

# **HIGH ARCTIC ENERGY SERVICES INC.**



## **CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED  
MARCH 31, 2014**

# High Arctic Energy Services Inc.

## Consolidated Statements of Financial Position

As at March 31, 2014 and December 31, 2013

Unaudited – Canadian \$ Millions

	Notes	March 31, 2014	December 31, 2013
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		42.9	33.7
Accounts receivable	4	25.4	21.9
Inventories		3.9	3.7
Prepaid expenses		0.3	0.7
		<u>72.5</u>	<u>60.0</u>
<b>Non-current assets</b>			
Property and equipment	5	71.8	72.1
Deferred tax asset		5.0	5.0
		<u>76.8</u>	<u>77.1</u>
<b>Total assets</b>		<b><u>149.3</u></b>	<b><u>137.1</u></b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		15.5	15.5
Income taxes payable		2.9	2.0
Dividend payable	6	0.8	0.6
		<u>19.2</u>	<u>18.1</u>
<b>Non-current liabilities</b>			
Long-term debt	7	6.7	6.7
Deferred income tax liability		0.6	0.5
		<u>7.3</u>	<u>7.2</u>
<b>Total liabilities</b>		<b><u>26.5</u></b>	<b><u>25.3</u></b>
<b>Shareholders' equity</b>	8	<b><u>122.8</u></b>	<b><u>111.8</u></b>
<b>Total liabilities and shareholders' equity</b>		<b><u>149.3</u></b>	<b><u>137.1</u></b>
Commitments and contingencies	15, 12		

See accompanying notes to these interim consolidated financial statements.

**Approved on behalf of the Corporation by:**

(signed) "Michael Binnion" Director

(signed) "Christopher Warren" Director

# High Arctic Energy Services Inc.

## Consolidated Statements of Earnings and Comprehensive Income

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Millions, except per share amounts

		2014	2013
	<b>Notes</b>		
<b>Revenue</b>	16	44.5	44.8
<b>Expenses</b>			
Oilfield services	10, 17	26.4	29.6
General and administration	10, 17	3.0	2.6
Amortization	5	3.0	2.6
Share-based compensation	9	0.3	0.2
		32.7	35.0
<b>Operating earnings</b>		<b>11.8</b>	<b>9.8</b>
Foreign exchange loss		(0.6)	-
Interest and finance expense		(0.2)	(0.2)
<b>Net earnings before income taxes</b>		<b>11.0</b>	<b>9.6</b>
Current income tax expense		(1.7)	(1.2)
<b>Net earnings for the period</b>		<b>9.3</b>	<b>8.4</b>
<b>Earnings per share:</b>	8		
Basic		0.19	0.17
Diluted		0.18	0.17
		<b>2014</b>	<b>2013</b>
<b>Net earnings for the period</b>		<b>9.3</b>	<b>8.4</b>
<b>Other comprehensive income, net of tax:</b>			
<b>Items that may be reclassified subsequently to net income:</b>			
Foreign currency translation gains for foreign operations		3.3	1.3
<b>Comprehensive income for the period</b>		<b>12.6</b>	<b>9.7</b>

See accompanying notes to these interim consolidated financial statements.

# High Arctic Energy Services Inc.

## Consolidated Statements of Changes in Equity

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

	Notes	Share capital	Contributed surplus	Accumulated other comprehensive income	Retained deficit	Total equity
<b>Balance at January 1, 2014</b>		169.1	7.7	2.4	(67.4)	111.8
Net earnings		-	-	-	9.3	9.8
Dividends	6	-	-	-	(2.0)	(2.0)
Other comprehensive income		-	-	3.3	-	2.8
Share-based payment transactions		0.1	0.3	-	-	0.4
<b>Balance at March 31, 2014</b>		<b>169.2</b>	<b>8.0</b>	<b>5.7</b>	<b>(60.1)</b>	<b>122.8</b>

	Notes	Share capital	Contributed surplus	Accumulated other comprehensive income (loss)	Retained deficit	Total equity
<b>Balance at January 1, 2013</b>		168.5	7.3	(2.4)	(84.8)	88.6
Net earnings		-	-	-	8.4	8.4
Dividends	6	-	-	-	(1.6)	(1.6)
Other comprehensive income		-	-	1.3	-	1.3
Share-based payment transactions		0.2	-	-	-	0.2
<b>Balance at March 31, 2013</b>		<b>168.7</b>	<b>7.3</b>	<b>(1.1)</b>	<b>(78.0)</b>	<b>96.9</b>

See accompanying notes to these interim consolidated financial statements.

# High Arctic Energy Services Inc.

## Consolidated Statements of Cash Flows

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

		2014	2013
<b>Cash flow provided by (used in):</b>			
<b>Operating activities</b>			
	<b>Notes</b>		
Net earnings for the period		9.3	8.4
Adjustments for:			
Amortization	5	3.0	2.6
Share-based compensation	9	0.3	0.2
Foreign exchange loss		0.5	-
		<u>13.1</u>	<u>11.2</u>
Net changes in items of non-cash working capital	11	(1.9)	(8.4)
		<u>11.2</u>	<u>2.8</u>
<b>Investing activities</b>			
Purchase of property and equipment	5	(1.5)	(5.9)
Disposal of property and equipment		0.1	-
		<u>(1.4)</u>	<u>(5.9)</u>
<b>Financing activities</b>			
Dividend payments	6	(1.8)	(1.5)
Issuance of common shares	8	-	0.1
		<u>(1.8)</u>	<u>(1.4)</u>
<b>Effect of exchange rate changes</b>		1.2	0.5
<b>Net change in cash and cash equivalents</b>		<u>9.2</u>	<u>(4.0)</u>
<b>Cash and cash equivalents – beginning of period</b>		33.7	27.4
<b>Cash and cash equivalents – end of period</b>		<u>42.9</u>	<u>23.4</u>
<b>Cash paid for:</b>			
Interest		0.1	0.1
Income taxes		0.8	0.3

See accompanying notes to these interim consolidated financial statements.

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

### 1 Nature of Business

High Arctic Energy Services Inc. ("High Arctic" or "the Corporation") is incorporated under the laws of Alberta, Canada and is a publicly traded Corporation listed on the Toronto Stock Exchange under the symbol "HWO". The head office of the Corporation is located at 8112 Edgar Industrial Drive, Red Deer, Alberta, Canada, T4P 3R2. High Arctic's principal focus is to provide contract drilling, completion services, equipment rental and other oilfield services to the oil and gas industry in Canada and Papua New Guinea.

As of March 31, 2014, 20,401,534 common shares of the Corporation were owned by FBC Holdings S.A.R.L. representing 41% of the outstanding common shares.

### 2 Basis of Preparation

These condensed interim consolidated financial statements (the "Financial Statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 – Interim Financial Reporting ("IAS 34"). These Financial Statements have been prepared following the same accounting policies and methods of computation as the consolidated financial statements for the year ended December 31, 2013, except for income taxes, which in interim periods are accrued based on an estimate of the annualized effective tax rate applied to year to date taxable earnings and the changes in accounting policies as described below. The disclosures provided below do not include all of the information required for full annual financial statements and should be read in conjunction with the Corporation's annual consolidated financial statements and the notes thereto for the year ended December 31, 2013, which have been prepared in accordance with IFRS as issued by the IASB.

The Financial Statements of High Arctic for the three months ended March 31, 2014 were approved by the Board of Directors on May 13, 2014 after review by the Corporation's Audit Committee.

### 3 Changes in Accounting Policies

There are no IFRS or IFRIC interpretations that were effective for the first time for the fiscal year beginning on or after January 1, 2014 that had a material impact on the Corporation.

In May 2013, the IASB released an amendment to IAS 36, Impairment of Assets. This amendment requires entities to disclose how the recoverable amount of a cash generating unit has been measured when an impairment loss has been recognized or reversed. The amendment was effective January 1, 2014 and had no material effect on the Corporation's Financial Statements.

IFRIC 21, Levies, was developed by the IFRS Interpretations Committee ("IFRIC") and issued in May 2013. IFRIC 21 clarifies that an entity should recognize a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. The interpretation also clarifies that no liability should be recognized before the specified minimum threshold to trigger that levy is reached. IFRIC 21 was required to be adopted retrospectively for fiscal years beginning January 1, 2014 and its adoption has not had a material impact on accounting for property and other similar taxes, which do not meet the definition of an income tax in IAS 12, Income Taxes.

### 4 Accounts Receivable

The aging of accounts receivable is as follows. 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.

	March 31, 2014	December 31, 2013
Less than 31 days	17.7	21.0
31 to 60 days	5.8	0.6
61 to 90 days	1.6	0.6

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

Greater than 90 days	1.0	0.3
Allowance for doubtful accounts	(0.7)	(0.6)
<b>Total</b>	<b>25.4</b>	<b>21.9</b>

The Corporation's accounts receivable are denominated in the following currencies:

Canadian dollar	10.3	7.4
United States dollar (2014 – US\$13.6; 2013 – US\$13.7)	15.1	14.5
<b>Total</b>	<b>25.4</b>	<b>21.9</b>

## 5 Property and Equipment

The following tables provide a continuity of the property and equipment costs, net of impairment and accumulated amortization, and provide details of the effects of foreign currency translation for the year ended December 31, 2013 and the three months ended March 31, 2014.

<b>Cost:</b>	<b>Light vehicles</b>	<b>Heavy trucks</b>	<b>Oilfield equipment</b>	<b>Computer hardware and office equipment</b>	<b>Building</b>	<b>Land</b>	<b>Work-in-progress</b>	<b>Total</b>
<b>Balance January 1, 2013</b>	<b>2.7</b>	<b>13.1</b>	<b>118.9</b>	<b>3.0</b>		<b>1.2</b>	<b>7.4</b>	<b>146.3</b>
Additions	0.2	0.1	-	0.1		-	21.5	21.9
Disposals	(0.3)	(0.2)	(5.5)	(0.1)		-	-	(6.1)
Transfers	(0.6)	(0.6)	23.7	(0.2)		-	(22.3)	-
Effect of foreign exchange	-	-	3.6	-		-	-	3.6
<b>Balance December 31, 2013</b>	<b>2.0</b>	<b>12.4</b>	<b>140.7</b>	<b>2.8</b>	<b>-</b>	<b>1.2</b>	<b>6.6</b>	<b>165.7</b>
Additions	-	-	-	-	-	-	1.5	1.5
Disposals	(0.6)	-	-	-	-	-	-	(0.6)
Transfers	0.1	-	2.1	0.1	3.2	-	(5.5)	-
Effect of foreign exchange	-	-	2.3	-	-	-	-	2.3
<b>Balance March 31, 2014</b>	<b>1.5</b>	<b>12.4</b>	<b>145.1</b>	<b>2.9</b>	<b>3.2</b>	<b>1.2</b>	<b>2.6</b>	<b>168.9</b>

<b>Accumulated amortization and impairments:</b>	<b>Light vehicles</b>	<b>Heavy trucks</b>	<b>Oilfield equipment</b>	<b>Computer hardware and office equipment</b>	<b>Building</b>	<b>Land</b>	<b>Work-in-progress</b>	<b>Total</b>
<b>Balance, January 1, 2013</b>	<b>1.3</b>	<b>9.0</b>	<b>72.6</b>	<b>2.1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>85.0</b>
Amortization for the year	0.4	0.6	10.9	0.4	-	-	-	12.3
Disposals	(0.2)	(0.1)	(4.7)	(0.1)	-	-	-	(5.1)
Transfers	(0.5)	(0.4)	1.1	(0.2)	-	-	-	-
Effect of foreign exchange	-	-	1.4	-	-	-	-	1.4
<b>Balance, December 31, 2013</b>	<b>1.0</b>	<b>9.1</b>	<b>81.3</b>	<b>2.2</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>93.6</b>
Amortization for the period	0.1	0.1	2.7	0.1	-	-	-	3.0
Disposals	(0.5)	-	-	-	-	-	-	(0.5)
Effect of foreign exchange	-	-	1.0	-	-	-	-	1.0
<b>Balance, March 31, 2014</b>	<b>0.6</b>	<b>9.2</b>	<b>85.0</b>	<b>2.3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>97.1</b>

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

### Carrying amounts of property and equipment:

At December 31, 2013	1.0	3.3	59.4	0.6	-	1.2	6.6	72.1
At March 31, 2014	0.9	3.2	60.1	0.6	3.2	1.2	2.6	71.8

## 6 Dividend Payable

Dividends are recorded as a liability on the date of declaration by the Corporation's Board of Directors. During the three months ended March 31, 2014, the Corporation declared dividends of \$2.0 million (2013 - \$1.6 million), of which \$0.8 million was payable as of March 31, 2014 (December 31, 2013 - \$0.6 million). Since March 31, 2014, but before the date of approval of these Financial Statements by the Board of Directors on May 13, 2014, a monthly dividend of \$0.015 per share has been declared for a total of \$0.8 million.

## 7 Long-Term Debt

The main components of the Corporation's 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, 2015 and no principal payments are required prior to that date. The long-term debt is secured by all of the assets of the Canadian parent and by guarantees given by its material foreign subsidiaries.

The long-term debt agreement 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 facilities. The effective interest rate on the long-term debt was 4% for the three months ended March 31, 2014 and for the year ended December 31, 2013.

	March 31, 2014	December 31, 2013
Long-term debt, end of period	6.7	6.7

## 8 Share Capital and Other Components of Equity

### (a) Share Capital

Authorized – an unlimited number of common shares and an unlimited number of preferred shares

Issued:	Three months ended March 31, 2014		Year ended December 31, 2013	
	Shares	\$	Shares	\$
Balance, beginning of period	50,013,592	169.0	47,995,322	167.4
Issuance of shares	16,200	0.1	345,740	1.0
Normal course issuer bid	-	-	(105,470)	(0.4)
Vested restricted shares (note 9)	-	-	1,778,000	1.0
Common shares outstanding	50,029,792	169.1	50,013,592	169.0
Restricted shares outstanding (note 9)	32,000	0.1	32,000	0.1
Total common and restricted shares outstanding	50,061,792	169.2	50,045,592	169.1



# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

### Issuance of Shares

During the three months ended March 31, 2014, a total of 16,200 stock options were exercised (year ended December 31, 2013 – 345,740) for shares of the Corporation (see Note 9).

### 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 "Bid"). The Corporation can purchase up to 2,492,716 common shares for cancellation subject to a daily purchase limit of 11,634 common shares. The Bid commenced on May 28, 2013 and will terminate on May 27, 2014. During the year ended December 31, 2013, 105,470 common shares were purchased and cancelled pursuant to the Bid. As of the date of approval of these Financial Statements, no common shares have been purchased pursuant to the Bid in 2014.

### (b) Per Share Amounts

The following table summarizes the weighted average number of common shares used in calculating basic and diluted earnings per share for the three months ended March 31, 2014 and 2013. All potentially dilutive instruments such as options and the restricted shares issued under the Executive and Director Share Incentive Plan are considered.

	2014		2013	
	Number of Shares	Earnings per Share	Number of Shares	Earnings per Share
Weighted average number of common shares used in basic earnings per share	50,028,354	\$0.19	48,032,322	\$0.17
<b>Adjustments for:</b>				
Stock options	515,408		300,836	
Restricted shares	32,000		1,700,030	
Weighted average number of common shares used in diluted earnings per share	50,575,762	\$0.18	50,033,188	\$0.17

## 9 Share-based Compensation

### Stock Option Plan

The Corporation has a Stock Option Plan under which options to purchase common shares may be granted to directors, management and key employees. A total of 5,006,179 options (being 10% of all outstanding shares) are available for grants. At March 31, 2014, a total of 2,443,060 options are outstanding and expire at various dates up to 2019, at amounts that range from \$0.75 to \$3.55 per share. These options are exercisable over a term of 5 years and are generally subject to a three year vesting period with 40% exercisable by the holder after the first anniversary date, 70% after the second anniversary date and 100% after the third anniversary date. The options granted in 2014 vested immediately. The options have an average remaining contractual life of 3.85 years and 752,460 options were vested and eligible to be exercised as of March 31, 2014.

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

	Number of Options	Weighted Average Exercise Price \$/Share
<b>Total Outstanding January 1, 2013</b>	<b>1,204,800</b>	<b>1.29</b>
Granted	1,615,000	2.80
Exercised	(345,740)	1.15
Forfeited	(17,700)	1.18
Expired	(700)	0.96
<b>Total Outstanding December 31, 2013</b>	<b>2,455,660</b>	<b>2.30</b>
Granted	25,000	3.55
Exercised	(16,200)	1.09
Forfeited	(700)	1.00
Expired	(20,700)	0.75
<b>Total Outstanding March 31, 2014</b>	<b>2,443,060</b>	<b>2.34</b>

The options exercised in 2014 had a weighted average market price of \$3.69 (Year ended December 31, 2013 - \$2.91) per share on the date of exercise.

Exercise Price Range	Options Outstanding			Exercisable Options	
	Number of Options	Remaining Contractual Life (Years)	Weighted Average Exercise Price (\$)	Number of Options	Weighted Average Exercise Price (\$)
\$0.75 to \$1.35	484,060	2.21	1.13	362,060	1.08
\$1.36 to \$1.92	299,000	3.16	1.73	91,400	1.74
\$1.93 to \$2.43	410,000	3.80	2.20	149,000	2.20
\$2.44 to \$3.55	1,250,000	4.67	3.00	150,000	2.95
<b>Total Outstanding March 31, 2014</b>	<b>2,443,060</b>	<b>3.85</b>	<b>2.34</b>	<b>752,460</b>	<b>1.75</b>

Share-based compensation is a non-cash item and is measured in accordance with a prescribed formula. Share-based compensation expense recognized by the Corporation for the Stock Option Plan for the three months ended March 31, 2014 was \$0.3 million (2013 - \$0.1 million). The fair values of stock options granted have been estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

Year of Grant	2014	2013	2012	2011	2010
Average Fair value per option granted	1.19	1.19	0.92	0.97	0.74
Average expected life (years)	3.1	3.1	3.2	5	5
Expected volatility (%)	53	63	96	121	139
Expected forfeiture rate (%)	0	28	18.5	13.4	13.4
Average risk-free interest rate (%)	0.98	1.12	1.10	1.77	1.84
Expected dividend yield (%)	6	8-10	0 – 7.5	0	0

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

### Share Incentive Plan

On June 29, 2010, the shareholders approved an Executive and Director Share Incentive Plan (the "EDSIP"). The maximum number of common shares initially available for issuance by the Corporation under the EDSIP was 7,578,444 common shares of which 218,444 common shares remain available for issue at March 31, 2014. The number of restricted shares granted is reflected under the total issued and outstanding common shares while the value of these shares will be included in the common share capital amount as they vest over the 3 year vesting period with an equivalent share based compensation amount recorded.

### Restricted Common Shares Issued under the Share Incentive Plan:

	Three months ended March 31, 2014	Year ended December 31, 2013
Balance, beginning of period	32,000	1,810,000
Grant of common shares	-	20,000
Vested common shares	-	(1,778,000)
Forfeitures	-	(20,000)
Balance, end of period	32,000	32,000

For the three months ended March 31, 2014, the Corporation incurred share based compensation expense of nil (2013- \$0.1 million) related to the EDSIP and an amount of up to \$0.1 million (before recognizing a reduction for any future forfeitures of common shares) remains to be amortized in future periods in respect of the common shares issued to date under the Plan. A forfeiture rate of 11.8 % has been assumed in the share based compensation expense assumptions.

## 10 Expenses

Oilfield services expenses by nature	2014	2013
Personnel costs and personnel related costs (Note 17)	11.7	14.0
Drilling rig rental cost	8.9	8.6
Material and supplies cost	3.1	4.1
Equipment operating and maintenance costs	2.5	2.6
Other	0.2	0.3
<b>Total</b>	<b>26.4</b>	<b>29.6</b>

  

General and administrative expenses by nature	2014	2013
Personnel costs and personnel related costs (note 17)	2.0	1.6
Professional, legal and consulting fees	0.3	0.3
Facility costs	0.2	0.2
Leases	0.2	0.2
Other	0.3	0.3
<b>Total</b>	<b>3.0</b>	<b>2.6</b>

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

### 11 Supplemental Cash Flow Information

Changes in non-cash working capital for the three months ended March 31 is comprised of:

	2014	2013
Accounts receivable	(2.7)	(12.7)
Inventory and prepaid expenses	0.3	(0.1)
Accounts payable and accrued liabilities	(0.3)	3.6
Income taxes receivable and payable	0.8	0.8
<b>Total</b>	<b>(1.9)</b>	<b>(8.4)</b>

### 12 Contingent Liabilities

#### Inventory

The Corporation has been supplied 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 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.

#### Other

The Corporation is party to legal actions arising in the normal course of business. The Corporation believes that the ultimate liability arising from these matters will have no material effect on the Financial Statements.

### 13 Capital Disclosures

The Corporation's capital structure is comprised of shareholders' equity, described in Note 8, and the long term debt described in Note 7 less cash and cash equivalents.

	March 31, 2014	December 31, 2013
Shareholders' equity	122.8	111.8
Total long-term debt	6.7	6.7
Cash and cash equivalents	(42.9)	(33.7)
<b>Total Capitalization</b>	<b>86.6</b>	<b>84.8</b>

The Corporation's goal is to have a capital structure that will provide the capital to meet the needs of its business and instill confidence with investors, creditors and capital markets.

Financing decisions for the foreseeable future will be governed largely by managing the available cash and liquidity available under the Corporation's credit facilities based on the timing and extent of expected operating and capital cash outlays. Future equity and debt financings are a possibility to raise capital for new business opportunities.

The Corporation's loan facilities are subject to four financial covenants, which are reported to the lender on a quarterly basis. These financial covenants are used by management to monitor capital and to assess the funds available to commit for capital expenditures. The main focus is on the Maximum Funded Debt to EBITDA and the Minimum Fixed Charge Coverage Ratios, which are measures defined under the loan agreement that have no prescribed meaning under IFRS. The Corporation remains in compliance with all financial covenants under its long-term debt agreement.

# High Arctic Energy Services Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Unaudited - Canadian \$ Million

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### 14 Financial Instruments and Risk Management

#### **Fair Value of Financial Assets and Liabilities**

Accounts receivable and cash and cash equivalents are designated as loans and receivables and recorded at amortized cost, which approximates fair value due to the short-term nature of the instruments. Accounts payable and accrued liabilities and the long term debt are designated as other liabilities and are recorded at amortized cost.

#### **Fair value of financial instruments**

The Corporation's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, dividends payable and long-term debt. The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and dividends payable approximate their carrying amounts due to their short terms to maturity. The Corporation's long-term debt carries interest based on a specified benchmark interest rates plus a spread. The fair value of the Corporation's long-term debt approximates its carrying amount due to the fact that interest is adjusted periodically based on changes in the relevant benchmark interest rates and there have been no significant changes in the Corporation's own credit risk.

#### **Financial and Other Risks**

The Corporation is exposed to financial risks arising from its financial assets and liabilities. The financial risks include market risk relating to interest rate risk, foreign currency risk, commodity price risk, risks of foreign operations, credit risk and liquidity risk.

#### **Market Risk**

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in market rates of interest, foreign currency exchange rates and commodity prices.

#### **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 the long term debt is a floating rate credit facility and fluctuates in response to changes in the prime interest rates. For the three months ended March 31, 2013 a one percent change in interest rates on the loan facility would have amounted to a change in interest expense and earnings of less than \$0.1 million (2013 - \$0.1 million).

#### **Foreign Currency 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 three months ended March 31, 2014, a 1% nominal change in the value of the Canadian dollar relative to the U.S. dollar would have resulted in a \$0.5 million (2013 - \$0.3 million) change in other comprehensive income and a \$0.4 million (2013 - \$0.1 million) change in net earnings for the period 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, which affects certain segments of the Corporation's business, particularly with respect to natural gas. The Corporation mitigates this exposure with its diversification into international operations not dependent on the Canadian oil and gas industry.

#### **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

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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.

### 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.

### Credit Risk and Customers

Credit risk is the risk of a financial loss occurring as a result of a default by a counter party on its obligation to the Corporation. The Corporation's financial instruments that are exposed to credit risk consist primarily of accounts receivable and cash balances held in banks. The Corporation mitigates credit risk by regularly monitoring its accounts receivable position and depositing cash in properly capitalized banks. The Corporation also institutes credit reviews prior to commencement of contractual arrangements.

The Corporation's accounts receivable 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 provides services to two significant customers in Papua New Guinea. One customer represents approximately 35% of the Corporation's revenue for the three months ended March 31, 2014 (2013 – 61%) and 28% of its accounts receivable at that date (2013 – 54%). The second customer represents approximately 18% of the Corporation's revenue for the three months ended March 31, 2014 (2013 – nil) and 8% of its accounts receivable at that date (2013 – nil). A third significant customer is a major Canadian exploration and production company which represents approximately 9% of the Corporation's revenue for the three months ended March 31, 2014 (2013 – 9%) and 7% of the Corporation's accounts receivable at that date (2013 – 3%). Management has assessed the three customers as creditworthy and the Corporation has had no history of collection issues with these customers.

### 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.

The following are the undiscounted contractual maturities of the Corporation's financial liabilities:

March 31, 2014	Beyond 5				Total
	1 Year	2-3 Years	4-5 Years	Years	
Accounts payable	15.5	-	-	-	15.5
Dividends payable	0.8				0.8
Long-term debt	0.3	6.9	-	-	7.2
<b>Total</b>	<b>16.6</b>	<b>6.9</b>	<b>-</b>	<b>-</b>	<b>23.5</b>

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December 31, 2013	1 Year	2-3 Years	4-5 Years	Beyond 5 Years	Total
Accounts payable	15.5	-	-	-	15.5
Dividends payable	0.6				0.6
Long-term debt	0.3	6.9	-	-	7.2
<b>Total</b>	<b>16.4</b>	<b>6.9</b>	<b>-</b>	<b>-</b>	<b>23.3</b>

## 15 Commitments

### Lease Obligations

The Corporation has entered into long-term premise leases for operating facilities in Canada. These leases are operating leases and the remaining length of the lease terms are up to one and a half 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 March 31, 2014 are:

	1 Year	2-3 Years	4-5 Years	Beyond 5 Years	Total
Facility lease commitments	0.4	0.1	-	-	0.5
<b>Total lease commitments</b>	<b>0.4</b>	<b>0.1</b>	<b>-</b>	<b>-</b>	<b>0.5</b>

## 16 Operating Segments

The Corporation determines its operating segments based on internal information reviewed by management to allocate resources and assess performance. The Corporation operates in two geographic areas within one operating segment which provides oilfield services to customers in Canada and Papua New Guinea. The amounts related to each geographic area are as follows:

	March 31, 2014	March 31, 2013
<b>Revenue</b>		
Papua New Guinea	29.5	29.9
Canada	15.0	14.9
<b>Total</b>	<b>44.5</b>	<b>44.8</b>

Revenues are attributed to geographical areas based on the location in which the services are rendered.

	March 31, 2014	December 31, 2013
<b>Current assets</b>		
Canada	43.6	33.4
Papua New Guinea	28.9	26.6
	<b>72.5</b>	<b>60.0</b>
<b>Non-current assets</b>		
Canada	40.9	41.8
Papua New Guinea	35.9	35.3
	<b>76.8</b>	<b>77.1</b>
<b>Total assets</b>	<b>149.3</b>	<b>137.1</b>

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<b>Liabilities</b>		
Canada	12.3	12.1
Papua New Guinea	14.2	13.2
<b>Total liabilities</b>	<b>26.5</b>	<b>25.3</b>

Included in the current assets attributed to Canada as at March 31, 2014 is \$4.2 million (December 31, 2013 - \$21.1 million) held in a bank account in Singapore. The segment presentation of non-current assets is based on the geographic location of the assets.

### 17 Presentation of prior year amounts

Certain oilfield services expense figures for the previous period have been reclassified to general and administration expenses to conform with the presentation in these Financial Statements.

### 18 Subsequent events

In April, 2014, the Corporation granted 110,000 options to various employees at an exercise price of \$4.92.

In April, 2014, the Corporation announced that it had signed a new Drilling Services Agreement with a customer for one heli-portable drilling rig in Papua New Guinea ("PNG"). High Arctic has agreed to provide one drilling rig and a 100 person camp for a firm contract term of two years with an extension option available to the customer for one additional year. The two year term commences once the rig has been mobilised and is ready to commence drilling operations.

In conjunction with the award of this contract, the Corporation has agreed to purchase two heli-portable drilling rigs and associated ancillary equipment. The total commitment to purchase and deliver the two rigs with upgrades is estimated at US\$52 million.