

FORACO INTERNATIONAL S.A.

MANAGEMENT'S DISCUSSION & ANALYSIS

Three-month period ended March 31, 2021



FORACO INTERNATIONAL S.A.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") relates to the results of operations, liquidity and capital resources of Foraco International S.A. ("Foraco" or the "Company"). This report has been prepared by Management and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three-month period ended March 31, 2021, including the notes thereto. These quarterly unaudited interim financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"). Following the decision taken by the Accounting Standards Board, IFRS became the accounting standards for all issuers in Canada on January 1, 2011. The Company adopted IFRS and made an explicit and unreserved statement that its consolidated financial statements comply with IFRS in 2004.

Except as otherwise stated in Note 2 to the unaudited interim condensed consolidated financial statements, these quarterly unaudited condensed interim consolidated financial statements were prepared using accounting policies and methods consistent with those used in the preparation of the Company's audited consolidated financial statements for the year ended December 31, 2020. Except when otherwise stated, all amounts presented in this MD&A are denominated in US Dollars ("US\$"). The discussion and analysis within this MD&A are as of April 29, 2021.

Caution concerning forward-looking statements

This document may contain "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws. These statements and information include estimates, forecasts, information and statements as to Management's expectations with respect to, among other things, the future financial or operating performance of the Company and capital and operating expenditures. Often, but not always, forward-looking statements and information can be identified by the use of words such as "may", "will", "should", "plans", "expects", "intends", "anticipates", "believes", "budget", and "scheduled" or the negative thereof or variations thereon or similar terminology. Forward-looking statements and information are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned that any such forward-looking statements and information are not guarantees and there can be no assurance that such statements and information will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed under the heading "Risk Factors" in the Company's Annual Information Form dated March 30, 2021, which is filed with Canadian regulators on SEDAR (www.sedar.com). The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements and information whether as a result of new information, future events or otherwise. All written and oral forward-looking statements and information attributable to Foraco or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements.

This MD&A is presented in the following sections:

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Business Overview

Headquartered in Marseille, France, Foraco is a worldwide drilling service provider with presence in 22 countries and 5 continents. On March 31, 2021, the Company had 2,336 employees and operated 302 drill rigs worldwide, providing a diverse range of drilling services to its customer base. The Company has developed and acquired significant expertise in destructive and non-destructive drilling, as well as proprietary drill rig design capabilities. These capabilities allow Foraco to tailor solutions to meet the specific conditions and drilling requirements of certain customers, such as mining companies, governmental organizations and international development funds. Through its global operations the Company services a range of industries focusing on mining and water.

Foraco specializes in drilling in harsh environments and isolated locations including arctic, desert and mountainous regions, generally under conditions where operations are challenged by logistical matters and geographic barriers. The Company's engineers and technicians have developed special drilling methods which respond to the requirements of certain areas in which geology prevents the use of standard techniques and equipment. The Company has specialized equipment for, among other uses, helicopter-based drilling campaigns, combination rigs able to perform multi-drilling technique contracts, desert-suited rigs and large diameter core sampling systems.

Interim Consolidated Financial Highlights

Financial highlights

(In thousands of US\$) (<i>unaudited</i>)	Three-month period ended March 31,	
	2021	2020
Revenue	54,551	49,671
Gross profit / (loss) (1)	6,041	5,263
<i>As a percentage of sales</i>	<i>11.1%</i>	<i>10.6%</i>
EBITDA	5,114	4,465
<i>As a percentage of sales</i>	<i>9.4%</i>	<i>9.0%</i>
Operating profit / (loss)	803	124
<i>As a percentage of sales</i>	<i>1.5%</i>	<i>0.2%</i>
Profit / (loss) for the period	(965)	(2,064)
Attributable to:		
Equity holders of the Company	(995)	(2,042)
Non-controlling interests	30	(22)
EPS (in US cents)		
Basic	(1.11)	(2.27)
Diluted	(1.11)	(2.27)

(1) includes amortization and depreciation expenses related to operations.

Three-month period ended March 31, 2021 – Q1 2021

Revenue

- Revenue of the period amounted to US\$ 54.6 million compared to US\$ 49.7 million in Q1 2020, a 10% increase.
- The rigs utilization rate was 48% in Q1 2021 compared to 44% in Q1 2020. The Company is exposed to seasonality, Q1 activity being generally the lower quarter of the year.

Profitability

- The Q1 2021 gross margin including depreciation within cost of sales was US\$ 6.0 million (or 11.1% of revenue) compared to US\$ 5.3 million (or 10.6% of revenue) in Q1 2020. Ongoing contracts reported solid performances while some new contracts in mobilization phase generated a lower percentage of gross margin.
- During the quarter, EBITDA amounted to US\$ 5.1 million (or 9.4% of revenue), compared to US\$ 4.5 million (or 9.0% of revenue) for the same quarter last year.
- The Free Cash Flow for the period was US\$ (8.6) million mainly explained by the capex required in the first quarter to support the upcoming activity and the related working capital requirements.

Net debt

- The net debt excluding the impact of the implementation of IFRS 16 was US\$ 140.1 million as at March 31, 2021 compared to US\$ 136.1 million as at December 31, 2020. The net debt including the impact of IFRS 16 was US\$ 146.5 million as at March 31, 2021.

Results of Operations

Comparison of the three-month periods ended March 31, 2021 and March 31, 2020

Revenue

The following table provides a breakdown of the Company's revenue for Q1 2021 and Q1 2020 by reporting segment and geographic region:

(In thousands of US\$) - (unaudited)	<u>Q1 2021</u>	<u>% change</u>	<u>Q1 2020</u>
<i><u>Reporting segment</u></i>			
Mining	45,102	+12%	40,380
Water	9,449	+2%	9,291
Total revenue	<u>54,551</u>	<u>+10%</u>	<u>49,671</u>
<i><u>Geographic region</u></i>			
Europe, Middle East and Africa	18,828	+25%	15,106
South America	9,580	+5%	9,085
North America	18,635	+2%	18,275
Asia Pacific	7,508	+4%	7,204
Total revenue	<u>54,551</u>	<u>+10%</u>	<u>49,671</u>

Despite the COVID-19 pandemic which continues to affect the logistics coordination and the operations, revenue for the quarter increased from US\$ 49.7 million in Q1 2020 to US\$ 54.6 million in Q1 2021 (+10%).

The Mining segment which continues to be driven by a strong demand is up US\$ 4.7 million, mainly driven by the contributions of EMEA and Brazil.

The Water segment remained relatively stable.

In EMEA revenue for the quarter was US\$ 18.8 million compared to US\$ 15.1 million in Q1 2020, an increase of 25%. This increase is linked to new contracts in Africa mobilized at the end of 2020 which will continue throughout 2021. In Russia, the activity was stable at a sustained level comparable to Q1 2020.

Revenue in South America increased by 5% at US\$ 9.6 million in Q1 2021 (US\$ 9.1 million in Q1 2020). The activity in the region was particularly impacted by the effect of the pandemic which continues to disrupt the commercial and operational activities.

Activity in North America continues to be strong at US\$ 18.6 million in Q1 2021 compared to US\$ 18.3 million in Q1 2020, a 2% increase.

In Asia Pacific, Q1 2021 revenue was US\$ 7.5 million, a 4% increase compared to Q1 2020.

Gross Profit

The following table provides a breakdown of the Company's gross profit by reporting segment for Q1 2021 and Q1 2020:

(In thousands of US\$) - (unaudited)	<u>Q1 2021</u>	<u>% change</u>	<u>Q1 2020</u>
<i><u>Reporting segment</u></i>			
Mining	4,752	35%	3,519
Water	1,289	-26%	1,744
Total gross profit / (loss)	<u>6,041</u>	<u>15%</u>	<u>5,263</u>

The Q1 2021 gross margin including depreciation within cost of sales was US\$ 6.0 million compared to US\$ 5.3 million in Q1 2020. As expected, most of the ongoing contracts reported solid performances while some new contracts in mobilization phase generated lower percentage of gross margin.

Selling, General and Administrative Expenses

The following table provides an analysis of the selling, general and administrative expenses (SG&A):

(In thousands of US\$) - (unaudited)	<u>Q1 2021</u>	<u>% change</u>	<u>Q1 2020</u>
Selling, general and administrative expenses	5,238	2%	5,139

SG&A expenses increased by 2% compared to the same quarter last year but decreased as a percentage of revenue from 10.3% to 9.6%.

Operating result

The following table provides a breakdown of the Company's operating result for Q1 2021 and Q1 2020 by reporting segment:

(In thousands of US\$) - (unaudited)	<u>Q1 2021</u>	<u>% change</u>	<u>Q1 2020</u>
<u>Reporting segment</u>			
Mining	421	n/a	(659)
Water	382	-51%	783
Total operating profit (loss)	803	x 6.5	124

The operating profit was US\$ 0.8 million in Q1 2021 compared to US\$ 0.1 million in Q1 2020.

Finance costs

Net financial expenses amounted to US\$ 2.1 million in Q1 2021 compared to US\$ 2.4 million in Q1 2020.

Income tax

Q1 is a quarter that is seasonally lower. The income tax expense being recognized based on Management's best estimate of the average annual income tax rate expected for the full financial year on a tax jurisdiction by tax jurisdiction basis, the corporate income tax for Q1 2021 was a profit of US\$ 0.3 million compared to US\$ 0.2 million in the same period for the previous year.

Seasonality

The worldwide presence of the Company reduces its overall exposure to seasonality and its influence on business activity, the first quarter being the weakest. In West Africa, most of the Company's operations are suspended between July and October due to the rainy season. In Canada, seasonal slow periods occur during the winter freeze and spring thaw or break-up periods. Depending on the latitude, this can occur anytime from October until late December (freezing) and from mid-April through to mid-June (break-up). Operations at mining sites continue throughout the year. Russia is also affected by the winter period during which certain operations are slowed down. In Asia Pacific and in South America, a seasonal slowdown in activity occurs around year-end during the vacation period. Certain contracts are also affected in Chile in July and August when the winter season peaks.

Effect of Exchange Rates

The Company operates in a very large number of countries with functional currencies (Euros, Canadian Dollars, Australian Dollars, Chilean Pesos, Brazilian Reals and Russian Rubles) different than the US Dollar, the presentation currency of the Group. The significant variation of the US Dollar over the last quarters has had a substantial impact on the Company's financial statements. The impact of exchange rates on each significant line item of the income statement is reported above.

However, the Company mitigates its net exposure to foreign currency fluctuations by balancing its costs, revenues and financing in local currencies, resulting in a natural hedge.

The exchange rates against the US\$ for the periods under review are as follows:

	Average Q1 2021	% change	Average Q1 2020	Closing Q1 2021	% change	Closing Q4 2020
€	0.83	-9%	0.91	0.85	-5%	0.81
CAD	1.27	-6%	1.34	1.26	-1%	1.28
AUD	1.29	-15%	1.52	1.31	--%	1.31
CLP	723	-10%	804	732	3%	713
BRL	5.47	23%	4.45	5.77	11%	5.20
RUB	74.39	11%	66.79	75.79	2%	74.19

Liquidity and Capital Resources

The following table provides a summary of the Company's cash flows for Q1 2021 and Q1 2020:

(In thousands of US\$)	<u>Q1 2021</u>	<u>Q1 2020</u>
Cash generated by operations before working capital requirements	5,114	4,466
Working capital requirements	(7,655)	(1,976)
Income tax paid	(1,240)	(688)
Purchase of equipment in cash	(4,418)	(2,777)
Free Cash Flow before debt servicing	(8,199)	(975)
Debt variance	3,906	(1,942)
Interests paid	(534)	(627)
Acquisition of treasury shares	(154)	-
Dividends paid to non-controlling interests	-	(676)
Net cash generated / (used in) financing activities	3,218	(3,245)
Net cash variation	(4,881)	(4,220)
Foreign exchange differences	329	(541)
Variation in cash and cash equivalents	(4,653)	(4,761)
Cash and cash equivalents at the end of the period	<u>16,310</u>	<u>11,292</u>

In Q1 2021, the cash generated from operations before working capital requirements amounted to US\$ 5.1 million compared to US\$ 4.5 million in Q1 2020.

The working capital increased by US\$7.7 million compared to an increase of US\$ 2.0 million in the same period last year mainly linked to the upcoming activity growth.

During the period, the Capex was US\$ 4.4 million in cash compared to US\$ 2.8 million in Q1 2020. The Capex mainly relates to major rigs overhauls, ancillary equipment and rods and is also driven by the upcoming activity growth.

As a result of the above, Free cash flow before debt servicing was US\$ 8.2 million negative in Q1 2021 compared to US\$ 1.0 million negative in Q1 2020.

As at March 31, 2021, cash and cash equivalents totaled US\$ 16.3 million compared to US\$ 21.0 million as at December 31, 2020. Cash and cash equivalents are mainly held at or invested within top tier financial institutions.

As at March 31, 2021, net debt excluding the impact of IFRS 16 amounted to US\$ 140.1 million (US\$ 136.2 million as at December 31, 2020).

Bank guarantees as at March 31, 2021 totaled US\$ 9.0 million compared to US\$ 8.1 million as at December 31, 2020. The Company benefits from a confirmed contract guarantee line of € 12.7 million (US\$ 14.9 million).

Going concern

Key profitability indicators continue to improve period over period despite the ongoing disruptions due to the Covid-19 pandemic. The market for commodities is supported by the global economic recovery and the increased demand for energy transition and water management.

As at March 31, 2021, the Company met its financial covenants. The Company believes that it will have adequate financial resources to continue in operation for a period of at least twelve months.

Given the continuing improvement of the Company's financial situation and the sustained demand for commodities, management is progressing with the Company's existing and new lenders to refinance the outstanding bonds due in May 2022, in order to deleverage the balance sheet and improve and extend the terms of the debt.

Impairment testing

As at December 31, 2020, the Company performed impairment tests at the level of each geographic region using the carrying value of the Company's long lived assets based on expected discounted cash flows method. Based on the internal forecasts and projections made, the expected discounted future cash flows exceeded each of the long-lived asset's carrying amount for each geographic region and accordingly no impairment was recognized as at December 31, 2020.

Based on the current activity trend, the Company considers that there is no triggering event which would justify an impairment testing as at March 31, 2021.

Cash Transfer Restrictions

Foraco operates in a number of different countries where cash transfer restrictions may exist. The Company organizes its business so as to ensure that the majority of payments are collected in countries where there are no such restrictions. No excess cash is held in countries where cash transfer restrictions exist.

Related-Party Transactions

For details of related-party transactions, please refer to Note 14 of the unaudited condensed interim consolidated financial statements.

Capital Stock

As at March 31, 2021, the capital stock of the Company amounted to US\$ 1,772 thousand, divided into 89,951,798 common shares. The common shares of the Company are distributed as follows:

	Number of shares	%
Common shares held directly or indirectly by principal shareholders	37,594,498	41.79%
Common shares held directly or indirectly by individuals in their capacity as members of the Board of Directors *	1,164,754	1.29%
Common shares held by the Company**	651,829	0.72%
Common shares held by the public	50,540,717	56.19%
Total common shares issued and outstanding	89,951,798	
Common shares held by the Company	(651,829)	
Total common shares issued and outstanding excluding shares held by the Company	89,299,969	

*In the table above, the shares owned indirectly are presented as an amount corresponding to the pro rata of the ownership interest

***651,829 common shares are held by the Company to meet the Company's obligations under the employee free share plan and for the purposes of potential acquisitions.*

Critical Accounting Estimates

The unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS. The Company's significant accounting policies are described in Note 2 to the annual and unaudited condensed interim consolidated financial statements. As required by IAS 1, the depreciation of property, plant and equipment related to operations is included within cost of sales.

Non-IFRS measures

EBITDA represents Net income before interest expense, income taxes, depreciation, amortization and non-cash share based compensation expenses. EBITDA is a non-IFRS quantitative measure used to assist in the assessment of the Company's ability to generate cash from its operations. The Company believes that the presentation of EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the drilling industry. EBITDA is not defined in IFRS and should not be considered to be an alternative to Profit for the period or Operating profit or any other financial metric required by such accounting principles.

Net debt corresponds to the current and non-current portions of borrowings and the consideration payable related to acquisitions, net of cash and cash equivalents. The lease obligations is not included in the net debt calculation.

The reconciliation of EBITDA is as follows:

(In thousands of US\$) (unaudited)	<u>Q1 2021</u>	<u>Q1 2020</u>
Operating profit / (loss).....	803	124
Depreciation expense	4,261	4,296
Non-cash employee share-based compensation.....	50	45
EBITDA	<u>5,114</u>	<u>4,465</u>

Litigation and claims

Generally, the Company is subject to legal proceedings, claims and legal action arising in the ordinary course of business. The Company's Management does not expect that the ultimate costs to resolve these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Subsequent Events

There are no significant post balance sheet events.

Strategy

The Company's strategy is to secure its position as a leading actor in the mineral drilling services sector, assisting its customers to explore or manage their deposits throughout the whole cycle, with a special focus on life of mines extension activity. As developed economies focus on "green" recovery, there will be an increased need for key resources such as copper, nickel, lithium, and special attention to water management. The Company anticipated the increased environmental, social and governance (ESG) requirements. The Company intends to develop and grow its services offered across the world with a focus on high tech drilling services, optimal commodities mix with a significant involvement in water related drilling services and stable jurisdictions. The Company expects it will execute its strategy primarily through organic growth in the near future.

Risk Factors

For a comprehensive discussion of the important factors that could impact the Company's operating results, please refer to the Company's Annual Information Form dated March 30, 2021, under the heading "Risk Factors", which has been filed with Canadian regulators on SEDAR (www.sedar.com).