



**PINNACLE RENEWABLE HOLDINGS INC.**

**Management's Discussion & Analysis**

Fiscal Year Ended December 29, 2017

March 15, 2018

## GENERAL INFORMATION AND CAUTIONARY STATEMENTS

### Introduction

The following management's discussion and analysis ("MD&A") dated March 15, 2018 provides information concerning the financial condition and results of operations of Pinnacle Renewable Holdings Inc. (collectively with its consolidated subsidiaries, the "Company", "Pinnacle", "we", "us" or "our"). This MD&A provides the reader with a view and analysis, from the perspective of management, of the Company's financial results for the fourth quarter and the fiscal year ended December 29, 2017. This MD&A should be read in conjunction with our audited consolidated financial statements for the year ended December 29, 2017 including the related notes thereto.

### Basis of Presentation

Our audited annual consolidated financial statements and accompanying notes have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), using the accounting policies described therein. All amounts are presented in thousands of Canadian dollars unless otherwise indicated. We manage our business on the basis of one operating and reportable segment.

All references in this MD&A to "Fiscal 2014" are to our 52-week period ended December 26, 2014, references to "Fiscal 2015" are to our 52-week period ended December 25, 2015, references to "Fiscal 2016" are to our 53-week period ended December 30, 2016, references to "Fiscal 2017" are to our 52-week period ended December 29, 2017, references to "Fiscal 2018" are to our 52-week period ended December 28, 2018, and references to "Fiscal 2019" are to our 52-week period ended December 27, 2019. All references in this MD&A to "Q4 2017" are to our 13-week period ended December 29, 2017, and references to "Q4 2016" are to our 14-week period ended December 30, 2016. Our fiscal year is the 52 or 53-week period ending the last Friday of the calendar year. The last 53-week fiscal year occurred in Fiscal 2016.

The audited annual consolidated financial statements and accompanying notes for Fiscal 2017 and this MD&A were reviewed by our Audit Committee and approved by our Board of Directors on March 15, 2018.

### Forward-Looking Information

This MD&A contains "forward-looking information" within the meaning of applicable securities laws in Canada. Forward-looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. As the context requires, this may include certain targets as disclosed in the prospectus for our initial public offering, which are based on the factors and assumptions, and subject to the risks, as set out therein and herein. See also the "Outlook" section of this MD&A.

In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information.

Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the factors discussed in the "Financial Risk Factors" section of this MD&A and in the "Risk Factors" section

of our prospectus dated January 30, 2018 related to our initial public offering (the “Prospectus”). A copy of the Prospectus can be accessed under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com). The Company cautions that the list of risk factors and uncertainties described herein and in the Prospectus are not intended to represent a complete list of the factors that could affect us. Readers are urged to consider the risks, uncertainties and assumptions carefully in evaluating the forward-looking information and are cautioned to not to place undue reliance on such information.

The forward-looking information contained in this MD&A represents our expectations as of the date of this MD&A (or as the date they are otherwise stated to be made), and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws in Canada.

## **Non-IFRS Financial Measures**

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management’s perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS measures including “EBITDA”, “Adjusted EBITDA”, “Adjusted EBITDA per Metric Ton”, “Adjusted Gross Margin”, “Adjusted Gross Margin per Metric Ton”, “Adjusted Gross Margin Percentage”, and “Free Cash Flow”. These non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Our management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. As required by Canadian securities laws, we reconcile these non-IFRS measures to the most comparable IFRS measure in the MD&A. For definitions and reconciliations of these non-IFRS measures to the relevant reported measures, see “Key Performance Indicators” and “Selected Consolidated Financial Information”.

## **COMPANY OVERVIEW, STRATEGY AND OBJECTIVES**

### **Company Overview**

Pinnacle is a rapidly growing industrial wood pellet manufacturer and distributor and is the third largest wood pellet producer in the world. We produce renewable fuel for electricity generation in the form of industrial wood pellets, which are used by global utilities and large-scale power generators to produce renewable and reliable baseload power. We are a trusted supplier to our customers, who require reliable, high quality fuel supply to maximize utilization of their facilities. The industrial wood pellet industry is experiencing rapid growth driven by increased European and Asian demand for power sources that reduce carbon emissions in-line with regulatory objectives. Hawkins Wright, a leading, independent industry research body, forecasts that demand for industrial wood pellets will have a compound annual growth rate of 17.7% from 2016 through 2021.

As one of only three large global suppliers, we currently operate seven production facilities with a combined run-rate production capacity in excess of 1.8 million metric tons per annum (“MTPA”), and are well positioned to support growing demand through construction of new capacity. In March 2018, we commenced operations at the Entwistle Facility (as defined herein) (400,000 MTPA) with production from dry fibre, and have recently approved construction of the Smithers Facility (as defined herein) (125,000 MTPA) in partnership with West Fraser Timber Co. Ltd. (“West Fraser”). Our wholly-owned Entwistle Facility will be completing dryer commissioning and ramping up production during Fiscal 2018 and the Smithers Facility is expected to commence production in the fourth quarter of Fiscal 2018. We have entered into long-term take-or-pay contracts with our customers, whereby the buyer has a firm obligation to purchase a fixed quantity of product at specific prices that represent 100% of our production capacity through 2021 and nearly 80% of our production capacity through 2026, on an aggregated basis, including new production capacity from the

Entwistle and Smithers Facilities. As of December 29, 2017 our total Contracted Backlog (as defined herein) was \$3.0 billion.

## **Strategy and Objectives**

Through increasing capacity at our existing production facilities, the construction of our new Entwistle Facility and the Smithers Facility, as well as the addition of other greenfield and brownfield projects, we believe we have an opportunity to grow our industrial wood pellet production proportionately with increasing global demand.

In addition to organic growth opportunities, we may consider acquisition opportunities or other strategic initiatives in Western Canada or in other jurisdictions, such as the U.S. Pacific Northwest, Eastern Canada and the U.S. Southeast, to further diversify our asset base, leverage our strong development and operational expertise and capture increased market share.

The industrial wood pellet market has undergone a significant evolution over the last decade with three large independent suppliers, including us, emerging as global leaders, each having over 1.0 million MTPA of industrial wood pellet production capacity. Pinnacle and these two other suppliers are expected to supply approximately 33% of total global potential demand for industrial wood pellets by 2019 (including under construction and financed projects). The remaining potential demand will be fulfilled by utilities that self-supply for a portion of their fuel supply needs or smaller, independent suppliers with less than 700,000 MTPA of industrial wood pellet production capacity. These smaller, independent suppliers tend to operate one or two production facilities and generally do not own or control their transportation infrastructure. This is generally viewed less favourably by large utilities seeking the certainty of supply in exchange for long-term contracts, which is enhanced by suppliers that have greater control over their logistics chain, diversity of supply, operational capabilities and financial resources. We believe smaller, independent suppliers represent potential acquisition opportunities.

## **RECENT DEVELOPMENTS**

### **Initial Public Offering**

On February 6, 2018, we completed an initial public offering (the “Offering”) of our common shares (the “Common Shares”). The Offering included a treasury offering by us and a secondary offering of Common Shares by certain of our shareholders (the “Selling Shareholders”), at a price of \$11.25 per Common Share. Pursuant to the Offering, we sold 6,223,889 Common Shares for total gross proceeds of approximately \$70 million and the Selling Shareholders sold 7,111,111 Common Shares for total gross proceeds of approximately \$80 million. The Common Shares are listed for trading on the Toronto Stock Exchange (“TSX”) under the symbol “PL”.

The underwriters were granted an over-allotment option (the “Over-Allotment Option”) to purchase up to an additional 2,000,250 Common Shares from certain Selling Shareholders at a price of \$11.25 per Common Share for additional gross proceeds of approximately \$22.5 million. The Over-Allotment Option was exercisable for a period of 30 days from the closing date of the Offering. On February 27, 2018, the underwriters exercised the Over-Allotment Option in full.

In connection with certain pre-closing capital changes effected immediately prior to closing of the Offering, ONCAP II L.P., ONCAP (US) II L.P., ONCAP (US) II-A L.P., ONEX Parallel Investment (ONCAP) L.P. and Biomass EI Ltd. (collectively, the “ONCAP Entities”) converted various shares and convertible debt instruments they held in us in accordance with their terms in exchange for 14,112,787 Common Shares in the aggregate. Subject to applicable laws and certain lock-up arrangements with the underwriters, the ONCAP Entities may purchase or sell Common Shares from time to time.

### **Market Update**

- According to Hawkins Wright’s January 2018 Forest Energy Monitor, year-over-year demand growth for industrial wood pellets as at December 2017 was up 15% in Europe, 42% in South Korea and 54% in Japan.

- The European Parliament, the directly elected parliamentary institution of the European Union (“EU”), voted to accept the Renewable Energy Directive which calls for a renewable energy target of 35% for EU member countries. We expect this will provide further impetus for growth in biomass-based fuel sources within the European power generating portfolio.
- Drax, one of the United Kingdom’s largest power utilities, received subsidy support for its fourth generating unit at the Drax Power Station in the U.K. The effect of the subsidy support is expected to impact this generating unit in 2018/2019, allowing Drax to utilize wood pellets more continuously and at a slightly elevated overall level.
- The Engie plant at Rodenhuize, Belgium has re-started in the first quarter of 2018, off-setting the effect of the delayed start of the Lynemouth power station in the U.K.
- We are currently negotiating with various counterparties to secure long-term take-or-pay contracts in Asia to meet growing demand.

## **New and Extended Off-take Agreements**

During Fiscal 2017, we entered into the following off-take contracts:

- a contract with Mitsubishi Corp. (“Mitsubishi”) to supply 80,000 MTPA of industrial wood pellets to Nippon Paper Ishinomaki Energy Center Ltd., commencing in Fiscal 2018;
- a contract with Uniper Benelux NV to supply 100,000 MTPA of industrial wood pellets commencing in Fiscal 2019;
- a renewal contract with RWE Ag (“RWE”) for annual volumes commencing in 2019 at 120,000 MTPA (as it overlaps with the previous contract with RWE) and increasing over the term of the renewal contract to 480,000 MTPA of industrial wood pellets; and,
- a contract with Mitsubishi to supply 100,000 MTPA of industrial wood pellets to Orix Corporation, commencing in Fiscal 2018, as we continued to advance our sales strategy for growth in the Japanese market.

Our first delivery under an off-take contract signed in Fiscal 2016 with Lynemouth Power Limited (“Lynemouth”) was completed in June 2017. In 2016, Lynemouth began to convert its coal-fired power station in the U.K. to consume industrial wood pellets instead of coal. Our total deliveries of industrial wood pellets to Lynemouth will increase to a full supply of 400,000 MTPA in 2018. The new and renewed contracts are denominated in Canadian Dollars.

## **New Production Facilities**

### ***Entwistle***

The Entwistle production facility (the “Entwistle Facility”) is owned 100% by us. The Entwistle Facility is located in Entwistle, Alberta, 95 kilometres west of Edmonton, in close proximity to abundant wood fibre sources, including several major sawmills. The Entwistle Facility commenced initial operations in March 2018 with production from dry fibre. We will complete the construction of the Entwistle Facility in the second quarter of Fiscal 2018, and continue commissioning the facility to utilize a broader range of fibre sources, including shavings, sawdust, bush grind, chips and hog fuel. We will gradually ramp-up the Entwistle Facility to ensure all machine centres are performing optimally and expect to achieve full run-rate production of 400,000 MTPA in the second quarter of Fiscal 2019.

### ***Smithers***

The Smithers production facility (the “Smithers Facility”) is owned 70% by us and 30% by West Fraser through a partnership, Smithers Pellet Limited Partnership (“SPLP”), and is located in Smithers, British Columbia (“B.C.”). In the third quarter of Fiscal 2017, we executed agreements with West Fraser relating to various marketing and operating services for the Smithers Facility. In the fourth quarter of 2017, Pinnacle and West Fraser completed the acquisition of the assets of Northern Engineered Wood Products, historically a manufacturer of particle board, for the redevelopment of the Smithers Facility. On February 22, 2018, our Board of Directors and the SPLP board of directors approved the construction of the Smithers Facility.

We have executed long-term agreements with wood fibre suppliers and have initiated engineering activities for the Smithers Facility. The capital cost of the project is anticipated to be \$30 to \$33 million (70% will be attributable to us), which includes the acquisition of the land and operating infrastructure for \$8.4 million. Approximately 79% of capital costs are fixed.

We expect initial pellet production at the Smithers Facility to commence in the fourth quarter of Fiscal 2018. The delay in production commencement from our previous estimate of the third quarter of Fiscal 2018 is due to higher than anticipated snowfall in the recent winter months. At this time, we do not believe this delay will have a material impact on our results. Following commissioning, our management team expects to gradually ramp up the Smithers Facility to ensure all machine centres are performing optimally. Full run-rate production of 125,000 MTPA is anticipated in the third quarter of Fiscal 2019.

### Amendment to credit facility

In Q4 2017, we amended our senior secured debt, which consists of an existing term loan, a delayed draw term loan and revolving operating line, to provide additional capacity to fund new growth projects. The amended facility provides up to a \$50 million revolving operating line, a \$200 million term loan and a \$130 million delayed draw term loan. This amended facility has a maturity date of December 13, 2022. Refer to “Senior Credit Facilities” sub-section under “Liquidity and Capital Resources” of this MD&A for discussion of terms.

### FINANCIAL HIGHLIGHTS

We refer the reader to the section entitled “Key Performance Indicators” of this MD&A for the definition of the items discussed below and, when applicable, to the section entitled “Selected Consolidated Financial Information” for reconciliations of non-IFRS measures with the most directly comparable IFRS measure.

As noted above under the section entitled “Basis of Presentation”, we highlight to the reader that “Q4 2017” refers to our 13-week period ended December 29, 2017, “Q4 2016” refers to our 14-week period ended December 30, 2016, “Fiscal 2017” refers to our 52-week period ended December 29, 2017, and “Fiscal 2016” refers to our 53-week period ended December 30, 2016. Differences in the duration of our fiscal periods may affect the comparability of our financial results.

Select financial highlights include the following:

<i>(In millions of Canadian dollars, except Adjusted Gross Margin Percentage)</i>	<b>Q4 2017</b>	<b>Q4 2016</b>	<b>Fiscal 2017</b>	<b>Fiscal 2016</b>
Revenue	\$73.0	\$70.9	\$292.7	\$266.3
Production costs	\$47.4	\$46.3	\$188.4	\$173.7
Distribution costs	\$9.9	\$11.1	\$38.4	\$39.5
Selling, general and administration expenses	\$4.3	\$4.1	\$15.3	\$12.3
Net profit (loss) and comprehensive income (loss)	\$0.1	\$2.6	\$(4.9)	\$5.3
Adjusted Gross Margin	\$15.9	\$13.5	\$66.9	\$53.1
Adjusted Gross Margin Percentage	21.8%	19.1%	22.9%	19.9%
Adjusted EBITDA	\$12.8	\$11.0	\$56.1	\$43.9

- Contracted Backlog increased 15.4% to \$3.0 billion at the end of Fiscal 2017 from \$2.6 billion at the end of Fiscal 2016; and

- Free Cash Flow increased 69.3% to \$38.2 million in Fiscal 2017 from \$22.6 million in Fiscal 2016.

## **SUMMARY OF FACTORS AFFECTING PERFORMANCE**

We believe that our performance and future success depends on a number of factors that present significant opportunities. These factors are also subject to a number of inherent risks and challenges, some of which are discussed below. See also the “Financial Risk Factors” section of this MD&A and the risk factors identified in the Prospectus.

### **Growing Global End Market**

Our growth is supported by the increasing global demand for industrial wood pellets resulting from the shift toward renewable, cleaner power generation. This demand is largely driven by the introduction of regulatory frameworks that set targets and create financial incentives for the reduction of global greenhouse gas emissions. The increasing number of power generation plants compatible with industrial wood pellets in jurisdictions with favourable regulatory frameworks could provide stronger revenue growth if we are able to expand our industrial wood pellet production capacity accordingly. Adoption by additional markets of regulatory frameworks and incentive structures in countries that burn significant amounts of coal, such as the U.S. and China, could also significantly increase our revenue growth potential.

We have long-term sales contracts with utilities and large power generators in the U.K., Europe and Asia. The U.K. uses a number of regulatory reforms, including a carbon tax, to encourage development of low-carbon alternatives, which includes biomass. We expect significant future revenue growth and geographic and customer diversification from the developing Japanese market. Japan supports investment in renewables through a feed-in-tariff system which offers twenty-year support for renewable energy power facilities. We are well-positioned geographically to participate in the growth of this developing market from our location in Western Canada. Changes in governments may result in modifications to these laws and regulatory environments that support the growth of our business. To address this risk, we continue to develop relationships with new customers in diverse regions.

### **Revenues and Costs for Deliveries to Customers**

We enter into long-term take-or-pay off-take contracts with reliable counterparties, matching shipping requirements with new production availability. We have 100% of our production capacity contracted through 2021, and nearly 80% of our production capacity contracted through 2026, on an aggregated basis, including production capacity of the Entwistle Facility and the Smithers Facility. Strong demand for industrial wood pellets enables us to obtain price escalation in contracts that should mitigate any increased cost of production and distribution. Revenues and costs for deliveries to customers can vary significantly between periods depending upon the type of contract and timing of shipments. Depending on the specific off-take contract, shipping terms are either Free on Board (“FOB”), whereby the buyer assumes responsibility for the goods as soon as they are shipped, or Cost, Insurance, Freight (“CIF”), whereby the seller assumes responsibility for the goods until the goods are received by the buyer (typically at the receiving port). Under an FOB contract, the customer is responsible for paying all shipping costs directly, so our revenue is not impacted by shipping costs. Under a CIF contract, we procure and pay for shipping costs which include insurance and all other charges up to the port of destination for the customer. These costs are included in the price charged to the customer and as such, are included in revenue and cost of distribution. As well, revenue is impacted by the timing of shipments which can result in material fluctuations in our revenue between periods.

### **New Development Projects**

We have established a well-defined development blueprint for developing, constructing and operating new production facilities and expanding/converting existing production facilities (the “Development Blueprint”), which has led to a strong track record of successful project development. We target the development of new industrial wood pellet production capacity at a capital cost of approximately 4.0x to 5.5x run-rate EBITDA (i.e., the incremental annual earnings, before depreciation and amortization, finance expense and provision for income taxes, we expect to generate from the project). We have been one of the most active developers of industrial wood pellet production capacity and associated infrastructure in recent years which has helped to establish us as one of the leading global suppliers of industrial wood pellets.

Following our Development Blueprint, once we have new committed sales contracts, we construct and commission new production facilities. Our most recently completed greenfield project, the Lavington production facility (the “Lavington Facility”), was constructed on time, under budget and is currently producing volumes in excess of original expectations. We are leveraging our experience from the construction of the Lavington Facility and are currently constructing the Entwistle Facility and developing the Smithers Facility in accordance with our Development Blueprint.

## **Production**

Our efficient, well-integrated network of production facilities and advanced production management practices allow us to ensure reliable production. We continue to increase our efficiency, as illustrated by same-facility production (excluding the Lavington Facility) increases of 18% from Fiscal 2014 compared to Fiscal 2017. The following factors influence our production:

- **Fibre Availability:** Our operating flexibility across our network of mills to process a broad range of forest residuals from logs, bush grind, bark, sawdust, shavings, and chips, enables us to optimize wood fibre supply among multiple locations for efficient processing;
- **Seasonality:** Extreme cold weather can impact equipment performance at our production facilities. Extremely wet weather and high moisture content in wood fibre can slow production and increase wood fibre drying costs. Extreme, prolonged dry weather conditions can lead to fire risk and the potential disruption of wood fibre supply when loggers cannot enter the forests to supply the production facilities. Our extensive long-term contractual relationships with some of the top forest companies in Canada allow us to offset wood fibre shortfalls in these situations. We also manage our inventory levels of logs to mitigate potential production disruptions;
- **Downtime:** The “safety first” culture established by management provides high engagement and reduces downtime related to medical incidents and labour challenges; and
- **Capacity Utilization:** We utilize real-time information gathering to monitor equipment performance and utilize preventative maintenance programs with regularly scheduled production shutdowns to optimize equipment uptime and production throughput. We operate to stringent environmental standards and use specialized equipment and processes to remove particles from production emissions. Real time monitoring of production facility information affords us the opportunity to respond quickly to production disruptions for any reason.

## **Wood Fibre and Forest Residuals**

We are located in a region with a high volume of available, competitively priced and sustainably managed wood fibre ideal for the production of high calorific value industrial wood pellets. We have been successful in extending the terms of wood fibre agreements to support our existing and new production for up to 10 to 15-year terms. We have also expanded the types of wood fibre used in our production facilities and partnered with three of our largest wood fibre suppliers in the ownership of existing and in development production facilities. These partnerships help ensure that our wood fibre suppliers have a vested interest in the economic success of our production facilities. Our wood fibre demand is symbiotic with, rather than in competition with, demand for high-grade wood for use by other forest product industries, such as lumber production. The use of un-merchantable logs, bark and other by-product for industrial wood pellet production indirectly supports other forest-related industries as well as the sustainable management of commercial forests.

Our ability to produce industrial wood pellets is dependent on the availability and cost of wood fibre available within an economic radius of our plants.

## **Trucking, Rail and Port Logistics**

Our production facilities are strategically located in highly concentrated sawmill regions, adjacent to rail lines and on back-haul routes in key wood fibre regions, enabling efficient, cost-effective transportation of industrial wood pellets and providing access to wood fibre supply. If there are rail line or trucking disruptions, mitigating strategies can be deployed. Industrial wood pellets from our production facilities are efficiently transported to the Westview Terminal (as defined herein) at the Port of Prince Rupert in Northern B.C. or the Fibreco Export Inc. terminal at the Port of Vancouver. The availability of alternative ports for shipping helps mitigate our risk. The weather sensitivity of our cargo and occasional port congestion of ships and rail cars can delay our shipment and increase demurrage costs. Conservative

shipping scheduling provides the opportunity for pulling shipments forward and reducing costs when the weather is favourable.

## **Sustainability**

In order to be eligible for financial incentives and subsidies that encourage the use of renewable energy, our customers, major utilities and power generators must comply with sustainability requirements which require that industrial wood pellets be sourced from forest lands that are managed in a manner which is demonstrably sustainable. To meet these sustainability requirements, we must ensure that the procurement of fibre, conversion to wood pellets and delivery to the point of consumption comply with certain carbon intensity targets. Forest practices in our areas of operation, our logistics network, our proximity to Asian markets, and our efficient use of large vessels for longer haul shipping to Europe allow us to meet sustainability requirements and obtain the required certifications.

## **KEY PERFORMANCE INDICATORS**

The measures below are used by management as key performance indicators for our business. Certain measures used by management are not recognized under IFRS. See “Non-IFRS Measures”.

### **IFRS Measures**

#### ***Revenue***

We primarily earn revenue by supplying industrial wood pellets to our customers under long-term off-take contracts. We refer to the structure of our contracts as “take-or-pay” because they include a firm obligation to take a fixed quantity of product at a stated price and contain provisions that ensure we will be compensated in the case of a customer’s failure to accept all or a part of the contracted volumes or for termination by a customer. Each contract defines the annual volume of industrial wood pellets that a customer is required to purchase and we are required to sell, the fixed price per metric ton (“MT”) for product satisfying a base net calorific value and other technical specifications. These prices are escalated at annual inflation-based adjustments or price escalators.

In addition to our sales of industrial wood pellets under these long-term, take-or-pay contracts, we occasionally sell small quantities of industrial wood pellets under short-term contracts which range in volume and tenor and, in some cases, may be limited to only one shipment. Because each of our contracts is a bilaterally negotiated agreement, the pricing is fixed and does not follow short-term contract market pricing trends. As a result, our revenue is predetermined over the duration of these contracts which ensures a high level of visibility for future revenue. Revenue from the sale of industrial wood pellets is recognized when the risks and rewards of ownership are transferred, there is no continuing managerial involvement to the degree associated with ownership, the amount of revenue can be measured reliably, it is probable the economic benefits will flow to the entity and costs incurred or to be incurred can be measured reliably.

The timing and size of shipments during a month or quarter can result in material fluctuations in our revenue recognition and related profitability between periods.

The vast majority of the industrial wood pellets we supply to our customers are produced at our production facilities. We also fulfill our contractual commitments and take advantage of dislocations in market supply and demand by purchasing from and selling to third-party market participants. In these back-to-back transactions where the risks and rewards of ownership are not immediately transferred to the ultimate purchaser, revenue is recorded only when the industrial wood pellets are delivered to the final customer.

#### ***Contracted Backlog***

Contracted Backlog represents the revenue to be recognized under existing contracts, assuming deliveries occur as specified in the contracts.

#### ***Costs of Production and Distribution***

The principal expenses to produce and deliver our industrial wood pellets consist of production and distribution costs.

We have strategically located our production facilities in B.C. and Alberta regions with high quality wood fibre sources. We supply the majority of wood fibre in our production facilities primarily through long-term contracts. Delivered wood fibre costs include the cost of both procuring the fibre and trucking the fibre from the source to our production facilities.

Production costs at our production facilities consist of not only the costs of wood fibre but all the costs of production and maintenance labour and benefits, repairs and maintenance, utilities, plant overhead (property taxes, insurance, facility management), rail transportation and other direct costs. In addition to the industrial wood pellets that we produce at our owned and operated production facilities, we selectively purchase additional quantities of industrial wood pellets from third-party wood pellet producers, most significantly from the Houston production facility (the “Houston Facility”), our minority-owned business held in a partnership, Houston Pellet Limited Partnership (“HPLP”), with Canfor Corporation (“Canfor”) and the Moricetown Band Development Corporation (the “Moricetown Band”). Our current purchase agreement with HPLP expires on December 31, 2018.

Distribution costs include costs incurred at our wholly-owned Westview Terminal (the “Westview Terminal”) and costs paid to Fibreco Export Inc., a third-party terminal operator in Vancouver, Canada. These costs include storage or handling costs while the product remains at port and shipping costs related to the delivery of our product from the ports to our customers. Both the strategic location of our production facilities and our ownership of the Westview Terminal has allowed for the efficient and cost-effective transportation of our industrial wood pellets.

Production costs associated with delivering our industrial wood pellets to our ports, third-party industrial wood pellet purchase costs and depreciation related to assets and intangibles related to the production process are included as a component of inventory. These costs are expensed when inventory is sold. Distribution costs are expensed as incurred.

### ***Gross Margin***

Gross Margin is our Revenue less Costs of Production and Distribution.

### ***Selling, General and Administration***

We incur selling, general and administrative (“SG&A”) expenses related to our executive, central operations, finance, business and growth development and sales and marketing departments. These costs include salaries and benefits, professional fees and other administrative expenses not directly related to any one particular production facility or the Westview Terminal, including the costs of our internal development team.

### ***Equity Earnings in HPLP***

With the exception of a small portion of sales made directly to Kansai Electric Power Co., Inc. (approximately 40,000 MTPA), industrial wood pellets produced at the Houston Facility are sold to our customers. Our investment in the Houston Facility is accounted for on an equity basis as we own 30% of HPLP. The remainder of the investment is held by Canfor and the Moricetown Band.

### ***Non-controlling interests***

The Lavington Facility is operated through Lavington Pellet Limited Partnership (“LPLP”), 75% owned by us with the remaining 25% interest held by Tolko Industries (“Tolko”). Our consolidated results include 100% of the results of the Lavington Facility with the 25% interest owned by Tolko disclosed as non-controlling interests. We have an agreement to purchase pellets from LPLP and sell to end customers through Pinnacle until October 2022.

### ***Non-IFRS Measures***

#### ***Adjusted Gross Margin Percentage***

“Adjusted Gross Margin” is defined as gross margin excluding gains and losses on asset disposals and amortization of equipment and intangible assets included in cost of goods sold.

“Adjusted Gross Margin Percentage” is defined as Adjusted Gross Margin as a percentage of revenue.

We use Adjusted Gross Margin Percentage to measure our financial performance. We believe Adjusted Gross Margin Percentage is a meaningful measure because it compares our revenue generating activities to our operating costs for a view of profitability and performance. By calculating Adjusted Gross Margin Percentage we can show the performance trends over time as our sales mix changes. Adjusted Gross Margin Percentage will primarily be affected by our ability to meet targeted production volumes and to control direct and indirect costs associated with procurement and delivery of wood fibre to our production facilities and the production and distribution of industrial wood pellets. Adjusted Gross Margin Percentage as we calculate it may not be comparable to metrics provided by other businesses.

### ***Adjusted EBITDA***

“EBITDA” is defined as consolidated net income (loss) before depreciation and amortization, finance expense and provision for income taxes.

“Adjusted EBITDA” is defined as EBITDA excluding non-cash stock compensation expense, asset impairments and disposals, and certain items of income or loss that we characterize as unrepresentative of our ongoing operations. Adjusted EBITDA includes an amount representing our 30% share of HPLP and excludes the non-controlling interests share of LPLP.

We use Adjusted EBITDA to measure our financial performance. Adjusted EBITDA is a supplemental measure used by management and other users of our financial statements including shareholders and lenders, to assess the financial performance of our business without regard to financing methods or capital structure.

We believe Adjusted EBITDA is a useful measure of operating performance as it provides a more relevant picture of operating results by excluding the effects of financing and investing activities which removes the effects of interest, depreciation and amortization costs, expenses that are not reflective of our underlying business performance, and other one-time or non-recurring expenses. We use Adjusted EBITDA to facilitate a comparison of our operating performance on a consistent basis and to provide for a more complete understanding of factors and trends affecting our business.

### ***Free Cash Flow***

“Free Cash Flow” is defined as Adjusted EBITDA less maintenance capital expenditures, finance costs, principal repayments and cash taxes paid.

We use Free Cash Flow as a performance metric to compare the cash generating performance of the business from period to period and to compare the cash generating performance for specific periods to the cash distributions (if any) that are expected to be paid to our shareholders. We do not rely on Free Cash Flow as a liquidity measure.

As we intend to distribute dividends on an ongoing basis, and since Adjusted EBITDA is a metric used by many investors and financial analysts to compare issuers on the basis of the ability to generate cash from operations, we believe that, in addition to net cash provided by operations, Adjusted EBITDA is a useful non-IFRS, supplemental measure from which to make adjustments to determine Free Cash Flow. We believe Adjusted EBITDA provides a more relevant picture of operating results in that it excludes the effects of financing and investing activities by removing the effects of interest, depreciation and amortization costs, expenses that are not reflective of underlying business performance, and other one-time or non-recurring income or expenses. However, there are no standard definitions of Adjusted EBITDA or Free Cash Flow prescribed by IFRS and other issuers may calculate similarly described measures differently.

Please note that we have amended our determination of Free Cash Flow from that as disclosed in the Prospectus to exclude an adjustment from Adjusted EBITDA to Free Cash Flow for our distribution to non-controlling interests.

## **SELECTED CONSOLIDATED FINANCIAL INFORMATION**

The following table sets forth selected historical financial information for Q4 2017, Q4 2016, Fiscal 2017, Fiscal 2016, and Fiscal 2015. Such information has been derived from our audited consolidated financial statements and related notes, in each case prepared in accordance with IFRS. The selected consolidated financial information set out below for Q4 2017 and Q4 2016 is unaudited.

	<u>Q4 2017</u> <u>13 weeks</u>	<u>Q4 2016</u> <u>14 weeks</u>	<u>Fiscal</u> <u>2017</u> <u>52 weeks</u>	<u>Fiscal</u> <u>2016</u> <u>53 weeks</u>	<u>Fiscal</u> <u>2015</u> <u>52 weeks</u>
(In thousands of Canadian dollars, except per share amounts)					
<b><u>Consolidated Statements of Operations Data</u></b>					
Revenue.....	72,958	70,935	292,727	266,338	225,591
Costs and expenses:					
Production .....	47,377	46,278	188,414	173,693	140,327
Distribution .....	9,925	11,079	38,421	39,474	42,053
Selling, general and administration.....	4,347	4,116	15,268	12,331	10,419
Amortization of equipment and intangible assets .....	5,280	5,557	21,819	21,211	17,605
<b>Profit (loss) before finance costs and other (income) expense .....</b>	<b>6,029</b>	<b>3,905</b>	<b>28,805</b>	<b>19,629</b>	<b>15,187</b>
Finance cost (income) .....	6,120	(15,004)	24,251	1,000	22,366
Other (income) expense .....	(358)	11,595	8,912	7,796	(4,189)
<b>Net profit (loss) before income taxes.....</b>	<b>267</b>	<b>7,314</b>	<b>(4,358)</b>	<b>10,833</b>	<b>(2,990)</b>
Income tax (expense) recovery:					
Current .....	-	(12)	-	(2)	1
Deferred .....	(163)	(4,716)	(526)	(5,569)	1,097
<b>Net profit (loss) and comprehensive income (loss) .....</b>	<b>104</b>	<b>2,586</b>	<b>(4,884)</b>	<b>5,262</b>	<b>(1,892)</b>
<b>Net profit (loss) per share attributable to owners</b>					
Basic and diluted – Class A.....	\$(0.01)	\$0.07	\$0.22	\$0.11	\$(0.11)
Basic and diluted – Class B.....	\$(0.01)	\$0.07	\$0.22	\$0.11	\$(0.11)

### **Statement of Cash Flows Data**

Cash provided by (used in)					
Operating activities before net change in non-cash					
operating working capital.....	11,305	8,457	51,128	44,742	35,343
Net change in non-cash operating working capital .....	(15,302)	(1,543)	(20,183)	(14,126)	(8,124)
Financing activities .....	41,165	(10,212)	48,812	(20,958)	25,771
Investing activities .....	(29,786)	(3,812)	(72,682)	(13,250)	(45,640)
Foreign exchange gain (loss) on cash position held in foreign currency .....	(69)	63	(279)	68	334

	<u>Q4 2017</u> <u>13 weeks</u>	<u>Q4 2016</u> <u>14 weeks</u>	<u>Fiscal</u> <u>2017</u> <u>52 weeks</u>	<u>Fiscal</u> <u>2016</u> <u>53 weeks</u>	<u>Fiscal</u> <u>2015</u> <u>52 weeks</u>
(In thousands of Canadian dollars, except Adjusted Gross Margin Percentage and metric tons)					
<b><u>Other Financial Data</u></b>					
Adjusted EBITDA <sup>(1)</sup> .....	12,775	10,970	56,121	43,922	34,109
Adjusted EBITDA per Metric Ton <sup>(1)</sup> .....	38.25	32.75	40.87	33.68	32.39
Adjusted Gross Margin per Metric Ton <sup>(1)</sup> .....	47.70	40.43	48.74	40.72	42.50
Adjusted Gross Margin Percentage <sup>(1)</sup> .....	21.8%	19.1%	22.9%	19.9%	19.9%
Maintenance capital expenditures .....	5,444	1,454	9,040	4,434	4,357
Growth capital expenditures.....	23,691	2,358	63,016	8,916	41,551
<b><u>Operating Data</u></b>					
Metric tons of industrial wood pellets sold (000s).....	334	335	1,373	1,304	1,054

	As at Dec 29, 2017	As at Dec 30, 2016	As at Dec 25, 2015
	(In thousands of Canadian dollars)		
<b>Selected Consolidated Statement Financial Position Data</b>			
Cash.....	18,908	12,112	15,636
Property, plant and equipment .....	238,196	175,849	187,262
Total assets.....	433,645	353,511	342,697
Term debt and shareholders' debentures (including current portion).....	285,694	234,142	259,369
Total non-current liabilities.....	318,811	263,600	266,964
Total equity .....	35,204	37,951	33,995

**Notes:**

(1) See "Non-IFRS Measures".

The following table reconciles EBITDA, Adjusted EBITDA and Adjusted EBITDA per Metric Ton to the most directly comparable IFRS financial performance measure:

	Q4 2017 13 weeks	Q4 2016 14 weeks	Fiscal 2017 52 weeks	Fiscal 2016 53 weeks	Fiscal 2015 52 weeks
	(In thousands of Canadian dollars, except per Metric Ton amounts)				
<b>Net profit (loss) and comprehensive income</b>					
<b>(loss)</b> .....	<b>104</b>	<b>2,586</b>	<b>(4,884)</b>	<b>5,262</b>	<b>(1,892)</b>
Income tax expense (recovery).....	163	4,728	526	5,571	(1,098)
Finance costs excluding shareholders' debentures <sup>(1)</sup> .....	2,667	2,959	11,592	9,618	9,248
Finance costs (income) on shareholders' debentures..	3,241	(17,833)	12,359	(8,244)	11,368
Amortization of equipment and intangible assets <sup>(2)</sup> .....	5,089	5,365	21,395	21,031	17,806
<b>EBITDA<sup>(4)</sup></b> .....	<b>11,264</b>	<b>(2,195)</b>	<b>40,988</b>	<b>33,238</b>	<b>35,432</b>
Stock-based compensation expense.....	172	91	237	138	558
Pinnacle's share of HPLP legal settlement.....	—	—	—	(4,875)	—
Loss on disposal of property, plant and equipment <sup>(2)</sup> .....	478	1,687	1,049	2,353	383
Plant curtailment costs <sup>(3)</sup> .....	53	687	4,626	1,591	—
Revaluation (gain) loss on class B and D common shares.....	(424)	10,278	5,601	10,278	(2,520)
Other non-operational adjustments.....	1,232	422	3,620	1,199	256
<b>Adjusted EBITDA<sup>(4)</sup></b> .....	<b>12,775</b>	<b>10,970</b>	<b>56,121</b>	<b>43,922</b>	<b>34,109</b>
Metric tons of industrial wood pellets sold (000s)...	334	335	1,373	1,304	1,054
<b>Adjusted EBITDA per Metric Ton<sup>(4)</sup></b> .....	<b>\$38.25</b>	<b>\$32.75</b>	<b>\$40.87</b>	<b>\$33.68</b>	<b>\$32.36</b>

**Notes:**

- (1) Finance cost excluding shareholder debentures excludes realized (gain) loss on derivatives and foreign exchange.
- (2) Amortization and loss on disposal of property, plant and equipment includes our share of HPLP and excludes the non-controlling interests share of LPLP.
- (3) Costs related to the impairment and curtailment of the Quesnel facility, which is being permanently closed.
- (4) See “Non-IFRS Measures”.

The following table reconciles Adjusted Gross Margin and Adjusted Gross Margin per Metric Ton to the most directly comparable IFRS financial performance measure:

	Q4 2017 13 weeks	Q4 2016 14 weeks	Fiscal 2017 52 weeks	Fiscal 2016 53 weeks	Fiscal 2015 52 weeks
(In thousands of Canadian dollars, except per Metric Ton amounts and Adjusted Gross Margin Percentage)					
<b>Profit (loss) before finance costs and other (income) expense</b> .....	<b>6,029</b>	<b>3,905</b>	<b>28,805</b>	<b>19,629</b>	<b>15,187</b>
Selling, general and administration.....	4,347	4,116	15,268	12,331	10,419
Amortization .....	5,280	5,557	21,819	21,211	17,605
<b>Gross Margin</b> .....	<b>15,656</b>	<b>13,578</b>	<b>65,892</b>	<b>53,171</b>	<b>43,211</b>
<b>Gross Margin Percentage</b> .....	<b>21.5%</b>	<b>19.1%</b>	<b>22.5%</b>	<b>20.0%</b>	<b>19.2%</b>
Equity earnings in HPLP.....	255	172	1,381	5,675	1,510
Pinnacle’s share of income in HPLP legal settlement .....	—	—	—	(4,875)	—
Non-controlling interests.....	20	(207)	(353)	(866)	77
<b>Adjusted Gross Margin<sup>(1)</sup></b> .....	<b>15,931</b>	<b>13,543</b>	<b>66,920</b>	<b>53,105</b>	<b>44,798</b>
Metric tons of industrial wood pellets sold (000s).....	334	335	1,373	1,304	1,054
<b>Adjusted Gross Margin per Metric Ton<sup>(1)</sup></b> .....	<b>\$47.70</b>	<b>\$40.43</b>	<b>\$48.74</b>	<b>\$40.72</b>	<b>\$42.50</b>
<b>Adjusted Gross Margin Percentage<sup>(1)</sup></b> .....	<b>21.8%</b>	<b>19.1%</b>	<b>22.9%</b>	<b>19.9%</b>	<b>19.9%</b>

**Notes:**

- (1) See “Non-IFRS Measures”.

**CONTRACTED BACKLOG**

We enter into long-term, take-or-pay off-take contracts with large and well capitalized counterparties including power generators such as Drax, RWE and Mitsubishi, or their affiliates. As of December 29, 2017, we had approximately \$3.0 billion of product sales in Contracted Backlog.

“Contracted Backlog” represents the revenue to be recognized under existing contracts assuming deliveries occur as specified in the contracts. As a result of customer preferences or logistics management, there can be movement in the timing of deliveries that may result in revenue being recognized in either a preceding or following interim fiscal period. Our expected future industrial wood pellet sales under our Contracted Backlog as of December 29, 2017, is as follows (in millions):

Fiscal 2018 .....	\$ 355
Fiscal 2019 and thereafter .....	2,646
<b>Total product sales under Contracted Backlog</b> .....	<b>\$3,001</b>

## RESULTS OF OPERATIONS

### Analysis of Results for Q4 2017 to Q4 2016

The following section provides an overview of our financial performance in Q4 2017 compared to Q4 2016. The following discussion of variances reflect one less week of operations in Q4 2017 compared to Q4 2016.

<b>Thousands except per MT amounts</b>	<b>Q4 2017</b>	<b>Q4 2016</b>	<b>Q4 2017</b>
	<b>13 Weeks</b>	<b>14 Weeks</b>	<b>vs. Q4 2016</b>
<b>MT's of industrial wood pellets sold.....</b>	<b>334</b>	<b>335</b>	<b>(1)</b>
<b>Revenue.....</b>	<b>\$ 72,958</b>	<b>\$ 70,935</b>	<b>\$ 2,023</b>
<b>Costs and expenses</b>			
Production.....	47,377	46,278	1,099
Distribution.....	9,925	11,079	(1,154)
Selling, general and administration	4,347	4,116	231
Amortization.....	5,280	5,557	(277)
	<b>66,929</b>	<b>67,030</b>	<b>(101)</b>
<b>Profit before finance (income) costs and other (income) expenses.....</b>	<b>6,029</b>	<b>3,905</b>	<b>2,124</b>
Finance (income) cost.....	6,120	(15,004)	21,124
Other (income) expense.....	(358)	11,595	(11,953)
	<b>5,762</b>	<b>(3,409)</b>	<b>9,171</b>
<b>Net profit before income taxes.....</b>	<b>267</b>	<b>7,314</b>	<b>(7,047)</b>
<b>Income tax (expense) recovery</b>			
Current.....	-	(12)	12
Deferred.....	(163)	(4,716)	4,553
Income Taxes.....	(163)	(4,728)	4,565
<b>Net profit and comprehensive income.....</b>	<b>\$ 104</b>	<b>\$ 2,586</b>	<b>\$ (2,482)</b>

#### *Revenue*

Revenue for Q4 2017 totaled \$73.0 million, an increase of 2.9%, or \$2.0 million, compared to \$70.9 million for Q4 2016. This increase was primarily a result of an increase in the average sales price per MT reflecting an improved contract mix on higher priced U.K. and European contracts in Q4 2017 compared to Q4 2016. Sales volumes were comparable between the two periods.

#### *Production*

Production costs were \$47.4 million for Q4 2017, an increase of \$1.1 million from \$46.3 million for Q4 2016, primarily due to an increase in fibre costs. Production volumes were comparable between the two periods.

#### *Distribution*

Distribution costs were \$9.9 million for Q4 2017, a decrease of \$1.2 million compared to \$11.1 million for Q4 2016, primarily as a result of increased shipments through our lower cost Westview Terminal.

#### *Selling, general and administration*

Selling, general and administration expenses increased \$0.2 million from \$4.1 million for Q4 2016 to \$4.3 million for Q4 2017. Non-recurring portions of SG&A expenses include certain professional fees incurred in connection with the Offering in Q4 2017 of \$0.6 million and certain legal fees related to a damage claim we are pursuing against one of our equipment suppliers in Q4 2017 of \$0.2 million. In Q4 2016, legal fees related to this claim were \$0.3 million. Excluding the above non-recurring items, SG&A expenses decreased \$0.3 million from Q4 2016 to Q4 2017.

### ***Amortization***

There was no significant change in amortization expense from Q4 2016 to Q4 2017. During Q4 2017, the majority of additions to property, plant and equipment related to construction in progress for the Entwistle and Smithers Facilities. Construction in progress is not subject to amortization until the assets are available for use. The Entwistle and Smithers Facilities have planned production commencement dates in the first and fourth quarters of Fiscal 2018, respectively. Additions to property, plant and equipment other than construction in progress in Q4 2017 included those related to the optimization of the pelleters and drying system at our Lavington Facility, and contributed to an increase in amortization expense in Q4 2017. This was offset by write-downs of property, plant and equipment related to the shutdown of the Quesnel facility.

### ***Finance (income) cost***

In Q4 2016, finance income was \$15.0 million and in Q4 2017 finance cost was \$6.1 million, resulting in a variance of \$21.1 million. Finance income in Q4 2016 was primarily related to a \$21.3 million gain from the revaluation of shareholders' debentures on modification, offset by interest on the revolver loan, term debt, delayed draw loan and debentures, and other finance costs. There was no modification of shareholders' debentures in Q4 2017.

### ***Other (income) expense***

In Q4 2016, other expense was \$11.6 million and in Q4 2017 other income was \$0.4 million, resulting in a variance of \$12.0 million. Other expense in Q4 2016 related to revaluation loss of the Class B and Class D common shares. Other income in Q4 2017 was not significant.

### ***Income taxes***

Income tax expense was \$0.2 million in Q4 2017, a decrease of \$4.5 million from \$4.7 million in Q4 2016, due to the decreases in net profit before income taxes.

### ***Net profit and comprehensive income***

Net profit and comprehensive income was \$0.1 million in Q4 2017, a decrease of \$2.5 million from \$2.6 million in Q4 2016, primarily due to a non-recurring \$21.3 million gain recorded in Q4 2016 from the revaluation of shareholders' debentures, offset by a \$11.6 million loss recorded in Q4 2016 from the revaluation of Class B and D common shares.

### ***Adjusted Gross Margin Percentage***

<b>Thousands except per MT amounts</b>	<b>Q4 2017</b>	<b>Q4 2016</b>	<b>Q4 2017</b>
	<b>13 Weeks</b>	<b>14 Weeks</b>	<b>vs. Q4 2016</b>
<b>Profit (loss) before finance costs and other income (expenses)</b> .....	<b>\$ 6,029</b>	<b>\$ 3,905</b>	<b>\$ 2,124</b>
Selling, general and administration .....	4,347	4,116	231
Amortization .....	5,280	5,557	(277)
Equity earnings in HPLP .....	255	172	83
Non-controlling interests .....	20	(207)	227
<b>Adjusted Gross Margin</b> .....	<b>\$ 15,931</b>	<b>\$ 13,543</b>	<b>\$ 2,388</b>
<b>Adjusted Gross Margin per MT of industrial wood pellets sold</b> .....	<b>\$ 47.70</b>	<b>\$ 40.43</b>	<b>\$ 7.27</b>
<b>Adjusted Gross Margin percentage of Revenue</b> .....	<b>21.8%</b>	<b>19.1%</b>	<b>2.7%</b>

Adjusted Gross Margin Percentage increased to 21.8% for Q4 2017 (\$47.70/MT), up from 19.1% in Q4 2016 (\$40.43/MT), primarily due to higher average sales prices and lower distribution costs in Q4 2017 as discussed above, partially offset by increases in production costs.

## Adjusted EBITDA

Thousands except per MT amounts	Q4 2017	Q4 2016	Q4 2017 vs Q4 2016
<b>Total MT's of industrial wood pellets sold</b> .....	<b>334</b>	<b>335</b>	<b>(1)</b>
<b>Net profit and comprehensive income for the year</b> .....	<b>\$104</b>	<b>\$2,586</b>	<b>\$(2,482)</b>
Income tax expense .....	163	4,728	(4,565)
Finance costs (income) excluding shareholder debentures (note 1) .....	3,241	(17,833)	21,074
Finance costs on shareholder debentures.....	2,667	2,959	(292)
Amortization of equipment and intangible assets (note 2) ....	5,089	5,365	(276)
<b>EBITDA</b> .....	<b>\$11,264</b>	<b>\$(2,195)</b>	<b>\$13,459</b>
<i>EBITDA Adjustments</i>			
Stock-based compensation expense .....	172	91	81
Loss on disposal of PP&E (note 2).....	478	1,687	(1,209)
Plant curtailment costs.....	53	687	(634)
Revaluation of Class B and Class D common shares .....	(424)	10,278	(10,702)
Other items (note 3) .....	1,232	422	810
Total Adjustments .....	1,511	13,165	(11,654)
<b>Adjusted EBITDA</b> .....	<b>\$12,775</b>	<b>\$10,970</b>	<b>\$1,805</b>
<b>Adjusted EBITDA per MT of industrial wood pellets sold</b> .....	<b>\$38.25</b>	<b>\$32.75</b>	<b>\$5.50</b>

### Notes:

- (1) Finance cost excluding shareholder debentures excludes realized (gain) loss on derivatives and foreign exchange.
- (2) Amortization and loss on disposal of PP&E includes our share of HPLP and excludes the non-controlling interest's share of LPLP.
- (3) Other items include deduction for the non-controlling interest's share of LPLP as well as non-recurring items such as legal fees related to pursuing a damage claim and, in 2017, fees related to financing activities.

Adjusted EBITDA increased \$1.8 million to \$12.8 million in Q4 2017, up from \$11.0 million in Q4 2016. This increase was due to higher sales prices and lower distribution costs as discussed above. The increase was offset by higher production costs, as well as higher SG&A costs due to inflation adjustments on employees' salaries and increased headcount.

## Analysis of Results for Fiscal 2017 compared to Fiscal 2016

The following section provides an overview of our financial performance during Fiscal 2017 compared to Fiscal 2016. The following discussion of variances reflect one fewer week of operations in Fiscal 2017 compared to Fiscal 2016.

<b>Thousands except per MT amounts</b>	<b>2017 52 weeks</b>	<b>2016 53 Weeks</b>	<b>2017 vs. 2016</b>
<b>MT's of industrial wood pellets sold .....</b>	<b>1,373</b>	<b>1,304</b>	<b>69</b>
<b>Revenue .....</b>	<b>\$292,727</b>	<b>\$266,338</b>	<b>\$26,389</b>
<b>Costs and expenses</b>			
Production .....	188,414	173,693	14,721
Distribution.....	38,421	39,474	(1,053)
Selling, general and administration .....	15,268	12,331	2,937
Amortization.....	21,819	21,211	608
	<b>263,922</b>	<b>246,709</b>	<b>17,213</b>
<b>Profit (loss) before finance costs and other (income) expenses</b>	<b>28,805</b>	<b>19,629</b>	<b>9,176</b>
Finance Cost .....	24,251	1,000	23,251
Other expense .....	8,912	7,796	1,116
	<b>33,163</b>	<b>8,796</b>	<b>24,367</b>
<b>Net profit (loss) before income taxes .....</b>	<b>(4,358)</b>	<b>10,833</b>	<b>(15,191)</b>
<b>Income tax (expense) recovery</b>			
Current.....	-	(2)	2
Deferred.....	(526)	(5,569)	5,043
Income Taxes.....	(526)	(5,571)	5,045
<b>Net profit (loss) and comprehensive income (loss).....</b>	<b>\$(4,884)</b>	<b>\$5,262</b>	<b>\$(10,146)</b>

### **Revenue**

Revenue increased to \$292.7 million for Fiscal 2017, an increase of 9.9%, or \$26.4 million, compared to \$266.3 million in Fiscal 2016. This increase was primarily due to an additional 69,000 MT of industrial wood pellets sold in Fiscal 2017, as well as an increase in the average sales price per MT reflecting an improved contract mix on higher priced U.K. and European contracts in Fiscal 2017 compared to Fiscal 2016.

### **Production**

Production costs were \$188.4 million for Fiscal 2017, an increase of \$14.7 million compared to \$173.7 million in Fiscal 2016, reflecting increased production volumes.

### **Distribution**

Distribution costs were \$38.4 million in Fiscal 2017, a decrease of \$1.1 million from \$39.5 million in Fiscal 2016 primarily as a result of increased shipments through our lower cost Westview Terminal.

### **Selling, general and administration**

SG&A expenses increased \$3.0 million from \$12.3 million for Fiscal 2016 to \$15.3 million for Fiscal 2017. This increase was primarily due to inflation adjustments on employees' salaries, increased employee headcount, certain professional fees incurred in connection with the Offering and higher legal costs. Non-recurring portions of SG&A expenses include certain professional fees incurred in connection with the Offering in Fiscal 2017 of \$1.9 million and certain legal fees related to a damage claim we were pursuing against one of our equipment suppliers in Fiscal 2017 of \$1.0 million. In Fiscal 2016, legal fees related to this claim were \$0.6 million. Excluding the above non-recurring items, SG&A expenses increased \$0.7 million from Fiscal 2016 to Fiscal 2017.

### ***Amortization***

There was no significant change in amortization expense from Fiscal 2016 to Fiscal 2017. The majority of additions to property, plant and equipment during Fiscal 2017 related to construction in progress for the Entwistle and Smithers Facilities. Construction in progress is not subject to amortization until the assets are available for use. The Entwistle and Smithers production facilities have planned production commencement dates in the first and fourth quarters of 2018, respectively.

### ***Finance cost***

Finance costs were \$24.3 million in Fiscal 2017, an increase of \$23.3 million compared to \$1.0 million in Fiscal 2016. This increase was primarily related to a non-recurring gain of \$21.3 million on modification of debentures in Fiscal 2016. In addition, the Company recognized a loss on revaluation of fair value of derivatives on US dollar foreign exchange forward contracts during Fiscal 2017. The corresponding revaluation in Fiscal 2016 resulted in a gain.

### ***Other expense***

Other expense increased \$1.1 million from \$7.8 million for Fiscal 2016 to \$8.9 million for Fiscal 2017. The increase was primarily due to:

- an increase of \$3.0 million in production facility curtailment costs from \$1.6 million in Fiscal 2016 to \$4.6 million in Fiscal 2017 as a result of the curtailment of our Quesnel facility while we evaluated the long-term viability of this facility. The shutdown of the Quesnel facility was due to the lack of fibre as several of the sawmills near the Quesnel facility shut down operations;
- a decrease of \$4.7 million in the revaluation loss on Class B and Class D common shares from \$10.3 million for Fiscal 2016 to \$5.6 million in Fiscal 2017; and
- non-recurring income in Fiscal 2016 of \$4.9 million related to our share of recovery from a legal settlement.

Remaining changes in other expense were not significant.

### ***Income taxes***

Income taxes were \$0.6 million for Fiscal 2017, a decrease of \$5.0 million from \$5.6 million for Fiscal 2016. This change was due to the Company incurring a net loss before income taxes for Fiscal 2017.

At the end of Fiscal 2017, the Company had \$96.4 million of unused non-capital loss carry forwards expiring between 2032 and 2037 to reduce future taxable income. At the end of Fiscal 2016, the Company had \$115.4 million of unused non-capital loss carry forwards.

### ***Net profit (loss) and comprehensive income (loss)***

Net loss and comprehensive loss was \$4.9 million in Fiscal 2017, compared with a net profit and comprehensive income of \$5.3 million in Fiscal 2016. The variance was primarily due to a non-recurring \$21.3 million gain recorded in Fiscal 2016 from the revaluation of shareholders' debentures, a non-recurring income in Fiscal 2016 of \$4.9 million related to Pinnacle's share of recovery from a legal settlement, offset by a \$4.7 million decrease in revaluation loss on Class B and D common shares from Fiscal 2016 to Fiscal 2017.

### Adjusted Gross Margin Percentage

Thousands except per MT amounts	2017 52 weeks	2016 53 Weeks	2017 vs. 2016
<b>Profit (loss) before finance costs and other income (expenses) ...</b>	<b>\$28,805</b>	<b>\$19,629</b>	<b>\$9,176</b>
Selling, general and administration .....	15,268	12,331	2,937
Amortization .....	21,819	21,211	608
Equity earnings in HPLP .....	1,381	5,675	(4,294)
Our Share of Income in HPLP legal settlement.....	-	(4,875)	4,875
Non-controlling interest.....	(353)	(866)	513
<b>Adjusted Gross Margin.....</b>	<b>\$66,920</b>	<b>\$53,105</b>	<b>\$13,815</b>
<b>Adjusted Gross Margin per MT of industrial wood pellets sold</b>	<b>\$48.74</b>	<b>\$40.72</b>	<b>\$8.02</b>
<b>Adjusted Gross Margin percentage of Revenue .....</b>	<b>22.9%</b>	<b>19.9%</b>	<b>3.0%</b>

Adjusted Gross Margin Percentage was 22.9% for Fiscal 2017, up from 19.9% for Fiscal 2016, reflecting higher average sales prices and lower distribution costs in Fiscal 2017 as discussed above, partially offset by increases in production costs.

### Adjusted EBITDA

Thousands except per MT amounts	2017 52 weeks	2016 53 Weeks	2017 vs. 2016
<b>Total MT's of industrial wood pellets sold .....</b>	<b>1,374</b>	<b>1,304</b>	<b>70</b>
<b>Net profit (loss) and comprehensive income (loss) for the year .....</b>	<b>\$(4,884)</b>	<b>\$5,262</b>	<b>\$(10,146)</b>
Income tax expense .....	526	5,571	(5,045)
Finance costs (income) on shareholder debentures .....	12,359	(8,244)	20,603
Finance costs excluding shareholder debentures (note 1) .....	11,592	9,618	1,974
Amortization of equipment and intangible assets (note 2) .....	21,395	21,031	364
<b>EBITDA .....</b>	<b>40,988</b>	<b>33,238</b>	<b>7,750</b>
<i>EBITDA Adjustments</i>			
Stock-based compensation expense .....	237	138	99
Pinnacle's share of HPLP legal settlement.....	-	(4,875)	4,875
Loss on disposal of PP&E (note 2).....	1,049	2,353	(1,304)
Plant curtailment costs and impairment loss .....	4,626	1,591	3,035
Revaluation of Class B and Class D shares.....	5,601	10,278	(4,677)
Other items (note 3) .....	3,620	1,199	2,421
Total Adjustments .....	15,133	10,684	4,449
<b>Adjusted EBITDA .....</b>	<b>\$56,121</b>	<b>\$43,922</b>	<b>\$12,199</b>
<b>Adjusted EBITDA per MT of industrial wood pellets sold.....</b>	<b>\$40.87</b>	<b>\$33.68</b>	<b>\$7.19</b>

#### Notes:

- (1) Finance cost excluding shareholder debentures excludes realized (gain) loss on derivatives and foreign exchange.
- (2) Amortization and loss on disposal of PP&E includes our share of HPLP and excludes the non-controlling interest's share of LPLP.
- (3) Other items include deduction for the non-controlling interest's share of LPLP as well as non-recurring items such as legal fees related to pursuing a damage claim and, in 2017, fees related to financing activities.

Adjusted EBITDA was \$56.1 million (\$40.87/MT) in Fiscal 2017, an increase of 27.8% from \$43.9 million (\$33.68/MT) in Fiscal 2016. This \$12.2 million increase was due to higher sales prices, higher sales volume, and lower

distribution costs as discussed above. The increase was offset by higher production costs, as well as higher SG&A costs due to inflation adjustments on employees' salaries and increased headcount.

### Free Cash Flow

All numbers in thousands	2017 52 weeks	2016 53 Weeks	2017 vs. 2016
<b>Net profit (loss) and comprehensive income (loss)</b> .....	<b>\$ (4,884)</b>	<b>\$ 5,262</b>	<b>\$ (10,146)</b>
Income tax expense.....	526	5,571	(5,045)
Finance costs excluding shareholder debentures <sup>(1)</sup> .....	11,592	9,618	1,974
Finance costs (income) on shareholder debentures.....	12,359	(8,244)	20,603
Amortization of equipment and intangible assets <sup>(2)</sup> .....	21,395	21,031	364
<b>EBITDA</b> .....	<b>40,988</b>	<b>33,238</b>	<b>7,750</b>
Stock-based compensation expense	237	138	99
HPLP legal settlement.....	-	(4,875)	4,875
Loss on disposal of PP&E <sup>(3)</sup> .....	1,049	2,353	(1,304)
Plant curtailment costs .....	4,626	1,591	3,035
Revaluation of Class B and Class D shares.....	5,601	10,278	(4,677)
Other items <sup>(4)</sup> .....	3,620	1,199	2,421
<b>Adjusted EBITDA</b> <sup>(5)</sup> .....	<b>56,121</b>	<b>43,922</b>	<b>12,199</b>
Maintenance capital expenditures <sup>(6)</sup> .....	(9,040)	(4,434)	(4,606)
Interest and finance costs, net <sup>(7)</sup> .....	(7,425)	(8,539)	1,114
Cash taxes paid <sup>(8)</sup> .....	-	-	-
Mandatory amortization <sup>(9)</sup> .....	(1,600)	(8,370)	6,770
<b>Free Cash Flow</b> <sup>(10)</sup> .....	<b>\$38,056</b>	<b>\$22,579</b>	<b>\$15,477</b>

#### Notes:

- (1) Finance cost excluding shareholder debentures excludes realized (gain) loss on derivatives and foreign exchange.
- (2) Amortization of PP&E includes our share of HPLP and excludes the non-controlling interest's share of LPLP.
- (3) Loss on disposal of PP&E includes our share of HPLP and excludes the non-controlling interest's share of LPLP.
- (4) Other items include deduction for the non-controlling interest's share of LPLP as well as non-recurring items such as legal fees related to pursuing a damage claim and fees related to financing activities.
- (5) See definition of Adjusted EBITDA in the section entitled "Key Performance Indicators" and reconciliation of Adjusted EBITDA to net income in "Selected Consolidated Financial Information".
- (6) "Maintenance capital expenditures" refers to cash expenditures to maintain long-term operating capacity or net income. Annual maintenance capital expenditure allows for the maintenance of long-term operating capacity or net income. Upon commissioning of the Entwistle Facility and the Smithers Facility, we anticipate these facilities to require \$3.6 million in annual maintenance capital expenditures.
- (7) Reflect post-Offering capital structure, and therefore exclude interest and financing costs on historical credit facilities described under "Description of Material Indebtedness — The Credit Agreement". We have repaid certain of our credit facilities upon the Offering. Refer to the section entitled "Subsequent Events".
- (8) In recent years, we have accumulated significant net operating losses that will shield future earnings from taxes. As at December 29, 2017 and December 30, 2016, we had unused non-capital loss carryforwards of \$96.4 million and \$115.4 million, respectively. We do not anticipate a requirement to pay income tax before 2020.
- (9) There was no mandatory amortization for the period from the first quarter to the third quarter of Fiscal 2017 of the Term Credit Facility and of the Delayed Draw Term Credit Facility as described under "Description of Material Indebtedness — The Credit Agreement" in the Prospectus. On December 13, 2017, we amended our credit facilities. Refer to the section entitled "Liquidity and Capital Resources – Senior Credit Facilities" in this MD&A for details of the amended credit facilities.
- (10) See definition of Free Cash Flow in "Non-IFRS Measures".

## SUMMARY OF CONSOLIDATED RESULTS AND CERTAIN PERFORMANCE MEASURES

The following table summarizes the results of our operations for the last eight quarters. This unaudited quarterly information has been prepared in accordance with IFRS. <sup>(1)</sup>

Thousands except per MT and per share amounts	2017				2016			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	13 Weeks	13 Weeks	13 Weeks	13 Weeks	14 Weeks	13 Weeks	13 Weeks	13 Weeks
<b>MT's of industrial wood pellets sold</b>	334	387	332	320	335	321	349	299
Revenue.....	\$72,958	\$82,366	\$69,556	\$67,847	\$70,935	\$65,322	\$70,293	\$59,788
<b>Costs and expenses</b>								
Production.....	47,377	51,628	44,863	44,546	46,278	41,437	46,282	39,696
Distribution.....	9,925	11,568	7,868	9,060	11,079	9,484	10,737	8,174
Selling, general and administration.....	4,347	4,222	3,493	3,206	4,116	2,867	2,784	2,564
Amortization.....	5,280	5,365	5,570	5,604	5,557	5,067	5,549	5,038
	<b>66,929</b>	<b>72,783</b>	<b>61,794</b>	<b>62,416</b>	<b>67,030</b>	<b>58,855</b>	<b>65,352</b>	<b>55,472</b>
<b>Profit (loss) before finance costs and other (income) expenses</b> .....	<b>6,029</b>	<b>9,583</b>	<b>7,762</b>	<b>5,431</b>	<b>3,905</b>	<b>6,467</b>	<b>4,941</b>	<b>4,316</b>
Finance Cost <sup>(2)</sup> .....	6,120	6,469	5,835	5,827	(15,004)	5,555	5,080	5,369
Other (income) expense <sup>(3)(4)</sup> .....	(358)	9,146	131	(7)	11,595	(4,201)	190	212
	<b>5,762</b>	<b>15,615</b>	<b>5,966</b>	<b>5,820</b>	<b>(3,409)</b>	<b>1,354</b>	<b>5,270</b>	<b>5,581</b>
<b>Net profit (loss) before income taxes</b> .....	<b>267</b>	<b>(6,032)</b>	<b>1,796</b>	<b>(389)</b>	<b>7,314</b>	<b>5,113</b>	<b>(329)</b>	<b>(1,265)</b>
<b>Income tax (expense) recovery</b>								
Current.....	—	—	—	—	(12)	10	—	—
Deferred.....	(163)	2	(469)	104	(4,716)	(1,309)	106	350
Income Taxes.....	(163)	2	(469)	104	(4,728)	(1,299)	106	350
<b>Net profit (loss) and comprehensive income (loss)</b> .....	<b>\$104</b>	<b>\$(6,030)</b>	<b>\$1,327</b>	<b>\$(285)</b>	<b>\$2,586</b>	<b>\$3,814</b>	<b>\$(223)</b>	<b>\$(915)</b>
<b>Net Profit (loss) and comprehensive income (loss) attributable to:</b>								
Owners of the Company.....	124	(6,371)	1,234	(224)	2,379	3,444	(308)	(1,119)
Non-controlling interests.....	(20)	341	93	(61)	207	370	85	204
<b>Net profit (loss) and comprehensive income (loss)</b> .....	<b>\$104</b>	<b>\$(6,030)</b>	<b>\$1,327</b>	<b>\$(285)</b>	<b>\$2,586</b>	<b>\$3,814</b>	<b>\$(223)</b>	<b>\$(915)</b>
<b>Net income (loss) attributable to owners</b>								
Net income (loss) attributable to owners.....	124	(6,371)	1,234	(224)	2,379	3,444	(308)	(1,119)
Cumulative preferred dividends..	(409)	(309)	(309)	(310)	(310)	(309)	(312)	(323)
	<b>\$(285)</b>	<b>\$(6,680)</b>	<b>\$925</b>	<b>\$(534)</b>	<b>\$2,069</b>	<b>\$3,135</b>	<b>\$(620)</b>	<b>\$(1,442)</b>
<b>Net profit (loss) per share attributable to owners</b>								
Basic and diluted – Class A.....	\$ (0.01)	\$ (0.23)	\$ 0.03	\$ (0.01)	\$ 0.07	\$ 0.11	\$ (0.02)	\$ (0.05)
Basic and diluted – Class B.....	\$ (0.01)	\$ (0.23)	\$ 0.03	\$ (0.01)	\$ 0.07	\$ 0.11	\$ (0.02)	\$ (0.05)

**Notes:**

- (1) Factors that impact the comparability of the quarters include the following: (a) the cost of producing industrial wood pellets during the winter is typically greater than that during the summer due to the higher moisture content of raw materials which results in higher drying costs and the increased costs of maintaining operating equipment due to lower ambient temperatures; and (b) net profit (loss) is also impacted by fluctuations in Canadian dollar exchange rates from the revaluation of the Company's outstanding U.S. dollar forward exchange contracts.
- (2) In Q4 2016, a \$21.3 million (before-tax) gain was recognized on the modification of terms of shareholders' debentures.
- (3) Class B and Class D common shares, which are classified as liabilities are subject to fair value adjustments. Revaluation gains and losses were recognized as follows: in the third quarter of Fiscal 2017, a loss of \$6.0 million (before-tax), and in Q4 2016, a loss of \$10.3 million (before-tax).
- (4) In the third quarter of Fiscal 2016, a \$4.9 million (before-tax) gain was recognized from our share of a legal settlement.

The following table summarizes the results of our operations for the last eight quarters based on non-IFRS measures.

**Adjusted Gross Margin Percentage**

Thousands except per MT amounts	2017				2016			
	Q4	Q3	Q2	Q1	Q4	Q3	Q3	Q4
	13 Weeks	13 Weeks	13 Weeks	13 Weeks	14 Weeks	13 Weeks	13 Weeks	13 Weeks
<b>Profit (loss) before finance costs and other income (expenses) .....</b>	<b>\$6,029</b>	<b>\$9,583</b>	<b>\$7,762</b>	<b>\$5,431</b>	<b>\$3,905</b>	<b>\$6,467</b>	<b>\$4,941</b>	<b>\$4,316</b>
Selling, general and administration.....	4,347	4,222	3,493	3,206	4,116	2,867	2,784	2,564
Amortization.....	5,280	5,365	5,570	5,604	5,557	5,067	5,549	5,038
Equity earnings in HPLP.....	255	544	265	317	172	4,915	174	414
Pinnacle's Share of Income in HPLP legal settlement....	—	—	—	—	—	(4,875)	—	—
Non-controlling interests .....	20	(341)	(93)	61	(207)	(370)	(85)	(204)
<b>Adjusted Gross Margin.....</b>	<b>\$15,931</b>	<b>\$19,373</b>	<b>\$16,997</b>	<b>\$14,619</b>	<b>\$13,543</b>	<b>\$14,071</b>	<b>\$13,363</b>	<b>\$12,128</b>
<b>Adjusted Gross Margin per MT of industrial wood pellets sold</b>	<b>47.70</b>	<b>50.06</b>	<b>51.20</b>	<b>45.68</b>	<b>40.43</b>	<b>43.83</b>	<b>38.29</b>	<b>40.56</b>
<b>Adjusted Gross Margin percentage of Revenue .....</b>	<b>21.8%</b>	<b>23.5%</b>	<b>24.4%</b>	<b>21.5%</b>	<b>19.1%</b>	<b>21.5%</b>	<b>19.0%</b>	<b>20.3%</b>

## Adjusted EBITDA

Thousands except per MT amounts	2017				2016			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
<b>Total MT's of industrial wood pellets sold</b> .....	<b>334</b>	<b>387</b>	<b>332</b>	<b>320</b>	<b>335</b>	<b>321</b>	<b>349</b>	<b>299</b>
<b>Net profit (loss) and comprehensive income (loss) for the year</b> .....	<b>\$104</b>	<b>\$(6,030)</b>	<b>\$1,327</b>	<b>\$(285)</b>	<b>\$2,586</b>	<b>\$3,814</b>	<b>\$(223)</b>	<b>\$(915)</b>
Income tax expense (recovery) .....	163	(2)	469	(104)	4,728	1,299	(106)	(350)
Finance costs excluding shareholder debentures (note 1) .....	2,667	3,176	2,613	3,136	2,959	2,412	1,955	2,292
Finance costs (income) on shareholder debentures .....	3,241	3,167	3,218	2,733	(17,833)	3,335	3,206	3,048
Amortization of equipment and intangible assets (note 2).....	5,089	5,267	5,537	5,502	5,365	5,242	5,456	4,968
<b>EBITDA</b> .....	<b>11,264</b>	<b>5,578</b>	<b>13,164</b>	<b>10,982</b>	<b>(2,195)</b>	<b>16,102</b>	<b>10,288</b>	<b>9,043</b>
<i>EBITDA Adjustments</i>								
Stock-based compensation expense .....	172	21	22	22	91	50	51	(54)
Pinnacle's share of HPLP legal settlement.....	—	—	—	—	—	(4,875)	—	—
Loss on disposal of PP&E (note 2) .....	478	366	146	59	1,687	235	265	166
Plant curtailment costs .....	53	3,571	506	496	687	629	275	—
Revaluation of Class B and Class D shares .....	(424)	6,025	—	—	10,278	—	—	—
Other items.....	1,232	1,211	580	597	422	158	263	356
Total Adjustments .....	1,511	5,171	1,254	1,174	13,165	(3,803)	854	468
<b>Adjusted EBITDA</b> .....	<b>12,775</b>	<b>\$16,772</b>	<b>\$14,418</b>	<b>\$12,156</b>	<b>\$10,970</b>	<b>\$12,299</b>	<b>\$11,142</b>	<b>\$9,511</b>
<b>Adjusted EBITDA per MT of industrial wood pellets sold</b>	<b>\$38.25</b>	<b>\$43.34</b>	<b>\$43.43</b>	<b>\$37.99</b>	<b>\$32.75</b>	<b>\$38.31</b>	<b>\$31.93</b>	<b>\$31.81</b>

### Notes:

- (1) Finance cost excluding shareholder debentures excludes realized (gain) loss on derivatives and foreign exchange.
- (2) Amortization and loss on disposal of PP&E includes our share of HPLP and excludes the non-controlling interest's share of LPLP.

## LIQUIDITY AND CAPITAL RESOURCES

### Overview

Our principal uses of funds are for operating expenses, capital expenditures, debt service requirements and dividends. We believe that cash generated from operations, together with amounts available under our amended credit agreement, will be sufficient to meet our operating expenses, capital expenditures, debt service and dividend requirements. In addition, we believe that our capital structure provides us with significant financial flexibility to pursue our future growth strategies. See “Growth Strategies” in the Prospectus for further details.

However, our ability to fund operating expenses, capital expenditures, and future debt service and dividend requirements will depend on, among other things, our future operating performance, which will be affected by general economic, financial and other factors, including factors beyond our control. See “Summary of Factors Affecting Performance” and “Risk Factors” in this MD&A for additional information. We review investment opportunities in the normal course of our business and may make select investments to implement our business strategy when suitable opportunities arise.

Historically, the funding for any such investments has come from cash flow from operating activities and/or our credit facilities. We believe our delayed draw facility under our amended credit agreement, together with the proceeds from the Offering, will be sufficient to finance the Entwistle Facility and Smithers Facility.

### Non-cash Working Capital

“Non-cash working capital” is defined as the sum of accounts receivable, inventories, and other current assets, less accounts payable and accrued liabilities, and other current liabilities. Non-cash working capital excludes cash, the current portion of our long-term debt including the revolving credit facility and therefore provides our management and investors with a clear understanding of the efficiency of our operational working capital needs. Our need for non-cash working capital is highly dependent on the timing of shipments, particularly at the end of a period as a total shipment can be valued as much as \$12 million. Shipment timing impacts accounts receivable and finished industrial wood pellet inventories. Payment terms differ for each contract, but we typically receive an initial payment equal to 90% of the total value of a shipment 12 to 15 days after the shipment leaves the port, with the balance received after the vessel fully discharges its cargo to the customer. Less significantly, non-cash working capital is impacted by wood fibre inventory changes due to the accumulation of wood fibre in winter months and increases in whole log volumes and values as we diversify our wood fibre sources and create supply stock piles.

### Senior Credit Facilities

As at December 29, 2017, our credit facilities consisted of \$180 million of term debt, \$130 million of committed delayed draw with \$20 million drawn and \$50 million of committed revolver, with \$22 million drawn. All facilities mature on December 16, 2022.

Advances under the facilities are available as Canadian dollar Prime-Based Loans, Banker’s Acceptances (“BA”) from the BA Lenders in Canadian dollars, BA Equivalent Loans from the Non-BA Lenders in Canadian dollars, US dollar Base Rate Loans, and LIBOR Loans in US dollars. Interest accrues daily and is payable monthly at the applicable Bank Prime, BA, US Base or LIBOR rates plus a margin. The margin varies based on the ratio of Senior Debt to Adjusted EBITDA with a minimum margin of 1.50% and 2.50% for Prime/US Base and BA/LIBOR loans, respectively and a maximum margin of 3.00% and 4.00%, respectively.

At December 29, 2017, the \$180 million term loan and the revolver loan were in Canadian dollar Prime loans at 5.70% and the \$22 million delayed draw term loan was in a Canadian dollar BA loan at 4.86%. At December 30, 2016, the \$160 million term loan was in a Canadian dollar BA loan at 4.42% and the revolver loan was in a Canadian dollar Prime loan at 5.20%. At December 29, 2017, we had issued letters of credit totaling \$0.5 million (2016 - \$0.4 million).

EBITDA and Adjusted EBITDA are defined in the Facility agreement and used in the calculation of debt covenants and interest rate margins. The primary debt covenants are the Total Funded Debt to Adjusted EBITDA and Fixed Charge Coverage Ratio. As at December 29, 2017 and December 30, 2016, the Company was in compliance with all debt covenants.

The debt is secured by a first-ranking security interest on all present and after-acquired assets of the Company's subsidiary, Pinnacle Renewable Energy Inc.

The credit facilities have authorized credit and repayment terms as follows:

a) Revolver loan

We may borrow up to \$50 million (2016 - \$50 million) under the revolver loan with a maximum of \$5 million (2016 - \$5 million) for letters of credit. The revolver loan is to be used for operating purposes and is expected to be repaid within the year, and therefore has been presented as a current liability.

b) Term loan

We may borrow up to \$200 million (2016 - \$160 million) under the non-revolving term loan and as at December 29, 2017 had borrowed \$180 million (2015 - \$160 million). We are required to make principal payments on the term loan in installments on the last day of each fiscal quarter as follows: (i) \$2 million on March 31, 2018 to December 31, 2018, inclusive, (ii) \$2.5 million on March 31, 2019 to December 31, 2019, inclusive, (iii) \$4 million on March 31, 2020 to December 31, 2020, inclusive and (iv) \$5 million on March 31, 2021 to December 31, 2021, inclusive (v) \$6 million on March 31, 2022 to September 30, 2022. The remaining balance is due on December 13, 2022.

c) Delayed draw term loan

The Company may borrow up to \$130 million (2016 - \$90 million) under the non-revolving delayed draw term loan and at December 29, 2017 had borrowed \$20 million (2016 - \$nil). Advances under this loan may be made in multiple advances and are available to be drawn until December 31, 2019. The Company is required to make quarterly principal installments equal to (i) 2.0% of the principal amount of the loan for each repayment date occurring during or before December 31, 2020, (ii) 2.50% of the principal amount of the loan for each repayment date occurring after December 31, 2020 but during or before December 31, 2021, and (iii) 3.0% of the principal amount of the loan for each repayment date occurring after December 31, 2021 but during or before September 30, 2022. The remainder of the drawn amount is due on December 13, 2022.

All the credit facilities require mandatory loan prepayments by us of principal and interest if certain events occur.

## CASH FLOWS

### Analysis of cash flows for Q4 2017 compared to Q4 2016

All numbers in thousands	Q4 2017	Q4 2016	Q4 2017 vs. Q4 2016
Cash flow from operations before net change in non-cash working capital .....	\$11,305	\$8,457	\$2,848
Net change in non-cash operating working capital .....	(15,302)	(1,543)	(13,759)
Financing activities .....	41,165	(10,212)	51,377
Investing activities .....	(29,786)	(3,812)	(25,974)
Other .....	(69)	63	(132)
Change in cash .....	<b>\$7,313</b>	<b>\$(7,047)</b>	<b>\$14,360</b>
Cash at beginning of period .....	11,595	19,159	(7,564)
Cash at end of period .....	<b>\$18,908</b>	<b>\$12,112</b>	<b>\$6,796</b>

### ***Cash flow from operations before net change in non-cash working capital***

Cash flow from operations before net change in non-cash working capital increased \$2.8 million to \$11.3 million for Q4 2017, up from \$8.5 million for Q4 2016, reflecting the higher adjusted gross margin in Q4 2017 compared to Q4 2016.

### ***Net change in non-cash working capital***

The \$15.3 million increase in non-cash working capital in Q4 2017 reflected an increase in accounts receivable related to the timing of certain shipments at period-end and the \$1.5 million increase in non-cash working capital in Q4 2016 reflected an increase in inventory.

### ***Financing activities***

In Q4 2017, financing activities provided \$41.2 million of cash primarily from the amendment of credit facilities as the Company funded the construction of the Entwistle and Smithers Facilities. In Q4 2016, financing activities used \$10.2 million as the Company paid down its credit facilities.

### ***Investing activities***

Cash used for investing activities relates primarily to the acquisition and construction of property, plant and equipment. In Q4 2017, cash used for property, plant and equipment was \$29.8 million. The increase during Fiscal 2017 represents the additional cash used for the construction of the Entwistle and Smithers Facilities. In Q4 2016, cash used for property, plant and equipment was \$3.8 million.

### **Analysis of cash flows for Fiscal 2017 compared to Fiscal 2016**

<b>All numbers in thousands</b>	<b>Fiscal 2017 52 weeks</b>	<b>Fiscal 2016 53 weeks</b>	<b>Fiscal 2017 vs. 2016</b>
Cash flow from operations before net change in non-cash working capital.....	\$51,128	\$44,742	\$6,386
Net change in non-cash operating working capital.....	(20,183)	(14,126)	(6,057)
Financing activities .....	48,812	(20,958)	69,770
Investing activities.....	(72,682)	(13,250)	(59,432)
Other.....	(279)	68	(347)
Change in cash .....	<u>\$6,796</u>	<u>\$(3,524)</u>	<u>\$10,320</u>
Cash at beginning of period.....	<u>\$12,112</u>	<u>\$15,636</u>	<u>\$(3,524)</u>
Cash at end of period.....	<u>\$18,908</u>	<u>\$12,112</u>	<u>\$6,796</u>

### ***Cash flow from operations before net change in non-cash working capital***

Cash flow from operations before net change in non-cash working capital provided \$51.1 million of cash for Fiscal 2017 and \$44.7 million for Fiscal 2016. This \$6.4 million increase in cash is primarily due to the increase in profitability as noted above.

### ***Net change in non-cash working capital***

The \$20.2 million increase in non-cash working capital in Fiscal 2017 was largely due to an increase in accounts receivable from higher sales and partially offset by an increase in deferred revenue. The \$14.1 million increase in non-cash working capital in Fiscal 2016 was largely due to an increase in accounts receivable as a result of higher sales, somewhat offset by an increase in accounts payable and accrued liabilities due to higher shipping cost accruals.

### ***Financing activities***

Financing activities provided \$48.8 million of cash for Fiscal 2017 and used \$21.0 million for Fiscal 2016. This \$69.8 million increase in cash is primarily due to an amendment to our credit facilities in Q4 2017 to support the construction of the Entwistle and Smithers Facilities in 2017 as discussed above.

### ***Investing activities***

Investing activities used \$72.7 million of cash for Fiscal 2017 and \$13.3 million for Fiscal 2016. This \$59.4 million increase was primarily related to the construction of the Entwistle and Smithers Facilities in Fiscal 2017.

## **OUTLOOK**

We believe that we have an opportunity to significantly grow our revenue and underlying profitability over the next several years as a result of our current production facility development projects as well as contracted price increases in most of our off-take agreements. In addition, we believe that as the potential demand for industrial wood pellets continues to grow globally, we are positioned to grow our production platform at a similar rate through a combination of expansion projects at existing production facilities and new greenfield and brownfield growth projects.

Our strategies to realize on these opportunities are described in more detail under “Growth Strategies” in the Prospectus and can be summarized as follows:

- continue to realize production and operating efficiencies in our existing production facilities to expand EBITDA per Metric Ton;
- grow our business through the completion and operational execution of the Entwistle Facility, Smithers Facility and other greenfield project opportunities throughout North America;
- expand production capacity at existing production facilities;
- make potential accretive acquisitions of industrial wood pellet producers in Canada or the United States;
- capture a disproportionate share of opportunities in the growing Asian marketplace as a result of our proximity to this market which results in shipping cost advantages and longstanding relationship with customers in this region; and
- continue to improve gross margins through further efficiencies in our sourcing and production processes.

Our operations have experienced rail disruptions during the first quarter of Fiscal 2018 due to weather and capacity-related operational challenges facing our rail service provider. We have been able to mitigate some of our exposure to this issue through active management of our operations. Our estimate of \$61 to \$65 million in Adjusted EBITDA for Fiscal 2018 contained in the Prospectus remains unchanged.

## **CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS**

The following table summarizes the contractual obligations and off-balance sheet arrangements at December 29, 2017 for each of the next five fiscal years and thereafter:

<b>(In millions of dollars)</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>Thereafter</b>	<b>Total</b>
Term loan .....	6.0	9.5	14.5	24.0	146.0	–	<b>200.0</b>
Finance lease .....	0.6	0.5	0.6	–	–	–	<b>1.7</b>
Operating lease.....	8.5	8.4	7.0	5.2	3.2	22.2	<b>54.5</b>
Total contractual obligations..	<b>15.1</b>	<b>18.4</b>	<b>22.1</b>	<b>29.2</b>	<b>149.2</b>	<b>22.2</b>	<b>256.2</b>

The obligations under the senior credit facilities are discussed in the “Liquidity and Capital Resources” section of this MD&A.

We have rail car leases of varying terms with Wells Fargo Rail Corporation, Interstate Commodities Inc., NuRail Canada ULC, TrinityRail Canada Inc., Midwest Railcar Corporation, Southwest Rail Industries Inc., and American Railcar Leasing LLC. Termination of these rail car lease arrangements could impact our distribution costs.

We enter into letters of credit to facilitate the throughput of industrial wood pellets through terminals and to secure expenditures on potential future capital projects. We have issued \$0.5 million letters of credit as at December 29, 2017 and \$0.4 million letters of credit as at December 30, 2016.

We have made commitments to customers and suppliers with respect to minimum volumes for sales, shipping, storage and loading and fibre purchases. These contracts are in the normal course of business and cover periods of up to fifteen years in the future. Failure to meet contractual terms other than as a result of a force majeure event as defined under the various agreements could result in various payments required by us. We expect to meet our commitments in the normal course of operations.

We have capital commitments of \$22.5 million at December 29, 2017 related to the construction of our facilities.

Other than those items disclosed here and elsewhere in this MD&A and our Consolidated Financial Statements, we do not have any material contractual obligations, off-balance sheet arrangements or commitments as at December 29, 2017 and December 30, 2016.

## **FINANCIAL RISK FACTORS**

We are exposed to a number of risks as a result of holding financial instruments including credit risk, liquidity risk and market risk. Our Risk Management Committee manages risk related to counterparty credit risk and market risk such as foreign exchange.

### **Credit risk**

Credit risk is the risk of financial loss to us if a counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that are subject to credit risk include cash and accounts receivable. We manage our credit risk on cash by using major Canadian chartered banks for all cash deposits. The cash balance at December 29, 2017 is \$18.9 million (2016 - \$12.1 million).

We manage our credit risk on accounts receivable by reviewing individual sales contracts considering the length of the contract and assessing the credit quality of the counterparty. Board approval is required for contracts over \$5.0 million. The significant majority of our sales are contracted with large utility customers. The accounts receivable balance at December 29, 2017 is \$41.3 million (2016 - \$24.7 million).

### **Liquidity risk**

Liquidity risk is the risk that we will not be able to meet our respective obligations as they come due. We manage liquidity requirements through frequent monitoring of cash inflows and outflows, preparation of regular cash flow forecasting and our available credit facilities.

Refer to Note 23 to the Consolidated Financial Statements for details of the contractual maturities of financial liabilities excluding future interest and shareholders' debentures and common and preferred shares at December 29, 2017 and December 30, 2016.

At December 29, 2017, we have available liquidity of \$44.3 million (2016 - \$51.4 million) from our debt facilities and forecasts sufficient liquidity throughout Fiscal 2018. We expect to finance our operations and cash flows from our current available resources and without further support from our shareholders and lenders. However, to the extent that additional cash resources are required due to unforeseen circumstances, we anticipate support from our shareholders and lenders, although there can be no guarantees.

## **Market risk**

Market risk is that the change in market prices such as foreign exchange rates will affect our net profit (loss) and that the future cash flows of a financial instrument will fluctuate due to changes in market prices.

With respect to costs of distribution, we mitigate the market risk of fluctuations in shipping costs by entering into long-term, fixed-price shipping contracts with reputable shippers matching the terms and volumes of our CIF off-take contracts for which we are responsible for managing shipping. We enter into these long-term shipping contracts at the same time as we enter long-term sales contracts, ensuring matching the terms and tenure between both contracts. Certain of our off-take contracts include pricing adjustments for volatility in fuel prices, which allows us to pass the majority of the fuel price risk associated with shipping through to our customers.

## **Foreign currency**

Our functional and reporting currency is the Canadian dollar. Our sales, operating and capital expenditures are primarily denominated and settled in Canadian dollars. We have exposure to the US dollar on our shipping costs, rail car leases and some capital purchases. We mitigate our exposure to the US dollar on our shipping costs by invoicing the shipping portion in US dollars and with a contract with our major shipping provider with a fixed US dollar to Canadian dollar exchange rate. We mitigate the remaining exposure by entering into a series of US dollar forward contracts matching the amount and timing of the estimated US dollar expenditures.

These contracts are simultaneously settled on a gross tax basis as the Company exchanges US dollars into Canadian dollars at predetermined rates. We do not apply hedge accounting to its US dollar forward contracts. Refer to Note 23 to the Consolidated Financial Statements for outstanding notional amounts of the US dollar forward contracts and their contractual maturities.

## **Interest rate**

We are exposed on interest rate risk through our debt facility including our revolver, term loan and delayed draw term loan which are subject to variable lending rates. Currently, we do not use financial instruments to manage this risk. A 1% change in interest rates would increase or decrease interest expense by \$1.8 million (2016 - \$1.6 million).

Our objective when managing our capital structure is to maintain a strong financial position and to provide returns with sufficient liquidity to undertake further growth for the benefit of our shareholders.

Refer to Note 23 to the Consolidated Financial Statements for the composition of our capital.

There were no changes to our approach to capital management during the year.

We are subject to certain financial covenants in our debt obligations. Refer to Note 9 to the Consolidated Financial Statements for details. Our strategy is to ensure we remain in compliance with all of our existing covenants so as to ensure continuous access to required debt to fund growth. We review results and forecasts to monitor our compliance.

## **Disclosure Controls & Procedures and Internal Control Over Financial Reporting**

As we recently became a reporting issuer, we intend to file abbreviated CEO and CFO certifications in respect of our first interim period ending after becoming a reporting issuer.

## **CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING STANDARDS ADOPTED BUT NOT EFFECTIVE**

### **Critical Accounting Estimates and Judgments**

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets,

liabilities, income and expenses. Estimates and assumptions are continuously evaluated and are based on management's best judgments and experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

The following discusses the most significant accounting judgments and estimates that we have made in the preparation of our consolidated financial statements:

### ***Valuation of Non-financial Assets and certain Class B and Class D common shares***

Non-financial assets including goodwill, intangible assets and property, plant & equipment are evaluated for impairment on an annual basis and certain Class B and Class D common shares held by management are adjusted to fair value on an annual basis.

We prepare our estimate of our enterprise value ("EV") as the basis for the valuation of non-financial assets and certain Class B and Class D common shares. The EV is based on the weighted average of the outputs of a discounted cash flow ("DCF") and an Adjusted EBITDA multiplier model. The DCF is weighted at 50%, with a 25% weighting applied to each of Fiscal 2018 and 2019 forecasted Adjusted EBITDA.

The EV determination is dependent on a number of assumptions including forecasted revenue, earnings, cash flows, discount rates (using our weighted average cost of capital), assumed selling prices, operating cost changes, production volumes, foreign exchange rates, capital expenditures, and trading multiples for comparative companies in relative industries and other factors including the inclusion of the Entwistle Facility for the Class B and Class D common share valuation only. This valuation process is subjective and requires management to exercise judgment in making assumptions about future results including revenue, Adjusted EBITDA and cash flows.

Impairment losses on non-financial assets (if any) are recognized in net profit (loss). Impairment losses for non-financial assets, other than goodwill, are reversed in future periods if the circumstances that led to impairment no longer exist. The reversal is limited to restoring the carrying value amount such that it does not exceed the carrying amount that would have been determined, net of amortization, had no impairment loss been recognized.

Changes in the fair value of certain Class B and Class D common shares are also recognized in net profit (loss) on an annual basis.

Our share capital has been reorganized upon closing of the Offering, after which the Class B and Class D common shares no longer exist.

### ***Inventory***

Wood fibre inventory is inherently difficult to measure and value because of the estimates and assumptions management uses to determine the volume in cubic metres of wood fibre stockpiles, the conversion rates to convert cubic metres to oven dried tons by wood fibre type and identification of obsolete and unusable wood fibre stockpiles. As well, wood fibre stockpiles are not zeroed out on a recurring basis, are significant in volume, size and complexity which can be highly variable depending on the type of wood fibre in the stockpiles, and there is no reliable industry standard for consistently measuring and valuing wood fibre inventory.

Inventories of wood fibre, finished industrial wood pellets, supplies and spare parts are measured at the lower of cost and net realizable value. The cost of inventories is based on the weighted average cost principle, and includes all direct costs incurred in production and conversion including raw materials, labour and direct overhead and other costs incurred in bringing the inventories to their existing condition and location. The cost of manufactured inventories includes production overhead based on normal operating capacity. Costs that do not contribute to bringing inventories to their present condition and location, such as storage and administration overhead, are excluded from the cost of inventories and expensed as incurred.

We estimate net realizable value as the amount finished industrial wood pellet inventories are expected to be sold for, less estimated costs for completion and costs necessary to make the sale. In determining net realizable value, factors such as obsolescence and damage, aging of, and future potential demand for, the inventory, selling prices, and contractual arrangements with customers are considered. A change to these assumptions could impact the inventory valuation and

have a resulting impact on gross profits. Inventories are written down to net realizable value when their cost is not deemed to be recoverable. When circumstances that previously caused inventories to be written down below cost no longer exist, including when there is clear evidence of an increase in selling price, the amount of the write-down previously recorded is reversed.

### ***Decommissioning liabilities***

We have certain decommissioning liabilities related to the operations of the Westview Terminal, the plants at Lavington, Armstrong, and Williams Lake, and the use of rail cars. The measurement of decommissioning liabilities requires management to make assumptions and estimates with respect to the anticipated timing and amount of cash flows required to settle the obligations, as well as the discount rates used in measuring these provisions.

### ***Accounts receivable***

Accounts receivable are measured at cost. We evaluate accounts receivable for impairment to determine if an allowance for doubtful accounts is required. A specific allowance is recorded against customer receivables based on the evaluation of the customers' credit worthiness and knowledge of their financial condition. When a receivable is considered permanently uncollectible, the receivable is written off against the allowance account. Historically, we have experienced insignificant amount of bad debt.

### ***Stock-Based Compensation***

Stock-based compensation expense requires the use of estimates in the Black-Scholes option pricing model. The classification of stock options as an equity-settled or cash-settled plan is influenced by judgment in determining the expected settlement of the option.

### ***Income Taxes***

Income taxes, which requires judgment to determine when deferred income tax assets are recognized based on various factors including our history of losses.

## **Significant Accounting Standards Adopted and Issued But Not Effective**

### ***Accounting standards adopted in Fiscal 2017***

In January 2016, the IASB issued amendments to IAS 7 Statements of Cash Flows that require additional disclosures about changes to an entity's financing liabilities arising from both cash and non-cash flow items. These changes are effective for annual periods on or after January 1, 2017. We implemented these amendments and provide disclosure in our Consolidated Financial Statements.

### ***Accounting standards issued but not yet effective***

The IASB has issued the following standards that are not yet effective and are relevant to us.

#### **IFRS 15 — Revenue from Contracts with Customers**

IFRS 15, Revenue from Contracts with Customers, was issued in May 2014 by the IASB as a replacement for IAS 18, Revenue. The Standard establishes a single, principles based five-step model to be applied to all contracts with customers and provide useful information to users of financial statements about the nature, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The Standard is effective for annual periods beginning on or after January 1, 2018. We have completed an assessment of the potential impact of the adoption of IFRS 15 on the Consolidated Financial Statements and this standard will not materially impact us.

#### **IFRS 9 — Financial Instruments**

IFRS 9, Financial Instruments, was issued in July 2014 by the IASB as a replacement for IAS 39, Financial Instruments: Recognition and Measurement. The Standard includes requirements for recognition and measurement,

impairment, derecognition, and general hedge accounting. The Standard is effective for annual periods beginning on or after January 1, 2018. We have completed our assessment on the potential impact of the adoption of IFRS 9 on the Consolidated Financial Statements and determined that this standard will not materially impact us.

### IFRS 16 — Leases

IFRS 16, Leases, was issued in January 2016 by the IASB as a replacement for IAS 17, Leases. The Standard introduces a single, on-balance sheet accounting model for lessees. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are optional exemptions for short-term leases and leases of low value items. The Standard is effective for annual periods beginning on or after January 2019. The extent of the impact of adoption of IFRS 16 has not yet been determined but conceptually will result in significant operating leases recorded on our statement of financial position.

## **RELATED PARTY TRANSACTIONS**

### **HPLP transactions**

HPLP is owned 30% by us and 70% by non-related third parties. We purchase industrial wood products from HPLP and earn revenue from sales of fibre and distribution fees. We manage and administer the business affairs of HPLP and charge a management fee. These transactions are at negotiated amounts with the non-related third parties.

The amounts receivable and payable to us are unsecured and non-interest bearing.

### **LPLP transactions**

LPLP is owned 75% by us and 25% by a non-related third party. We purchase industrial wood products from LPLP and earn revenue from sales of fibre at negotiated prices with the non-related third party. We manage and administer the business affairs of LPLP.

The amounts receivable and payable to us are unsecured and non-interest bearing.

### **SPLP transactions**

On October 4, 2017, we entered into a limited partnership with a non-related third party for the acquisition and development of a wood pellet facility. SPLP is owned 70% by us and 30% by a non-related third party. On October 13, 2017, we contributed \$5.6 million and the non-related third party contributed \$2.4 million for the purchase of land, plant and equipment, and intangible assets. On March 2, 2018, we and the non-related third party made further contributions of \$2.1 million and \$0.9 million, respectively.

### **Parent and ultimate controlling entity**

Prior to the Offering, we were controlled by the ONCAP Entities who owned approximately 60% of the Company. The ONCAP Entities are ultimately controlled by Onex Corporation. Our remaining shareholders were former owners or current employees. During Fiscal 2017, we paid a monitoring fee to ONCAP Management Partners L.P. of \$0.5 million (2016 - \$0.5 million).

Upon the completion of our initial public offering on February 6, 2018, the ONCAP Entities own 42.9% of the Company, and the monitoring fee to ONCAP Management Partners L.P. has been discontinued.

### **Minority shareholder in PRHI**

During Fiscal 2017, we paid market rent for the Williams Lake facility in the amount of \$0.2 million to a corporation controlled by the controlling shareholder of one of our minority shareholders, Beckman Holdings Inc., resulting from a lease agreement entered into in the normal course of business and on the same terms accorded to unrelated third parties.

See Note 21 to the Consolidated Financial Statements for additional details on related party transactions.

## SHARE CAPITAL

### Share Information Prior to Pre-Closing Capital Changes

Prior to the completion of the pre-closing capital changes undertaken in connection with the Offering (the “Pre-Closing Capital Changes”), our share capital consisted of the following:

- Unlimited Class A common participating, voting shares, without par value, which provide the holders an additional preferred return of 7.5% on returns upon a liquidation that is in excess of three times the invested capital.
- Unlimited Class B common participating, voting shares, without par value.
- Unlimited Class C common participating, voting shares, without par value.
- Unlimited Class D common participating, voting shares, without par value.
- Unlimited Class E preferred participating, voting shares without par value accrue cumulative dividends at 14% for the first five years after the share issuance date; thereafter dividends will be fixed and will not increase. Rate will decrease to 10% when certain operational targets are achieved, which occurred in 2014.
- Unlimited Class F preferred participating, non-voting shares without par value, accrue cumulative dividends at 4.5%. Redeemable at the option of the Company for the issuance amount plus all dividends accrued or declared and unpaid. A mandatory redemption occurs on an initial public offering for the issuance amount.
- Unlimited Class G preferred participating, non-voting shares without par value, accrue cumulative dividends at 4.5%. Redeemable at the option of the Company for the issuance amount plus all dividends accrued or declared and unpaid. A mandatory redemption occurs on an initial public offering for the issuance amount plus all dividends accrued or declared unpaid.
- Unlimited Class H preferred participating, non-voting shares without par value, accrue cumulative dividends at 3.5% and pay cash dividends at 1.5%. Redeemable at the option of the Company for the issuance amount plus all dividends accrued or declared and unpaid. A mandatory redemption occurs on an initial public offering for the issuance amount plus all dividends accrued or declared unpaid or November 30, 2020.

In summary, our issued share capital was as follows:

<b>As at</b>	<b>December 29, 2017</b>
<b>Common shares</b>	
25,000,000 Class A common shares.....	<b>\$25,000,000</b>
4,500,000 Class B common shares .....	<b>4,500,000</b>
5,500,000 Class B common shares presented as a liability .....	—
1,000,000 Class D common shares presented as a liability .....	—
	<b><u>\$29,500,000</u></b>
<b>Preferred shares</b>	
500,000 Class E preferred shares.....	<b>\$500,000</b>
19,000,000 Class F preferred shares.....	<b>19,000,000</b>
8,600,000 Class G preferred shares .....	<b>8,505,000</b>
5,004,000 Class H preferred shares presented as a liability.....	—
	<b><u>\$28,005,000</u></b>

## Current Share Information

In connection with the closing of the Offering, we simplified our share structure, as follows:

<b>Shares Outstanding prior to completion of the Pre-Closing Capital Changes</b>	<b>Shares Outstanding immediately following the Pre-Closing Capital Changes</b>
25,000,000 Class A common share	5,831,730 common shares
4,500,000 Class B common shares	1,049,711 common shares
5,500,000 Class B common shares presented as a liability	1,282,980 common shares
1,000,000 Class D common shares presented as a liability	254,592 common shares
500,000 Class E preferred shares	36,719 common shares
19,000,000 Class F preferred shares	2,274,553 common shares
8,600,000 Class G preferred shares	982,341 common shares
5,004,000 Class H preferred shares presented as a liability	457,785 common shares
<b>Upon closing of the Offering</b>	
Convertible debenture payable – converted	14,076,068 common shares
Share options – exercised and sold	432,853 common shares
Treasury shares – issued	6,223,889 common shares
<b>Total</b>	<b>32,903,221 common shares</b>

As of March 15, 2018, we had 32,903,221 Common Shares issued and outstanding and no preferred shares issued and outstanding. As of March 15, 2018, an aggregate of 1,694,983 options to acquire Common Shares are outstanding.

## SUBSEQUENT EVENTS

We completed the Offering on February 6, 2018 and listed our Common Shares on the TSX. The Offering included a treasury offering of 6,223,889 Common Shares for gross proceeds of approximately \$70 million and a secondary offering of 7,111,111 of Common Shares from certain shareholders for gross proceeds of approximately \$80 million. Upon closing of the Offering, we received aggregate net proceeds of \$37.6 million which is net of underwriting fees of \$3.9 million and the repayment of our \$28.6 million subordinated debentures. We did not receive any of the proceeds from the secondary offering.

Prior to the completion of the Offering, the ONCAP Entities were our controlling parent. Upon completion of the Offering, the ONCAP Entities own 14,112,787 or 42.9% of the issued and outstanding Common Shares.

On February 27, 2018, the underwriters exercised the Over-Allotment Option, which was a secondary offering for \$22.5 million, from which we did not receive any proceeds.

## Use of Proceeds from the Offering

The following table provides a comparison of our planned use of proceeds from the Offering, as previously disclosed in our Prospectus, and our actual use of proceeds as of the date of this MD&A.

There were no material variances from our planned use of proceeds and our actual use of proceeds as of the date of this MD&A.

(In thousands of Canadian dollars)

<b>Intended use</b>	<b>Planned (approximate)</b>	<b>Actual incurred (approximate)</b>	<b>Variances</b>
Funding for the construction of the Entwistle Facility and the Smithers Facility	\$35,000	\$35,000	—
Repayment of certain existing subordinated shareholder debt	\$28,580	\$28,577	\$(3)
General corporate expenses	\$2,588	\$2,591	\$3
<b>Total net proceeds from treasury offering</b>	<b>\$66,168</b>	<b>\$66,168</b>	<b>—</b>

### **Additional Information**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Company's Common Shares are listed for trading on the TSX under the symbol "PL".