to rise from \$8.6 million in the third quarter of 2014 (\$24.3 million for the nine months ending September 30, 2014) to \$10.8 million for the third quarter of 2015 (\$31.4 million for the nine months ending September 30, 2015).

Selling, General and Administrative Expenses

Selling, general and administrative expenses were comparable at \$3.5 million in both the third quarter of 2014 and 2015 - or 3.1% of revenue. For the nine month period, selling general and administrative expenses increased from \$9.1 million in 2014 to \$10.9 million in 2015, or 2.9 percent and 3.6 percent of revenue respectively on higher legal fees and employee benefits costs, both in the US.

Finance Cost

Finance cost was \$1.3 million for the third quarter of 2015 versus \$1.9 million for the same quarter in 2014. The lower finance cost was due to reduced Canadian dollar debt on the Company's revolving credit facility, which was partially offset by a higher exchange rate of the USD-denominated senior secured notes.

Legal Provision

In June, 2015, a jury in the District Court of Creek County, Oklahoma, Bristow Division, entered a verdict of approximately USD \$13.7 million in favor of a former franchisee and his franchise against a subsidiary of Badger for breach of contract and other causes of action. Badger filed an appeal in the third quarter and the Supreme Court of the State of Oklahoma has agreed to hear the case, staying execution of the judgment during the appeal period. The full award plus an estimate of legal costs and interest for a total of USD \$17.5 million has been accrued in the second quarter of 2015. Because it is early in the appeal process management cannot estimate a final outcome and therefore accrued the full award.

Income Taxes

Total income tax expense for the third quarter of 2015 was \$6.2 million on profit before tax of \$23.3 million, for an effective tax rate of 26.6 percent. An effective tax rate of 26.6 percent in the third quarter of 2015 is comparable to the full year effective tax rate from 2014 of 27.7 percent.

Net Profit

The third quarter of 2015 resulted in a \$17.1 million net profit as compared to a net profit of \$16.1 million in the same period last year. The higher net profit in the third quarter of 2015 was the result of continued growth

in the US, offset by weaker Canadian revenue and gross margin. Net profit for the nine months period declined from \$36.1 million to \$18.0 million on the same factors noted above as well as the legal provision recorded in the second quarter of 2015.

Other Comprehensive Income

The company incurred \$7.1 million in other comprehensive income on the foreign currency translation of its US operations because the US dollar weakened modestly in the third quarter. For the year to date, the foreign currency translation of the US operations results in a total other comprehensive income of \$12.9 million. Note that the company chose to designate the US dollar denominated senior secured note as a hedge of the net investment in its US operations in the first quarter of 2015, and accordingly, offset the exchange differences on translation of the US operations with the opposite exchange differences on the translation of the US dollar-denominated debt.

Liquidity and Dividends

The cash flow generating ability of Badger's business remains strong despite challenging conditions in oil and gas producing areas as evidenced by increased cash flow from operations in both the three and nine month period of 2015, compared to the respective periods in 2014. Cash flow from operations increased to \$20.7 million for the quarter ended September 30, 2015 from \$15.3 million for the comparable period in 2014. The increased cash flow results from gross profit being comparable in both the three and nine month periods, and lower working capital. For the nine months ending September 30, 2015, cash flow from operations increased from \$53.4 million to \$68.6 million.

The Company uses its cash to pay dividends to shareholders, to build additional hydrovac units, to invest in maintenance capital expenditures and to repay long-term debt. During this period of weak commodity prices, and until such time as hydrovac utilization improves as reflected by our revenue per truck measure, Badger will continue to focus on maintaining gross margins and strengthening its balance sheet.

The Company had working capital of \$65.9 million at September 30, 2015 compared to \$92.9 million at December 31, 2014. The lower working capital is the result of lower trade and other receivables as well as the legal provision that was recorded in the second quarter of 2015.

The following table outlines the cash available to fund growth and pay dividends to shareholders for the three and nine months ended September 30, 2015:

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Cash flow from operating activities before non-cash working capital adjustments	20,857	30,952	67,665	65,825
Add: Proceeds from sale of property, plant and equipment	157	65	389	406
Deduct: Maintenance capital	3,344	2,209	11,349	3,229
Cash available for growth capital and dividends	17,670	28,808	56,705	63,002
Growth capital	2,623	19,720	22,188	71,868
Dividends declared	3,346	3,333	10,015	9,999

Badger is restricted from declaring dividends if it is in breach of the covenants under its credit facilities. Under the terms of the credit facility and the senior secured notes, the Corporation must comply with certain financial and non-financial covenants, as defined by the bank. In the first nine months of 2015, throughout 2014, and as at December 31, 2014 and September 30, 2015, the Corporation was in compliance with all of these covenants. A complete listing and definition of the debt covenants is found in the Corporation's annual consolidated financial statements for the year ended December 31, 2014.

Following the legal award against Badger in the State of Oklahoma, and due to the Company's decision to appeal the verdict and therefore not discharge that judgment within 30 days, Badger was in default of its Extendable Revolving Credit Facility and Senior Secured Notes. Badger has obtained waivers of this default from all lenders of both the Credit Facility and the Senior Secured Notes.

Capital Resources

Investing

The Company invested \$6.0 million in property, plant and equipment for the three months ended September 30, 2015 compared to \$21.9 million for the three months ended September 30, 2014. Of the \$6.0 million that the company invested in capital assets, \$3.4 million relates to the new hydrovac added to the fleet and \$1.2 million relates to the building of a new US headquarter office building. Cash flows used in investing activities for the nine months ending September 30, 2015 declined from \$74.7 million to \$34.3 million as the overall investment in expanding the hydrovac fleet is significantly below that of the prior year.

The costs to build a hydrovac unit increased early in 2015 due to the strength in the United States dollar causing certain materials to be more expensive when translated to Canadian dollars and due to the reduced efficiency experienced in operating the manufacturing facility at less than capacity.

Maintenance capital expenditures are incurred during a period to keep the hydrovac fleet at the same number of units plus any other capital expenditures required to maintain the business. This amount will fluctuate period-

to-period depending on the number of units retired from the fleet. Due to Badger's growth rate in recent years, the majority of the hydrovacs are relatively new, with an average age of approximately four years. During the nine months ended September 30, 2015, Badger added 52 units to the fleet (174 in 2014), of which 30 have been reflected as maintenance capital expenditures (8 in the first nine months of 2014). Total maintenance capital expenditures for the first nine months of 2015 were \$11.3 million as compared to \$3.2 million in the first nine months of 2014.

Financing

Syndicated revolving credit facility

In 2014, the Corporation established a \$125 million syndicated revolving credit facility (the "credit facility"). The purpose of the credit facility is to finance the Corporation's capital expenditure program and for general corporate purposes. The credit facility bears interest, at the Corporation's option, at either the bank's prime rate plus a tiered set of basis points or bankers' acceptance rate also with a tiered structure. A stand-by fee is also required on the unused portion of the credit facility on a tiered basis. The prime rate tiers range between zero and 125 basis points. The bankers' acceptance tier ranges from 125 to 250 basis points. The stand-by fee tiers range between 25 and 50 basis points. All of the tiers are based on the Company's Funded Debt to "Bank EBITDA" ratio. Bank EBITDA is defined as earnings before interest, taxes, depreciation and amortization. The stand-by fee is expensed as incurred.

The credit facility expires on July 22, 2018.

The credit facility is collateralized by a general security interest over the Corporation's assets, property and undertaking, present and future.

As at September 30, 2015, the Corporation has issued letters of credit of approximately \$3.3 million. The outstanding letters of credit support the U.S. insurance program and certain performance bonds and reduce the amount available under the credit facility.

At September 30, 2015, the Corporation had available \$119.9 million (December 31, 2014 - \$86.0 million) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met.

Senior secured notes

On January 24, 2014 Badger closed a private placement of senior secured notes. The notes, which rank pari passu with the extendable revolving credit facility, have a principal amount of US \$75.0 million and an interest rate of 4.83 percent per annum and mature on January 24, 2022. The Canadian dollar equivalent on January 24, 2014 was \$82.9 million. Amortizing principal repayments of US \$25.0 million are due under the notes on January 24, 2020, January 24, 2021 and January 24, 2022. Interest is paid semi-annually in arrears.

The senior secured notes are collateralized by a general security interest over the Corporation's assets, property and undertaking, present and future.

In the third quarter of 2015, Badger recorded an unrealized foreign exchange loss of \$6.9 million as a component of other comprehensive income (a cumulative loss on foreign exchange of \$13.5 million for the first nine months of 2015) on the foreign currency revaluation of senior secured notes. In the third quarter of 2014 there was a

foreign exchange loss of \$3.8 million, and a total foreign exchange loss for the nine month period ended September 30, 2014 of \$1.2 million. The 2014 foreign exchange gains were recorded in net profit as the senior secured notes were not designated as a net investment hedge at that time.

Under the terms of the credit facility and the senior secured notes, the Corporation must comply with certain financial and non-financial covenants, as defined by the bank. A description of the compliance with covenants is included in the liquidity and dividends section.

SHARE CAPITAL

Shares outstanding at September 30, 2015 were 37,100,681.

As of November 12, 2015 the outstanding shares totaled 37,100,681.

SELECTED QUARTERLY FINANCIAL INFORMATION

All amounts are \$000's except Per Share amounts are \$'s	2015			2014			2013	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue	111,431	90,435	101,689	108,350	113,121	100,726	100,022	94,239
Net profit (loss)	17,090	(10,533)	11,443	17,045	16,078	14,249	5,730	11,233
Net profit (loss) per share – basic and diluted	0.46	(0.28)	0.31	0.47	0.43	0.38	0.15	0.30

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements and information contained in this MD&A and other continuous disclosure documents of the Company referenced herein, including statements related to the Company's capital expenditures, projected growth, view and outlook toward margins, cash dividends, customer pricing, future market opportunities and statements, and information that contain words such as "could", "should", "can", "anticipate", "expect", "believe", "will", "may" and similar expressions relating to matters that are not historical facts, constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. These statements and information involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements and information. The Company believes the expectations reflected in such forward-looking statements and information are reasonable, but no assurance can be given that these expectations will prove to be correct. Such forward-looking statements and information included in this MD&A should not be unduly relied upon. These forward-looking statements and information speak only as of the date of this MD&A.

In particular, forward looking information and statements include discussion reflecting the Company's belief that:

- Internal preparations for anticipated growth in 2015 will be completed;
- Overall activity and the economy remains relatively constant in areas and market segments not affected by activities in the oil and natural gas sector;
- Areas associated with the oil and natural gas industry continue to remain uncertain;
- Badger can manage costs in areas and sectors affected by the low oil price environment and reallocate assets as required to areas which have strong economies and which have benefited from weak oil prices;
- Badger can grow in areas unaffected by the low oil price environment;

- Badger in 2015 can further develop the organization to position itself to be able to handle the planned future growth;
- The business development efforts will provide Badger with the additional new customers necessary to grow the business in 2015 and the future, and;
- Badger's fleet is available to perform work in 2015 and truck replacements are not significantly more than planned.

The forward-looking statements rely on certain expected economic conditions and overall demand for Badger's services and are based on certain assumptions. The assumptions used to generate forward-looking statements are, among other things, that:

- There will be a long-term demand for hydrovac services from oil refineries, petro-chemical plants, power plants and other large industrial facilities in North America;
- Badger will maintain relationships with current customers and develop successful relationships with new customers;
- The Company will collect customer payments in a timely manner;
- Badger will be able to compete effectively for the demand for its services;
- The overall market for its services will not be adversely affected by weather, natural disasters, global events, legislation changes, technological advances, economic disruption or other factors beyond Badgers control;
- Badger will execute its growth strategy;
- Badger will obtain all labour, parts and supplies necessary to complete the planned hydrovac build.

Risk factors and other uncertainties that could cause actual results to differ materially from those anticipated in such forward-looking statements include, but are not limited to: price fluctuations for oil and natural gas and related products and services; political and economic conditions; industry competition; Badger's ability to attract and retain key personnel; the availability of future debt and equity financing; changes in laws or regulations, including taxation and environmental regulations; extreme or unsettled weather patterns; fluctuations in foreign exchange or interest rates, and; the ultimate resolution of a lawsuit in the State of Oklahoma.

Readers are cautioned that the foregoing factors are not exhaustive. Additional information on these and other factors that could affect the Company's operations and financial results is included in reports on file with securities regulatory authorities in Canada and may be accessed through the SEDAR website (www.sedar.com) or at the Company's website. The forward-looking statements and information contained in this MD&A are expressly qualified by this cautionary statement. The Company does not undertake any obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

NON-IFRS FINANCIAL MEASURES

This MD&A contains references to certain financial measures, including some that do not have any standardized meaning prescribed by IFRS and that may not be comparable to similar measures presented by other corporations or entities. These financial measures are identified and defined below:

“Adjusted EBITDA” is earnings before interest, taxes, depreciation and amortization, share-based compensation, gains and losses on sale of property, plant and equipment, gains and losses on foreign exchange, and a non-recurring legal provision. Adjusted EBITDA is a measure of the Company's operating profitability and is therefore useful to

management and investors as it provides improved continuity with respect to the comparison of our operating results over time. Adjusted EBITDA provides an indication of the results generated by the Company's principal business activities prior to how these activities are financed, the results are taxed in various jurisdictions, and assets are amortized. In addition, Adjusted EBITDA excludes gains and losses on sale of property, plant and equipment as these gains and losses are considered incidental and secondary to the principal business activities, it excludes gains and losses on foreign exchange as such gains and losses can vary significantly based on factors beyond our control, it excludes share-based compensation as these expenses can vary significantly with changes in the price of our common shares and it excludes the legal provision that was recorded in the third quarter of 2015 as this is non-recurring and outside our normal course of business.

Adjusted EBITDA is calculated as follows:

Adjusted EBITDA	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Net profit	17,090	16,078	18,002	36,057
Add:				
Depreciation of property, plant and equipment	10,801	8,600	31,372	24,276
Amortization of intangible assets	319	319	957	957
Share-based compensation expense	(1,931)	(2,560)	(324)	2,354
(Gain) loss on sale of property, plant and equipment	(24)	(36)	(82)	(252)
Finance cost	1,289	1,893	3,622	4,212
Legal provision	-	-	21,620	-
Foreign exchange (gain) loss	(2)	3,765	(550)	1,173
Tax expense	6,201	7,863	6,946	16,605
Adjusted EBITDA	33,743	35,922	81,563	85,382

Adjusted EBITDA is more directly calculated as follows:

Adjusted EBITDA	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Revenue	111,431	113,121	303,556	313,869
Less:				
Direct costs	74,228	73,699	211,082	219,430
Selling, general and administrative expense	3,460	3,500	10,911	9,057
Adjusted EBITDA	33,743	35,922	81,563	85,382

“Growth capital expenditures” are capital expenditures that are intended to improve Badger's efficiency, productivity or overall capacity and thereby allow Badger to expand overall activity and/or access new markets. They generally represent any net additions to the daylighting fleet or other assets. Growth capital expenditures exclude acquisitions.

“Maintenance capital expenditures” are any amounts incurred during a reporting period to keep the Company’s daylighting fleet at the same number of units (including costs incurred to extend the operational life of a daylighting unit), plus any other capital expenditures required to maintain the capacities of the existing business. The amount will fluctuate period-to-period depending on the number of units retired from the fleet or other capacity-maintaining capital expenditures.

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Growth capital expenditures				
Hydrovac trucks	260	18,031	16,436	61,210
Other vehicles and trailers	692	801	1,827	5,413
Buildings	1,594	888	3,829	2,322
Other	77	-	96	2,923
Total growth capital expenditures	2,623	19,720	22,188	71,868

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Maintenance capital expenditures				
Hydrovac trucks	3,162	1,490	10,720	2,526
Other vehicles and trailers	183	59	630	151
Buildings	-	-	-	-
Other	-	22	-	552
Total maintenance capital expenditures	3,345	1,571	11,349	3,229
Purchase of property, plant and equipment	5,968	21,929	33,538	75,097

“Revenue per truck per month” (RPT) is a measure of hydrovac fleet utilization. It is a measure of hydrovac revenue only. The RPT is calculated by combining Canadian and US dollar hydrovac revenue without converting for exchange differences, dividing the hydrovac revenue for the period by the simple average of hydrovac in service throughout the period, and further dividing by the number of months in the period.

Revenue per truck (/mo)	2015			2014			2013
	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total	28,106	23,317	26,258	30,435	33,136	29,947	33,800

FLEET SUMMARY

Number of hydrovacs	2015			2014			2013
	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Canada	375	393	393	410	405	391	376
US	645	626	618	588	552	517	470
Total	1,020	1,019	1,011	998	957	908	846

CHANGES IN ACCOUNTING POLICIES

There were no new accounting standards that were adopted in the first three quarters of 2015.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

Badger's President and CEO and its VP Finance and CFO have designed, or caused to be designed under their direct supervision, Badger's disclosure controls and procedures (as defined by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, adopted by the Canadian Securities Administrators) to provide reasonable assurance that (i) material information relating to Badger, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which the annual filings are being prepared; and (ii) material information required to be disclosed in the annual filings is recorded, processed, summarized and reported on a timely basis. Further, they have evaluated, or caused to be evaluated under their direct supervision, the effectiveness of Badger's disclosure controls and procedures at June 30, 2015 and have concluded the disclosure controls and procedures are fully effective.

Internal Control over Financial Reporting

Badger's President and CEO and its VP Finance and CFO have also designed, or caused to be designed under their direct supervision, Badger's internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Further, using the criteria established in Internal Control – Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission, they have evaluated, or caused to be evaluated under their direct supervision, the effectiveness of Badger's internal control over financial reporting at September 30, 2015 and have concluded the internal controls over financial reporting are effective.

Changes in Internal Control over Financial Reporting

There were no changes to Badger's internal control over financial reporting in the first three quarters of 2015.

Inherent Limitations

Notwithstanding the foregoing, because of its inherent limitations a control system can provide only reasonable assurance that the objectives of the control system are met and may not prevent or detect misstatements. Management's estimates may be incorrect, or assumptions about future events may be incorrect, resulting in varying results. In addition, management has attempted to minimize the likelihood of fraud. However, any control system can be circumvented through collusion and illegal acts.

BUSINESS RISKS

Reference is also made to Badger's 2014 Annual Information Form