



**UNAUDITED CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS**

For the three months ended March 31, 2018 and March 31, 2017
(expressed in thousands of Canadian dollars, except share and per share amounts, unless otherwise noted)

ACASTA ENTERPRISES INC.
UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(in thousands of Canadian dollars)

	Notes	As at March 31, 2018	As at December 31, 2017
Assets			
Current assets			
Cash and cash equivalents		\$ 3,625	\$ 26,139
Trade and other receivables	7	36,463	39,644
Inventories	8	54,096	48,423
Prepaid expenses and deposits		4,392	54,548
Investment in Profit Participating Notes	6, 21	32,638	—
Other current assets		6,960	5,534
Current portion of loans receivable	21	—	11,257
		<u>\$ 138,174</u>	<u>\$ 185,545</u>
Non-current assets			
Property, plant and equipment	9	\$ 62,462	\$ 617,594
Intangible assets	10	139,238	275,469
Goodwill	10	94,663	176,552
Long-term loans receivable	21	—	189,974
Non-current deposits		—	5,077
Other non-current assets		—	12,889
		<u>\$ 296,363</u>	<u>\$ 1,277,555</u>
Total assets		<u>\$ 434,537</u>	<u>\$ 1,463,100</u>
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		\$ 31,140	\$ 37,107
Current debt obligations	12	196,581	276,735
Income taxes payable		7,314	7,232
Other current liabilities	13	5,226	14,333
		<u>\$ 240,261</u>	<u>\$ 335,407</u>
Non-current liabilities			
Deferred tax liabilities		\$ 18,104	\$ 20,306
Other non-current liabilities	13	7,265	31,520
Long-term debt	12	—	707,211
		<u>\$ 25,369</u>	<u>\$ 759,037</u>
Total liabilities		<u>\$ 265,630</u>	<u>\$ 1,094,444</u>
Shareholders' equity			
Share capital	14	\$ 593,241	\$ 849,383
Contributed surplus		198,028	300
Warrants		3,939	3,939
Deficiency		(626,301)	(457,104)
Accumulated other comprehensive loss		—	(27,862)
Total shareholders' equity		<u>\$ 168,907</u>	<u>\$ 368,656</u>
Going concern (note 2)			
Commitments (note 23)			
Subsequent events (note 25)			
Total liabilities and shareholders' equity		<u>\$ 434,537</u>	<u>\$ 1,463,100</u>

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ACASTA ENTERPRISES INC.
UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE
INCOME (LOSS)

(in thousands of Canadian dollars, except share and per share amounts)

	<u>Notes</u>	<u>Three months ended</u> <u>March 31, 2018</u>	<u>Three months ended</u> <u>March 31, 2017</u>
Revenue	15	\$ 67,014	\$ 63,774
Cost of revenue, expenses, and other items			
Cost of revenue	16	53,324	44,714
Selling, general and administrative expense	16	24,016	20,958
Finance costs	17	13,848	1,238
Impairment of goodwill	10	12,248	—
Net loss on foreign exchange		1,449	149
Other loss (income), net	18	2,194	(3,675)
Income (loss) before income tax		\$ (40,065)	\$ 390
Current income tax expense		547	3,016
Deferred income tax recovery		(1,743)	(2,353)
Net loss from continuing operations		\$ (38,869)	\$ (273)
Net income (loss) from discontinued operations, net of tax	6	(129,945)	4,471
Net income (loss)		\$ (168,814)	\$ 4,198
Other comprehensive loss from discontinued operations, net of tax		\$ —	\$ (1,529)
Total comprehensive income (loss)		\$ (168,814)	\$ 2,669
Net income (loss) per share			
Basic — continuing operations	19	\$ (0.44)	\$ —
Basic — discontinued operations	19	\$ (1.45)	\$ 0.05
Diluted — continuing operations	19	\$ (0.44)	\$ —
Diluted — discontinued operations	19	\$ (1.45)	\$ 0.05

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ACASTA ENTERPRISES INC.
UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(in thousands of Canadian dollars, except share amounts)

	Notes	Share capital (Class B Shares)		Warrants		Contributed surplus	Deficiency	Accumulated other comprehensive loss	Total shareholders' equity
		Number	Amount	Number	Amount				
Balance at December 31, 2017	14	95,715,298	\$ 849,383	20,884,062	\$3,939	\$ 300	\$(457,104)	\$(27,862)	\$ 368,656
ω Adjustment on initial application of IFRS 9 (net of tax)	5	—	—	—	—	—	(383)	—	(383)
Adjusted balance at January 1, 2018		95,715,298	\$ 849,383	20,884,062	\$3,939	\$ 300	\$(457,487)	\$(27,862)	\$ 368,273
Net loss for the period		—	—	—	—	—	(168,814)	—	(168,814)
Other comprehensive loss, net of tax		—	—	—	—	—	—	27,862	27,862
Contingent consideration on the purchase of ECN		—	—	—	—	1,005	—	—	1,005
Cancellation of Class B Shares, as consideration for the Stellwagen Sale Transaction	6, 14	(26,000,000)	(256,142)	—	—	196,610	—	—	(59,532)
Issuance of equity-settled share-based payments		—	—	—	—	113	—	—	113
Balance at March 31, 2018		69,715,298	\$ 593,241	20,884,062	\$3,939	\$198,028	\$(626,301)	\$ —	\$ 168,907

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ACASTA ENTERPRISES INC.
UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY) (Continued)
(in thousands of Canadian dollars, except share amounts)

	Notes	Share capital (Class B Shares)		Warrants		Deficiency	Accumulated other comprehensive loss	Total shareholders' equity
		Number	Amount	Number	Amount			
Balance at December 31, 2016		11,960,156	\$ 14,995	20,884,062	\$3,939	\$(44,038)	\$ —	\$(25,104)
Net income for the period		—	—	—	—	4,198	—	4,198
Other comprehensive loss, net of tax		—	—	—	—	—	(1,529)	(1,529)
Issuance of Class B Shares, as consideration for the Qualifying Acquisition	14	52,966,814	529,668	—	—	—	—	529,668
Issuance of Class B Shares, net of share issuance costs, related to private placement	14	15,955,050	158,476	—	—	—	—	158,476
Conversion of Class A Restricted Voting Shares	14	11,795,778	119,727	—	—	—	—	119,727
Balance at March 31, 2017		<u>92,677,798</u>	<u>\$822,866</u>	<u>20,884,062</u>	<u>\$3,939</u>	<u>\$(39,840)</u>	<u>\$(1,529)</u>	<u>\$785,436</u>

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ACASTA ENTERPRISES INC.
UNAUDITED CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(in thousands of Canadian dollars)

	<u>Notes</u>	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Operating activities			
Net income (loss)		\$ (168,814)	\$ 4,198
Adjustments for non-cash items and other adjustments:			
Share-based compensation		113	—
Depreciation of property, plant and equipment	9	6,596	5,822
Amortization of intangible assets	10	9,300	14,269
Net unrealized loss (gain) on change in fair value of financial instruments	6	33,121	(236)
Finance costs	17	13,848	6,652
Current income tax expense		547	4,034
Deferred income tax recovery		(1,743)	(3,090)
ECN contingent consideration payable in Class B Shares	18	1,005	—
Impairment of goodwill	10	12,248	—
Loss on disposal of Aviation reportable segment	6	97,721	—
Net loss on foreign exchange		1,449	124
Gain on redemption of Class A Restricted Voting Shares		—	(3,699)
Loss on disposal of property, plant and equipment		—	1,083
Amortization of inventory fair value increment		—	3,355
Changes in non-cash working capital	24	(599)	(13,227)
Cash provided by operating activities		\$ 4,792	\$ 19,285
Income taxes paid		(1,334)	(3,448)
Net cash flows provided by operating activities		\$ 3,458	\$ 15,837
Investing activities			
Additions to property, plant and equipment	9	\$ (3,563)	\$ (299,442)
Additions to intangible assets		—	(67,881)
Proceeds on disposition of Aviation reportable segment, net	6	32,727	—
Proceeds on disposal of property, plant and equipment	9	—	24,989
Proceeds from restricted cash to finance acquisitions		—	106,240
Acquisition of Apollo		—	(161,545)
Acquisition of JemPak		—	(55,448)
Acquisition of Stellwagen		—	(90,772)
Cash provided by (used in) investing activities		\$ 29,164	\$ (543,859)
Financing activities			
Proceeds from debt and credit facilities	12	\$ 12,162	\$ 441,182
Repayment of debt	12	(59,285)	(26,605)
Payment of debt issuance costs		—	(5,112)
Proceeds from restricted cash to fund redemption of Class A Restricted Voting Shares and deferred underwriters' commission		—	298,761
Redemption of Class A Restricted Voting Shares		—	(285,680)
Proceeds from private placement of Class B Shares		—	159,551
Payment of deferred underwriters' commission		—	(13,081)
Payment of share issuance costs related to private placement		—	(1,075)
Interest paid		(8,013)	(5,968)
Cash provided by (used in) financing activities		\$ (55,136)	\$ 561,973
Net increase (decrease) in cash during the period		\$ (22,514)	\$ 33,951
Cash and cash equivalents, beginning of period		26,139	187
Cash and cash equivalents, end of period		\$ 3,625	\$ 34,138

The accompanying notes are an integral part of these unaudited condensed consolidated interim financial statements.

ACASTA ENTERPRISES INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS

For the three months ended March 31, 2018 and March 31, 2017

(In thousands of Canadian dollars, except share and per share amounts, unless otherwise noted)

1. Description of business

Acasta Enterprises Inc. and its subsidiaries (collectively, “Acasta” or the “Company”) was incorporated under the *Business Corporations Act* (Ontario) on June 19, 2015 and is listed on the Toronto Stock Exchange (“TSX”) under the symbol AEF. The Company’s registered address is 150 Bloor Street West, Suite 310, Toronto, Ontario, M5S 2X9.

Acasta was a special purpose acquisition corporation incorporated under the laws of the Province of Ontario for the purpose of effecting a qualifying acquisition, more specifically an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Company. On January 3, 2017, Acasta announced the closing (the “Closing”) of its qualifying acquisition under Part X of the TSX Company Manual (the “Qualifying Acquisition” or “Transaction”) of 100% of Stellwagen Group (“Stellwagen”), Apollo Health and Beauty Care Partnership and Apollo Laboratories Inc. (collectively, “Apollo”), and JemPak Corporation (“JemPak”).

At March 31, 2018, the Company had two reportable operating segments: Consumer Products and Other segments, being representative of Acasta’s corporate net assets and expenses. See note 22 for further segment disclosures. On March 27, 2018, the Company disposed of substantially all the net assets of the previously controlled businesses that formed the Aviation reportable segment. Results from the Aviation reportable segment for the period from January 1, 2018 to March 27, 2018 and for the three months ended March 31, 2017 have been presented as results from discontinued operations. See note 6.

2. Basis of preparation and going concern

Statement of compliance

These unaudited condensed consolidated interim financial statements (“interim financial statements”) have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board (“IASB”) and uses the accounting policies disclosed in note 3 of the Company’s most recent annual audited consolidated financial statements as at and for the years ended December 31, 2017 and 2016 (“annual consolidated financial statements”). These interim financial statements do not include all of the information required for a complete set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”). However, selected explanatory notes are included to disclose events and transactions that are significant to an understanding of the changes in the Company’s financial position and performance since the issuance of the most recent annual consolidated financial statements.

These condensed consolidated interim financial statements should be read in conjunction with the Company’s 2017 annual consolidated financial statements.

These interim financial statements were authorized for issue by the Company’s board of directors on May 15, 2018.

Basis of measurement

The interim financial statements have been prepared on a historical cost basis, except for the revaluation of certain financial instruments as described in note 21.

ACASTA ENTERPRISES INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)
For the three months ended March 31, 2018 and March 31, 2017
(In thousands of Canadian dollars, except share and per share amounts, unless otherwise noted)

2. Basis of preparation and going concern (Continued)

Functional and presentation currency

The Company's functional and presentation currency is Canadian dollars ("CAD"). All financial information is presented in thousands of Canadian dollars, except as otherwise indicated.

Going concern

These interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

At March 31, 2018, the Company was in breach of certain financial leverage ratio covenants under its credit agreements. Failure to meet these covenants at March 31, 2018 caused the debt outstanding under the Credit Facility and U.S. Credit Facility (the "Lenders") (note 12) to be presented as a current liability, which the Company would not be able to satisfy if called by its Lenders. In response, the Company sought and obtained waivers from the Lenders in respect of such covenants subsequent to March 31, 2018 and also modified terms of the covenant requirements under the Lenders' credit agreements that resulted in an increase in the maximum permissible debt to EBITDA ratios for defined periods, subject to certain conditions. In addition, subsequent to the end of the reporting period, the Company has monetized its investment in the Profit Participating Notes ("PPNs") of the Stelloan Fund (note 25), which were retained subsequent to the Stellwagen Sale Transaction (note 6), and has executed an agreement to sell its interest in JemPak (note 25).

During the three months ended March 31, 2018, the Company funded its working capital requirements and its capital and operating expenditures through operating cash flows, proceeds from debt, and proceeds from the Stellwagen Sale Transaction (note 6). Proceeds from the Stellwagen Sale Transaction have been used to reduce levels of overall indebtedness of the Company. Management expects that the cash to be generated from operations based on forecasts related to 2018, which assumes a pre-determined Canadian dollar foreign exchange rate relative to the U.S. dollar, and proceeds from the closing of the sale of JemPak (note 25) and the monetization of the PPNS, will be sufficient to fund the Company's capital and operating expenditures so as to meet its financial obligations as they fall due during the next twelve months.

There is no guarantee or assurance that the Company will be able to realize its operating forecast in 2018, which is partially dependent upon foreign exchange rates, or the closing of the sale of JemPak and, thus, meet its financial covenants under the relevant credit agreements and/or obtain continued support from its Lenders should that be required. These material uncertainties may cast significant doubt as to the Company's ability to continue as a going concern. As at March 31, 2018, the interim financial statements do not reflect any adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary should the going concern assumption be inappropriate. Such adjustments could be material.

3. Significant accounting policies

The significant accounting policies used in preparing these interim financial statements are unchanged from those disclosed in the Company's most recent annual consolidated financial statements and have been applied consistently to all periods presented in these interim financial statements, except where IFRS 15 *Revenue from Contracts with Customers* and IFRS 9 *Financial Instruments* have been applied. Changes to significant accounting policies are described in note 5.

ACASTA ENTERPRISES INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)
For the three months ended March 31, 2018 and March 31, 2017
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3. Significant accounting policies (Continued)

The accounting policies have been applied consistently by Acasta's subsidiaries during the periods presented.

4. Significant accounting judgments and estimates

The preparation of these interim financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses, consistent with those disclosed in the most recent annual consolidated financial statements. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount or values may vary in certain instances from the assumptions and estimates made. Changes will be recorded, with the corresponding effect in profit or loss, when, and if, better information is obtained.

5. Recently issued accounting pronouncements

Accounting standards, amendments and interpretations not yet adopted or effective

Certain new standards, amendments and interpretations have been published that are mandatory for the Company's accounting years beginning on or after January 1, 2019 that the Company has decided not to early adopt, as applicable. The following are standards, amendments and interpretations that may be most relevant to the Company in preparing its financial statements in future years:

- IFRS 16 *Leases* ("IFRS 16"). IFRS 16 provides guidance for leases whereby lessees will recognize a liability for the present value of future lease liabilities and record a corresponding right of use asset on the balance sheet. IFRS 16 is effective for the Company's fiscal year beginning January 1, 2019. Early adoption is permitted, provided IFRS 15 has been adopted. The Company intends to adopt the new standard on the required effective date and is progressing in its assessment of the impact of the new standard on the interim financial statements. Based on the Company's limited involvement as an operating lessee, the Company does not expect the impact, if any, to be material on its consolidated statements of comprehensive income (loss).

Newly adopted standards

The changes in accounting policies are also expected to be reflected in the Company's consolidated financial statements as at and for the year ended December 31, 2018.

The Company has adopted IFRS 15 *Revenue from Contracts with Customers* and IFRS 9 *Financial Instruments* on January 1, 2018. Other recently issued standards effective on January 1, 2018 that do not have a material effect on the Company's interim financial statements have been omitted.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes IAS 18 *Revenue* and IAS 11 *Construction Contracts* and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are within the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

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For the three months ended March 31, 2018 and March 31, 2017
(In thousands of Canadian dollars, except share and per share amounts, unless otherwise noted)

5. Recently issued accounting pronouncements (Continued)

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Company adopted IFRS 15 using the modified retrospective method of adoption on January 1, 2018. The effect of adopting IFRS 15 did not have a material impact on the Company's interim financial statements as outlined in more detail below.

Sale of goods

The Company primarily generates revenue from the sale of products, specifically focusing on the manufacturing and distribution of private label health and beauty care products, laundry care products and chemical cleaning products.

The Company contracts with its customers for the sale of products through purchase orders. Each quantity of product is a performance obligation. The Company has concluded that revenue from sale of products should be recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the product. Therefore, the adoption of IFRS 15 did not have a material impact on the timing of revenue recognition.

Some contracts with customers contain variable consideration in the form of rights of return for defective products, early payment discounts and marketing allowance. The variable consideration is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved. The Company applies the expected value method to estimate the amount of variable consideration to which the Company will be entitled. The Company applies the requirements in IFRS 15 on constraining estimates of variable consideration to determine the amount of variable consideration that can be included in the transaction price. The Company invoices the customer at the time of delivery and revenue is recognized at an amount the Company estimates it will be entitled to resulting in the difference recognized as a contract liability. Contract liabilities from variable consideration are included in trade and other payables as the amounts are trivial. The Company does not recognize an asset for the right to recover products from a customer as these are considered to be defective products and are destroyed upon return. These requirements under IFRS 15 are consistent with the Company's policies under IAS 18. Therefore, the adoption of IFRS 15 did not have a material impact on the amount of revenue to be recognized.

Rendering of services

Prior to the Stellwagen Sale Transaction on March 27, 2018, the Company also generated revenue from asset management and finance services to companies primarily in the Aviation reportable segment. Specifically, the Company generated revenue from the following activities:

- Investment banking: The Company earned transaction fees and commissions for the arrangement of financing between aircraft owners and investors. These transactions commonly included the sale and leaseback of aircraft by airlines. The Company acted as an integrated financing arranger by underwriting transactions and generating additional fees therefrom.
- Aircraft servicing: The Company offered a wide range of aircraft and lease management services including commercial, legal, accounting, technical management and risk management services.

ACASTA ENTERPRISES INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
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5. Recently issued accounting pronouncements (Continued)

Under IFRS 15, the Company concluded that revenue from aircraft servicing will continue to be recognized over time, on a straight-line basis over the term of the agreement similar to the previous accounting policy because the customer simultaneously receives and consumes the benefits provided by the Company. Revenue from investment banking will continue to be recognized at a point in time which is at the closing of the financing transaction. The Company has elected to apply the practical expedient of expensing all contract costs incurred that would otherwise be amortized over twelve months or less. Since investment banking transactions generally close within twelve months from contract inception, there are no contract assets to be recognized. Therefore, the adoption of IFRS 15 did not have an impact on the timing or the amount of the revenue recognized from investment banking services and aircraft servicing.

As required for these interim financial statements, the Company disaggregated revenue recognized from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Subsequent to the disposal of the Aviation reportable segment, the Company's revenues will be limited to the sale of consumer products. Therefore, the Company has determined that revenue by geography best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. Refer to note 22 for the disclosure on disaggregated revenue by geography.

IFRS 9 Financial Instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets and financial liabilities. This standard replaces IAS 39 *Financial Instruments: Recognition and Measurement*.

Classification and measurement of financial assets and financial liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale.

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. The impact of IFRS 9 on the classification and measurement of financial assets is set out below.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI"); or fair value through profit and loss ("FVTPL"). The classification of financial assets under IFRS 9 is based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated. Instead, the hybrid financial asset as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ACASTA ENTERPRISES INC.
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5. Recently issued accounting pronouncements (Continued)

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	Subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	Subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss, even upon derecognition.

The effect of adopting IFRS 9 on the carrying amounts of financial assets at January 1, 2018 relates solely to the new impairment requirements involving the expected credit loss approach, as described further below.

ACASTA ENTERPRISES INC.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED
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For the three months ended March 31, 2018 and March 31, 2017

(In thousands of Canadian dollars, except share and per share amounts, unless otherwise noted)

5. Recently issued accounting pronouncements (Continued)

The following table and the accompanying notes below explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets as at January 1, 2018.

<u>In thousands of CAD</u>	<u>Original classification under IAS 39</u>	<u>New classification under IFRS 9</u>	<u>Original carrying amount under IAS 39</u>	<u>New carrying amount under IFRS 9</u>
Cash and cash equivalents	Loans and receivables	Amortized cost	\$ 26,139	\$ 26,139
Trade and other receivables	Loans and receivables	Amortized cost	39,644	39,261
Loans receivable	Designated as at FVTPL	Designated as at FVTPL	201,231	201,231
Derivative asset	Held for trading	Designated as at FVTPL	10,353	10,353
Total financial assets			\$ 277,367	\$ 276,984

Impairment of financial assets

IFRS 9 replaces the incurred loss model in IAS 39 with an expected credit loss (“ECL”) model. The new impairment model applies to financial assets measured at amortized cost and debt investments at FVOCI, but not to investments in equity instruments. Under IFRS 9, credit losses are recognized earlier than under IAS 39.

The financial assets at amortized cost consist of cash and cash equivalents and trade receivables.

Under IFRS 9, loss allowances are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

The Company has elected to measure loss allowances for trade receivables at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

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5. Recently issued accounting pronouncements (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Presentation of impairment

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Impairment losses related to trade and other receivables are presented within selling, general and administrative expense in the statement of profit or loss.

Impact of the new impairment model

The new expected credit loss model for calculating impairment on financial assets has also been assessed and has resulted in a material change. The following analysis provides further detail about the calculation of ECLs related to trade receivables and contract assets on the adoption of IFRS 9. The Company considers the model and some of the assumptions used in calculating these ECLs as key sources of estimation uncertainty.

The ECLs were calculated based on actual credit loss experience over the past year. The Company performed the calculation of ECL rates separately for Apollo customers and JemPak customers. Exposures within each group were segmented based on common credit risk characteristics such as geographic region.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at January 1, 2018.

<u>In thousands of CAD</u>	<u>Weighted average loss rate</u>	<u>Gross carrying amount</u>	<u>Loss allowance</u>
Current (not past due)	0.57%	\$ 28,671	\$ 164
1 - 30 days past due	7.50%	1,458	109
31 - 60 days past due	41.59%	127	53
61 - 90 days past due	44.60%	141	63
More than 90 days past due	8.40%	1,024	86
		<u>\$ 31,421</u>	<u>\$ 475</u>

The methodology described above has also been used at the interim reporting date.

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5. Recently issued accounting pronouncements (Continued)

Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied, retrospectively, except as described below.

- The Company has restated comparative information for prior periods with respect to classification and measurement (including impairment) requirements. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 has resulted in a \$383 adjustment to opening retained earnings and trade and other receivable as at January 1, 2018.
- The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application.
 - The determination of the business model within which a financial asset is held.
 - The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL.

6. Discontinued operations

On March 27, 2018, the Company disposed of and derecognized substantially all of the net assets in the Aviation reportable segment (see note 22) through the Stellwagen Sale Transaction or by loss of control. Management committed to a plan to sell 100% of the shares held in Stellwagen in February 2018, following a strategic decision to place greater focus on the Company's consumer products segment.

The disposition included the Stellwagen Sale Transaction for consideration that included cash, cancellation of Class B Shares, settlement of certain liabilities, and contingent consideration as outlined below. Cash proceeds of \$45,042 (U.S. \$35,000) was used to reduce debt outstanding under the Company's U.S. Credit Facility and pay fees and accrued interest to the lenders under the U.S Credit Facility. 26,000,000 Class B Shares were canceled on March 27, 2018, resulting in a reduction to shareholders' equity (note 14). As a part of the Company's consideration for the purchase of Stellwagen from the Stellwagen Vendors on January 3, 2017, the Company incurred a contractual obligation to pay an earn-out based on performance of Stellwagen over a three-year period. Consideration on the Stellwagen Sale Transaction included termination of this obligation, valued at \$9,007 (U.S. \$7,000). Lastly, the proceeds included contingent consideration receivable in the form of a downside protection on the future monetization of PPNs, up to a maximum payout U.S. \$5,000. The estimated fair value of the contingent consideration was measured using a probability-based approach for the expected amount receivable. At March 31, 2018, the Company has recognized a receivable for the amount of \$6,423 (U.S. \$5,000) in Other current assets.

The Stellwagen Sale Transaction resulted in the loss of control over Stelloan Investment Company I DAC ("Stelloan") and Embassy Acquisition Facility I DAC ("Embassy") as the Company no longer has the ability to direct the relevant operating activities of the entities. As a result of the loss in control, the Company ceased consolidating Stelloan and Embassy and derecognized the assets and liabilities of these subsidiaries as of the date of the Stellwagen Sale Transaction. Included in results from discontinued operations for the period from January 1, 2018 to March 27, 2018 is a loss of \$33,121 attributable to the change in fair value of the loans receivable held by Embassy with third party borrowers prior to disposal.

Following the disposition of the Aviation reportable segment, the Company retained an investment in Stelloan through its ownership of Profit Participating Notes ("PPNs"). The Company recognized its investment in the PPNs at an estimated fair value of \$32,638 as at March 31, 2018.

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6. Discontinued operations (Continued)

The Aviation reportable segment was not previously classified as held-for-sale or as a discontinued operation. The profit or loss and OCI for the comparative period has been presented to reflect the results of the Aviation reportable segment as a discontinued operation separately from continuing operations.

	For the period from January 1, 2018 to March 27, 2018	For the three months ended March 31, 2017
Revenue	\$ 22,489	\$ 29,197
Expenses and loss on revaluation of loans receivable	(55,163)	(24,445)
Income (loss) from discontinued operations before income tax	\$ (32,674)	\$ 4,752
Income tax recovery (expense)	450	(281)
Net (loss) income from discontinued operations after income tax	\$ (32,224)	\$ 4,471
Income (loss) of Aviation reportable segment, net of tax	(97,721)	—
Net (loss) income from discontinued operations, net of tax	\$ (129,945)	\$ 4,471

Cash flows provided by (used in) discontinued operations for the periods are presented below.

	For the period from January 1, 2018 to March 27, 2018	For the three months ended March 31, 2017
Net cash flows provided by operating activities	\$ 31,946	\$ 22,428
Net cash flows used in investing activities	(65)	(340,148)
Net cash flows (used in) provided by financing activities	(27,895)	339,776
Net increase in cash for the period	\$ 3,986	\$ 22,056

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6. Discontinued operations (Continued)

Details of the disposal of the Aviation reportable segment are described below.

Consideration received or receivable	
Cash proceeds	\$ 45,042
Less: Cash held in Aviation reportable segment	(12,315)
Net cash proceeds	\$ 32,727
Cancellation of Class B Shares of Acasta	57,200
Cancellation of Stellwagen Earn-out payment	9,007
Fair value of PPN downside protection	6,435
Costs to sell	(1,907)
Net proceeds on disposal	\$ 103,462
Carrying value of Aviation reportable segment net assets	
Assets ⁽¹⁾	(1,025,934)
Liabilities	843,119
Net assets on disposal	\$ (182,815)
Loss on disposal of the Aviation reportable segment before adjustments, income tax, and reclassification of other comprehensive income items	
	\$ (79,353)
Loss on receivable from Stellwagen Vendors, net	(1,501)
Net loss on foreign currency transaction for the year ended December 31, 2017 reclassified from accumulated other comprehensive income, net of tax	(29,377)
Net gain on foreign currency translation for the period from January 1, 2018 to March 27, 2018 reclassified from other comprehensive income, net of tax	5,819
Cumulative net movement in cash flow hedges for the year ended December 31, 2017 reclassified from accumulated other comprehensive loss, net of tax	1,515
Movement in cash flow hedges for the period from January 1, 2018 to March 27, 2018 reclassified from other comprehensive income, net of tax	5,176
Loss on disposal of Aviation reportable segment, net of tax	\$ (97,721)

(1) Excludes closing cash held in the Aviation reportable segment of \$12,315 as at March 27, 2018.

Loss on disposal of Aviation reportable segment, net of tax includes other comprehensive income for the period from January 1, 2018 to March 27, 2018 in the amount of \$10,995 attributable to a net gain on foreign currency translation and movement in cash flow hedges. On disposal of the Aviation reportable segment, this other comprehensive income generated within discontinued operations was reclassified and presented within loss from discontinued operations.

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7. Trade and other receivables

Trade and other receivables comprised the following:

	As at March 31, 2018	As at December 31, 2017
Trade receivables	\$ 31,707	\$ 31,421
Allowance for doubtful accounts	(556)	(92)
Sales tax receivable	4,903	4,592
Interest receivable	—	814
Other	409	2,909
Total trade and other receivables	\$ 36,463	\$ 39,644

Trade receivables disclosed above include certain amounts that are past due at the end of the reporting period for which the Company has recognized a bad debt expense of \$81 for the three months ended March 31, 2018 (three months ended March 31, 2017 — \$3) within selling, general and administrative expense.

8. Inventories

Inventories comprised the following:

	As at March 31, 2018	As at December 31, 2017
Raw materials	\$ 26,296	\$ 23,926
Work in progress	660	704
Finished goods	27,140	23,793
Total inventories	\$ 54,096	\$ 48,423

During the three months ended March 31, 2018, \$52,228 of inventory was expensed in cost of revenue (three months ended March 31, 2017 — \$45,871). Inventory write-downs of \$1,774 were recognized in the three months ended March 31, 2018 (three months ended March 31, 2017 — \$5,731). Inventory reserves recovered to net realizable value in the period were \$nil (three months ended March 31, 2017 — \$1,333). All of the inventory value is pledged as collateral for the Credit Facility (see note 12 for further detail).

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9. Property, plant and equipment

During the three months ended March 31, 2018, the Company disposed of all the property, plant and equipment of the Aviation reportable segment. Office equipment and aircraft for a respective carrying amount of \$484 and \$565,915 were included in net assets on disposal of the Aviation reportable segment. See note 6 for further detail.

Property, plant and equipment at March 31, 2018 comprised the following:

<u>Cost</u>	<u>Building and Leasehold Improvements</u>	<u>Office Equipment</u>	<u>Machinery and Equipment</u>	<u>Aircraft and Motor Vehicles</u>	<u>Total</u>
Balance, December 31, 2017	\$ 15,789	\$ 2,978	\$ 48,904	\$ 573,324	\$ 640,995
Additions	497	275	2,791	—	3,563
Transfers and disposals	244	(669)	(239)	(588,046)	(588,710)
Foreign currency translation	—	16	—	14,805	14,821
Balance, March 31, 2018	\$ 16,530	\$ 2,600	\$ 51,456	\$ 83	\$ 70,669

<u>Accumulated Depreciation</u>	<u>Building and Leasehold Improvements</u>	<u>Office Equipment</u>	<u>Machinery and Equipment</u>	<u>Aircraft and Motor Vehicles</u>	<u>Total</u>
Balance, December 31, 2017	\$ (495)	\$ (668)	\$ (5,369)	\$ (16,869)	\$ (23,401)
Depreciation	(157)	(179)	(1,470)	(4,790)	(6,596)
Disposals	—	185	—	22,131	22,316
Foreign currency translation	—	(4)	—	(522)	(526)
Balance, March 31, 2018	\$ (652)	\$ (666)	\$ (6,839)	\$ (50)	\$ (8,207)
Carrying value at March 31, 2018	\$ 15,878	\$ 1,934	\$ 44,617	\$ 33	\$ 62,462

10. Goodwill and intangible assets

During the three months ended March 31, 2018, the Company disposed of all the goodwill and intangible assets of the Aviation reportable segment. See note 6 for more detail.

Goodwill and intangible assets comprised the following:

<u>Cost</u>	<u>Intangible assets</u>					<u>Total</u>	
	<u>Goodwill</u>	<u>Customer relationships/ contracts</u>	<u>Intellectual property</u>	<u>Lease premiums</u>	<u>Non-compete/ Backlog</u>		<u>Fund contract</u>
Balance, December 31, 2017	\$ 176,552	\$ 173,009	\$ 13,200	\$ 119,612	\$ 38,916	\$ 7,075	\$ 528,364
Transfers and disposals	(71,440)	(16,730)	—	(122,701)	(39,920)	(7,258)	(258,049)
Foreign currency translation	1,799	421	—	3,089	1,004	183	6,496
Balance, March 31, 2018	\$ 106,911	\$ 156,700	\$ 13,200	\$ —	\$ —	\$ —	\$ 276,811

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10. Goodwill and intangible assets (Continued)

<u>Accumulated Amortization</u>	<u>Intangible assets</u>						<u>Total</u>
	<u>Goodwill</u>	<u>Customer relationships/ contracts</u>	<u>Intellectual property</u>	<u>Lease premiums</u>	<u>Non-compete/ Backlog</u>	<u>Fund contract</u>	
Balance, December 31, 2017 . . .	\$ —	\$ (23,948)	\$ (3,300)	\$ (9,792)	\$ (38,891)	\$ (412)	\$ (76,343)
Amortization	—	(5,872)	(825)	(2,450)	—	(153)	(9,300)
Impairment loss on JemPak . . .	(12,248)	—	—	—	—	—	(12,248)
Transfers and disposals	—	3,367	—	12,557	39,895	580	56,399
Foreign currency translation . . .	—	(84)	—	(315)	(1,004)	(15)	(1,418)
Balance, March 31, 2018	\$ (12,248)	\$ (26,537)	\$ (4,125)	\$ —	\$ —	\$ —	\$ (42,910)
Carrying value at March 31,							
2018	\$ 94,663	\$ 130,163	\$ 9,075	\$ —	\$ —	\$ —	\$ 233,901

None of the intangible assets are determined to have indefinite useful lives and have been amortized in the period.

The Company identified the expected JemPak Sale Transaction subsequent to period end as an indicator of potential impairment for the JemPak CGU as at March 31, 2018. As a result of the identification of this impairment indicator, the Company estimated the recoverable amount of the JemPak CGU based on its fair value less costs to sell and concluded that it was impaired as at March 31, 2018. As the JemPak CGU's carrying amount exceeded its estimated recoverable amount at March 31, 2018, an impairment loss of \$12,248 was recognized for the three months ended March 31, 2018 and allocated entirely to goodwill.

There was no reversal of impairment during the three months ended March 31, 2018 and March 31, 2017.

11. Income taxes

For the period ended March 31, 2018, the effective tax rate for continuing operations is 2.99% (three months ended March 31, 2017 — 6.75%) which varies from the enacted Federal and provincial tax rate applicable for AEI of 26.5%. The difference between these rates in the three months ended March 31, 2018 is attributable to goodwill impairment recognized and unrecognized tax benefits resulting from operating losses of AEI for which a suitable source of future taxable income that is probable has not been identified. The difference between effective and enacted tax rates in the three months ended March 31, 2017 was attributable primarily to a re-measurement gain related to Class A Restricted Voting Shares. Upon the disposition of the shares and certain debts of the entities and assets previously included as part of the Aviation reportable segment, a capital loss of \$307,463 has been estimated which has not been recognized as a deferred tax asset.

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12. Debt

	As at March 31, 2018	As at December 31, 2017
Aircraft loans	\$ —	\$ 623,886
Term loan A	26,400	27,300
Term loan B	30,800	31,850
Revolving credit facility	34,576	26,091
U.S. Credit Facility (formerly Aviation Facility)	109,064	150,540
Portfolio Loan Revolver	—	137,787
Less: Deferred financing fees	(4,259)	(13,508)
Total debt	\$ 196,581	\$ 983,946
Current	\$ 196,581	\$ 276,735
Long-term	—	707,211
Total debt	\$ 196,581	\$ 983,946

Credit Facility

On January 3, 2017, the Company entered into a credit agreement with a three-year term providing a borrowing capacity of up to \$150,000. On May 24, 2017, this credit agreement was amended and restated to reduce the capacity of the facility to \$100,000 (the “Credit Facility”). Deferred financing fees related to the cancelled, undrawn capacity of the facility were written off and recognized within finance costs included in net loss in the prior year. The following facilities are available under the Credit Facility:

- a) **Revolving credit facility** — availability of up to \$35,000 (reduced from \$50,000 in May 2017) to be used for working capital and other general corporate purposes. Amounts of drawdowns are in Canadian dollars by way of prime rate and bankers’ acceptances advances and in United States dollars by way of U.S. base rate advances and LIBOR advances. At March 31, 2018, the Company had drawn \$30,731 in Canadian advances and U.S. \$3,000.
- b) **Term loan A** — \$30,000 made available to finance the JemPak and Apollo acquisitions. Amounts are in Canadian dollars by way of prime rate and bankers’ acceptances advances. Term loan A’s initial capacity was \$15,000, and an additional \$15,000 was added to this loan in May 2017, representing a transfer from the delayed draw facility. Principal repayments of \$900 are made quarterly.
- c) **Term loan B** — \$35,000 made available to finance the JemPak and Apollo. Amounts are in Canadian dollars by way of prime rate and bankers’ acceptances advances. Principal repayments of \$1,050 are made quarterly.
- d) **Delayed draw facility** — During the first quarter of 2017, the Company made drawdowns of \$15,000 against this facility, which was subsequently transferred to Term loan A in May 2017. The ability to make further draws against this facility was removed.

As at March 31, 2018, the undrawn capacity on the Credit Facility was \$401.

The net assets of the Consumer Products reportable segment are pledged as security under the Credit Facility.

The Credit Facility contains covenants which are customary for facilities of this nature. Such covenants limit, among other things, the ability of the Company to incur or assume additional debt, sell material assets, and make certain capital expenditures or acquisitions. The Credit Facility also imposes certain

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12. Debt (Continued)

financial covenants the Company must monitor, report, and comply with each fiscal quarter. As a result of a breach of financial covenants at March 31, 2018, the Company does not have the ability to defer payment beyond twelve months from period end. These amounts have been classified within current debt obligations.

U.S. Credit Facility (formerly Aviation Facility)

On May 14, 2017, the Company entered into a secured two-year credit facility agreement (the “U.S. Credit Facility”) with a syndicate of lenders including one related party. The U.S Credit Facility allows for the borrowing of up to U.S. \$150,000 to fund specific investments including the Company’s interest in the Stelloan Fund PPNs and deposits in other aviation related initiatives. During the three months ended March 31, 2018, the Company made principal repayments of \$45,664 (U.S. 35,415), as permitted under the agreement, such that the outstanding principal balance at March 31, 2018 was \$109,064 (U.S. \$84,585). An early repayment fee of \$1,370 (U.S. \$1,062) was paid by the Company to the lenders and is recognized within finance expense. Interest is LIBOR based plus an applicable margin. The U.S. Credit Facility is secured by a first-priority lien over Acasta’s real property.

In response to the Company’s effort to reduce indebtedness, in addition to making early repayments of principal, the ability to make further draws on the facility was removed. As a result of a breach of financial covenants at March 31, 2018, the Company does not have the ability to defer payment beyond twelve months from period end. The amount outstanding under the U.S Credit Facility has been classified within current debt obligations.

The following table reconciles the changes in cash flows from financing activities attributable to debt for the following years:

	<u>As at</u> <u>March 31, 2018</u>	<u>As at</u> <u>December 31, 2017</u>
Total debt, beginning of period	\$ 983,946	\$ —
Proceeds from credit facilities	12,162	737,372
Debt repayments	(59,285)	(91,187)
Financing fees	—	(15,286)
Total cash flows from debt financing activities	<u>\$ (47,123)</u>	<u>\$ 630,899</u>
Other components of debt		
Debt assumed on acquisition of Stellwagen	\$ —	\$ 391,686
Derecognition of aircraft loans and Portfolio Loan Revolver on disposal of Aviation reportable segment	(766,799)	—
Non-cash changes in deferred financing fees	3,394	4,699
Effects of foreign exchange	23,163	(43,337)
Total other components of debt	<u>\$ (740,242)</u>	<u>\$ 353,047</u>
Total debt, end of period	<u>\$ 196,581</u>	<u>\$ 983,946</u>

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13. Other liabilities

Other current liabilities comprised the following:

	As at March 31, 2018	As at December 31, 2017
Bank overdraft	\$ 1,779	\$ —
Amounts due to related parties ⁽¹⁾	2,951	5,835
Finance lease obligation — current	496	496
Other current liabilities	—	2,161
Unamortized discount on loans receivable	—	5,841
Total other current liabilities	\$ 5,226	\$ 14,333

(1) Amounts due to related parties as at March 31, 2018 include payables to Acasta Capital Inc. for reimbursement of expenses on a cost-recovery basis of \$472 (December 31, 2017 — \$1,815) and the agreed-upon Apollo contingent consideration for \$2,464 (December 31, 2017 — \$nil).

Other non-current liabilities comprised the following:

	As at March 31, 2018	As at December 31, 2017
Finance lease liability	\$ 7,265	\$ 7,281
Unamortized discount on loans receivable	—	6,143
Amount due to related party	—	11,820
Security deposits	—	6,276
Total other non-current liabilities	\$ 7,265	\$ 31,520

14. Shareholders' equity (deficiency)

On March 27, 2018, the Company completed the Stellwagen Sale Transaction for consideration that included cash, cancellation of 26,000,000 Class B Shares, settlement of certain liabilities, and contingent consideration. The cancelled shares were measured as the fair value being the trading price of the shares on the closing date of the Stellwagen Sale Transaction.

The following is a summary of the Class B Shares issued and outstanding:

	Number	Amount
Balance, December 31, 2016	11,960,156	\$ 14,995
Conversion of Class A Restricted Voting Shares	11,795,778	119,727
Issued as consideration under Qualifying Acquisition — JemPak	6,750,000	67,500
Issued as consideration under Qualifying Acquisition — Apollo	23,388,396	233,884
Issued as consideration under Qualifying Acquisition — Stellwagen	22,828,418	228,284
Private placement	15,955,050	159,551
Share issuance costs	—	(1,075)
Balance, March 31, 2017	92,677,798	\$ 822,866
Issued as consideration under acquisition — ECN	3,037,500	26,578
Share issuance costs	—	(61)
Balance, December 31, 2017	95,715,298	\$ 849,383

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14. Shareholders' equity (deficiency) (Continued)

	<u>Number</u>	<u>Amount</u>
Balance, December 31, 2017	95,715,298	\$ 849,383
Cancellation of Class B Shares, as consideration in the Stellwagen Sale Transaction (note 6)	(26,000,000)	(256,142)
Balance, March 31, 2018	<u>69,715,298</u>	<u>\$ 593,241</u>

15. Revenue

The Company earns revenue from the following primary sources:

	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Dish cleaning and laundry products	\$ 24,710	\$ 21,729
Health and beauty care products	42,304	42,045
Revenue from continuing operations	<u>\$ 67,014</u>	<u>\$ 63,774</u>
Revenue from discontinued operations	<u>22,489</u>	<u>29,197</u>
Total revenue	<u>\$ 89,503</u>	<u>\$ 92,971</u>

16. Expenses by nature

Cost of revenue and selling, general and administrative expense comprised the following:

	<u>Three months ended March 31, 2018</u>		<u>Three months ended March 31, 2017</u>	
	<u>Cost of revenue</u>	<u>Selling, general and administrative expense</u>	<u>Cost of revenue</u>	<u>Selling, general and administrative expense</u>
Cost of inventory, raw materials and consumables	\$ 41,670	\$ —	\$ 37,901	\$ —
Depreciation of property, plant and equipment and amortization of intangible assets	1,574	6,332	1,275	6,279
Freight charges	119	5,716	63	3,003
Salaries and benefits	5,153	5,473	2,281	3,773
Rent and utilities expenses	2,890	173	2,238	73
Professional fees	—	3,234	—	5,712
General office expenses	86	1,690	69	1,203
Research and development costs	14	3	1	78
Share-based compensation	—	113	—	—
Production repairs, maintenance & supplies	1,521	—	829	—
Laboratory expenses	—	750	—	440
Other expenses	297	532	57	397
Cost of revenue and selling, general and administrative expense attributable to continuing operations	<u>\$ 53,324</u>	<u>\$ 24,016</u>	<u>\$ 44,714</u>	<u>\$ 20,958</u>
Cost of revenue and selling, general and administrative expense attributable to discontinued operations	<u>\$ —</u>	<u>\$ 14,719</u>	<u>\$ —</u>	<u>\$ 17,974</u>
Total cost of revenue and selling, general and administrative expense	<u>\$ 53,324</u>	<u>\$ 38,735</u>	<u>\$ 44,714</u>	<u>\$ 38,932</u>

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17. Finance costs

Finance costs are comprised of the following:

	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Interest on bank overdrafts and loans	\$ 8,453	\$ 970
Amortization and accretion of deferred financing costs	5,295	191
Interest on finance lease obligations	112	80
Other interest income, net	(12)	(3)
Finance costs from continuing operations	\$ 13,848	\$ 1,238
Finance costs from discontinued operations	7,342	5,414
Total finance costs	\$ 21,190	\$ 6,652

18. Other (income) loss, net

Other income, net comprised the following:

	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Restructuring costs	\$ —	\$ 260
Loss on settlement of ECN contingent consideration	1,005	—
Loss on settlement of Apollo contingent consideration	2,464	—
Unrealized change in fair value prior to redemption of Class A Restricted Voting Shares	—	(236)
Gain on redemption of Class A Restricted Voting Shares	—	(3,699)
Other expense (income)	(1,275)	—
Other loss (income), net from continuing operations	\$ 2,194	\$ (3,675)
Other loss (income), net from discontinued operations	(79)	1,082
Other loss (income), net	\$ 2,115	\$ (2,593)

19. Net income (loss) per share

The following is the net loss from continuing operations per share calculation for the three months ended March 31, 2018 and March 31, 2017.

	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Net loss from continuing operations attributable to owners of Class B Shares	\$ (38,869)	\$ (273)
Weighted average number of Class B Shares outstanding during the period	89,325,743	85,642,902
Net loss per share — basic and diluted	\$ (0.44)	\$ —

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19. Net income (loss) per share (Continued)

The following is the net income (loss) from discontinued operations per share calculation for the three months ended March 31, 2018 and March 31, 2017.

	<u>Three months ended March 31, 2018</u>	<u>Three months ended March 31, 2017</u>
Net (loss) income from discontinued operations attributable to owners of Class B Shares	\$ (129,945)	\$ 4,471
Weighted average number of Class B Shares outstanding during the period	89,325,743	85,642,902
Net (loss) income per share — basic and diluted	\$ (1.45)	\$ 0.05

Net loss per share is computed by dividing the net loss incurred during the period by the weighted-average number of Class B Shares outstanding during the period. Diluted net (loss) income per share is computed by dividing net loss incurred during the period by the diluted weighted-average number of Class B Shares outstanding during the period.

Class B Shares totaling 5,221,016 are contingently subject to forfeiture and consequently excluded from the determination of the weighted average number of Class B Shares outstanding until such time as these shares are no longer subject to forfeiture.

The Company did not take into effect any dilutive securities in calculating the net income (loss) per share because the dilutive securities are either anti-dilutive or the Company reported a net loss in the relevant period. As a result, diluted net loss per Class B Share is the same as the basic net loss per share for the periods presented. For the three months ended March 31, 2018 and March 31, 2017, anti-dilutive securities include warrants and DSUs which, if converted to Class B Shares, would result in the issuance of 20,884,062 and 77,211 Class B Shares, respectively.

20. Related party transactions

On March 27, 2018, the Company closed the Stellwagen Sale Transaction to Mr. Douglas Brennan and certain other investors. Total sale proceeds included U.S. \$35,000 cash, cancellation of 26,000,000 Acasta Class B Shares, cancellation of the Stellwagen Earn-out liability and downside protection on the monetization of the Stelloan PPNs up to a maximum payout of U.S. \$5,000. For more details on the Stellwagen Sale Transaction, refer to note 6.

Amounts payable to Acasta Capital Inc. as at March 31, 2018 were \$472 (December 31, 2017 — \$1,815), and reflect unpaid expenses from 2017 for support on the Qualifying Acquisition on a cost recovery basis.

WFI Inc., a lending party to the U.S. Credit Facility, is related to Acasta by virtue of being controlled by members of key management personnel at Apollo. As at March 31, 2018, \$12,372 (U.S. \$9,592) of debt was outstanding to WFI Inc. (December 31, 2017 — \$25,090; U.S. \$20,000) (see note 12). In March 2018, U.S. \$9,592 of this U.S. Credit Facility debt held by WFI Inc. was subordinated relative to the other U.S. Credit Facility lenders.

During the three months ended March 31, 2018, the Company incurred fees of \$352 to entities controlled by members of JemPak key management (three months ended March 31, 2017 — \$250). These expenses relate to rent on a plant facility owned by these related parties, as well as consulting services. A finance lease liability of \$7,761 has been recorded within other current liabilities and other non-current liabilities as

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20. Related party transactions (Continued)

at March 31, 2018 (December 31, 2017 — \$7,776), and represents a payable to the related party entities for rent over the lease term on the JemPak Oakville plant.

Amounts due to related parties are non-interest bearing and are payable on demand, unless otherwise stated above. Related party amounts are recorded at their exchange amount.

21. Financial instruments

The carrying values of cash equivalents, trade and other receivables and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial instruments. The fair value of debt is not considered to be materially different from carrying value as related interest rates are largely variable and terms to maturity on most facilities are relatively short-term.

Consideration for the Stellwagen Sale Transaction on March 27, 2018 included the cancellation of the Stellwagen Earn-out liability. In addition, an interest rate swap previously reported under Stellwagen has been derecognized for a fair value of \$15,905.

The Stellwagen Sale Transaction resulted in a loss of control over Stelloan and Embassy which resulted in the ceasing of consolidating financial statements with these entities. Loans receivable in Embassy have been derecognized for a total fair value of \$168,110. A loss on revaluation to fair market value of these loans receivable in the amount of \$33,121 has been included in results from discontinued operations for the period from January 1, 2018 to March 27, 2018 (see note 6). The Company holds PPNs in Stelloan, which controls Embassy, which were previously eliminated as they were considered intercompany in nature. PPNs have been recognized at fair value as at March 31, 2018 as Stelloan is considered third-party entity subsequent to the Stellwagen Sale Transaction.

The following table presents the fair value hierarchy of financial assets and financial liabilities that are carried at fair value on the consolidated statements of financial position on a recurring basis. There were no transfers between levels of the fair value hierarchy during the period.

	Fair value as at March 31, 2018			Fair value as at December 31, 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Loans receivable	\$ —	\$ —	\$ —	\$ —	\$ 201,231	\$ —
Derivatives included in other non-current assets	—	—	—	—	10,353	—
Investment in Profit Participating Notes	—	32,638	—	—	—	—
Contingent consideration receivable (note 6) .	—	6,435	—	—	—	—
Financial liabilities						
Contingent consideration payable	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 8,782

22. Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. The operating results of all operating segments are reviewed regularly by the Company's interim Chief Executive Officer who is the chief operating decision maker ("CODM") for key decisions relating to resources to be allocated to the segments and for assessing their performance, in consultation with the board of directors. Operating companies may be aggregated into a reportable segment

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22. Segment information (Continued)

based on the nature of the products and services, production process, customer base, distribution model and regulatory environment at the operating companies, as well as key financial metrics such as gross margin and projected long-term revenue growth.

At March 31, 2018, the Company operates two distinct reportable segments (December 31, 2017 — three), being the Consumer Products and Other segments (December 31, 2017 — Consumer Products, Aviation and Other segments). Acasta's Consumer Products portfolio includes companies that manufacture and distribute private label laundry, dish cleaning, and health and beauty care products for a range of retailers across North America. Due to the type of customers, nature of products sold and methods of distribution, the two operating segments under the Consumer Products business have been aggregated within this reportable segment. Acasta's Aviation reportable segment was discontinued on March 27, 2018 as a result of the Stellwagen Sale Transaction and loss of control of substantially all net assets in the Aviation reportable segment. See note 6 for more detail. Acasta's Other reportable segment includes the corporate parent entity of the Consumer Products reportable segment.

Financial information for the three months ended March 31, 2018 and March 31, 2017 by reportable segment is presented below.

Segment operating results for the three months ended March 31, 2018 and March 31, 2017

Three months ended March 31, 2018	Consumer Products	Other	Total from Continuing Operations	Discontinued Operations
Revenue	\$ 67,014	\$ —	\$ 67,014	\$ 22,489
Cost of revenue	53,324	—	53,324	—
Selling, general and administrative expense	19,394	4,622	24,016	14,719
Finance costs	1,218	12,630	13,848	7,342
Net unrealized loss on change in fair value of financial instruments	—	—	—	33,121
Net loss (gain) on foreign exchange	(557)	2,006	1,449	61
Impairment of intangible assets and goodwill	12,248	—	12,248	—
Other expense (income), net	(1,276)	3,470	2,194	97,641
Loss before income tax	\$ (17,337)	\$ (22,728)	\$ (40,065)	\$ (130,395)
Current income tax expense (recovery)	547	—	547	(379)
Deferred income tax recovery	(1,743)	—	(1,743)	(71)
Net loss	\$ (16,141)	\$ (22,728)	\$ (38,869)	\$ (129,945)

Three months ended March 31, 2017	Consumer Products	Other	Total from Continuing Operations	Discontinued Operations
Revenue	\$ 63,774	\$ —	\$ 63,774	\$ 29,197
Cost of revenue	44,714	—	44,714	—
Selling, general and administrative expense	14,979	5,979	20,958	17,974
Finance costs	1,046	192	1,238	5,414
Net loss (gain) on foreign exchange transactions	244	(95)	149	(25)
Other expense (income), net	259	(3,934)	(3,675)	1,082
Income (loss) before income tax	\$ 2,532	\$ (2,142)	\$ 390	\$ 4,752
Current income tax expense	3,016	—	3,016	1,018
Deferred income tax recovery	(2,353)	—	(2,353)	(737)
Net income (loss)	\$ 1,869	\$ (2,142)	\$ (273)	\$ 4,471

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22. Segment information (Continued)

Segment assets and liabilities as at March 31, 2018 and December 31, 2017

	Consumer Products	Other	Total
<i>As at March 31, 2018</i>			
Total assets ⁽¹⁾	\$ 389,433	\$ 45,104	\$ 434,537
Total liabilities	\$ 149,487	\$ 116,143	\$ 265,630
Goodwill	\$ 94,663	\$ —	\$ 94,663
<i>As at December 31, 2017</i>			
Total assets ⁽¹⁾	\$ 399,418	\$ 27,211	\$ 426,629
Total liabilities	\$ 143,773	\$ 163,214	\$ 306,987
Goodwill	\$ 106,911	\$ —	\$ 106,911

(1) Total assets include goodwill

Geographical information

The following is a summary of the Company's geographical information:

	Canada	Europe	United States	Total
<i>for the three months ended March 31, 2018</i>				
Revenue from continuing operations	\$ 6,562	\$ 527	\$ 59,925	\$ 67,014
Revenue from discontinued operations	\$ —	\$ 22,489	\$ —	\$ 22,489
<i>for the three months ended March 31, 2017</i>				
Revenue from continuing operations	\$ 6,059	\$ 660	\$ 57,055	\$ 63,774
Revenue from discontinued operations	\$ —	\$ 29,197	\$ —	\$ 29,197
Non-current assets (as at March 31, 2018)	\$ 329,001	\$ —	\$ —	\$ 329,001
Non-current assets (as at December 31, 2017)	\$ 313,043	\$ 761,649	\$ —	\$ 1,074,692

23. Commitments

The following commitments are related to warehouse, property, and other office leases.

	As at March 31, 2018	As at December 31, 2017
No later than one year	\$ 3,910	\$ 5,066
Later than one year and no later than five years	14,131	19,363
Later than five years	25,387	30,243
Total commitments	\$ 43,428	\$ 54,672

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24. Changes in non-cash working capital

	Three months ended	
	March 31, 2018	March 31, 2017
Increase in trade and other receivables	\$ (3,487)	\$ (3,462)
Increase in inventories	(5,673)	(6,717)
Increase in prepaid expenses and deposits	(870)	(6,879)
Decrease in loans receivables	3,782	—
Decrease (increase) in other assets	4,672	(79)
Increase (decrease) in accounts payable and accrued liabilities	6,194	(3,177)
(Decrease) increase in other liabilities	(5,217)	7,087
Changes in non-cash operating working capital	\$ (599)	\$ (13,227)

25. Subsequent events

On April 5, 2018, the Company issued 500,000 Class B shares at a value of \$2.01 per share to the vendors of ECN Capital Corp. to satisfy the remaining purchase price consideration for the acquisition of ECN's commercial aviation business in 2017.

On May 10, 2018, Acasta entered into a definitive agreement for the JemPak Sale Transaction, which is expected to close on or about May 31, 2018. Proceeds are expected to be \$118 million on a cash-free and debt-free basis, subject to customary working capital adjustments and indemnities. Proceeds from the JemPak Sale Transaction are expected to be used to pay down Acasta's indebtedness.

On May 15, 2018, the Company announced that it monetized its interest in the Stelloan PPNs that were retained by Acasta following the Stellwagen Sale Transaction. The net proceeds from the monetization of the PPNs were approximately \$28.5 million, net of costs, the majority of which has been used to further pay down indebtedness.

