

FORACO INTERNATIONAL S.A.

MANAGEMENT'S DISCUSSION & ANALYSIS

Three-month and nine-month periods ended September 30, 2019



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 and nine-month periods ended September 30, 2019, 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, 2018. 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 November 4, 2019.

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 29, 2019, 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 September 30, 2019, the Company had 2,007 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\$) (unaudited)	Three-month period ended September 30,		Nine-month period ended September 30,	
	2019	2018	2019	2018
Revenue	57,771	46,353	157,066	132,055
Gross profit / (loss) (1)	10,478	7,286	23,181	16,439
<i>As a percentage of sales</i>	<i>18.1%</i>	<i>15.7%</i>	<i>14.8%</i>	<i>12.4%</i>
EBITDA	10,233	6,260	21,020	13,712
<i>As a percentage of sales</i>	<i>17.7%</i>	<i>13.5%</i>	<i>13.4%</i>	<i>10.4%</i>
Operating profit / (loss)	5,315	2,089	7,368	933
<i>As a percentage of sales</i>	<i>9.2%</i>	<i>4.5%</i>	<i>4.7%</i>	<i>0.7%</i>
Profit / (loss) for the period	3,004	(855)	362	(6,995)
Attributable to:				
Equity holders of the Company	2,451	(737)	(885)	(6,683)
Non-controlling interests	553	(118)	1,247	(312)
EPS (in US cents)				
Basic	2.73	(0.82)	(0.99)	(7.45)
Diluted	2.66	(0.82)	(0.99)	(7.45)

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

Three-month period ended September 30, 2019 – Q3 2019

Revenue

- Q3 2019 revenue amounted to US\$ 57.8 million compared to US\$ 46.4 million in Q3 2018, an increase of 25%.
- The rigs utilization rate was 52% in Q3 2019 compared to 50% in Q2 19 and 46% in Q3 2018.

Profitability

- The Q3 2019 gross margin including depreciation within cost of sales was US\$ 10.5 million (or 18.1% of revenue) compared to US\$ 7.3 million (or 15.7% of revenue) in Q3 2018. This increase is due to improved performance on contracts, better absorption of fixed operational costs and continued effective cost control over our operating expenses.
- During the quarter, EBITDA amounted to US\$ 10.3 million (or 17.7% of revenue), a 64% increase compared to US\$ 6.3 million (or 13.5% of revenue) for the same quarter last year.

Nine-month period ended September 30, 2019 – YTD Q3 2019

Revenue

- YTD Q3 2019 revenue amounted to US\$ 157.1 million compared to US\$ 132.1 million in YTD Q3 2018, an increase of 19%.

Profitability

- YTD Q3 2019 gross margin including depreciation within cost of sales was US\$ 23.2 million (or 14.8% of revenue) compared to US\$ 16.4 million (or 12.4% of revenue) in YTD Q3 2018. This increase is due to improved performance on contracts, better absorption of fixed operational costs and continued effective cost control over our operating expenses.
- During the period, EBITDA amounted to US\$ 21.0 million (or 13.4% of revenue), compared to US\$ 13.7 million (or 10.4% of revenue) for the same period last year.

Net debt

- The net debt excluding the impact of the implementation of IFRS 16 was US\$ 128.2 million as at September 30, 2019 compared to US\$ 130.4 million as at December 31, 2018. This decrease is mainly linked to the free cash flow generated during the period (US\$ 3.5 million) and the positive impact of foreign exchange rates which more than compensated the capitalized interests (US\$ 3.6 million). The net debt including the impact of IFRS 16 is US\$ 131.9 million as at September 30, 2019.

Results of Operations

Comparison of the three-month periods ended September 30, 2018 and September 30, 2019

Revenue

The following table provides a breakdown of the Company's revenue for Q3 2019 and Q3 2018 by reporting segment and geographic region:

(In thousands of US\$) - (unaudited)	<u>Q3 2019</u>	<u>% change</u>	<u>Q3 2018</u>
<u>Reporting segment</u>			
Mining	56,985	26%	45,285
Water	<u>786</u>	<u>-26%</u>	<u>1,068</u>
Total revenue	<u>57,771</u>	<u>25%</u>	<u>46,353</u>
<u>Geographic region</u>			
Europe, Middle East and Africa	14,321	42%	10,094
South America	13,610	74%	7,832
North America	19,792	3%	19,274
Asia Pacific	<u>10,048</u>	<u>10%</u>	<u>9,153</u>
Total revenue	<u>57,771</u>	<u>25%</u>	<u>46,353</u>

Q3 2019 revenue amounted to US\$ 57.8 million compared to US\$ 46.4 million in Q3 2018, an increase of 25%.

In EMEA, revenue increased by 42%, to US\$ 14.3 million in Q3 2019 from US\$ 10.1 million in Q3 2018, as a result of increased activity in Russia only compensated by a slight decrease in Africa.

Revenue in South America improved by 74% at US\$ 13.6 million in Q3 2019 (US\$ 7.8 million in Q3 2018). The activity in Brazil increased by 74% thanks to sustained activity with major clients and restart of activity with junior companies. Chile and Argentina also contributed to the growth.

Activity in North America remained sustained with revenue increasing by 3% at US\$ 19.8 million in Q3 2019 compared to US\$ 19.3 million in Q3 2018.

In Asia Pacific, Q3 2019 revenue amounted to US\$ 10.0 million, an increase of 10% mainly due to the increased volume with our existing clients.

Gross Profit

The following table provides a breakdown of the Company's gross profit by reporting segment for Q3 2019 and Q3 2018:

(In thousands of US\$) - (unaudited)	<u>Q3 2019</u>	<u>% change</u>	<u>Q3 2018</u>
<u>Reporting segment</u>			
Mining	10,353	44%	7,194
Water.....	<u>125</u>	<u>36%</u>	<u>92</u>
<u>Total gross profit / (loss)</u>	<u>10,478</u>	<u>44%</u>	<u>7,286</u>

The Q3 2019 gross margin including depreciation within cost of sales was US\$ 10.5 million (or 18.1% of revenue) compared to US\$ 7.3 million (or 15.7% of revenue) in Q3 2018. This increase is due to improved performance on contracts, better absorption of fixed operational costs and continued effective cost control over our operating expenses.

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>Q3 2019</u>	<u>% change</u>	<u>Q3 2018</u>
Selling, general and administrative expenses	5,163	-1%	5,197

SG&A was stable compared to the same quarter last year. As a percentage of revenue, SG&A decreased from 11.2% in Q3 2018 to 8.9% in Q3 2019.

Operating result

The following table provides a breakdown of the Company's operating result for Q3 2018 and Q3 2019 by reporting segment:

(In thousands of US\$) - (unaudited)	<u>Q3 2019</u>	<u>% change</u>	<u>Q3 2018</u>
<u>Reporting segment</u>			
Mining	5,260	148%	2,117
Water.....	<u>55</u>	n/a	<u>(28)</u>
<u>Total operating profit (loss)</u>	<u>5,315</u>	<u>154%</u>	<u>2,089</u>

The operating profit was US\$ 5.3 million, a US\$ 3.2 million improvement as a result of increased activity, improved gross margin and controlled SG&A expenses.

Finance costs

Net financial expenses decreased to US\$ 2.1 million in Q3 2019 from US\$ 2.4 million in Q3 2018.

Income tax

In Q3 2019, the corporate income tax expense was US\$ 0.2 million compared to US\$ 0.6 million in the same period for the previous year. The income tax profit is 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.

Comparison of the nine-month periods ended September 30, 2018 and September 30, 2019

Revenue

The following table provides a breakdown of the Company's revenue for YTD Q3 2019 and YTD Q3 2018 by reporting segment and geographic region:

(In thousands of US\$) - (unaudited)	<u>YTD Q3 2019</u>	<u>% change</u>	<u>YTD Q3 2018</u>
<u>Reporting segment</u>			
Mining	152,828	19%	128,374
Water	4,237	15%	3,680
Total revenue	<u>157,065</u>	<u>19%</u>	<u>132,054</u>
<u>Geographic region</u>			
Europe, Middle East and Africa	39,454	18%	33,517
South America	36,259	52%	23,875
North America	54,255	7%	50,914
Asia Pacific	27,097	14%	23,748
Total revenue	<u>157,065</u>	<u>19%</u>	<u>132,054</u>

YTD Q3 2019 revenue amounted to US\$ 157.1 million compared to US\$ 132.1 million in YTD Q3 2018, an increase of 19%.

In EMEA, revenue increased by 18%, to US\$ 39.5 million in YTD Q3 2019 from US\$ 33.5 million in YTD Q3 2018, as a result of increased activity in Russia partially compensated by a lower activity in France and Africa.

Revenue in South America increased by 52% at US\$ 36.3 million in YTD Q3 2019 (US\$ 23.9 million in YTD Q3 2018). The activity in Brazil improved by 73% thanks to growing activity with major clients and restart of activity with junior companies.

Revenue in North America increased by 7% to US\$ 54.3 million in YTD Q3 2019 from US\$ 50.9 million in YTD Q3 2018. This increase is mainly due to new developments in underground activity since last year, as well as continued sustained activity with major clients.

In Asia Pacific, YTD Q3 2019 revenue amounted to US\$ 27.1 million, an increase of 14% mainly due to the increased volume with our existing clients and start of new contracts.

Gross Profit

The following table provides a breakdown of the Company's gross profit by reporting segment for YTD Q3 2019 and YTD Q3 2018:

(In thousands of US\$) - (unaudited)	<u>YTD Q3 2019</u>	<u>% change</u>	<u>YTD Q3 2018</u>
<u>Reporting segment</u>			
Mining.....	22,617	39%	16,308
Water.....	<u>564</u>	<u>n/a</u>	<u>131</u>
Total gross profit / (loss)	<u>23,181</u>	<u>41%</u>	<u>16,439</u>

The YTD Q3 2019 gross margin including depreciation within cost of sales was US\$ 23.2 million (or 14.8% of revenue) compared to US\$ 16.3 million (or 12.7% of revenue) in YTD Q3 2018. This increase is due to improved performance on contracts, better absorption of fixed operational costs and continued effective cost control over our operating expenses.

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>YTD Q3 2019</u>	<u>% change</u>	<u>YTD Q3 2018</u>
Selling, general and administrative expenses	15,813	2%	15,506

SG&A increased by 2% compared to the same period last year. As a percentage of revenue, SG&A decreased from 11.7% in YTD Q3 2018 to 10.1% in YTD Q3 2019.

Operating result

The following table provides a breakdown of the Company's operating result for YTD Q3 2018 and YTD Q3 2019 by reporting segment:

(In thousands of US\$) - (unaudited)	<u>YTD Q3 2019</u>	<u>% change</u>	<u>YTD Q3 2018</u>
<u>Reporting segment</u>			
Mining	7,244	n/a	1,550
Water.....	<u>124</u>	<u>n/a</u>	<u>(617)</u>
Total operating gain (loss)	<u>7,368</u>	<u>n/a</u>	<u>933</u>

The operating profit was US\$ 7.4 million, a US\$ 6.4 million improvement as a result of increased activity, improved operating performance and effective cost control over SG&A expenses.

Finance costs

Net financial expenses was US\$ 6.3 million in YTD 2019 compared to US\$ 6.5 million in YTD Q3 2018.

Income tax

In YTD 2019, the corporate income tax expense amounted to US\$ 0.7 million compared US\$ 1.4 million in the same period for the previous year. The income tax loss is 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.

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 operations are suspended. In Asia Pacific and in South America, where the Company operates exclusively in the Mining segment, 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 Q3 2019	Average Q2 2019	Average Q1 2019	Average Q2 2018	Average Q1 2018	Closing Q3 2019	Closing Q2 2019	Closing Q4 2018
€	0.90	0.89	0.88	0.86	0.81	0.91	0.88	0.87
CAD	1.32	1.34	1.33	1.31	1.27	1.32	1.31	1.36
AUD	1.46	1.43	1.40	1.33	1.27	1.48	1.42	1.42
CLP	706	683	667	636	603	726	677	693
BRL	3.97	3.92	3.77	3.59	3.24	4.16	3.85	3.88
RUB	64.63	64.52	65.97	62.77	56.92	64.62	63.21	69.35

Liquidity and Capital Resources

The following table provides a summary of the Company's cash flows for YTD Q3 2019 and YTD Q3 2018:

(In thousands of US\$)	<u>YTD Q3 2019</u>	<u>YTD Q3 2018</u>
Cash generated by operations before working capital requirements	21,021	13,824
Working capital requirements	(2,398)	(7,913)
Income tax paid	(3,204)	(1,548)
Purchase of equipment in cash	(9,379)	(9,433)
Free Cash Flow before debt servicing	6,040	(5,070)
Debt variance	141	3,127
Interests paid	(2,550)	(2,659)
Acquisition of treasury shares	(19)	(58)
Dividends paid to non-controlling interests	(558)	-
Net cash generated / (used in) financing activities	(2,986)	410
Net cash variation	3,054	(4,660)
Foreign exchange differences	(871)	(895)
Variation in cash and cash equivalents	<u>2,183</u>	<u>(5,555)</u>
Cash and cash equivalents at the end of the period	<u>13,272</u>	<u>9,020</u>

In YTD Q3 2019, the cash generated from operations before working capital requirements amounted to US 21.0 million compared to US\$ 13.8 million in YTD Q3 2018.

In YTD Q3 2019, the working capital requirement was US\$2.4 million compared to US\$ 7.9 million in the same period last year impacted by the significant upturn in activity which started end of 2017.

During the period, Capex amounted to US\$ 9.4 million in cash, stable with H1 2018. The Capex mainly relates to major rigs overhauls, ancillary equipment and rods.

Free cash flow before debt servicing was US\$ 6.0 million in YTD Q3 2019 compared to US\$ (5.1) million in YTD Q3 2018.

As at September 30, 2019, cash and cash equivalents totaled US\$ 13.3 million compared to US\$ 9.0 million as at December 31, 2018. Cash and cash equivalents are mainly held at or invested within top tier financial institutions.

As at September 30, 2019, net debt excluding IFRS 16 implementation amounted to US\$ 128.2 million (US\$ 130.4 million as at December 31, 2018).

Bank guarantees as at September 30, 2019 totaled US\$ 1.5 million compared to US\$ 1.7 million as at December 31, 2018. The Company benefits from a confirmed contract guarantee line of € 12.7 million (US\$ 14.4 million).

Going concern

Going concern is assessed based on internal forecasts and projections that take into account the trend in the business in which the Company operates and its capacity to address the market and deliver its services. On the basis of the above, the Company believes that it will have adequate financial resources to continue in operation for a period of at least twelve months. Accordingly, the Company continues to adopt the going concern basis in preparing its financial statements.

As part of the May 2017 debt reorganization, certain key financial covenants were set including minimum cash, leverage ratio and limitation to capital expenditure. In December 2018, a new set of covenants applicable to the year 2019 was agreed with the lenders. As at September 30, 2019, the Company met its covenants. Nothing indicates that the Company will not respect its covenants going forward within the next 12 month period.

Impairment testing

As at December 31, 2018, 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, 2018.

Based on the current activity trend, the Company considers that there is no triggering event which would justify an impairment testing as at September 30, 2019.

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 September 30, 2019, 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**	73,769	0.08%
Common shares held by the public	51,118,777	56.83%
Total common shares issued and outstanding	89,951,798	
Common shares held by the Company	(73,769)	
Total common shares issued and outstanding excluding shares held by the Company	89,896,529	

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

***73,769 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.

Reconciliation of EBITDA is as follows:

(In thousands of US\$) (<i>unaudited</i>)	<u>Q3 2019</u>	<u>Q3 2018</u>	<u>YTD Q3 2019</u>	<u>YTD Q3 2018</u>
Operating profit / (loss).....	5,315	2,089	7,368	933
Depreciation expense	4,873	4,126	13,518	12,644
Non-cash employee share-based compensation.....	45	45	135	135
EBITDA	<u>10,233</u>	<u>6,260</u>	<u>21,020</u>	<u>13,712</u>

IFRS 16 implementation had a positive impact of US\$ 0.3 million in Q3 2019 and US\$ 0.8 million in YTD Q3 2019.

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 post balance sheet events to be reported.

Outlook

The Company's business strategy is to actively participate in the current growth phase of the metallic commodities cycle through the development and optimization of its services offered across its range of geographical regions, industry sectors, commodities and customers. 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 29, 2019, under the heading "Risk Factors", which has been filed with Canadian regulators on SEDAR (www.sedar.com).