



Bird Construction Inc.

Unaudited Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

Bird Construction Inc.**Consolidated Statement of Financial Position****As at June 30, 2020 and December 31, 2019**

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

| | Note | June 30, 2020 | December 31, 2019 |
|---|------|-------------------|----------------------|
| ASSETS | | | |
| Current assets | | | |
| Cash | 23 | \$ 171,378 | \$ 180,244 |
| Bankers' acceptances and short-term deposits | 23 | 90 | 90 |
| Accounts receivable | 8 | 329,068 | 413,649 |
| Contract assets | 6 | 18,904 | 31,018 |
| Contract assets – alternative finance projects | 7 | 126,014 | 75,180 |
| Inventory | | 549 | 549 |
| Prepaid expenses | | 1,712 | 2,595 |
| Income taxes recoverable | | 13,849 | 13,083 |
| Investments held for sale | 10 | 2,921 | 6,978 |
| Other assets | 9 | 567 | 5,972 |
| Total current assets | | 665,052 | 729,358 |
| Non-current assets | | | |
| Other assets | 9 | 7,089 | 6,608 |
| Property and equipment | 11 | 45,103 | 46,016 |
| Right-of-use assets | 11 | 30,452 | 34,460 |
| Investments in equity accounted entities | 10 | 17,046 | 10,185 |
| Deferred income tax asset | | 10,554 | 11,287 |
| Intangible assets | 12 | 2,902 | 2,484 |
| Goodwill | 12 | 16,389 | 16,389 |
| Total non-current assets | | 129,535 | 127,429 |
| TOTAL ASSETS | | \$ 794,587 | \$ 856,787 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Accounts payable | | \$ 331,992 | \$ 419,923 |
| Contract liabilities | 6 | 101,587 | 112,126 |
| Dividends payable to shareholders | | 1,382 | 1,382 |
| Income taxes payable | | 5,142 | 6,174 |
| Non-recourse project financing | 7 | 125,226 | 85,374 |
| Current portion of loans and borrowings | 13 | 4,865 | 5,883 |
| Current portion of right-of-use liabilities | 13 | 7,855 | 8,025 |
| Provisions | 19 | 12,077 | 7,763 |
| Other liabilities | 15 | 2,469 | 2,205 |
| Total current liabilities | | 592,595 | 648,855 |
| Non-current liabilities | | | |
| Loans and borrowings | 13 | 32,855 | 34,738 |
| Right-of-use liabilities | 13 | 20,205 | 23,075 |
| Deferred income tax liability | | 14,285 | 13,868 |
| Other liabilities | 15 | 8,537 | 8,531 |
| Total non-current liabilities | | 75,882 | 80,212 |
| TOTAL LIABILITIES | | 668,477 | 729,067 |
| SHAREHOLDERS' EQUITY | | | |
| Shareholders' capital | 17 | 42,527 | 42,527 |
| Contributed surplus | | 1,956 | 1,956 |
| Retained earnings | | 81,653 | 83,197 |
| Accumulated other comprehensive income (loss) | | (26) | 40 |
| Total shareholders' equity | | 126,110 | 127,720 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | | \$ 794,587 | \$ 856,787 |

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Bird Construction Inc.**Consolidated Statement of Income (Loss)****For the three and six month periods ended June 30, 2020 and 2019**

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

| | | <u>For the three months ended June 30,</u> | | <u>For the six months ended June 30,</u> | |
|--|-------------|--|-----------------|--|-------------------|
| | <u>Note</u> | <u>2020</u> | <u>2019</u> | <u>2020</u> | <u>2019</u> |
| Construction revenue | 6 | \$ 282,766 | \$ 315,428 | \$ 604,412 | \$ 577,205 |
| Costs of construction | | <u>262,290</u> | <u>300,977</u> | <u>567,020</u> | <u>556,438</u> |
| Gross profit | | <u>20,476</u> | <u>14,451</u> | <u>37,392</u> | <u>20,767</u> |
| Income from equity accounted investments | 10 | <u>2,124</u> | <u>976</u> | <u>3,846</u> | <u>1,676</u> |
| General and administrative expenses | | <u>(13,491)</u> | <u>(13,181)</u> | <u>(28,260)</u> | <u>(28,184)</u> |
| Income (loss) from operations | | <u>9,109</u> | <u>2,246</u> | <u>12,978</u> | <u>(5,741)</u> |
| Finance income | 20 | <u>325</u> | <u>551</u> | <u>1,091</u> | <u>1,129</u> |
| Finance and other costs | 21 | <u>(1,549)</u> | <u>(1,316)</u> | <u>(4,643)</u> | <u>(2,768)</u> |
| Income (loss) before income taxes | | <u>7,885</u> | <u>1,481</u> | <u>9,426</u> | <u>(7,380)</u> |
| Income tax expense (recovery) | 14 | <u>2,261</u> | <u>480</u> | <u>2,679</u> | <u>(1,915)</u> |
| Net income (loss) for the period | | <u>\$ 5,624</u> | <u>\$ 1,001</u> | <u>\$ 6,747</u> | <u>\$ (5,465)</u> |
| Basic and diluted earnings (loss) per share | 18 | <u>\$ 0.13</u> | <u>\$ 0.02</u> | <u>\$ 0.16</u> | <u>\$ (0.13)</u> |

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Bird Construction Inc.
Consolidated Statement of Comprehensive Income (Loss)
For the three and six month periods ended June 30, 2020 and 2019
(in thousands of Canadian dollars)
(unaudited)

| | Note | For the three months ended June 30, | | For the six months ended June 30, | |
|--|------|-------------------------------------|---------------|-----------------------------------|-------------------|
| | | 2020 | 2019 | 2020 | 2019 |
| Net income (loss) for the period | | \$ 5,624 | \$ 1,001 | \$ 6,747 | \$ (5,465) |
| Other comprehensive income (loss) for the period: | | | | | |
| Exchange differences on translating equity accounted investments | | (18) | (6) | (64) | 31 |
| Foreign currency translation | | (2) | – | (2) | – |
| Items that may be reclassified to net income in subsequent periods | | (20) | (6) | (66) | 31 |
| Total other comprehensive income (loss) for the period | | (20) | (6) | (66) | 31 |
| Total comprehensive income (loss) for the period | | \$ 5,604 | \$ 995 | \$ 6,681 | \$ (5,434) |

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Bird Construction Inc.
Consolidated Statement of Changes in Equity
For the six month periods ended June 30, 2020 and 2019
(in thousands of Canadian dollars, except per share amounts)
(unaudited)

| | Note | Shareholders' capital | Contributed surplus | Retained earnings | Accumulated other comprehensive income (loss) | Total equity |
|---|------|-----------------------|---------------------|-------------------|---|-------------------|
| Balance, December 31, 2018 | | \$ 42,527 | \$ 1,956 | \$ 91,743 | \$ 3 | \$ 136,229 |
| Impact on adoption of IFRS 16 | | – | – | (1,448) | – | (1,448) |
| Balance, January 1, 2019 | | 42,527 | 1,956 | 90,295 | 3 | 134,781 |
| Net income (loss) for the period | | – | – | (5,465) | – | (5,465) |
| Other comprehensive income | | – | – | – | 31 | 31 |
| Total comprehensive income for the period | | – | – | (5,465) | 31 | (5,434) |
| Contributions by and dividends to owners | | | | | | |
| Dividends declared to shareholders | | – | – | (8,291) | – | (8,291) |
| | | – | – | (8,291) | – | (8,291) |
| Balance, June 30, 2019 | | \$ 42,527 | \$ 1,956 | \$ 76,539 | \$ 34 | \$ 121,056 |
| Dividends declared per share | | | | \$ 0.20 | | |
| Balance, December 31, 2019 | | \$ 42,527 | \$ 1,956 | \$ 83,197 | \$ 40 | \$ 127,720 |
| Net income for the period | | – | – | 6,747 | – | 6,747 |
| Other comprehensive income (loss) | 10 | – | – | – | (66) | (66) |
| Total comprehensive income for the period | | – | – | 6,747 | (66) | 6,681 |
| Contributions by and dividends to owners | | | | | | |
| Dividends declared to shareholders | | – | – | (8,291) | – | (8,291) |
| | | – | – | (8,291) | – | (8,291) |
| Balance, June 30, 2020 | | \$ 42,527 | \$ 1,956 | \$ 81,653 | \$ (26) | \$ 126,110 |
| Dividends declared per share | | | | \$ 0.20 | | |

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Bird Construction Inc.
Consolidated Statement of Cash Flows
For the six month periods ended June 30, 2020 and 2019
(in thousands of Canadian dollars)
(unaudited)

| | Note | For the six months ended June 30, | |
|---|------|-----------------------------------|-------------------|
| | | 2020 | 2019 |
| Cash flows from (used in) operating activities | | | |
| Net income (loss) for the period | | \$ 6,747 | \$ (5,465) |
| Items not involving cash: | | | |
| Amortization | 12 | 475 | 449 |
| Depreciation | 11 | 6,680 | 6,329 |
| Gain on sale of property and equipment | | (1,519) | (648) |
| Income from equity accounted investments | 10 | (3,846) | (1,676) |
| Finance income | 20 | (1,091) | (1,129) |
| Finance and other costs | 21 | 4,643 | 2,768 |
| Deferred compensation plan expense and other | | 1,359 | 1,617 |
| Unrealized (gain) loss on investments and other | | (78) | 495 |
| Income tax expense (recovery) | 14 | 2,679 | (1,915) |
| Cash flows from operations before changes in non-cash working capital | | 16,049 | 825 |
| Changes in non-cash working capital related to operating activities | 23 | (43,292) | (67,844) |
| Interest received | | 1,222 | 1,111 |
| Interest paid | | (3,469) | (1,645) |
| Income taxes paid | | (4,507) | (2,918) |
| Net cash used in operating activities | | (33,997) | (70,471) |
| Cash flows from (used in) investing activities | | | |
| Investments in equity accounted entities | 10 | (4,285) | (112) |
| Capital distributions from equity accounted entities | 10 | 1,027 | 355 |
| Proceeds on sale of investment in equity accounted entities | 10 | 5,414 | - |
| Additions to property and equipment | 11 | (4,750) | (7,517) |
| Proceeds on sale of property and equipment | 11 | 5,586 | 1,363 |
| Additions to intangible assets | 12 | (893) | (173) |
| Proceeds from maturity of short-term investments | | - | 1,666 |
| Other long-term assets | | (480) | 1,789 |
| Net cash from (used in) investing activities | | 1,619 | (2,629) |
| Cash flows from (used in) in financing activities | | | |
| Dividends paid on shares | | (8,291) | (8,291) |
| Proceeds from non-recourse project financing | 7 | 39,084 | 15,700 |
| Proceeds from loans and borrowings | 13 | 16,250 | 14,536 |
| Repayment of loans and borrowings | 13 | (19,151) | (2,060) |
| Repayment of right-of-use liabilities | 13 | (4,458) | (3,239) |
| Net cash from financing activities | | 23,434 | 16,646 |
| Net decrease in cash and cash equivalents, during the period | | (8,944) | (56,454) |
| Effects of foreign exchange on cash balances | | 78 | (456) |
| Cash and cash equivalents, beginning of period | | 180,334 | 158,920 |
| Cash and cash equivalents, end of period | 23 | \$ 171,468 | \$ 102,010 |

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

1. Structure of the Company

Bird Construction Inc. (the “Company”) is a corporation incorporated in the province of Ontario, Canada. The address of the Company’s registered office is 5700 Explorer Drive, Suite 400, Mississauga, Ontario, Canada.

The Company, through its subsidiaries and interests in joint arrangements, carries on business as a general contractor with offices across Canada. The Company serves customers in the industrial, mining, institutional, retail, commercial, multi-tenant residential, light industrial, and renovation and restoration sectors using fixed priced, design-build, unit price, cost reimbursable, guaranteed upset price, construction management and integrated project delivery (“IPD”) contract delivery methods.

Segment results are reviewed by the Company’s Chief Executive Officer to assess performance and allocate resources within the Company. Management applies judgement in the aggregation of the Company’s operating segments and has determined that the Company operates in one reportable segment being the general contracting sector of the construction industry. The Company’s operating segments have similar economic characteristics in that each of the Company’s operating districts provides comparable construction services, use similar contracting methods, have similar long term economic prospects, share similar cost structures and operate in similar regulatory environments.

2. Basis of preparation

Authorization of financial statements

These unaudited interim condensed consolidated financial statements were authorized for issue on August 11, 2020 by the Company’s Board of Directors.

Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including IAS 34 Interim Financial Reporting. These unaudited interim condensed consolidated financial statements do not include all of the information and disclosures required in the Company’s annual consolidated financial statements, and should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2019.

Basis of measurement

These unaudited interim condensed consolidated financial statements have been prepared using the historical cost convention, except for certain financial assets, derivative financial instruments and liabilities for cash settled share-based payment arrangements which are measured at fair value.

Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of revenues, expenses, assets, liabilities and the disclosure of contingent assets and liabilities at the reporting date.

Uncertainty about these assumptions and estimates could result in a material adjustment to the carrying amount of an asset or liability and/or the reported amount of revenue and expense in future periods. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

On March 11, 2020 the World Health Organization (“WHO”) declared a global pandemic (“COVID-19 pandemic”) due to contagiousness of the novel coronavirus and the severe respiratory disease, COVID-19, that could be developed after contracting the virus. As a result of the COVID-19 pandemic, states of emergency were declared across the various provinces and jurisdictions that the Company operates. The Company has quickly responded to protect its people and has implemented numerous health and safety measures based on public health authority guidance. The Company’s operations could be negatively impacted as a result of the global pandemic due to suspension of projects, availability of

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

labour and disruptions to the supply chain. In addition, several projects that were expected to be awarded and secured have been delayed, suspended or cancelled, and this could continue as a result of the pandemic.

The COVID-19 pandemic has caused significant disruption to the global economy, and the duration and full financial impact of the COVID-19 pandemic is yet to be determined. The effectiveness of the Company's business continuity plan, and various safety and austerity measures implemented are also yet to be determined. There is significant uncertainty relating to any assumptions and estimates relating to the impact of COVID-19 pandemic on the operating and financial results, which could materially and adversely affect the Company.

Revenue and gross profit recognition

Construction revenue, construction costs, contract liabilities, and contract assets are based on estimates and judgements used in determining contract revenue and contract costs to calculate the stage of completion for a particular construction project, depending upon the nature of the construction contract, as more fully described in the revenue recognition policy. To determine the estimated costs to complete construction contracts, assumptions and estimates are required to evaluate matters related to schedule, material and labour costs, labour productivity, changes in contract scope and subcontractor costs. Due to the nature of construction activities, estimates can change significantly from one accounting period to the next.

The value of many construction contracts increases over the duration of the construction period. Change orders may be issued by customers to modify the original contract scope of work or conditions. In addition, there may be disputes or claims regarding additional amounts owing as a result of changes in contract scope, delays, additional work or changed conditions. Construction work related to a change order or claim may proceed, and costs may be incurred, in advance of final determination of the value of the change order. Many change orders and claims may not be settled until the construction project is complete or subsequent to completion and the nature of the relationship with the other party to the claim and the history of success of these claims may impact the associated revenue or cost recovery. Claims against customers for variable consideration due to delays, changes, etc. are assessed under the Company's revenue policy, which requires significant judgement. The amount of variable consideration that is constrained is the difference between the total claim value and the best estimate of recovery. This constrained value is reviewed each reporting period.

Provisions

Legal and warranty and other provisions involve the use of estimates. Estimates and assumptions are required to determine when to record and how to measure a provision in the financial statements. The outcomes may differ significantly from the estimates used in preparing the financial statements resulting in adjustments to previously reported financial results.

Asset impairments

Impairment testing is performed annually or earlier, if a triggering event occurs, for indefinite-lived intangible assets and goodwill resulting from business combinations, by comparing the recoverable amount of the cash generating unit ("CGU"), or groups of CGUs to its carrying amount. The recoverable amounts of the CGU are determined based on a value in use calculation. There is a significant amount of uncertainty with respect to the estimates of recoverable amounts of the CGUs' assets given the necessity of making economic projections which employ the following key assumptions: future cash flows, growth opportunities, including economic risk assumptions, and estimates of achieving key operating metrics and drivers; and the discount rate.

3. Summary of significant accounting policies

The accounting principles used in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's December 31, 2019 annual consolidated financial statements.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

4. New Accounting Standards, Amendments and Interpretations Adopted

Amendments to IFRS 3 – Definition of a Business

The Company adopted the amendments to IFRS 3 on a prospective basis on January 1, 2020. On October 22, 2018, the IASB issued amendments to IFRS 3 Business Combinations that seek to clarify whether a transaction results in an asset or a business acquisition. The amendments apply to businesses acquired in annual reporting periods beginning on or after January 1, 2020. Earlier application is permitted. The definition of a business is narrower which could result in fewer business combinations being recognized. The adoption of the amendments to IFRS 3 did not have an impact on the financial statements.

5. Future accounting changes

The following future change to accounting standards is not effective for the annual period ending December 31, 2020, and has not been applied in preparing these consolidated financial statements.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

On January 23, 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements, to clarify the classification of liabilities as current or non-current. For the purposes of non-current classification, the amendments removed the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Instead, such a right must have substance and exist at the end of the reporting period.

The amendments also clarify how a company classifies a liability that includes a counterparty conversion option. The amendments state that: settlement of a liability includes transferring a company's own equity instruments to the counterparty; and when classifying liabilities as current or non-current a company can ignore only those conversion options that are recognized as equity. The amendments are effective for annual periods beginning on or after January 1, 2022. Early adoption is permitted.

Amendments to IFRS 16 – COVID-19-Related Rent Concessions

On May 28, 2020, the IASB issued COVID-19-Related Rent Concessions (Amendment to IFRS 16). The amendments are effective for annual periods beginning on or after June 1, 2020. Early adoption is permitted.

The amendments exempt lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications and allows lessees to account for such rent concessions as if they were not lease modifications. It applies to COVID-19-related rent concessions that reduce lease payments due on or before June 30, 2021. The Company will adopt the amendments to IFRS 16 on a prospective basis and the amendments are not expected to have a material impact on the financial statements.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

6. Revenue

Disaggregation of revenue

The Company disaggregates revenue from contracts with customers by contract type, as this best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

| | Three months ended June 30, | | Six months ended June, 30 | |
|--|-----------------------------|-------------------|---------------------------|-------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Public Private Partnerships ("PPP") | \$ 5,878 | \$ 23,184 | \$ 21,341 | \$ 49,498 |
| Alternative finance projects and complex design-build | 28,286 | 46,486 | 64,549 | 88,478 |
| Stipulated sum, unit price and standard specification design-build | 182,697 | 178,556 | 362,728 | 320,209 |
| Construction management, cost plus and IPD | 65,905 | 67,202 | 155,794 | 119,020 |
| | <u>\$ 282,766</u> | <u>\$ 315,428</u> | <u>\$ 604,412</u> | <u>\$ 577,205</u> |

Remaining performance obligations

The total value of all contracts awarded to the Company, less the total value of work completed on these contracts as of the reporting date is referred to as remaining performance obligations. This includes all contracts that have been awarded to the Company whether the work has commenced or will commence in the normal course.

As at June 30, 2020 the aggregate amount of the transaction price allocated to total remaining performance obligations from construction contracts was \$1,645,356. The value of remaining performance obligations does not include amounts for variable consideration that are constrained, agency relationship construction management projects, and estimated future work orders to be performed as part of master services agreements.

The Company expects to recognize approximately 58% of the remaining performance obligations over the next 12 months with the remaining balance being recognized beyond 12 months. This expectation is based on management's best estimate but contains uncertainty as it is subject to factors outside of management's control.

Summary of contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

| | June 30, 2020 | December 31, 2019 |
|---|-------------------|----------------------|
| Progress billings and holdbacks receivable (note 8) | \$ 324,223 | \$ 406,682 |
| Contract assets | 18,904 | 31,018 |
| Contract assets – alternative finance projects (note 7) | 126,014 | 75,180 |
| Contract liabilities | (101,587) | (112,126) |
| | <u>\$ 367,554</u> | <u>\$ 400,754</u> |

Progress billings and holdbacks receivable

The Company issues invoices in accordance with the billing schedule or contract terms. These invoices trigger recognition of accounts receivable.

Contract assets including alternative finance projects

The Company receives payments from customers based on a billing schedule, as established in the contracts. A contract asset relates to the conditional right to consideration for completed performance under the contract. Accounts receivable are recognized when the right to consideration becomes unconditional. Contract assets related to

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

construction contracts are typically invoiced within a year, while alternative finance projects follow a contractually agreed billing schedule and contract assets are recognized in accounts receivable upon substantial performance.

Contract liabilities

Contract liabilities relate to payments received in advance of performance under the contract. Contract liabilities are recognized as revenue as (or when) the Company performs under the contract. Typically, contract liabilities are recognized within a year as performance is achieved per contractual terms.

7. Alternative finance projects

The following table provides details of contract assets – alternative finance projects as at June 30, 2020:

| | June 30, 2020 |
|--|-------------------|
| OPP Modernization Phase 2 | |
| Balance, beginning of period | \$ 75,180 |
| Change in contract asset relating to the project | 50,834 |
| Balance, end of period | \$ 126,014 |

The following table provides details of the changes in the Company's non-recourse project financing during the period:

| | Non-Recourse Project Financing | | | |
|--|--------------------------------|----------------------|-----------------------|-------------------|
| | Loan facility | Transaction costs | Interest rate swap | Total |
| Balance, December 31, 2019 | \$ 85,067 | \$ (369) | \$ 676 | \$ 85,374 |
| Proceeds | 39,084 | - | - | 39,084 |
| Repayment of debt | - | - | - | - |
| Transaction costs net of amortization | - | 369 | - | 369 |
| Change in fair value of interest rate swap | - | - | 399 | 399 |
| Balance, June 30, 2020 | \$ 124,151 | \$ - | \$ 1,075 | \$ 125,226 |

OPP Modernization Phase 2

i. Background information

During 2018, the Company was awarded a fixed-price design-build-finance contract to construct the Ontario Provincial Police ("OPP") Modernization Phase 2 project.

ii. Restricted cash

The terms of the debt financing agreement require that scheduled loan advances be deposited into a bank account, that cannot be accessed directly by the Company. Upon recommendation by the lender's technical advisor, cash is released monthly based on the progress of the work (note 23).

iii. Contract assets

Contract assets will increase throughout the project until payment is made to the Company following substantial completion.

iv. Loan payable

The Company has arranged a \$138,475 loan facility related to the project. The loan is repayable in full, upon substantial completion of the project, from the proceeds of the contract payment. The scheduled substantial completion date is in the fourth quarter of 2020. In the event of a default in payment for the construction work upon substantial completion, including interim interest costs, the lender has recourse only against assets related to this project, which have been segregated in a wholly-owned subsidiary of the Company.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

Interest is paid monthly in arrears. Borrowings under the facility bear interest at a rate per annum equal to the bankers' acceptance rate plus a spread. As part of the loan facility, the Company entered into an interest rate swap agreement that effectively fixes the interest rate at 3.29%. The interest rate swap was executed on August 17, 2018 and expires on January 4, 2021. The notional amounts of the interest rate swap agreement match the estimated draws under the loan facility. The interest rate swap agreement is not designated as a hedge, and changes in the fair market value are recorded in the consolidated statement of income. Interest expense on the loan during the six month period ended June 30, 2020 of \$2,098 (June 30, 2019 – \$547) is included in finance costs.

8. Accounts receivable

| | June 30, 2020 | December 31, 2019 |
|---|-------------------|----------------------|
| Progress billings on construction contracts | \$ 207,290 | \$ 271,931 |
| Holdbacks receivable (due within one operating cycle) | 116,933 | 134,751 |
| Other | 4,845 | 6,967 |
| | <u>\$ 329,068</u> | <u>\$ 413,649</u> |

Accounts receivable are reported net of an allowance for doubtful accounts of \$1,478 as at June 30, 2020 (December 31, 2019 - \$1,538).

Holdbacks receivable represent amounts billed on construction contracts which are not due until the contract work is substantially complete and the applicable lien period has expired.

9. Other assets

| | June 30, 2020 | December 31, 2019 |
|---|------------------|----------------------|
| Subcontractor / Supplier insurance deposits | \$ 4,909 | \$ 4,511 |
| Notes receivable | 2,747 | 8,069 |
| Other assets | 7,656 | 12,580 |
| Less: | | |
| Current portion – other assets | <u>567</u> | <u>5,972</u> |
| Non-current portion | <u>\$ 7,089</u> | <u>\$ 6,608</u> |

Subcontractor/Supplier insurance deposits relate to the Company's insurance policies which provide Bird with comprehensive coverage, subject to a deductible, in respect of subcontractor or supplier default on certain projects where the subcontractor or supplier is enrolled in the program.

The Company has promissory notes outstanding from an equity accounted joint arrangement. One promissory note is available to the borrower for working capital purposes and is due on September 8, 2022. The second promissory note is available to the borrower for a specific project and is due upon completion of the project.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

10. Projects and entities accounted for using the equity method

The Company performs some construction and concession related projects through joint ventures and associates which are accounted for using the equity method. The Company's joint ventures and associates are private entities and there is no quoted market value available for their shares.

The movement in the investment in projects and entities accounted for using the equity method is as follows:

| | <u>June 30,</u> <u>2020</u> |
|---|--------------------------------|
| Investments in equity accounted entities | |
| Balance – beginning of period | \$ 10,185 |
| Share of net income for the period | 3,442 |
| Share of other comprehensive income (loss) for the period | (64) |
| Investments in equity accounted entities | <u>4,285</u> |
| | 17,848 |
| Capital distributions received | (802) |
| Balance – end of period | <u>\$ 17,046</u> |
| | |
| | <u>June 30,</u> <u>2020</u> |
| Investments held for sale | |
| Balance, beginning of period | \$ 6,978 |
| Capital distributions received | (225) |
| Sale of investment | <u>(3,832)</u> |
| Balance, end of period | <u>\$ 2,921</u> |

| | <u>Three months ended June 30,</u> | | <u>Six months ended June, 30</u> | |
|---|------------------------------------|---------------|----------------------------------|-----------------|
| | <u>2020</u> | <u>2019</u> | <u>2020</u> | <u>2019</u> |
| Share of net income for the period | \$ 2,124 | \$ 976 | \$ 3,442 | \$ 1,676 |
| Gain on sale of investment in equity accounted | – | – | 404 | – |
| Income from equity accounted investments | <u>\$ 2,124</u> | <u>\$ 976</u> | <u>\$ 3,846</u> | <u>\$ 1,676</u> |

The Company recognizes the income and losses related to its investments in associates and joint ventures, as the Company has an obligation to fund its proportionate share of the net liabilities of these entities.

The carrying amount of investments in equity accounted entities may not always equal the Company's share of the net assets or net liabilities of these joint ventures and associates, due to fair value adjustments including goodwill, and the timing of capital contributions or distributions in accordance with contract terms.

Investments in equity accounted entities classified as held for sale

The Company has initiated plans to sell its investments in two entities accounted for using the equity method. These investments have been classified as investments held for sale on the consolidated statement of financial position. For the six month period ended June 30, 2020, distributions of \$225 were received from investments in equity accounted entities classified as held for sale.

During the six month period ended June 30, 2020, the Company disposed of one investment in entities accounted for using the equity method for proceeds of \$5,414. The Company recognized a net gain on the transaction of \$404 which is included in income from equity accounted entities on the consolidated statement of income.

Bird Construction Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six month periods ended June 30, 2020 and 2019
(in thousands of Canadian dollars, except per share amounts)
(unaudited)

11. Property and equipment

| | June 30, 2020 | | | | | Total |
|---------------------------------|-----------------|-----------------|-----------------------|----------------------------------|--------------------------------|------------------|
| | Land | Buildings | Building improvements | Equipment, trucks and automotive | Furniture and office equipment | |
| Cost | | | | | | |
| Balance, December 31, 2019 | \$ 2,130 | \$ 12,129 | \$ 8,932 | \$ 92,114 | \$ 2,752 | \$ 118,057 |
| Additions | – | – | 608 | 5,019 | 157 | 5,784 |
| Disposals | (9) | – | – | (5,880) | – | (5,889) |
| Balance, June 30, 2020 | <u>2,121</u> | <u>12,129</u> | <u>9,540</u> | <u>91,253</u> | <u>2,909</u> | <u>117,952</u> |
| Accumulated depreciation | | | | | | |
| Balance, December 31, 2019 | – | 6,192 | 4,478 | 59,415 | 1,956 | 72,041 |
| Disposals | – | – | – | (2,592) | – | (2,592) |
| Depreciation expense | – | 277 | 396 | 2,635 | 92 | 3,400 |
| Balance, June 30, 2020 | <u>–</u> | <u>6,469</u> | <u>4,874</u> | <u>59,458</u> | <u>2,048</u> | <u>72,849</u> |
| Net book value | <u>\$ 2,121</u> | <u>\$ 5,660</u> | <u>\$ 4,666</u> | <u>\$ 31,795</u> | <u>\$ 861</u> | <u>\$ 45,103</u> |

Right-of-use assets

The Company leases several assets including land and buildings, vehicles and furniture and equipment presented below:

| | June 30, 2020 | | | | Total |
|---------------------------------|---------------|------------------|----------------------------------|--------------------------------|------------------|
| | Land | Buildings | Equipment, trucks and automotive | Furniture and office equipment | |
| Cost | | | | | |
| Balance, December 31, 2019 | \$ 53 | \$ 17,511 | \$ 26,125 | \$ 136 | \$ 43,825 |
| Additions | – | 374 | 659 | 43 | 1,076 |
| Disposals | – | – | (2,351) | – | (2,351) |
| Balance, June 30, 2020 | <u>53</u> | <u>17,885</u> | <u>24,433</u> | <u>179</u> | <u>42,550</u> |
| Accumulated depreciation | | | | | |
| Balance, December 31, 2019 | – | 2,572 | 6,759 | 34 | 9,365 |
| Disposals | – | – | (547) | – | (547) |
| Depreciation expense | – | 1,383 | 1,874 | 23 | 3,280 |
| Balance, June 30, 2020 | <u>–</u> | <u>3,955</u> | <u>8,086</u> | <u>57</u> | <u>12,098</u> |
| Net book value | <u>\$ 53</u> | <u>\$ 13,930</u> | <u>\$ 16,347</u> | <u>\$ 122</u> | <u>\$ 30,452</u> |

The statement of cash flows for the period ended June 30, 2020 excludes additions of ROU assets totalling \$1,076 (June 30, 2019 - \$3,217) acquired through finance leases.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

12. Intangible assets and goodwill

| | June 30, 2020 | |
|---------------------------------|----------------------|------------------|
| | Computer Software | Goodwill |
| Cost | | |
| Balance, December 31, 2019 | \$ 8,542 | \$ 30,540 |
| Additions | 893 | - |
| Balance, June 30, 2020 | <u>9,435</u> | <u>30,540</u> |
| Accumulated amortization | | |
| Balance, December 31, 2019 | 6,058 | 14,151 |
| Amortization expense | 475 | - |
| Balance, June 30, 2020 | <u>6,533</u> | <u>14,151</u> |
| Net book value | <u>\$ 2,902</u> | <u>\$ 16,389</u> |

13. Loans and borrowings, credit facilities and right-of-use liabilities

Loans and Borrowings and Credit facilities

| | Maturity | Interest rate | June 30, 2020 | December 31, 2019 |
|---|--------------|---------------------|------------------|----------------------|
| Committed revolving credit facility | Dec 31, 2022 | Variable | \$ 15,000 | \$ 15,000 |
| Committed revolving term loan facility | Dec 31, 2021 | Variable | 10,000 | 10,000 |
| Equipment financing | 2020 – 2024 | Fixed 2.40% - 3.73% | 12,720 | 15,621 |
| | | | <u>\$ 37,720</u> | <u>\$ 40,621</u> |
| Current portion of loans and borrowings | | | <u>\$ 4,865</u> | <u>\$ 5,883</u> |
| Non-current portion of loans and borrowings | | | <u>\$ 32,855</u> | <u>\$ 34,738</u> |

Committed revolving operating credit facility

The Company has a committed revolving credit facility of up to \$85,000, maturing December 31, 2022. As part of the agreement, the Company provides a general secured interest in the assets of the Company. At June 30, 2020, the Company has \$13,525 letters of credit outstanding on the facility (December 31, 2019 – \$28,504) and has drawn \$15,000 on the facility (December 31, 2019 - \$15,000). The full amount is recorded as non-current, as the facility is due and payable December 31, 2022. Borrowings under the facility bear interest at a rate per annum equal to the Canadian prime rate plus a spread. A commitment fee that varies depending on certain consolidated financial ratios is due on the unutilized portion of the facility. The Company is in compliance with the working capital, minimum equity and debt-to-equity covenants of this facility.

Committed revolving term loan facility

The Company has a committed revolving term loan facility totalling \$35,000 for the purpose of financing acquisitions and for working capital advances in support of major projects. The facility matures on December 31, 2021. As of June 30, 2020, the Company has drawn \$10,000 (December 31, 2019 - \$10,000) on the facility. An amount of \$10,000 is recorded as non-current, as the facility is due and payable December 31, 2021. Borrowings under the facility bear interest at a rate per annum equal to the Canadian prime rate plus a spread. A commitment fee that varies depending on certain consolidated financial ratios is due on the unutilized portion of the facility. The Company is in compliance with the working capital, minimum equity and debt-to-equity covenants of this facility.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

Equipment financing

The Company and its subsidiaries have committed term credit facilities of up to \$35,000 to be used to finance equipment purchases. Borrowings under the facilities are secured by a first charge against the equipment financed using the facilities. Interest on the facilities is charged at a fixed rate based on the Bank of Canada bond rate plus a spread. Interest is paid monthly in arrears.

The Company and its subsidiaries obtained multiple, fixed interest rate, term loans which were used to finance equipment purchases. Principal and interest are payable monthly, and these term loans are secured by specific equipment of the Company and its subsidiaries.

Letters of credit facilities

The Company has authorized operating letters of credit facilities totalling \$125,000. At June 30, 2020 the facilities were drawn for outstanding letters of credit of \$20,283 (December 31, 2019 - \$6,559).

The Company has an agreement with Export Development Canada ("EDC") to provide performance security guarantees of up to \$75,000 for letters of credit issued by financial institutions on behalf of the Company. The Company uses this facility when letters of credit have been issued as contract security for projects that meet the EDC criteria. EDC has issued performance security guarantees totalling \$17,646 (December 31, 2019 - \$6,421).

The letters of credit represent performance guarantees primarily issued in connection with design-build construction contracts related to PPP and other major construction projects. These letters of credit are supported through the hypothecation of certain financial instruments having a market value at June 30, 2020 of \$2,640 (December 31, 2019 - \$139).

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

ROU liabilities

| | Maturity | June 30, 2020 | December 31, 2019 |
|--|-------------|------------------|----------------------|
| ROU liabilities | 2020 – 2034 | \$ 28,060 | \$ 31,100 |
| Current portion of ROU liabilities | | 7,855 | 8,025 |
| Non-current portion of ROU liabilities | | \$ 20,205 | \$ 23,075 |

Subsidiaries of the Company have established operating lease lines of credit of \$31,800 with the financing arms of major heavy equipment suppliers to finance equipment leases. Draws under these facilities are generally recognized as right of use liabilities, with the lease obligations being secured by the specific leased equipment (see note 11). At June 30, 2020, the subsidiaries had used \$11,240 (December 31, 2019 - \$11,653) under these facilities.

The following table provides details of the changes in the Company's Loans and Borrowings and ROU liabilities during the period ended June 30, 2020:

| | Revolving Credit Facility | Committed Revolving Term Loan Facility | Equipment financing | ROU Liabilities | Total |
|------------------------------|---------------------------------|---|------------------------|--------------------|-----------|
| Balance, December 31, 2019 | 15,000 | 10,000 | 15,621 | 31,100 | 71,721 |
| Proceeds | - | 16,250 | - | - | 16,250 |
| Additions to ROU liabilities | - | - | - | 1,076 | 1,076 |
| Interest on ROU liabilities | - | - | - | 342 | 342 |
| Repayment | - | (16,250) | (2,901) | (4,458) | (23,609) |
| Balance, June 30, 2020 | \$ 15,000 | \$ 10,000 | \$ 12,720 | \$ 28,060 | \$ 65,780 |

The aggregate amount of principal repayments and future minimum lease payments for all loans and borrowings and ROU liabilities is as follows:

| | Revolving Credit Facility | Committed Revolving Term Loan Facility | Equipment financing | ROU Liabilities | Total |
|------------------------|---------------------------------|---|------------------------|--------------------|-----------|
| Within 1 year | \$ - | \$ - | \$ 4,865 | \$ 8,604 | \$ 13,469 |
| Year 2 | - | 10,000 | 5,164 | 6,206 | 21,370 |
| Year 3 | 15,000 | - | 2,258 | 4,703 | 21,961 |
| Year 4 | - | - | 433 | 2,859 | 3,292 |
| Year 5 | - | - | - | 1,818 | 1,818 |
| More than 5 years | - | - | - | 7,333 | 7,333 |
| Balance, June 30, 2020 | 15,000 | 10,000 | 12,720 | 31,523 | 69,243 |
| Less: interest | - | - | - | (3,463) | (3,463) |
| | \$ 15,000 | \$ 10,000 | \$ 12,720 | \$ 28,060 | \$ 65,780 |

Bird Construction Inc.**Notes to the Interim Condensed Consolidated Financial Statements****For the three and six month periods ended June 30, 2020 and 2019**

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

14. Income taxes

Provision for income taxes

| | Six months ended June 30, | |
|---|----------------------------------|-------------------|
| | 2020 | 2019 |
| Income tax expense (recovery) comprised of: | | |
| Current income taxes | \$ 2,709 | \$ (1,573) |
| Deferred income taxes | (30) | (342) |
| | <u>\$ 2,679</u> | <u>\$ (1,915)</u> |

Income tax rate reconciliation

| | 2020 | 2019 |
|---|--------------|--------------|
| Combined federal and provincial income tax rate | <u>27.2%</u> | 27.3% |
| Increase (reductions) applicable to: | | |
| Non-taxable items | 0.2% | (0.2%) |
| Other | 1.0% | (1.2%) |
| Effective rate | <u>28.4%</u> | <u>25.9%</u> |

The Company's statutory tax rate is the combined federal and provincial tax rates in the jurisdictions in which the Company operates.

15. Other liabilities

| | June 30, | December 31, |
|---|------------------|---------------------|
| | 2020 | 2019 |
| Liabilities for cash-settled share-based compensation plans (note 16) | \$ 7,394 | \$ 8,443 |
| Leasehold inducement | 1,833 | 1,964 |
| Total return swap derivatives ("TRS") | 1,644 | 271 |
| Interest rate swaps | 135 | 58 |
| | <u>\$ 11,006</u> | <u>\$ 10,736</u> |
| Less: current portion | | |
| Cash-settled share-based compensation plans (note 16) | 861 | 1,762 |
| Leasehold inducement | 130 | 261 |
| Total return swap derivatives ("TRS") | 1,343 | 175 |
| Interest rate swaps | 135 | 7 |
| Current portion | <u>\$ 2,469</u> | <u>\$ 2,205</u> |
| Non-current portion | <u>\$ 8,537</u> | <u>\$ 8,531</u> |

Bird Construction Inc.
Notes to the Interim Condensed Consolidated Financial Statements
For the three and six month periods ended June 30, 2020 and 2019
(in thousands of Canadian dollars, except per share amounts)
(unaudited)

16. Share-based compensation plans

Stock option plan

Details of changes in the balance of stock options outstanding are as follows:

| | Number of stock options outstanding | | Weighted average exercise price |
|----------------------------------|--|-----------|--|
| Outstanding at December 31, 2019 | 100,000 | \$ | 11.87 |
| Expired during the period | - | | - |
| Outstanding at June 30, 2020 | 100,000 | \$ | 11.87 |

The following table summarizes information about stock options outstanding and exercisable as at , 2020:

| | Number of stock options issued and outstanding | Number of stock options exercisable | Exercise price | Weighted average fair value of the option | Expiry date | Remaining contractual life (years) |
|-----------------------|---|--|---------------------------|--|------------------------|---|
| January 1, 2015 Grant | 100,000 | 100,000 | \$ 11.87 | \$ 1.16 | January 1, 2022 | 1.5 |

All outstanding options have fully vested. There was no stock-based compensation expense recognized during the six month period ended June 30, 2020 (June 30, 2019 - \$nil).

Medium term incentive plan (“MTIP”), Equity incentive plan (“EIP”) and Deferred share unit (“DSU”) plan

| | June 30, 2020 | December 31, 2019 |
|---|--------------------------|------------------------------|
| MTIP liability | \$ 1,298 | \$ 1,069 |
| EIP liability | 2,569 | 3,925 |
| DSU liability | 3,527 | 3,449 |
| Liabilities for cash-settled share-based compensation plans | \$ 7,394 | \$ 8,443 |
| Less: current portion | | |
| MTIP liability | 229 | 257 |
| EIP liability | 632 | 1,505 |
| Current portion | \$ 861 | \$ 1,762 |
| Non-current portion | \$ 6,533 | \$ 6,681 |

The Company has recognized a loss on its TRS derivatives for the six month period ended June 30, 2020 of \$1,373 (June 30, 2019 - \$372).

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

17. Shareholders' capital

The Company is authorized to issue an unlimited number of common shares and has 42,516,853 issued and outstanding common shares as at June 30, 2020. The Company is authorized to issue preference shares in series with rights set by the Board of Directors, up to a balance not to exceed 35% of the outstanding common shares. As at June 30, 2020, no preferred shares have been issued.

| | <u>Number of shares</u> | <u>Amount</u> |
|--|-----------------------------|------------------|
| Balance, June 30, 2020 and December 31, 2019 | <u>42,516,853</u> | <u>\$ 42,527</u> |

18. Earnings per share

Details of the calculation of earnings per share are as follows:

| | <u>Three months ended June 30,</u> | | <u>Six months ended June 30,</u> | |
|--|------------------------------------|-----------------|----------------------------------|-------------------|
| | <u>2020</u> | <u>2019</u> | <u>2020</u> | <u>2019</u> |
| Profit (loss) attributable to shareholders (basic and diluted) | \$ <u>5,624</u> | \$ <u>1,001</u> | \$ <u>6,747</u> | \$ <u>(5,465)</u> |
| Average number of common shares outstanding | <u>42,516,853</u> | 42,516,853 | <u>42,516,853</u> | 42,516,853 |
| Effect of stock options on issue | <u>-</u> | - | <u>-</u> | - |
| Weighted average number of common shares (diluted) | <u>42,516,853</u> | 42,516,853 | <u>42,516,853</u> | 42,516,853 |
| Basic and diluted earnings (loss) per share | \$ <u>0.13</u> | \$ <u>0.02</u> | \$ <u>0.16</u> | \$ <u>(0.13)</u> |

At June 30, 2020, 100,000 options (December 31, 2019 - 100,000 options) were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

19. Provisions

| | <u>Warranty claims and other</u> | <u>Legal</u> | <u>Total</u> |
|---------------------------------------|--|-----------------|------------------|
| Balance, December 31, 2019 | \$ <u>5,218</u> | \$ <u>2,545</u> | \$ <u>7,763</u> |
| Provisions made during the period | <u>9,965</u> | <u>5,576</u> | <u>15,541</u> |
| Provisions used during the period | <u>(6,744)</u> | <u>(688)</u> | <u>(7,432)</u> |
| Provisions reversed during the period | <u>(3,191)</u> | <u>(604)</u> | <u>(3,795)</u> |
| Balance, June 30, 2020 | \$ <u>5,248</u> | \$ <u>6,829</u> | \$ <u>12,077</u> |

Various claims and litigation arise in the normal course of the construction business. It is management's opinion that adequate provision has been made for any potential settlements relating to such matters and that they will not materially affect the financial position or future operations of the Company.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

20. Finance income

| | Six months ended June 30, | |
|-----------------|---------------------------|----------|
| | 2020 | 2019 |
| Interest income | \$ 1,091 | \$ 1,129 |

21. Finance and other costs

| | Six months ended June 30, | |
|---|---------------------------|----------|
| | 2020 | 2019 |
| Interest on loans and borrowings | \$ 1,602 | \$ 800 |
| Interest on ROU liabilities | 342 | 467 |
| Loss on interest rate swaps (note 7 and note 15) | 476 | 561 |
| Interest on non-recourse project financing (note 7) | 2,098 | 547 |
| Other | 125 | 393 |
| | \$ 4,643 | \$ 2,768 |

22. Commitments and contingencies

Commitments

Outstanding surety lien bonds issued on behalf of the Company in connection with liens by subcontractors and suppliers at June 30, 2020 totalled \$93,510 (December 31, 2019 - \$56,606). The Company has acquired minority equity interests in a number of PPP concession entities (note 10), which requires the Company to make \$1,574 in future capital injections. These commitments have been secured by letters of credit totalling \$3,282 (December 31, 2019 - \$5,859).

Contingencies

The Company is contingently liable for the usual contractor's obligations relating to performance and completion of construction contracts. These include the Company's contingent liability for the performance obligations of its subcontractors. Where possible and appropriate, the Company obtains performance bonds, subcontract/supplier insurance or alternative security from subcontractors. However, where this is not possible, the Company is exposed to the risk that subcontractors will fail to meet their performance obligations. In that eventuality, the Company would be obliged to complete the subcontractor's contract, generally by engaging another subcontractor, and the cost of completing the work could exceed the original subcontract price. The Company makes appropriate provision in the financial statements for all known liabilities relating to subcontractor defaults.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

23. Other cash flow information

| | Six months ended June 30, | |
|---|---------------------------|--------------------|
| | 2020 | 2019 |
| Changes in non-cash working capital relating to operating activities | | |
| Accounts receivable | \$ 84,450 | \$ (1,685) |
| Contract assets | 12,114 | (3,311) |
| Contract assets – alternative finance projects* | (50,834) | (19,728) |
| Prepaid expenses | 883 | 1,195 |
| Inventory and other assets | 5,404 | 190 |
| Accounts payable | (87,918) | (73,834) |
| Contract liabilities | (10,539) | 30,008 |
| Provisions | 4,314 | (654) |
| EIP and other | (1,166) | (25) |
| | <u>\$ (43,292)</u> | <u>\$ (67,844)</u> |

* Contract assets – alternative finance project changes are driven by design-build-finance projects. Refer to note 7 for loan proceeds to fund contract assets – alternative finance projects.

| | June 30, | December 31, |
|---|-------------------|-------------------|
| | 2020 | 2019 |
| Cash and cash equivalents | | |
| Cash | \$ 56,144 | \$ 36,127 |
| Restricted cash and blocked accounts* | 28,184 | 10,102 |
| Cash held for joint operations | 87,050 | 134,015 |
| Bankers' acceptances and short-term deposits* | 90 | 90 |
| | <u>\$ 171,468</u> | <u>\$ 180,334</u> |

* Cash, bankers' acceptances and short-term deposits include restricted cash and cash equivalents. These amounts are not available for general operating purposes.

| | June 30, | December 31, |
|---|------------------|------------------|
| | 2020 | 2019 |
| Restricted cash and cash equivalents | | |
| Cash and cash equivalents held to support letters of credit (note 13) | \$ 2,640 | \$ 139 |
| Cash deposited in blocked accounts for special projects (note 7) | 367 | 212 |
| Restricted cash | 25,267 | 9,841 |
| | <u>\$ 28,274</u> | <u>\$ 10,192</u> |

Support for Letters of Credit

In the normal course of business, the Company issues letters of credit on certain projects to guarantee its performance. These projects are typically design-build contracts relating to PPP arrangements and other major construction projects. In certain instances, the letters of credit are supported by the hypothecation of cash and cash equivalents that are not available for general corporate purposes (note 13).

Blocked Accounts

The terms of non-recourse project financing require scheduled loan advances to be deposited in a blocked bank account which cannot be accessed directly by the Company for general corporate purposes. Upon recommendation by the lender's technical advisor, cash is released monthly from the blocked account and paid to the Company based on the progress made on the related construction project. Once PPP projects that only involve short term financing reach final completion and the debt is repaid, any remaining amounts in the project accounts become unrestricted and available for general corporate purposes.

Restricted Cash

Under the Construction Act in Ontario, a bank account has been established for the benefit of persons who have supplied services or materials to the improvement for specific projects subject to the legislation. The funds remain in the account until all subcontractors, suppliers and direct labour are paid, as appropriate.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

24. Financial instruments

Classification and fair value of financial instruments

| | June 30, 2020 | December 31, 2019 |
|---|---------------------|----------------------|
| Financial instruments at fair value through profit or loss | | |
| Non-recourse project financing – interest rate swaps | \$ (1,075) | \$ (676) |
| Interest rate swaps | (135) | (58) |
| Total return swap derivatives | (1,644) | (271) |
| | <u>\$ (2,854)</u> | <u>\$ (1,005)</u> |
| Financial assets and financial liabilities | | |
| Financial assets | | |
| Cash and cash equivalents (note 23) | \$ 171,468 | \$ 180,334 |
| Accounts receivable | 329,068 | 413,649 |
| Other non-current assets | 7,089 | 6,608 |
| | <u>\$ 507,625</u> | <u>\$ 600,591</u> |
| Financial liabilities | | |
| Accounts payable | \$ (331,992) | \$ (419,923) |
| Dividends payable to shareholders | (1,382) | (1,382) |
| Non-recourse project financing – loan facilities (note 7) | (124,151) | (84,698) |
| Loans and borrowings | (37,720) | (40,621) |
| Right-of-use liabilities | (28,060) | (31,100) |
| | <u>\$ (523,305)</u> | <u>\$ (577,724)</u> |
| Total financial instruments | <u>\$ (18,534)</u> | <u>\$ 21,862</u> |

The fair value of the loans and borrowings and ROU liabilities approximate their carrying values on a discounted cash flow basis as the majority of these obligations bear interest at market rates. The fair values of the remaining financial instruments approximate their carrying value due to their relatively short periods to maturity.

Risk Management

In the normal course of business, the Company is exposed to several risks related to financial instruments that can affect its operating performance. These risks and the actions taken to manage them are as follows:

i. Credit Risk

Credit risk relates to the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet their contractual obligation.

With respect to accounts receivable, concentration of credit risk is limited due to the geographic dispersion of revenues and a diversified customer base. Before entering into any construction contract and during the course of the construction project, the Company goes to considerable lengths to satisfy itself that the customer has adequate resources to fulfil its contractual payment obligations as construction work is completed. If a customer was unable or unwilling to pay the amount owing, the Company will generally have a right to register a lien against the project that will normally provide some security that the amount owed would be realized.

Bankers' acceptances, short-term deposits and short-term investments are subject to minimal credit risk as they are placed with only major Canadian financial institutions. As is reasonably practical, these investments are placed with several different Canadian financial institutions, thereby reducing the Company's exposure to a default by any one financial institution.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

At June 30, 2020, accounts receivable outstanding for greater than 90 days and considered past due by the Company's management represent 21.0% (December 31, 2019 – 17.1%) of the balance of progress billings on construction contracts receivable. Management has recorded an allowance of \$1,478 (December 31, 2019 - \$1,538) against these past due receivables, net of amounts recoverable from others.

| | Amounts past due | | | |
|-------------------------|------------------|----------------|---------------|-------------------|
| | Up to 12 months | Over 12 months | June 30, 2020 | December 31, 2019 |
| Trade receivables | \$ 28,429 | \$ 15,492 | \$ 43,921 | \$ 47,174 |
| Impairment | (30) | (1,448) | (1,478) | (1,538) |
| Total Trade receivables | \$ 28,399 | \$ 14,044 | \$ 42,443 | \$ 45,636 |

The movement in the allowance for impairment in respect of loans and receivables during the period was as follows:

| | June 30, 2020 | December 31, 2019 |
|------------------------------|---------------|-------------------|
| Balance, beginning of period | \$ 1,538 | \$ 1,271 |
| Impairment loss recognized | 150 | 313 |
| Amounts written off | (116) | – |
| Impairment loss reversed | (94) | (46) |
| Balance, end of period | \$ 1,478 | \$ 1,538 |

ii. Liquidity risk

Liquidity risk relates to the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company has working capital of \$72,457 which is available to support surety requirements related to construction projects. As a component of working capital, the Company maintains significant balances of cash and cash equivalents and investments in liquid securities. These investments, less \$2,640 hypothecated to support outstanding letters of credit and \$25,634 held in restricted accounts, are available to meet the financial obligations of the Company as they come due.

The Company has a committed line of credit of \$85,000 available to finance operations and issue letters of credit. As at June 30, 2020, the Company has drawn \$15,000 on the facility and has \$13,525 letters of credit outstanding on the facility. The committed line of credit is available until December 31, 2022.

The Company has a committed revolving term loan facility totalling \$35,000 for the purpose of financing acquisitions and for working capital advances in support of major projects. As of June 30, 2020, the Company has drawn \$10,000 on the facility. Also, the Company and its subsidiaries have \$35,000 in equipment facilities, of which \$12,720 is outstanding at June 30, 2020.

Subsidiaries of the Company have established operating lease lines of credit for \$31,800 with the financing arms of major heavy equipment suppliers to finance operating equipment leases. At June 30, 2020, the subsidiaries have used \$11,240 under these facilities. In addition, the Company has letters of credit facilities totalling \$125,000 available for issuing letters of credit for which \$20,283 was drawn at June 30, 2020. Additional draws on this line require hypothecation of additional securities or cash deposits. Cash collateralization may not be required for certain letters of credit with an export component as the Company has entered into an agreement with EDC to provide performance security guarantees for letters of credit issued that meet their criteria. The Company believes it has access to sufficient funding through the use of these facilities to meet foreseeable operating requirements.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

Principal repayments due on the loans and borrowings and non-recourse project financing are disclosed in notes 13 and 7, respectively. As disclosed in notes 15 and 16, payments required pursuant to the Company's MTIP granted in 2017, 2018, 2019 and 2020 are due on the vesting dates of November 2020, November 2021, November 2022 and November 2023, respectively, or upon retirement, if earlier. Payments pursuant to the Company's EIP granted in 2018, 2019 and 2020 are due by December 2021, December 2022 and December 2023, respectively. Payments pursuant to the Company's DSU Plan are cash settled when the eligible Director ceases to hold any position within the Company.

iii. Market risk

Market risk is the risk that changes in market prices, such as interest rates and equity prices, will affect the Company's income or the value of its holdings in liquid securities.

At June 30, 2020, the interest rate profile of the Company's loans and borrowings and non-recourse project financing was as follows:

| | <u>June 30,</u> <u>2020</u> |
|---|--------------------------------|
| Fixed-rate facilities | \$ 12,720 |
| Variable-rate facilities | 25,000 |
| Non-recourse project financing facilities | <u>124,151</u> |
| Total loans and borrowings and non-recourse project financing | \$ <u>161,871</u> |

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk to the extent that its credit facilities and TRS derivatives are based on variable rates of interest. The Company has the option to convert all variable-rate term facilities to fixed-rate term facilities. Interest rate risk on the non-recourse project financing is managed with the objective of reducing the cash flow interest rate risk through the use of interest rate swaps.

As at June 30, 2020, a one percent change in the interest rate applied to the Company's variable rate long-term debt would change annual income before income taxes by approximately \$250.

The Company has certain share-based compensation plans, whereby the values are based on the common share price of the Company. The Company has fixed a portion of the settlement costs of these plans by entering into various TRS derivatives maturing between 2020 and 2022. The TRS derivatives are not designated as a hedge. The change in the value of the TRS derivatives is recorded each quarter based on the difference between the fixed price and the market price of the Company's common shares at the end of each quarter. The TRS derivatives are classified as derivative financial instruments. As at June 30, 2020, a 10 percent change in the share price applied to the Company's TRS derivatives would change income before income taxes by approximately \$821.

iv. Currency risk

Currency risk is the risk that fluctuations in currency exchange rates will affect the Company's net income. The Company uses foreign currency to settle payments to vendors and subcontractors in the foreign currency. A 10% movement in the Canadian and U.S. dollar exchange rate would have changed income by approximately \$267.

Bird Construction Inc.

Notes to the Interim Condensed Consolidated Financial Statements

For the three and six month periods ended June 30, 2020 and 2019

(in thousands of Canadian dollars, except per share amounts)

(unaudited)

25. Eligible dividends declared with a record date subsequent to the financial statement date

As of the date of the approval of these financial statements, the Board of Directors has declared eligible dividends for the following months:

- i. The July dividend of \$0.0325 per share will be paid on August 20, 2020 to the Shareholders of record as of the close of business on July 31, 2020.
- ii. The August dividend of \$0.0325 per share will be paid on September 18, 2020 to the Shareholders of record as of the close of business on August 31, 2020.
- iii. The September dividend of \$0.0325 per share will be paid on October 20, 2020 to the Shareholders of record as of the close of business on September 30, 2020.
- iv. The October dividend of \$0.0325 per share will be paid on November 20, 2020 to the Shareholders of record as of the close of business on October 31, 2020.

26. Comparative figures

Certain comparative figures for the prior period have been reclassified to conform to the presentation adopted in the current period.

27. Subsequent Event

On July 29, 2020, the Company entered into a definitive arrangement agreement under which the Company will acquire all of the outstanding common shares of Stuart Olson Inc., pursuant to an arrangement under the Business Corporations Act (Alberta) for aggregate consideration of \$96,500. The aggregate consideration of \$96,500 will consist of \$30,000 cash and \$66,500 of the common shares of Bird, based on the five-day volume weighted average trading price of the common shares of Bird ending July 17, 2020, of \$6.32 per share. The proposed transaction, which was unanimously approved by the Boards of Directors of both companies, is expected to close early in the fourth quarter of 2020, subject to obtaining the required approvals of the Court of Queen's Bench of Alberta, the Competition Bureau, the shareholders, secured bank lenders and unsecured convertible debenture holders of Stuart Olson Inc., and other customary closing conditions.