High Arctic Energy Services Inc.
Management's Discussion and Analysis
For the Three and Six Months Ended June 30, 2013 and 2012

The following Management's Discussion and Analysis ("MD&A") of High Arctic Energy Services Inc. (the "Corporation" or "High Arctic") should be read in conjunction with the unaudited interim consolidated financial statements of High Arctic for the three and six months ended June 30, 2013 and 2012 and the condensed notes contained therein and the audited consolidated financial statements and notes thereto for the years ended December 31, 2012 and 2011 (the "Financial Statements"). This information is available at SEDAR (www.sedar.com). All financial measures presented in this MD&A are in Canadian dollars unless otherwise indicated. This MD&A is dated August 13, 2013.

Forward-Looking Statements

This MD&A contains forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions are intended to identify forward-looking statements. Such statements reflect the Corporation's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to vary from those described in this MD&A. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in this MD&A as intended, planned, anticipated, believed, estimated or expected. Specific forward-looking statements in this MD&A include, among others, statements pertaining to the following: general economic and business conditions which will, among other things, impact demand for and market prices for the Corporation's services; expectations regarding the Corporation's ability to raise capital and manage its debt obligations; commodity prices and the impact that they have on industry activity; estimated capital expenditure programs for fiscal 2013 and subsequent periods; projections of market prices and costs; factors upon which the Corporation will decide whether or not to undertake a specific course of operational action or expansion; treatment under governmental regulatory regimes and political uncertainty and civil unrest. With respect to forward-looking statements contained in this MD&A, the Corporation has made assumptions regarding, among other things, its ability to: obtain equity and debt financing on satisfactory terms; market successfully to current and new customers; obtain equipment from suppliers; construct property and equipment according to anticipated schedules and budgets; remain competitive in all of its operations; and attract and retain skilled employees.

The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth above and elsewhere in this MD&A, along with the risk factors set out in the most recent Annual Information Form filed on SEDAR at www.sedar.com.

The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. These statements are given only as of the date of this MD&A. The Corporation does not assume any obligation to update these forward-looking statements to reflect new information, subsequent events or otherwise, except as required by law.

Corporate Profile

High Arctic is a publicly traded company listed on the Toronto Stock Exchange under the symbol "HWO". The Corporation's principal focus is to provide contract drilling and specialized well completion services, equipment rentals and other services to the oil and gas industry in Canada and Papua New Guinea ("PNG").

High Arctic's largest operation is in Papua New Guinea where it provides contract drilling, specialized well completion services and supplies rig matting, camps and drilling support equipment on a rental basis. The Corporation owns and operates the only heli-portable hydraulic workover rig in PNG and is contracted to operate up to three heli-portable drilling rigs owned by a large oil and gas company. Services in PNG are generally provided under term contracts ranging from 6 months to 3 years. The Canadian operation is focused on providing snubbing services and the supply of nitrogen to a large number of oil and natural gas exploration and production companies operating in Western Canada. The Corporation's fleet of equipment that was active and available for use in Canada at June 30, 2013 included 17 snubbing units, 8 nitrogen pumpers and 5 nitrogen transports, all of which operate primarily in the spot market on a well by well basis.

Highlights

- The Corporation completed its negotiations for the extensions of contracts that cover the drilling operations for Rigs 103 and 104 in PNG and the drilling support services related to the supply of personnel and rental equipment to support the related drilling. The extensions are effective July 1, 2013 for a three year term to June 30, 2016.
- Deployed a new 104 man heli-portable camp in PNG in January, 2013, under the terms of a three year contract.
- Revenues increased by 8% to $77.7 million for the first half of 2013 as compared to the six months ended June 30, 2012 (11% increase to $32.9 million for the three months ended June 30, 2013 as compared to the same period in 2012).
- Adjusted EBITDA was $6.6 million for the three months ended June 30, 2013 as compared to $5.2 million for the same period in 2012 and stayed consistent for the first half of 2013 at $19.2 million (2012 - $19.5 million).
- High Arctic increased its monthly dividend to $0.0125 per share in March, 2013, a 25% increase from the previous monthly dividend amounts.

Selected Comparative Financial Information

The following is a summary of selected financial information of the Corporation. All figures are derived from financial information that is prepared or presented in accordance with International Financial Reporting Standards ("IFRS"):

	Three Months Ended June 30				Six Months Ended June 30			
$ millions (except per share amounts)	2013	2012	Change	%	2013	2012	Change	%
Revenue	**32.9**	**29.6**	**3.3**	**11**	**77.7**	**71.8**	**5.9**	**8**
EBITDA[1]	**6.3**	**4.6**	**1.7**	**37**	**18.7**	**18.6**	**0.1**	**1**
Adjusted EBITDA[1]	**6.6**	**5.2**	**1.4**	**27**	**19.2**	**19.5**	**(0.3)**	**(2)**
Operating earnings	**3.5**	**2.3**	**1.2**	**52**	**13.3**	**14.0**	**(0.7)**	**(5)**
Net earnings	**2.1**	**5.7**	**(3.6)**	**(63)**	**10.5**	**16.4**	**(5.9)**	**(36)**
per share (basic)[2]	0.04	0.12	(0.08)		0.22	0.36	0.14	
per share (diluted)[2]	0.04	0.12	(0.08)		0.21	0.35	0.14	
Funds provided by operations[1]	**5.1**	**3.4**	**1.7**	**50**	**16.3**	**16.8**	**(0.5)**	**(3)**
per share (basic)[2]	0.11	0.07	(0.04)		0.34	0.36	(0.02)	
per share (diluted)[2]	0.10	0.07	(0.03)		0.33	0.35	(0.02)	
Dividends	**1.8**	**0.5**	**1.3**		**3.4**	**0.5**	**2.9**	
Capital expenditures	**4.9**	**5.3**	**(0.4)**		**10.8**	**6.9**	**3.9**	
Working Capital					**38.2**	**31.7**	**6.5**	**21**
Total assets					**126.9**	**110.2**	**16.7**	**15**
Total non-current financial liabilities					**10.7**	**10.0**	**0.7**	**7**
Net cash, end of period [1]					**19.6**	**12.6**	**7.0**	**55**
Shares outstanding - end of period[2]					**49.8**	**49.8**	**-**	

(1) Readers are cautioned that EBITDA, Adjusted EBITDA, Funds provided from operations and net cash do not have standardized meanings prescribed by IFRS – see "Key Financial Measures".
(2) The restricted shares held by a trustee under the Executive and Director Incentive Share Plan are included in the shares outstanding. The number of shares used in calculating the net earnings per share amounts are determined differently as explained in the Financial Statements.

Key Financial Measures

This MD&A contains references to certain financial measures that do not have a standardized meaning prescribed by IFRS or previous Canadian GAAP and may not be comparable to the same or similar terms used by other companies. High Arctic uses these financial measures to assess performance and believes these measures provide useful supplemental information to shareholders' and investors. These financial measures are computed on a consistent basis for each reporting period and include the following:

EBITDA
Management believes that, in addition to net earnings reported in the consolidated statement of earnings and comprehensive income, EBITDA (earnings before interest, taxes and depreciation and amortization) is a useful supplemental measure of the Corporation's performance prior to consideration of how operations are financed or how results are taxed or how depreciation and amortization affects results. EBITDA is not intended to represent net earnings calculated in accordance with IFRS.

Adjusted EBITDA
This measure is used by management to analyze EBITDA (as referred to above) prior to the effect of share-based compensation, gain on sale of assets or investments, foreign exchange gains or losses and other non-recurring charges, and is not intended to represent net earnings as calculated in accordance with IFRS.

The following tables provide a quantitative reconciliation of consolidated net earnings to EBITDA and Adjusted EBITDA for the three months ended June 30:

($ millions)	Three months ended June 30, 2013	Three months ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Net earnings for the period	2.1	5.7	10.5	16.4
Add:				
Interest and finance expense	0.2	0.4	0.4	0.6
Income taxes	1.2	(3.8)	2.4	(3.0)
Amortization	2.8	2.3	5.4	4.6
EBITDA	**6.3**	**4.6**	**18.7**	**18.6**
Add:				
Share-based compensation	0.1	0.4	0.3	0.8
Foreign exchange loss	0.2	0.2	0.2	0.1
Adjusted EBITDA	**6.6**	**5.2**	**19.2**	**19.5**

Operating Earnings
Management believes that in addition to net earnings, operating earnings reported in the consolidated statements of earnings and comprehensive income is a useful supplemental measure as it provides an indication of the results generated by High Arctic's principal business activities prior to consideration of how those activities are financed or how the results are taxed. Operating earnings is not intended to represent net earnings calculated in accordance with IFRS.

Oilfield Services Operating Margin
Oilfield services operating margin is used by management to analyze overall operating performance. Oilfield services operating margin is not intended to represent operating income nor should it be viewed as an alternative to net earnings or other measures of financial performance calculated in accordance with IFRS. Oilfield services operating margin is calculated as revenue less oilfield services expense.

Oilfield Services Operating Margin %
Oilfield services operating margin % is used by management to analyze overall operating performance. Oilfield services operating margin % is calculated as oilfield services operating margin divided by revenue.

Percent of Revenue
Certain figures are stated as a percent of revenue and are used by management to analyze individual components of expenses to evaluate the Corporation's performance from prior periods and to compare its performance to other companies.

Funds Provided from Operations
Management believes that, in addition to net cash generated from operating activities as reported in the consolidated statements of cash flows, cash flow from operating activities before working capital adjustments (funds provided from operations) is a useful supplemental measure as it provides an indication of the funds generated by High Arctic's principal business activities prior to consideration of changes in items of working capital.

This measure is used by management to analyze funds provided from operating activities prior to the net effect of changes in items of non-cash working capital, and is not intended to represent net cash generated from operating activities as calculated in accordance with IFRS.

The following tables provide a quantitative reconciliation of net cash generated from operating activities to funds provided from operations for the three and six months ended June 30:

($ millions)	Three months ended June 30, 2013	Three months ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Net cash generated from operating activities	**15.3**	**11.5**	**18.1**	**20.6**
Less:				
Net changes in items of non-cash working capital	(10.2)	(8.1)	(1.8)	(3.8)
Funds provided from operations	**5.1**	**3.4**	**16.3**	**16.8**

Operating working capital
Operating working capital is used by management as another measure to analyze the operating liquidity available to the Corporation. It is defined as current assets less current liabilities (excluding the current portion of the long-term debt).

Net cash
Net cash is used by management to analyze the amount by which cash and cash equivalents exceed the total amount of debt. The amount, if any, is calculated as cash and cash equivalents less total gross debt.

The following tables provide a quantitative reconciliation of cash and cash equivalents to net cash as at June 30:

($ millions)	June 30, 2013	June 30, 2012
Cash and cash equivalents	30.4	27.6
Less:		
Long-term debt	(10.8)	(15.0)
Net cash	**19.6**	**12.6**

Market capitalization
Market capitalization is used by management to calculate the approximate fair value of the Corporation's equity based on the trading value of the common shares on the Toronto Stock Exchange and is calculated as the total number of shares outstanding multiplied by the Corporation's share price at a point in time.

Overview

Consolidated revenue for the first six months increased 8% to $77.7 million compared to $71.8 million for the first half of 2012. The growth in revenue for the period was driven by increased activity in PNG with revenues of $58.2 million compared to $48.6 million for the first six months of 2012 ($28.3 million for the three months ended June 30, 2013; $25.1 million for the three months ended June 30, 2012) as a result of having a second active drilling rig operating in the first half of 2013. The Corporation continues to see increased revenues derived from its rental fleet with growth of approximately $2.6 million from its rental operations in PNG contributing to increased revenues for the first six months of 2013.

The operations in PNG generated significantly higher revenue in the first half of 2013 which offset the slower activity levels in the Canadian operation. Despite increased revenues, adjusted EBITDA decreased 3% to $19.2 million for the six months ended June 30, 2013 from $19.5 million for the same period in 2012 due primarily to a reduction in the Canadian operating margin attributable to normal spring break-up and an overall reduced industry activity level.

Revenue for Canada was $4.6 million for the second quarter of 2013 (2012 - $4.5 million). For the first six months of 2013, revenues decreased by $3.7 million (16%) for the same period in 2012 due to reduced revenue levels in the first quarter from the core snubbing and nitrogen businesses as both activities were softer with overall industry activity down. The operating margins in Canada were adversely affected by the reduced revenue levels and by competitive pricing conditions primarily in the nitrogen operations.

Consolidated oilfield services operating margins continued to be strong at 30% of revenue for the six months but fell slightly from 33% earned for the six months ended June 30, 2012. The percentage was affected by the higher rig rental costs associated with operating an additional active rig in PNG in 2013 and the lower operating margins in Canada which caused the overall reduction of $0.4 million of operating margin.

As a result of its continued strong financial results, High Arctic increased its monthly dividend to $0.0125 per share in March, 2013, a 25% increase from the previous monthly dividends paid. At this monthly rate, the annual dividend will total approximately $7.5 million, which represents an annualized rate of 22% of funds provided from operations during the trailing twelve months ended June 30, 2013.

At June 30, 2013, the Corporation had $19.6 million of net cash on hand (June 30, 2012 - $12.6 million) and working capital of $38.2 million (June 30, 2012 - $31.7). The Corporation also continues to generate strong cash flows from its operations. For the six months ended June 30, 2013, High Arctic generated $16.3 million (2012- $16.8 million) of funds provided from operations.

Operating Results for the Three and Six Months ended June 30, 2013 and 2012

	Three Months Ended June 30				Six Months Ended June 30			
($ millions)	2013	2012	Change	%	2013	2012	Change	%
Revenue								
Papua New Guinea	28.3	25.1	3.2	13	58.2	48.6	9.6	20
Canada	4.6	4.5	0.1	2	19.5	23.2	(3.7)	(16)
Total	**32.9**	**29.6**	**3.3**	**11**	**77.7**	**71.8**	**5.9**	**8**
Oilfield services expense	**24.3**	**22.2**	**2.1**	**9**	**54.2**	**47.9**	**6.3**	**13**
Percent of revenue	74%	75%			70%	67%		
Oilfield services operating margin	**8.6**	**7.4**	**1.2**	**16**	**23.5**	**23.9**	**(0.4)**	**(2)**
Percent of revenue	26%	25%			30%	33%		

Operations in PNG

Revenue for the PNG operations in the first half of 2013 was $58.2 million; 20% higher than the $48.6 million generated in the first six months of 2012. During the three months ended June 30, 2013, revenues in PNG increased by 13% to $28.3 million (2012 - $25.1 million). The increase in revenue for the periods was largely related to the additional revenue attributable to having two active drilling rigs in 2013 compared to just one in the first half of 2012. In addition, matting and equipment rental revenues increased compared to the first six months of 2012 due to new equipment placed in service during 2012.

Our main customer in PNG owns two heli-portable rigs (Rigs 103 and 104) that are currently managed and operated by High Arctic under operating leases. Revenue includes amounts related to the recovery of lease related costs. An equivalent lease cost is included under oilfield services expense. The lease amounts are significant with revenues and expenses each reflecting $15.8 million for the first half of 2013 compared to $13.3 million for the same period in 2012. High Arctic also owns a hydraulic workover rig (Rig 102) and drilling support equipment that it contracts to that customer.

The Corporation has recently extended its major contracts in PNG. The extensions cover the drilling contracts for Rigs 103 and 104 and the drilling support services contract related to the supply of personnel and rental equipment to support the related drilling operations. The extensions are effective July 1, 2013 for a three year term to June 30, 2016. The contract term for High Arctic's Rig 102 runs until May 2014.

Our main PNG customer's drilling program throughout the first six months of 2012 was equivalent to a one drilling rig program. During that time, Rigs 103 and 104 each drilled well locations with the drilling crews always working on the rig actively drilling while a much smaller crew moved the non-active rig to the next well site. The non-active rig earns a much lower day rate that reflects the smaller crews and is referred to as a moving rig. A full two rig drilling program started in the fourth quarter of 2012 at which time High Arctic added a second drilling crew with the full operating rate starting on November 1, 2012. The operation reverted to a one rig program at the end of April, 2013 and Rig 103 and 104 are again operating on a moving rig basis for the balance of 2013. Rig 102 was active throughout 2012 and for the first six months of 2013. Indications from our customer are that Rig 102 will work through the third quarter of 2013 but may be stacked at some point during the fourth quarter when the current work program is completed.

Revenue from PNG's matting and equipment rental business continues to show strong year over year growth. Approximately $10.0 million was invested in the expansion of the PNG equipment rental business in 2011 and an additional $11.4 million was invested in 2012. Revenue from the rental fleet increased to $11.8 million for the six months ended June 30, 2013 compared to $9.2 million for the first half of 2012. A significant portion of PNG's rental fleet consists of Dura-Base® mats, of which High Arctic has approximately 9,000 mats currently under contract.

Operations in Canada

Revenue for the Canadian operations in the first half of 2013 was $19.5 million, a decrease of $3.7 million from the $23.2 million earned during the first six months of 2012. The decrease in Canadian revenue was attributable to a slow start in 2013 and more moderate industry activity experienced in the first three months of the year which was in contrast to the strong activity levels for the same period in 2012.

Total equipment utilization for the first six months of 2013 was 39% compared to 44% for the first half of 2012. Equipment utilization is determined by dividing the number of twelve hour days a unit operates by the total number of days in the relevant period.

The Corporation's largest business line in Canada is its stand alone snubbing services which accounted for revenue of $13.6 million in the first half of 2013 (2012 - $14.9 million). Utilization rates for the stand alone snubbing units for the six months ended June 30, 2013 were 57% as compared to 64% for the same period in 2012.

The second largest Canadian product line is nitrogen services which are often supplied in conjunction with snubbing activities. Nitrogen revenue was $4.8 million in the first half of 2013 compared to $6.5 million for the first six months of 2012. The drop was attributable to competitive pricing pressures associated with the reduced activity levels. Utilization for nitrogen services for the first six months was 57% compared to 64% in the first half of 2012 due to the reduced activity levels experienced in the entire oilpatch during the period.

High Arctic has seen an easing in the shortage of experienced field personnel from last year but retaining crews continues to be a challenge, particularly during slower periods as the crews are paid on a day rate basis. Retention of experienced personnel will continue to be a key focus.

Oilfield Services Expense and Oilfield Services Operating Margin

	Three Months Ended June 30				Six Months Ended June 30			
($ millions)	2013	2012	Change	%	2013	2012	Change	%
Oilfield services expense	**24.3**	**22.2**	**2.1**	**9**	**54.2**	**47.9**	**6.3**	**13**
Percent of revenue	74%	75%			70%	67%		
Oilfield services operating margin	**8.6**	**7.4**	**1.2**	**16**	**23.5**	**23.9**	**(0.4)**	**(2)**
Percent of revenue	26%	25%			30%	33%		

Oilfield services expense includes both fixed and variable costs that, in total, do not increase or decrease by the same proportion as changes in revenue and activity levels. The Corporation maintains a scalable cost infrastructure wherever possible which adjusts to changing activity and provides substantial operating leverage when activity increases.

Oilfield services expense as a percentage of revenue was 70% for the six months ended 2013 as compared to 67% for the same period in 2012. The margin percentage in 2012 was favourably impacted by a greater share of revenue in PNG being earned from rental equipment with higher operating margins. In 2013, an increase in the rig lease revenue in PNG on which no margin is earned had a negative impact on the margins as two rigs were fully operational as compared to only one in the first half of 2012. In Canada, the soft first quarter activity levels hurt the margins due to the fixed cost component and ramping up for expected higher activity levels.

Oilfield services expenses by nature

	Three months ended June 30		Six months ended June 30	
($ millions)	2013	2012	2013	2012
Personnel costs and personnel related costs	10.6	10.3	24.8	23.6
Drilling rig and other rental costs	7.7	6.7	16.4	13.7
Material and supplies cost	3.8	3.2	7.9	6.3
Equipment operating and maintenance costs	1.9	1.7	4.5	3.7
Other	0.3	0.3	0.6	0.6
Total	**24.3**	**22.2**	**54.2**	**47.9**

In light of the softer activity levels in Canada, management continues to focus on controlling expenses, although margins tend to drop with activity as fixed costs cannot be easily reduced.

General and Administration

	Three Months Ended June 30			Six Months Ended June 30		
($ millions)	2013	2012	Change	2013	2012	Change
General and Administration	**2.0**	**2.2**	**(0.2)**	**4.3**	**4.4**	**(0.1)**
Percent of revenue	6%	7%		6%	6%	

General and administration expenses (G&A) for the first six months were virtually unchanged as a percentage of revenues as High Arctic continues to monitor its controllable costs.

Share-based Compensation

	Three Months Ended June 30			Six Months Ended June 30		
($ millions)	2013	2012	Change	2013	2012	Change
Share-based compensation	**0.1**	**0.4**	**(0.3)**	**0.3**	**0.8**	**(0.5)**
Percent of revenue	<1%	1%		<1%	1%	

Share-based compensation expense of $0.3 million for the six months ended June 30, 2013 is the result of a $0.2 million expense related to the executive and director share incentive plan and $0.1 million of share-based compensation expense for the stock option plan, both approximately half of 2012. The higher amount reported for 2012 is attributable to the graded vesting formula used to amortize the calculated benefit amount over the vesting period which weights a higher portion of the benefit to the first year of each grant.

Amortization

	Three Months Ended June 30			Six Months Ended June 30		
($ millions)	2013	2012	Change	2013	2012	Change
Amortization	**2.8**	**2.3**	**0.5**	**5.4**	**4.6**	**0.8**
Percent of revenue	9%	8%		7%	6%	

Amortization increased for the first half of 2013 due to capital investments by High Arctic that were placed in service in later quarters of 2012.

Foreign Exchange Loss

	Three Months Ended June 30			Six Months Ended June 30		
($ millions)	2013	2012	Change	2013	2012	Change
Foreign exchange loss	**0.2**	**0.2**	**-**	**0.2**	**0.1**	**0.1**
Percent of revenue	<1%	<1%		<1%	<1%	

The Corporation has exposure to U.S. dollar revenues and expenses, primarily through its operations in PNG, to local currencies including the Kina in PNG and to the current assets (cash and cash equivalents) and current liabilities denominated in U.S. dollars held in Canada. The translation of foreign operations with a functional currency different from that of the Corporation, being primarily the U.S. dollar based operations in PNG, is translated into Canadian dollars and resulting changes are recognized in other comprehensive income as cumulative translation adjustments. However, gains and losses recorded by the Canadian parent on its U.S. dollar cash accounts and on any U.S. dollar denominated intercompany balances must be recognized in the statement of earnings and comprehensive income while the offsetting amount on the intercompany balances recorded for the foreign subsidiary is recorded as a cumulative translation adjustment. Such gains and losses are non-cash items as they are purely intercompany offsetting amounts. For the reported periods, the U.S. dollar was fairly stable relative to the Canadian dollar resulting in relatively small gains and losses.

Interest and Finance Expense

	Three Months Ended June 30			Six Months Ended June 30		
($ millions)	2013	2012	Change	2013	2012	Change
Interest and finance expense	**0.2**	**0.4**	**(0.2)**	**0.4**	**0.6**	**(0.2)**
Percent of revenue	<1%	1%		<1%	1%	

The principal amount of the senior debt was $10.8 million at June 30, 2013 compared to $15.0 million at June 30, 2012. High Arctic repaid $3.0 million of its long term debt in April, 2013. The interest rate applicable to the senior debt is based on the prime rate plus a spread. (See Long Term Debt)

Income Taxes

($ millions)	Three Months Ended June 30			Six Months Ended June 30		
	2013	2012	Change	2013	2012	Change
Current income tax expense	**1.1**	**1.2**	**(0.1)**	**2.3**	**2.0**	**0.3**
Percent of revenue	3%	4%		3%	3%	
Deferred income tax expense (recovery)	**0.1**	**(5.0)**	**5.1**	**0.1**	**(5.0)**	**5.1**

The current income tax expense relates to current taxes payable in PNG.

Earnings retained by subsidiaries that may be subject to dividend withholding taxes in the country of origin upon repatriation amounted to $54.8 million as at June 30, 2013. The average dividend withholding rate is estimated to be 17%. No provision has been made for withholding and other taxes that would become payable on the distribution of these earnings because the Corporation controls the relevant entities and has no committed plans to repatriate the earnings in the foreseeable future.

High Arctic is not currently taxable in Canada as a result of significant available tax pools. The Corporation uses the liability method of tax allocation in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the income tax consequences attributable to the difference between amounts recorded in the financial statements and their respective tax bases, using a substantially enacted tax rate. During the second quarter of 2012, High Arctic recognized a tax benefit of $5.0 million as a result of determining that sufficient certainty exists to support recognizing $20 million of its existing tax pools. The Corporation does not expect to be taxable in Canada for the foreseeable future as a result of its available tax pools and believes that future revenue projections continue to support the deferred tax asset recognized.

Outstanding Share Data

Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares.

As at June 30, 2013 and as of the date of this MD&A, there were 49,798,852 issued and outstanding common shares. That number includes 1,802,000 shares held in the Executive and Director Share Incentive Plan (*see Note 8 of the Financial Statements*) that have not yet vested and which may be cancelled under certain circumstances related to a three year vesting period.

Normal Course Issuer Bid

On May 13, 2013, the Corporation received approval from the Toronto Stock Exchange to acquire for cancellation up to 5 percent of the Corporation's issued and outstanding common shares under a Normal Course Issuer Bid (the "2013 Bid"). High Arctic may purchase up to 2,492,716 common shares for cancellation subject to a daily purchase limit of 11,645 common shares. The 2013 Bid commenced on May 28, 2013 and will terminate on May 27, 2014. A total of 105,470 common shares were purchased in June, 2013 and cancelled pursuant to the 2013 Bid at a cost of $0.2 million.

On March 21, 2012, the Corporation received approval from the Toronto Stock Exchange to acquire for cancellation up to 5 percent of the Corporation's issued and outstanding common shares under a Normal Course Issuer Bid (the "2012 Bid"). The 2012 Bid commenced on March 23, 2012 and terminated on March 22, 2013. During 2012, a total of 285,380 common shares were purchased and cancelled pursuant to the 2012 Bid at a cost of $0.5 million. No shares were acquired in 2013 pursuant to the 2012 Bid.

Options

As at June 30, 2013 and as of the date of this MD&A, there were 1,481,100 options outstanding to acquire common shares of the Corporation at an average exercise price of $1.56 per share.

Market Capitalization

The Corporation's common shares trade on the Toronto Stock Exchange under the symbol HWO. The closing price of the shares on August 13, 2013 was $2.69 per share. Based upon the issued common shares on that date of 49,798,852, the Corporation has an approximate market capitalization of $134.0 million.

Liquidity and Capital Resources

Selected Capitalization Data:

($ millions except financial ratios)	June 30, 2013	December 31, 2012	Change
Current assets[1]	53.8	52.2	1.6
Current liabilities[2]	15.6	15.6	-
Operating working capital[3]	38.2	36.6	1.6
Operating working capital ratio[4]	3.4	3.3	0.1
Total debt	10.8	13.8	(3.0)
Total debt-to-capitalization ratio[5]	9.7%	13.5%	(3.8%)
Cash and cash equivalents	30.4	27.4	3.0
Net cash[6]	19.6	13.6	6.0

Notes:

(1) Calculated as all current assets.
(2) Calculated as current liabilities excluding the current portion of long-term debt.
(3) Calculated as current assets (as defined above) less current liabilities (as defined above).
(4) Calculated as current assets (as defined above) divided by current liabilities (as defined above).
(5) Calculated as total debt divided by the sum of total debt and shareholders' equity.
(6) Net cash is calculated as the amount by which cash and cash equivalents exceeds total debt.

The Corporation manages its capital structure so as to provide the capital to meet the requirements of its business and instill confidence in investors, creditors and the capital markets. The debt leverage is an important metric used by management to assess the capital structure. Management believes that the total debt-to-capitalization ratio and the debt to adjusted EBITDA ratio are well within reasonable and prudent levels. Total debt to 12-month trailing Adjusted EBITDA was 0.27 at June 30, 2013 suggesting a capacity for further borrowing to provide the flexibility for growth in the business. The Corporation has a credit facility (see "Credit Facility" below) from which up to $35 million may be drawn on a revolving basis, subject to the applicable borrowing base margin requirements.

The Corporation generated net cash from operating activities before working capital adjustments of $15.3 million for the three months ended June 30, 2013 (2012 - $11.5 million) and $18.1 million for the first half of 2013 (2012 - $20.6 million). The cash balance and available undrawn credit facilities provide adequate liquidity to meet the Corporation's expected operating needs. The Corporation had a cash balance of $30.4 million as at June 30, 2013, much of which is targeted for capital expenditures, and believes it has sufficient cash to meet its needs for the foreseeable future. In July and August, 2013, a total of $4.0 million was used to repay a portion of its outstanding debt.

Long-Term Debt

The main components of the Corporation's available long-term debt are a $30 million revolving loan and a $5 million revolving operating loan. The maturity date of both main components is August 31, 2014 and no principal payments are required prior to that date. The long-term debt is secured by all of the assets of High Arctic and by guarantees given by its material foreign subsidiaries.

The long-term debt permits borrowing in Canadian or US dollars and contains an interest rate grid whereby the interest rate applicable to borrowings will vary according to the currency of the borrowings and a prescribed leverage ratio. The Corporation's existing borrowings are all denominated in Canadian dollars and carry an annual interest rate equal to the lender's prime interest rate plus 1.0% and an annual standby fee of 0.35% on any undrawn portion of the debt. The effective interest rate on the long-term debt was 4% for the six months ended June 30, 2013.

The $5 million revolving operating loan facility may be drawn based on 75% of the Corporation's eligible Canadian accounts receivable (85% in the case of investment grade receivables), less certain priority claims, and 90% of eligible foreign accounts receivable insured by the Export Development Corporation or other insurer approved by the lender.

As at June 30, 2013, the Corporation had long-term debt of $10.8 million, leaving $24.2 million of undrawn revolving capacity. The new revolving facility does not require principal repayments prior to maturity so the entire amount is classified as long-term at June 30, 2013. The cash and cash equivalents at June 30, 2013 exceeded total debt by $19.6 million.

In July and August, 2013, High Arctic made a total of $4.0 million additional loan payments against its long term debt and the balance outstanding as of the date of this MD&A is $6.8 million. The Corporation remains in compliance with all financial covenants under its long-term debt agreement.

Accounts Receivable

The aging of accounts receivables is as follows.

	June 30, 2013	December 31, 2012
Less than 31 days	15.1	13.9
31 to 60 days	1.5	2.4
61 to 90 days	1.2	1.7
Greater than 90 days	0.9	1.5
Allowance for doubtful accounts	(0.7)	(0.5)
Total	**18.0**	**19.0**
The Corporation's accounts receivables are denominated in the following currencies:		
Canadian dollar	2.4	6.7
United States dollar	15.6	12.3
Total	**18.0**	**19.0**

The allowance for doubtful accounts provision is based on an individual account by account analysis and the customer's prior credit history. The Corporation's normal credit terms are net 30 days.

Cash Flows

Operating Activities

Funds provided from operations in the six months ended June 30, 2013 were $16.3 million (2012 - $16.8 million). After working capital adjustments, net cash generated from operating activities during the first half of 2013 was $18.1 million compared to $20.6 million for the first six months of 2012. The changes in working capital for the quarter are considered normal, reflecting the differences in activity levels in business between the two quarters and the quarters that immediately preceded them. The risks associated with the Corporation's accounts receivable are viewed as normal for the industry and management assesses the creditworthiness of its customers on an ongoing basis.

Investing Activities

For the six months ended June 30, 2013, capital expenditures were $10.8 million (2012 – $7.0 million). Most of the capital expenditures in 2013 were directed at upgrades for the Canadian Stand-Alone fleet, construction of a new facility in Grande Prairie, Alberta and for continued expansion of PNG's rental equipment fleet including new rig mats ordered in the fourth quarter of 2012.

Financing Activities

Dividends

On May 17, 2012, the Corporation instituted a dividend policy and the first monthly dividend of $0.01 per common share (including the restricted shares) was paid on June 14, 2012. Dividends are recorded as a liability on the date of declaration by

the Corporation's Board of Directors. High Arctic increased its monthly dividend to $0.0125 per share in March, 2013, a 25% increase from the previous monthly dividends paid. At that monthly rate, the annual dividend could total approximately $7.5 million, which represents an annualized rate of 22% of funds provided from operations during the trailing twelve months ended June 30, 2013.

During the six months ended June 30, 2013, the Corporation declared dividends of $3.4 million, of which $0.6 million was payable as of the quarter end. To the date of this MD&A, dividends totalling $0.08 per common share have been declared for 2013.

Industry Indicators and Market Trends in Papua New Guinea

The following table provides quarterly information for the last six quarters to assist with the understanding of the PNG oilfield services industry and the effect that commodity prices have on industry activity levels. In addition, the Corporation's international financial results are impacted by fluctuations in the U.S. dollar to Canadian dollar exchange rate. Commodity prices have been higher and more stable in PNG than in Canada, especially for natural gas, which are forecasted to remain above US$10/Mmbtu.

	2013		2012				2011	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Oil and natural gas prices **Average for the period**								
Brent Crude Oil *(US $ /bbl)*	$103	$112	$110	$109	$109	$119	$109	$112
IPE Britain NBP Natural Gas (US$ /Mmbtu)	$10.00	$10.47	$10.62	$9.00	$8.99	$9.01	$9.69	$9.15
US/Canadian dollar exchange rate	1.026	0.99	1.01	1.01	0.99	1.00	0.98	1.02

The Corporation's PNG activity is based on longer term, U.S. dollar denominated contracts and thus is less affected in the short term by the volatility of oil and gas prices. The U.S./Canadian dollar exchange rate has been stable the past two years with the US dollar trading at a slight premium for the first half of 2013. The Corporation benefits when the US dollar is at a premium to the Canadian dollar which had a slightly positive impact on the financial results for PNG as compared to 2012.

The activity levels of our major customer in PNG is less dependent on short term fluctuations in oil and gas prices and instead is based on long term decisions, particularly with its significant interest in a large scale LNG project currently under construction. Substantially all of their existing production is crude oil with the price tied more closely to Brent crude oil prices, rather than West Texas pricing, and we understand that their gas output is contracted at a price tied to world oil prices on an energy equivalent basis.

Industry Indicators and Market Trends in Canada

The following table provides quarterly information for the last eight quarters to assist with the understanding of the Canadian oilfield services industry and the effect that commodity prices have on industry activity levels.

	2013		2012				2011	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Oil and natural gas prices **Average for the period**								
West Texas Intermediate *(US $ /bbl)*	$94	$94	$88	$92	$93	$103	$94	$90
AECO *(C$ /Mmbtu)*	$3.50	$3.08	$3.22	$2.29	$1.90	$2.17	$3.20	$3.65
Other industry indicators								
Well completions in Western Canada(1)	1,683	3,102	3,687	2,835	2,107	3,121	4,621	3,861
Gas well drilling in Western Canada(1)	282	447	489	388	346	632	1,009	803
Average drilling rig utilization rates(1)	18%	61%	44%	42%	22%	68%	61%	57%

(1) Source: Canadian Association of Oilwell Drilling Contractors (CAODC)

Increases or decreases in the price of oil and natural gas can materially impact spending on drilling and well completion activities. High Arctic's business activity depends on the overall drilling and well completion activity in the industry and therefore on the level of spending by oil and gas companies. The Canadian oilfield services sector is cyclical and is significantly affected by the activity levels of exploration and production companies.

The trend to more field activity being directed at oil projects should continue given the relative strength of oil prices. Natural gas prices have continued to remain weak and may not materially improve in the near term due to high storage levels and available supply. The AECO reference natural gas price averaged only $2.30 per MMbtu in 2012 compared to $3.72 in 2011 and although the price for the first half of 2013 has increased, it is not expected to have a material influence on activity levels until a higher price is sustained for a longer period of time. During 2012, the Canadian industry experienced year over year drops in the number of well completions with the trend most visible in gas wells and that trend has continued into the first half of 2013. The effect has been muted by the increase in the complexity and depth of the wells that is leading to more time being spent on the completion of each well. There does appear to be positive momentum building in the third quarter of 2013 going forward, however; it won't be until the fourth quarter until it can be determined if the activity increases are material or not.

High Arctic's Canadian activity levels are tied more closely to gas drilling activity and the associated well completions. The weakness in natural gas prices has led Canadian producers to focus on liquids rich natural gas developments as the associated liquids or condensates, such as ethane, butane and propane, typically attract prices tied to oil prices making them attractive at current oil prices. This trend to target the liquids rich areas is expected to continue as long as oil prices remain at or near their current levels. In addition, Asian energy companies are increasingly investing in Canada, providing needed capital, long term outlooks and encouraging liquid natural gas ("LNG") deliveries into Asian markets. When one or more LNG export facilities are approved for construction in British Columbia, we expect drilling activity to increase and with it, demand for the Corporation's completion services.

Quarterly Financial Review

Selected Quarterly Consolidated Financial Information (Three Months Ended)

The following is a summary of selected financial information of the Corporation for the last eight completed quarters:

$ (millions, except per share amounts)	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012	Dec 31, 2011	Sep 30, 2011
Revenue	**32.9**	**44.8**	**38.6**	**35.8**	**29.6**	**42.2**	**37.1**	**29.3**
Adjusted EBITDA	6.6	12.6	10.0	10.1	5.2	14.3	11.2	7.8
Net earnings	2.1	8.4	5.9	6.5	5.7	10.7	7.8	3.0
per share – basic	0.04	0.17	0.12	0.13	0.13	0.23	0.17	0.07
per share – diluted	0.04	0.17	0.12	0.12	0.13	0.22	0.16	0.06
Funds provided from operations	5.1	11.2	8.7	9.4	3.4	13.4	10.9	6.0

In Canada, frozen ground during the winter months tends to provide an optimal environment for drilling activities and consequently, the first quarter is typically the strongest. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out. Road bans, which are generally imposed in the spring, restrict the transportation of heavy equipment onto customer locations which reduces demand for services in the Canadian operation and, therefore, the second quarter is generally the weakest quarter of the year for Canada. The activities in Papua New Guinea are not subject to seasonal variations. Heavy rainfall and dense clouds in the mountains provide operational challenges throughout the year but do not curtail operations totally.

Outlook

Effective July 1, 2013, High Arctic entered into extensions of its main contracts with its major customer in PNG. The extensions cover the drilling contracts for Rigs 103 and 104 and the drilling support services contract related to the supply of personnel and rental equipment to support the related drilling operations. Some pricing concessions were reached, particularly on the rental equipment, to reflect the long term nature of the rentals, some of which have now been operating for that customer continuously for more than five years. Other cost reductions, to reflect the lower drilling activity levels, were primarily accomplished through personnel reductions.

The extensions are effective for a three year term to June 30, 2016. With a new three year agreement in place, High Arctic is well positioned to deliver the services required by its major customer to both continue its oil drilling program that will offset natural declines and to drill for new gas reserves that will be required as feedstock for any additional trains added to the PNG LNG facility.

The PNG LNG project is on schedule to deliver first gas towards the end of 2014 and this continues to be the focus of our main customer and their partners in the facility. While the long term outlook is favourable as the associated production becomes an important cash flow stream for our customer, the capital demands of that project affect the capital available for drilling in the near term. As a result, High Arctic returned to a one drilling rig operation at the start of May, 2013 and some of the associated equipment rental fleet is being placed on a standby rate. Rigs 103 and 104 are expected to operate on a moving rig basis for the balance of 2013, similar to what occurred during the first nine months of 2012. We are pursuing potential additional drilling opportunities with other operators and are awaiting a decision by our main customer regarding its drilling program in the near future. The realization of such opportunities could mean returning to two rigs operating in 2014. Rig 102 was active throughout 2012 and for the first six months of 2013. Indications from our customer are that Rig 102 will continue working through most of the fourth quarter of 2013 but may be stacked at some point thereafter when the current work program is completed.

High Arctic also recently announced new contracts with a major Canadian global upstream oil & gas company to provide equipment and services to their primary staging area in southern forelands of PNG. This staging area provides both ship and

helicopter borne logistics and materials support to their drilling activities in the area. High Arctic has provided the customer with an additional 1,065 Dura-Base® mats, a 160 ton crawler crane and will provide other specialized rolling stock along with operating personnel as agreed. The contract is for a minimum term of one year with options to extend further.

During the past two years, the Corporation has been able to significantly grow its equipment rental business in PNG that now serves an increasing breadth of customers. In January 2013, we deployed a new heli-portable 104 person camp with our primary customer that we constructed as part of the 2012 capital spending program, and which provides incremental revenue in 2013. Additional rig matting and cranes went on contract in late 2012 and High Arctic now receives a full year of revenue from these additions. The matting rental business has expanded significantly over the past two years and High Arctic currently has approximately 9,000 mats earning revenue in PNG. Opportunities to expand this business line both within and outside of PNG are being pursued and it is expected that the Corporation will have approximately 10,000 mats available by year end. For the remainder of 2013, however, the anticipated slower drilling activity by our primary customer, as well as other operators in PNG, may temporarily reduce demand for other rental equipment. The longer term expectation is that PNG will continue to provide further growth opportunities for the Corporation.

Activity levels in the Western Canadian Sedimentary Basin ('WCSB') have seen year over year declines in the first half of 2013 due to persistent weak natural gas prices and transportation bottlenecks for Alberta crude oil. The start of the 2013 winter drilling season in the WCSB saw drilling rig activity levels down approximately 10% from the start of the 2012 season, and gas well completions were down 25% for the first half of 2013 as compared to the first six months of 2012. High Arctic in turn has also experienced year over year activity level reductions to date in 2013. The impact of the slower drilling activity has been somewhat mitigated by the continued industry transition to longer reach horizontal wells with multi-stage completions that often require snubbing services. Liquids rich gas play development is expected to continue at reasonable levels and be the primary driver for High Arctic's business. The activity in the Duvernay, Montney and other deep basin plays in northwest Alberta and northeast British Columbia are expected to remain stronger than other regions as producers focus on the reservoirs offering the highest hydrocarbon liquids content. High Arctic will continue its efforts to increase the proportion of its work conducted on liquids rich wells where snubbing is needed on higher pressure wells.

In June, 2013 the UB250K workover rig commenced operations; however, a few days into the work both hydraulic power units which are used to supply power to the rig were damaged beyond repair in a fire. No injuries or environmental damage occurred during the incident. High Arctic expects the loss event to be fully insured. The wells are now being completed with a service rig and a High Arctic rig assist snubbing unit while the two hydraulic power units are being replaced. Management continues to be committed to the UB250k technology, recognizing that as wellbores continue to get longer – in excess of 6000 meters – this technology provides unique completion solutions. The Corporation does not currently anticipate any significant utilization of the UB250K unit in the near future.

Based on the results of the first half of 2013 and the current market environment, the outlook for High Arctic continues to be for flat EBITDA for the remainder of 2013 as compared to the last half of 2012.

Customer Concentration

The Corporation's account receivables are predominantly with customers who explore for and develop petroleum reserves and are subject to normal industry credit risks. The Corporation assesses the credit-worthiness of its customers on an ongoing basis and monitors the amount and age of balances outstanding. The Corporation views the credit risks on these amounts as normal for the industry. The carrying amount of accounts receivable represents the maximum credit exposure on this balance. The Corporation has a wide range of customers comprised of small independent, intermediate and large multinational oil and gas producers. Notwithstanding its large customer base, the Corporation has two significant customers. Services are provided to the first significant customer in Papua New Guinea. That customer represents approximately 77% and 68% of the Corporation's revenue for three and six months ended June 30, 2013 (2012 – 78% and 62%) and 65% of its accounts receivable at that date (2012 – 63%). The second significant customer is a major Canadian exploration and production company which represents approximately 6% and 9% of the Corporation's revenue for the three and six months ended June 30, 2013 (2012 – 5% and 11%) and 3% of the Corporation's accounts receivable at that date (2012 – 4%). The services provided to the different economic and geographic territories reduce the risk of concentrating a significant portion of its revenue from a single customer. Management has assessed the two customers as creditworthy and the Corporation has had no history of collection issues with either customer.

Commitments and Contingencies

Accounts Receivable

The Corporation has commenced litigation against a customer with respect to collection of a receivable for services rendered outside Canada. The Corporation believes it has made an adequate provision for the possibility of non-collectable amounts. The customer has made a number of allegations and initiated a counter claim of $5 million concerning performance issues and the cashing of the letter of credit of $1.0 million. The Corporation has not recorded an accrual in relation to the counter claim as management believes that the counter claim is without merit.

Inventory

The Corporation has been supplied with an inventory of spare parts with a value of US $5.5 million by a customer in Papua New Guinea. The inventory is owned by the customer and has not been recorded on the books of High Arctic. At the end of the contract, the Corporation must return an equivalent dollar amount of inventory to the customer. The Corporation believes it currently has sufficient inventory on hand to meet that obligation and accordingly no provision has been made for any potential shortfall.

Property and Equipment

As of June 30, 2013, the Corporation had committed $9.5 million for the purchase of capital assets which were not yet recorded because the assets will be constructed or delivered to the Corporation later in 2013.

Other

The Corporation has posted a performance bond of approximately US$3.8 million in respect of a contract with a customer in the Middle East region, and would be liable if the bond was called as a result of a default by the Corporation in the performance of its obligations under the contract. The expiry date of the performance bond is March 30, 2014. Despite having not provided any services under that contract since 2008, on September 19, 2012, High Arctic received an extension request from the customer to extend the term to March 24, 2013 under an extension option within the contract. In late October 2012, the customer requested the services of a snubbing specialist and indicated a possible need for a snubbing unit as part of its efforts to deal with a well blowout. High Arctic challenged the validity of the extension on the basis that it was not delivered within the time limits prescribed by the contract and has taken the position the contract ended on August 31, 2012. The Corporation could be liable for contractual damages if the contract was breached and is at risk for a draw on all or a portion of the performance bond regardless of the merits. The Corporation is in the process of completing the formalities required to secure the release of the performance bond and the customer has not asserted any performance breaches. No amount has been accrued for any contractual damages or unrecovered performance bond.

Contractual Obligations

In addition to the commitments and contingencies noted above and the related party transactions noted below, in the normal course of business, the Corporation incurs contractual obligations.

The following are the contractual maturities of financial liabilities in their future undiscounted fair value amounts as at June 30, 2013:

	1 Year	2-3 Years	4-5 Years	Beyond 5 Years	Total
Accounts payable	14.4	-	-	-	14.4
Dividends payable	0.6				0.6
Long-term debt and related interest	0.4	10.9	-	-	11.3
Total	**15.4**	**10.9**	**-**	**-**	**26.3**

Lease Obligations

The Corporation has entered into long-term premise leases for operating facilities in Canada. These leases are operating leases and the length of the lease terms are up to four years. All the premise leases in Canada have renewal terms which allow the Corporation to renew the lease for various lengths at the market rates negotiated at the time of renewal.

The minimum lease payments for the next five years as at June 30, 2013 are:

	1 Year	2-3 Years	4-5 Years	Beyond 5 Years	Total
Facility lease commitments	0.5	0.3	-	-	0.8
Total lease commitments	**0.5**	**0.3**	**-**	**-**	**0.8**

Grande Prairie Building

In 2012, the Corporation signed a contract in the amount of $3.0 million to construct new premises in 2013 for its Grande Prairie offices and facilities of which $1.0 had been incurred by June 30, 2013. Additional ancillary costs of approximately $0.8 million are anticipated to be incurred in 2013 to complete the premises.

Risk Management and Uncertainties

The success of the Corporation is dependent to a great extent on the health of the oil and natural gas industry in Canada and internationally which, in turn, is driven in large part by commodity prices. As a service provider to this industry, the Corporation is exposed to various risks, including:

- volatility in global supply and demand and market prices for oil and natural gas and the effect of these volatilities on the demand for oilfield services generally;
- uncertainties in weather affecting the duration of the service periods and the activities that can be completed, including the seasonality that affects industry activity in Canada;
- reduction in industry activity levels in western Canada, primarily due to a recent period of lower natural gas prices (see above);
- changes in legislation and the regulatory environment, including uncertainties with respect to implementing environmental initiatives;
- alternatives to and changing demands for petroleum products;
- the worldwide demand for oilfield services in connection with the workover and completion of oil and gas wells;
- general economic conditions in Canada, the United States and Southeast Asia including variations in currency exchange rates and interest rates;
- liabilities and risks inherent in oil and gas operations, including environmental liabilities and risks arising below ground surface;
- credit risks associated with customers in the oil and gas industry, including the inability of a significant customer to pay for goods and services that have been provided;
- risks inherent in foreign operations, including political and economic risk and the risk of foreign currency controls that could restrict the transfer of funds in or out of countries in which the Corporation operates or result in the imposition of taxes on such transfers; and
- regional and international competition.

These factors may have an impact upon the Corporation's customer base which, in turn, would impact the Corporation's business prospects.

The Corporation is also subject to specific risks.

Financing Risk
The Corporation is exposed to risk associated with access to equity capital and debt financing required for business needs and to repay existing debt financing and the risk that necessary capital cannot be acquired on a timely basis, on reasonable terms to the Corporation, or at all. The covenants and security granted under its credit facility could limit its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Where additional financing is raised by the issuance of common shares or securities convertible into common shares, control of the Corporation may change and shareholders may suffer dilution to their investment.

Liquidity Risk
Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Corporation's processes for managing liquidity risk include preparing and monitoring capital and operating budgets, coordinating and authorizing project expenditures, and authorization of contractual agreements. The Corporation seeks to manage its financing based on the results of these processes.

Customer Concentration
Please refer to "Customer Concentration" section above.

Interest Rate Risk
Interest rate risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market interest rates. The Corporation is exposed to interest rate risk as its long-term debt is a floating rate credit facility and fluctuates in response to changes in the prime interest rates. For the six months ended June 30, 2013, a 1% nominal change in the interest charged to the Corporation under its credit facility would have changed interest expense by $0.1 million (2012 - $0.1 million).

Income Tax Risk
The Corporation has risks for income tax matters, including the unanticipated tax and other expenses and liabilities of the Corporation due to changes in income tax laws.

The Corporation must file tax returns in the foreign jurisdictions in which it operates. The tax laws and the prevailing assessment practices are subject to interpretation and the foreign authorities may disagree with the filing positions adopted by the Corporation. The impact of any challenges cannot be reliably estimated and may be significant to the financial position or overall operations of the Corporation.

Operational Risk and Insurance
High Arctic's operations are subject to operational risks inherent in the oil and gas services industry. These risks include equipment defects, malfunctions and failures, natural disasters, vehicle accidents, explosions and uncontrollable flows of natural gas or well fluids that can cause personal injury, loss of life, suspension of operations, damage to formations, damage to facilities, business interruptions, and damage to or destruction of property and equipment. High Arctic continuously monitors its activities for quality control and safety in order to reduce the risk. The Corporation has obtained insurance against certain risks; however, such insurance may not be adequate to cover High Arctic's liabilities and may not be available in the future at rates which High Arctic considers reasonable and commercially justifiable.

Reliance on Key Personnel
The success of the Corporation is dependent upon its key personnel. Any loss of the services of such persons could have a material adverse effect on the business and operations of the Corporation. The Corporation's ability to provide reliable and quality services is dependent on its ability to hire and retain a dedicated and quality pool of employees. The Corporation strives to retain employees by providing a safe working environment, competitive wages and benefits, and an atmosphere in which all employees are treated equally regarding opportunities for advancement.

Credit Risk
The Corporation's accounts receivable are with customers in the oil and gas industry and are subject to normal industry credit risks. During times of weak economic conditions, the risk of increased payment delays and default increases due to reductions in customers' cash flows. Failure to collect accounts receivable from customers could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows. High Arctic generally grants unsecured credit to its customers; however, it evaluates all new customers, as appropriate, and analyzes and reviews the financial health of its current customers on an ongoing basis.

Risk of Foreign Operations

The Corporation operates in international locations, including Papua New Guinea, which displays characteristics of an emerging market. Operations in these countries may be subject to a variety of risks including, but not limited to: currency fluctuations, devaluations and exchange controls; inflation; uncertain political and economic conditions resulting in unfavourable government actions such as unfavourable legislation or regulation, trade restrictions, unfavourable tax enforcement or adverse tax policies; the denial of contract rights; and social unrest, acts of terrorism or armed conflict. To attempt to mitigate these risks, the Corporation employs personnel with extensive experience in the international marketplace, supplemented with qualified local staff. Management is unable to predict the extent or duration of these risks or quantify their potential impact.

Foreign Exchange Rate Risk

Foreign currency risk is the risk that a variation in the exchange rate between Canadian and foreign currencies will affect the Corporation's results. The majority of the Corporation's international revenue and expenses are transacted in U.S. dollars and the Corporation does not actively engage in foreign currency hedging. For the six months ended June 30, 2013, a 1% nominal change in the value of the Canadian dollar relative to the U.S. dollar would have resulted in a $0.3 million (2012 - $0.2 million) change in other comprehensive income as a result of changes in foreign exchange.

Commodity Price Risk

Commodity price risk is the risk that fluctuations in oil or natural gas prices could materially adversely affect the Corporation's financial condition. The commodity prices affect the levels of drilling activity, particularly with respect to natural gas, which primarily affects the Canadian business. The Corporation mitigates this exposure with its diversification into international operations not dependent on the Canadian oil and gas industry.

Dependence on Suppliers

High Arctic sources supplies and materials from a variety of suppliers in Canada and elsewhere. Failure of suppliers to deliver supplies and materials in a timely and efficient manner would be detrimental to the Corporation's ability to maintain the expected level of service to its customers. High Arctic attempts to mitigate this risk by maintaining good relations with key suppliers and having access to alternative suppliers. However, if the current suppliers are unable to provide the supplies and materials, or otherwise fail to deliver products in the quantities required, any resulting delays in the provision of services to our clients could have a material adverse effect on our results of operations and our financial condition.

Competition

The Corporation's continued success partially depends upon developing and implementing technological advances in its equipment and services and the ability to match advances of competitors. The oilfield services industry is highly competitive and the Corporation competes with a substantial number of companies. Reduced levels of activity in the oil and gas industry can intensify competition, which will have an effect on the Corporation's ability to generate revenue and earnings.

Other

Additional risk factors relating to the Corporation are also outlined in the most recent Annual Information Form filed on SEDAR at www.sedar.com.

Critical Accounting Estimates and Judgments

Details of the critical accounting estimates and judgments used by management in the preparation of the Corporation's Financial Statements may be found in the notes to the audited financial statements of the Corporation for the year ended December 31, 2012.

Related Party Transactions

In April, 2011 High Arctic made loans to certain directors and officers of the Corporation in the total aggregate amount of $1.1 million. The purpose of the loans was to assist the directors and officers with the payment of Canadian income taxes arising on the issuance of common shares of the Corporation under the Corporation's Executive and Director Share Incentive Plan. The principal amount of each loan bears interest at an annual rate of 2%. Each loan is fully payable on the earlier of (i) thirty days after the date that a Borrower ceases to be an employee or director of the Corporation and (ii) April 15, 2014. As at June 30, 2013, the amount outstanding related to these loans was $0.4 million (December 31, 2012 - $0.4 million).

Changes in Accounting Policies

New standards and amendments effective for the first time

Effective January 1, 2013, the Corporation has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2013. The following new standards and amendments were made in accordance with the applicable transitional provisions, but have not had a material impact on the Corporation:

- IFRS 7: *Financial Instruments: Disclosures*
- IFRS 10: *Consolidated Financial Statements*
- IFRS 11: *Joint Arrangements*
- IFRS 12: *Disclosure of Interests in Other Entities*
- IFRS 13: *Fair Value Measurement*
- IAS 27: *Separate Financial Statements*
- IAS 28: *Investments in Associates and Joint Ventures*
- IAS 19: *Employee Benefits*

Effective January 1, 2013, the Corporation adopted the amendments to IAS 1, *Presentation of **F**inancial **S**tatements*. These amendments require the Corporation to group items within other comprehensive income by those that will be subsequently reclassified to net earnings and those that will not. Accordingly, the Corporation has updated the presentation of other comprehensive income in the Consolidated Statements of Earnings and Comprehensive Income. These changes did not result in any adjustments to other comprehensive income or comprehensive income.

The Company assessed its consolidation conclusions on January 1, 2013 and determined that the adoption of IFRS 10 did not result in any change in the consolidation status of any of its subsidiaries and investees.

Future Accounting Policies

There were no new or amended standards issued during the six months ended June 30, 2013 that are applicable for the Corporation for future periods except for the amendment to IAS 36 described below. A description of standards and interpretations, other than those indicated above, that will be adopted by the Corporation in future periods can be found in the notes to the annual Consolidated Financial Statements for the year ended December 31, 2012.

At the date of this MD&A, the IASB and the IFRS Interpretations Committee (IFRIC) have issued the following new and revised standards and interpretations which are not yet effective for the relevant reporting periods. The Corporation has not early adopted these standards, amendments or interpretations, however the Corporation is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements.

Amendment to IFRS 7, 'Financial instruments: Disclosures' on derecognition
This amendment promotes transparency in the reporting of transfer transactions and improves users' understanding of the risk exposures relating to transfers of financial assets and the effect of those risks on an entity's financial position. This amendment is effective for fiscal periods beginning on or after January 1, 2013. In conjunction with the transition from IAS 39 to IFRS 9 for fiscal years beginning on or after January 1, 2015, IFRS 7 will also be amended to require additional disclosure in the year of transition.

Amendment to IAS 32, 'Financial instruments: Presentation'
The amendment clarifies the requirements for offsetting financial assets and liabilities. Specifically, the amendment clarifies that the right to offset must be available on the current date and cannot be contingent on a future event. This amendment is effective for fiscal periods beginning on or after January 1, 2014.

IFRS 9, 'Financial instruments'
IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The guidance in IAS 39 on impairment of financial assets and hedge accounting continues to apply. This standard is effective for fiscal periods beginning on or after January 1, 2015.

Amendment to IAS 36, 'Impairment of Assets'
In May 2013, the IASB released this amendment which requires entities to disclose the recoverable amount of an impaired cash generating unit. The amendment is effective January 1, 2014.

Disclosure Controls and Procedure

The Corporation has established disclosure controls and procedures, as defined in National Instrument 52-109, to ensure timely and accurate preparation of financial and other reports. Disclosure controls and procedures ("DC&P") are designed to provide reasonable assurance that material information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to the appropriate members of management and properly reflected in the Corporation's filings. The Chief Executive Officer and the Chief Financial Officer oversee this evaluation process and have concluded that the design and operation of these disclosure controls and procedures are adequate in ensuring that the information required to be disclosed by the Corporation in reports filed with the Canadian Securities Administrators is accurate and complete and filed within the time periods required. The Chief Executive Officer and the Chief Financial Officer have individually signed certifications to this effect.

Internal Controls Over Financial Reporting

Internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109, means a process designed by, or under the supervision of, an issuer's certifying officers, and effected by the issuer's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the issuer; (ii) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the issuer's GAAP, and that receipts and expenditures of the issuer are being made only in accordance with authorizations of management and directors of the issuer; and (iii) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the issuer's assets that could have a material effect on the annual financial statements or interim financial reports.

Management is responsible for designing ICFR, under the supervision of the CEO and CFO. Management, under the supervision of the CEO and CFO, evaluated the effectiveness of ICFR at December 31, 2012. Based on this evaluation, the Corporation's CEO and CFO have concluded that ICFR was effective at June 30, 2013. No changes were made to ICFR during the six months ended June 30, 2013 that have materially affected, or are reasonably likely to materially affect, ICFR.

It should be noted that a control system, including the Corporation's DC&P and ICFR, no matter how well conceived, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met, and it should not be expected that the Corporation's DC&P and ICFR will prevent all errors or fraud.

Additional Information

Additional information on the Corporation, including the most recent Annual Information Form filed, may be found on SEDAR at www.sedar.com.