

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following MD&A for Total Energy Services Inc. ("Total Energy" or the "Company") was prepared as at August 10, 2017 and focuses on information and key statistics from the unaudited interim consolidated financial statements of the Company for the three and six months ended June 30, 2017 (the "Interim Financial Statements") and pertains to known risks and uncertainties relating to the energy services sector. This discussion should not be considered all-inclusive as it does not include all changes regarding general economic, political, governmental and environmental conditions.

This MD&A should be read in conjunction with the Company's Interim Financial Statements, the Company's 2016 Annual Report, the Annual Information Form ("AIF") for the year ended December 31, 2016 and the cautionary statement regarding forward-looking information and statements below. Additional information relating to Total Energy, including the Company's AIF, may be found on SEDAR at www.sedar.com. Unless otherwise indicated, all dollar amounts presented herein are in Canadian dollars.

FINANCIAL HIGHLIGHTS

	Three months ended June 30			Six months ended June 30		
	2017	2016	Change	2017	2016	Change
Revenue	\$ 154,922	\$ 43,893	253%	\$ 239,274	\$ 93,849	155%
Operating loss	(13,105)	(5,289)	(148%)	(13,346)	(7,802)	(71%)
EBITDA ⁽¹⁾	6,577	1,368	381%	14,519	5,671	156%
Cashflow	10,860	1,775	512%	18,681	6,814	174%
Net Income loss	(13,141)	(4,203)	(213%)	(13,994)	(6,335)	(121%)
Attributable to shareholders	(11,565)	(4,203)	(175%)	(12,418)	(6,335)	(96%)
Per Share Data (Diluted)						
EBITDA ⁽¹⁾	0.15	0.04	275%	0.39	0.18	117%
Cashflow	0.25	0.06	317%	0.50	0.22	127%
Attributable to shareholders:						
Net loss	(0.26)	(0.14)	(86%)	(0.33)	(0.20)	(65%)
Financial Position at				June 30, 2017	Dec 31, 2016	
Total Assets				\$ 1,053,302	\$ 522,599	102%
Long-Term Debt and Obligations Under Finance Leases (excluding current portion)				256,266	46,557	450%
Working Capital ⁽²⁾				21,309	71,770	(70%)
Net Debt ⁽¹⁾				234,957	–	
Shareholders' Equity				547,405	364,302	50%
Shares Outstanding (000's) ⁽³⁾						
Basic	43,718	30,920	41%	37,617	30,920	22%
Diluted	43,718	30,920	41%	37,617	30,920	22%

(1) Please see "Non-IFRS Measures" below for the definition of EBITDA and Net Debt.

(2) Working capital mean current assets minus current liabilities.

(3) Basic and diluted shares outstanding reflect the weighted average number of common shares outstanding for the period. See note 9 to the Company's Interim Consolidated Financial Statements for the three and six months ended June 30, 2017.

BUSINESS OF THE COMPANY

Total Energy is a public energy services company based in Calgary, Alberta that provides a variety of products and services to the oil and natural gas industry through its subsidiaries and aboriginal partnerships. Total Energy is involved in five businesses: contract drilling services ("CDS"), the rental and transportation of equipment used in the drilling, completion and production of oil and natural gas wells ("RTS"), the fabrication, sale, rental and servicing of new and used natural gas compression and oil and natural gas process equipment ("CPS"), well servicing, including completion, workover, maintenance and abandonment services ("WS") and Corporate. The Company's operations are conducted within Canada, United States of America ("United States") and Australia.

Acquisition

During the second quarter, the Company completed the acquisition of Savanna Energy Services Corp. ("Savanna") and thereby has diversified its exposure to global energy development. Results for the second quarter of 2017 were materially impacted by the acquisition. For further information on the Savanna acquisition, please refer to the "Acquisition of Savanna" section of this MD&A and note 4 to the Interim Financial Statements.

Contract Drilling Services: At June 30, 2017, the Company operated a total fleet of 119 drilling rigs, with 101 rigs added on the acquisition of Savanna. The rig fleet is supported by an extensive fleet of owned top drives, walking systems, pumps and other ancillary equipment. Composition of the Company's drilling rig fleet is as follows:

<u>By Type</u>		<u>By Geography</u>	
Triples	5	Canada	86
AC doubles	15	United States	28
Mechanical doubles	53	Australia	5
Australian shallow	5		119
TDS and singles	41		
	<u>119</u>		

Rentals and Transportation Services: Total Energy's RTS business is presently conducted from 25 locations in western Canada and two locations in the northwestern United States. At June 30, 2017, this segment had approximately 11,700 pieces of major rental equipment (excluding access matting), a fleet of 125 heavy trucks and a significant inventory of small rental equipment. The Savanna acquisition added approximately 1,700 major rental pieces, four heavy trucks and a fleet of small rental equipment. Three full service branch locations in Canada were also added (Fort MacKay, Lloydminster and Swift Current).

Compression and Process Services: The Company fabricates a full range of natural gas compression equipment as well as select oil and natural gas process equipment. At June 30, 2017 the CPS segment occupied approximately 187,000 square feet of production facilities located in Calgary, Alberta and a 100,000 square foot facility in Weirton, West Virginia. The Weirton facility commenced production activity in June 2017 and will support North American and international equipment sales. As at June 30, 2017 the CPS segment also had a network of 12 branch locations throughout western Canada and the United States from which its natural gas compression parts and service business is conducted. This segment had 40,000 horsepower of compression in its rental fleet at June 30, 2017.

Well Servicing Services: The Company entered the well servicing business through the acquisition of Savanna. At June 30, 2017, the Company operated a total fleet of 87 well servicing rigs across Western Canada, Northwest United States and Australia. Composition of the Company's service rig fleet is as follows:

By Type		By Geography	
Singles	38	Canada	57
Doubles	36	United States	18
Australian spec	9	Australia	12
Flush-by	4		
	87		87

OVERALL PERFORMANCE

Total Energy's results for the three and six months ended June 30, 2017 reflect improving North American industry activity levels from the historic lows experienced during 2016. Despite higher activity, operating margins remained under pressure, particularly within the CDS and RTS segments where spot market pricing continued to suffer from competitive market conditions. The Company's results for the second quarter were materially impacted by the overall change in the scope and scale of the business arising from the acquisition of Savanna. Negatively impacting the Company's results for the second quarter and first half of 2017 was approximately \$4.1 million and \$5.2 million of non-recurring expenses, of which \$4.0 million and \$5.1 million related to the Company's offer to acquire all of the common shares ("Savanna Shares") of Savanna for the respective periods.

The Company's financial condition remains strong, with a positive working capital balance of \$21.3 million as at June 30, 2017 as compared to \$71.8 million of working capital at December 31, 2016. Despite incurring a net loss and maintaining a dividend during the first half of 2017, shareholders' equity increased by \$183.1 million during 2017 due to the issuance of common shares by the Company in connection with the acquisition of Savanna Shares.

Revenue

The 253% and 155% increase in revenue for the three and six months ended June 30, 2017 relative to the same periods in 2016 was the result of higher activity levels in all of the Company's segments and the acquisition of Savanna during the quarter. Revenue during the three and six months ended June 30, 2017 was \$154.9 million and \$239.3 million as compared to \$43.9 million and \$93.8 million during the same periods in 2016. During the three and six month ended June 30, 2017 Savanna contributed \$74.9 million to the consolidated revenue of the Company.

Cost of Services

Cost of services increased by 259% and 163% to \$133.5 million and \$202.2 million for the three and six months ended June 30, 2017, as compared to \$37.2 million and \$76.9 million for the same periods in 2016. The increase in costs of services during the second quarter of 2017 was the result of higher activity levels in all business segments and the increased scale of operations arising from the acquisition of Savanna. During the three and six months ended June 30, 2017 Savanna contributed \$66.0 million to the consolidated operating costs of the Company.

Gross margin, as a percentage of revenue, for the three and six months ended June 30, 2017 was 14% and 15% as compared to 15% and 18% for the same periods in 2016. The lower gross margin realized in the second quarter and first half of 2017 compared to the same periods in 2016 is due primarily to competitive market conditions not permitting the Company to increase pricing to the extent necessary to offset higher cost of services, particularly in the CDS and WS segments. Also contributing to a lower gross margin was an unrealized loss on foreign exchange of \$4.5 million and \$4.7 million, respectively, during the three and six month ended June 30, 2017 that relates to intercompany working capital balances.

Cost of services includes salaries and benefits for operations personnel, equipment repairs and maintenance, fuel, inventory used to manufacture compression and process equipment and rent, utilities and property taxes related to manufacturing facilities and operations branches.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by 178% to \$14.6 million and 101% to \$22.3 million for the three and six months ended June 30, 2017, respectively, relative to the prior year comparable periods. Such increase was due primarily to acquisition of Savanna and \$4.0 million and \$5.1 million, respectively, of costs incurred in connection with the Company's offer to purchase all of the issued and outstanding Savanna shares during the three and six month ended June 30, 2017.

Included in selling, general and administrative costs are salaries and benefits for sales, office and administrative staff, rent, utilities and property taxes related to the Company's various divisional offices and its corporate head office as well as professional fees and other costs incurred to maintain the Company's public listing and conduct investor relations activities. Also included in these costs is compensation for directors and officers pursuant to the Company's cash based compensation plans.

Share-based Compensation Expense

Share-based compensation expense arises from share options granted pursuant to the share option plans implemented in 2017 and 2015. The decrease in share-based compensation expense by 49% to \$0.3 million for the three and by 52% to \$0.5 million for six months ended June 30, 2017 compared to the same periods in 2016 was due to the vesting of the first tranche of share options issued in 2015.

Depreciation Expense

The increase in depreciation expense during the three and six months ended June 30, 2017 by 312% and 118%, respectively, as compared to the same periods in 2016 was primarily due to the increase in property plant and equipment arising from the acquisition of Savanna. Depreciation expense incurred for the quarter relating to these acquired assets was \$12.2 million. The year over year increase in drilling rig utilization and a change in depreciation estimate in the CDS segment as described in Note 10 of the 2016 Audited Consolidated Financial Statements also contributed to the increase compared to the same periods in 2016. All of the Company's property, plant and equipment is depreciated on a straight-line basis with the exception of contract drilling equipment, which is depreciated on a utilization basis subject to a minimum annual depreciation expense equal to an annual utilization of 96 days.

Operating Loss

The operating loss during the three and six months ended June 30, 2017 increased to \$13.1 million and \$13.3 million, respectively, from \$5.3 million and \$7.8 million during the comparable periods in 2016. The realization of an operating loss for the three and six months ended June 30, 2017 was primarily a result of lower gross margin in the CDS segment where spot market pricing continued to suffer from competitive market conditions, a loss on foreign exchange translation and significant non-recurring costs associated with acquisition of Savanna, as described above under heading "Cost of Services" and "Selling, general and administrative expenses".

Finance Costs

Finance costs for the three and six months ended June 30, 2017 were substantially higher than the prior year comparable periods as a result of higher debt levels following the acquisition of Savanna and certain non-recurring finance costs arising from the change of control at Savanna and the establishment of replacement financing by the Company. In particular, \$1.6 million of penalty interest was paid during the second quarter of 2017 following the change of control triggered by the acquisition of Savanna by Total Energy and \$0.5 million of non-recurring fees associated with the establishment of replacement financing were incurred. Please see further details under the headings "Liquidity and Capital Resources"

and "Acquisition of Savanna". In addition, a \$0.8 million unrealized loss on Other Assets was recorded during the second quarter of 2017.

Gain on Sale of Property, Plant and Equipment

Disposals of equipment result from the replacement and upgrade of older equipment in the Company's equipment fleet and the disposition of compression rental equipment typically upon exercise of purchase options by customers in the ordinary course of business.

During the three and six months ended June 30, 2017, proceeds from the sale of property, plant and equipment totaled \$0.1 million and \$1.0 million, respectively, and resulted in a gain on sale of \$0.1 million and \$0.2 million as compared to proceeds of \$1.9 million and \$4.2 million and a gain on sale of \$0.4 million and \$0.8 million for the comparable periods of 2016.

Income Taxes and Net income

During the three and six months ended June 30, 2017 the Company realized a current income tax recovery of \$0.2 million and \$5.0 million, respectively, as compared to current income tax expense of \$0.1 million and \$0.4 million during the same periods in 2016. Deferred tax recovery was \$6.3 million and \$1.4 million, respectively, during the three and six months ended June 30, 2017 as compared to \$1.5 million and \$2.4 million during the corresponding periods in 2016. The increase in current and deferred tax recoveries was due to increased year over year net losses before income taxes.

Acquisition of Savanna

During the second quarter of 2017, Total Energy completed the acquisition of all of the shares of Savanna through a series of transactions for total consideration of \$227.3 million. Such consideration was paid by the issuance of 15.15 million common shares of the Company and \$26.8 million cash.

Following the acquisition of 51.6% of the outstanding shares of Savanna on March 24, 2017 pursuant to an offer to Savanna shareholders made by the Company on December 9, 2016 and amended on March 1, 2017 (the "Offer"), the board of directors of Savanna was reconstituted on April 5, 2017 at which time the Company obtained control of Savanna (the "Effective Acquisition Date"). The remaining shares of Savanna were acquired pursuant to the Offer, through open market purchases and pursuant to an amalgamation transaction that was completed on June 20, 2017 as detailed below:

Date	Number of Savanna shares taken up '000	Number of Company shares issued '000	5-day VWAP of Company shares \$	Value of Company's shares issued \$000	Cash paid \$000	Total consideration \$000
April 7, 2017	35,642	4,633	13.28	\$ 61,519	\$ 7,128	\$ 68,647
April 27, 2017	3,178	413	13.57	5,607	636	6,243
June 20, 2017	16,779	2,182	12.88	28,094	3,356	31,450
Open market purchases	975	-	-	-	1,910	1,910
	56,574	7,228	-	\$ 95,220	\$ 13,030	\$ 108,250

Please see note 4 to the Interim Financial Statements for further details regarding the acquisition of Savanna by the Company.

Purchase Price Consideration

The purchase price consideration as at the Effective Acquisition Date is as follows:

Share consideration	\$ 105,209
Cash Consideration	\$ 13,800
Total consideration	\$ 119,009

Purchase Price Allocation

Cash	\$ 16,167
Accounts receivable	92,062
Inventory	5,227
Prepaid expenses and deposits	1,351
Property, plant and equipment	464,197
Accounts payable and other liabilities	(67,271)
Long-term debt	(281,341)
Net assets acquired	230,392
Non-controlling interest	(111,383)
	\$ 119,009

The acquisition has been accounted for as a business combination using the acquisition method whereby the net assets acquired and liabilities assumed are recorded at fair value. The preliminary purchase price allocation is based on management's best estimates of fair values of Savanna's assets and liabilities as at the Effective Acquisition Date although future adjustments to estimates may be required. Please see note 4 to the Interim Financial Statements for a detailed allocation of the purchase price consideration to the acquired assets of Savanna.

The following table summarizes the fair value of Savanna debt assumed by the Company:

	April 5, 2017	
	Interest rate	Amount
Revolving credit facilities	7.47%	\$ 48,727
Senior unsecured notes	7.00%	107,085
Second lien notes	7.15%	104,500
Mortgage loan	4.95%	16,828
Limited partnership facilities	5.44%	4,201
		\$ 281,341

The non-controlling interest ("NCI") was initially measured at the NCI's proportionate share of the net identifiable assets acquired. The subsequent transactions on April 7, 2017, April 27, 2017, June 20, 2017 and purchases of Savanna shares in the open market, were accounted for as equity transactions within shareholders' capital and reduced the NCI balance to the fair value of non-controlling interests of Limited Partnerships partially owned by the Company. During the period from April 5, 2017 to June 30, 2017, when the Company did not own 100% of the Savanna equity, a net loss of \$1.2 million was incurred that is attributable to the NCI owners.

The acquisition costs of \$5.1 million have been charged to selling, general and administration expenses in the consolidated statements of comprehensive loss for the six-month period ended June 30, 2017. In addition, \$0.7 million of costs relating to the acquisition were recorded during the three-months period ended December 31, 2016.

Savanna contributed \$74.9 million to consolidated revenues and \$9.6 million to consolidated net loss from the Effective Acquisition Date to June 30, 2017.

Had the acquisition occurred on January 1, 2017, Savanna would have contributed \$182 million to gross revenues and \$47.5 million to consolidated net losses.

SEASONALITY

A significant portion of the Company's field operations are conducted in Canada where the ability to move heavy equipment is dependent on ground conditions. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until such roads have thoroughly dried out. The duration of this "spring breakup" has a direct impact on the Company's activity levels and operating results in Canada. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen hard enough to support heavy equipment. The timing of freeze up and spring breakup affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company's slowest period in Canada. Additionally, wet weather in Australia, normally in the first quarter, can restrict the Company's Australian operations. Consequently, quarterly operating results may not be indicative of full year operating results.

SUMMARY OF QUARTERLY RESULTS

(in thousands of dollars except per share amounts)	Financial Quarter Ended (unaudited)			
	June 30, 2017	March 31, 2017	Dec 31, 2016	Sept 30, 2016
Revenue	\$ 154,922	\$ 84,352	\$ 57,415	\$ 46,536
Operating loss	(13,105)	(241)	(4,296)	(3,012)
EBITDA ⁽¹⁾	6,577	7,942	3,554	4,816
Cashflow	10,860	7,821	2,827	6,076
Cash provided by (used in) operating activities	45,287	(5,301)	17,100	1,962
Net loss	(13,141)	(853)	(3,667)	(1,912)
Attributable to shareholders	(11,565)	(853)	(3,667)	(1,912)
Per share data				
EBITDA ⁽¹⁾	\$ 0.15	\$ 0.25	\$ 0.11	\$ 0.16
Cashflow	0.25	0.25	0.09	0.20
Attributable to shareholders				
Net Loss	(0.26)	(0.03)	(0.12)	(0.06)
Financial Position				
Total Assets	\$ 1,053,302	\$ 635,240	\$ 522,599	\$ 507,711
Long-Term Debt and Obligations Under Finance Leases (excluding current portion)	256,266	58,053	46,557	46,719
Working Capital ⁽²⁾	21,309	77,158	71,770	80,094
Net Debt ⁽¹⁾	234,957	nil	nil	nil
Shareholders' Equity	547,405	466,149	364,302	369,857
Shares Outstanding (000's) ⁽³⁾				
Basic	43,718	31,448	30,920	30,940
Diluted	43,718	31,489	30,920	30,940

TOTAL ENERGY SERVICES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

	Financial Quarter Ended (unaudited)			
	June 30, 2016	March 31, 2016	Dec 31, 2015	Sept 30, 2015
Revenue	\$ 43,893	\$ 49,956	\$ 52,082	\$ 66,713
Operating income (loss)	(5,289)	(2,513)	(381)	2,456
EBITDA ⁽¹⁾	1,368	4,303	6,581	11,137
Cashflow	1,775	5,039	5,662	(580)
Cash provided by (used in) operating activities	6,741	12,686	6,410	(1,960)
Net income (loss)	(4,203)	(2,132)	(3,019)	1,570
Per share data (basic and diluted)				
EBITDA ⁽¹⁾	\$ 0.04	\$ 0.14	\$ 0.21	\$ 0.36
Cashflow	0.06	0.16	0.19	0.00
Net Earnings (Loss)	(0.14)	(0.07)	(0.10)	0.05
Financial Position				
Total Assets	\$ 509,349	\$ 522,225	\$ 532,379	\$ 538,179
Long-Term Debt and Obligations Under Finance Leases (excluding current portion)	47,483	48,235	49,185	49,914
Working Capital ⁽²⁾	79,386	87,702	90,314	92,607
Net Debt ⁽¹⁾	nil	nil	nil	nil
Shareholders' Equity	374,004	379,696	383,335	387,699
Shares Outstanding (000's) ⁽³⁾				
Basic	30,985	30,985	30,997	30,997
Diluted	30,985	30,985	30,997	31,067

(1) Please see "Non-IFRS Measures" below for the definition of EBITDA and Net Debt.

(2) Working capital means current assets minus current liabilities.

(3) Basic and diluted shares outstanding reflect the weighted average number of common shares outstanding for the period. See note 9 to the Interim Financial Statements.

Aboriginal Partnerships

Savanna conducts a portion of its operations through limited partnerships in which each of Savanna and an Aboriginal partner hold approximately one half of the partnership interest. Savanna fully consolidates all of these partnerships, with its Aboriginal partners' share in the equity and net earnings of the partnerships reported as non-controlling interests.

SEGMENTED RESULTS

Contract Drilling Services

(in thousands of dollars, unless otherwise indicated)

June 30	Three Months Ended			Six Months Ended		
	2017	2016	Change	2017	2016	Change
Revenue	\$ 41,304	\$ 675	6,019%	\$ 48,000	\$ 3,862	1,143%
EBITDA	\$ (3,108)	\$ (316)	(884)%	\$ (1,746)	\$ 408	(528)%
EBITDA %	nm	nm		nm	11%	
Operating loss	\$ (10,615)	\$ (522)	(1,934)%	\$ (11,270)	\$ (335)	(3,264)%
Operating loss %	nm	nm		nm	nm	
Operating spud to release days	2,021	52	3,787%	2,463	247	897%
Revenue per spud to release day, dollars	\$ 20,437	\$ 12,981	57%	\$ 19,488	\$ 15,636	25%

"nm" - calculation not meaningful

The scope and scale of the contract drilling segment increased significantly in Q2 2017 through the acquisition of Savanna. The Company added 68 drilling rigs in Canada, to complement its existing Canadian fleet of 18 drilling rigs, as well as 28 drilling rigs in the United States and five drilling rigs in Australia. The following summarizes the quarterly and year-to-date operating results for the contract drilling segment by geographic area. Results for the Savanna drilling rigs acquired are from the Effective Acquisition Date. In 2016 all contract drilling results related to drilling rigs in Canada.

(in thousands of dollars, unless otherwise indicated)	Drilling Canada	Drilling U.S.	Drilling Australia	Total
Q2 2017				
Revenue	\$ 13,118	\$ 21,778	\$ 6,408	\$ 41,304
Operating loss	\$ (6,856)	\$ (4,377)	\$ 618	\$ (10,615)
Operating loss, %	nm	nm	10%	nm
Spud to release days	972	890	159	2,021
Revenue per spud to release day, dollars	\$ 13,496	\$ 24,470	\$ 40,302	\$ 20,437
Utilization % (spud to release)	13%	37%	37%	20%

"nm" - calculation not meaningful

(in thousands of dollars, unless otherwise indicated)	Drilling Canada	Drilling U.S.	Drilling Australia	Total
YTD 2017				
Revenue	\$ 19,814	\$ 21,778	\$ 6,408	\$ 48,000
Operating loss	\$ (7,511)	\$ (4,377)	\$ 618	\$ (11,270)
Operating loss, %	nm	nm	10%	nm
Spud to release days	1,414	890	159	2,463
Revenue per spud to release, dollars	\$ 14,013	\$ 24,470	\$ 40,302	\$ 19,488
Utilization % (spud to release)	16%	37%	37%	21%

"nm" - calculation not meaningful

(in thousands of dollars, unless otherwise indicated)	Drilling Canada	Total
Q2 2016		
Revenue	\$ 675	\$ 675
Operating loss	\$ (522)	\$ (522)
Operating loss, %	nm	nm
Spud to release days	52	52
Revenue per spud to release day, dollars	\$ 12,981	\$ 12,981
Utilization % (spud to release)	3%	3%

"nm" - calculation not meaningful

(in thousands of dollars, unless otherwise indicated)	Drilling Canada	Total
YTD 2016		
Revenue	\$ 3,862	\$ 3,832
Operating loss	\$ (335)	\$ (355)
Operating loss, %	nm	nm
Spud to release days	247	247
Revenue per spud to release days, dollars	\$ 15,636	\$ 15,636
Utilization % (spud to release)	8%	8%

"nm" - calculation not meaningful

The overall increase in contract drilling revenue relative to the three and six months ended June 30, 2016 is primarily a result of the acquisition of Savanna and the operating days generated by the drilling rigs acquired. Absent the Savanna acquisition, operating days in the CDS segment increased by 194% and 141% respectively compared to the three and six months ended June 30, 2016, which resulted in increased revenue, EBITDA and earnings before considering the acquisition of Savanna. For the Savanna drilling rigs acquired, comparisons to their historical results are as follows. Operating days in Canada more than doubled compared to Q2 2016, resulting in considerably higher year-over-year revenue. However, day rate decreases, driven by competitive pressures over the last year and continuing volatility in oil and natural gas prices, resulted in decreases in per day margin relative to Q2 2016. In the United States, operating days increased by 238% relative to Q2 2016 based on seven more rigs operating in the Permian basin and two more rigs operating in the Marcellus. Offsetting the increase in days was a decrease in average day rates of 22% compared to Q2 2016. The decrease in day rates in the United States were based on contract roll overs on two of Savanna's three 1500HP AC triple drilling rigs with rates significantly lower than in Q2 2016, and changes in rig mix based on the rigs reactivated in both the Permian and Marcellus in a competitive pricing environment. Costs associated with reactivating drilling rigs, combined with an increase in field office costs and operational challenges in West Texas negatively impacted margins since Q2 2016. Pausing on incremental rig reactivations in the United States combined with an increased focus on cost control in Q2 2017 resulted in significantly lower costs and greatly improved per day margins in the United States relative to both Q1 2017 and Q4 2016. In Australia, revenue decreased compared to Q2 2016 due primarily to a decrease in day rates as compared to the same period in prior year. The decrease in day rates was a result of one of the three drilling rigs operating in the quarter under a new contract with rates approximately 10% lower than a year earlier and decreased performance under the two other performance based contracts in place relative to Q2 2016.

Rentals and Transportation Services

(Stated in thousands of dollars, except revenue per utilized piece)

June 30	Three Months Ended			Six Months Ended		
	2017	2016	Change	2017	2016	Change
Revenue	\$ 13,377	\$ 6,091	120%	\$ 30,933	\$ 17,235	79%
EBITDA	\$ 1,334	\$ (947)	241%	\$ 5,538	\$ 317	1,647%
EBITDA %	10%	nm		18%	2%	
Operating loss	\$ (3,606)	\$ (5,215)	31%	\$ (3,686)	\$ (8,056)	54%
Operating loss %	nm	nm		nm	nm	
Total pieces of rental equipment	11,700	10,000	17%	11,700	10,000	17%
Total heavy trucks	125	112	12%	125	112	12%
Rental equipment utilization	18%	10%	80%	20%	12%	67%

"nm" - calculation not meaningful

The revenue reported from the RTS segment increased for the three and six months ended June 30, 2017 as compared to the same periods in 2016. This was due primarily to increased equipment utilization and an increase in the number of pieces of rental equipment available. Compared to 2016, segment revenue per utilized rental piece increased 12% during the three months ended June 30, 2017 and decreased 1% during the six months ended June 30, 2017 as compared to the same periods in 2016. The increase in revenue per utilized piece was due to a modest increase in pricing and changes in the mix of equipment utilized during the quarter. The decrease in revenue per utilized piece during the first half was due to changes in the mix of equipment utilized during the quarter.

This decrease in operating loss resulted primarily from higher equipment utilization and the resultant increase in revenue on a year over year basis given this segment's relatively high fixed cost structure as compared to the Company's other business segments. Such fixed cost structure includes costs associated with its significant operating branch infrastructure, including maintenance and repairs, utilities, insurance, property taxes and rent. In addition, depreciation expense on this segment's equipment fleet is recorded on a straight-line basis and is not correlated to levels of activity.

Compression and Process Services

(Stated in thousands of dollars, unless otherwise indicated)

June 30	Three Months Ended			Six Months Ended		
	2017	2016	Change	2017	2016	Change
Revenue	\$ 65,356	\$ 37,127	76%	\$125,456	\$ 72,752	72%
EBITDA	\$ 6,158	\$ 3,903	71%	\$ 11,026	\$ 7,436	48%
EBITDA %	9%	11%		9%	10%	
Operating income	\$ 4,346	\$ 1,742	149%	\$ 7,351	\$ 3,119	136%
Operating income %	7%	5%		6%	4%	
Sales backlog at period end, \$ million	\$ 149.3	\$ 35.9	316%	\$ 149.3	\$ 35.9	316%
Horsepower of equipment on rent at period end	19,000	12,000	58%	19,000	12,000	58%
Rental equipment utilization (HP)	46%	30%	53%	42%	33%	27%

The revenue reported from the CPS segment increased for the three and six months ended June 30, 2017 as compared to the same periods in 2016. This was due primarily to higher activity levels, particularly within certain international markets including Australia and the United States. Increased demand from international customers accounts for a substantial increase in the fabrication sales backlog at June 30, 2017 compared to 2016, with a majority of such backlog arising from international markets. The timeline for conversion of such sales backlog into revenue varies from order to order and often changes due to factors outside of the Company's control.

The increase in operating income in the CPS segment during the three and six months ended June 30, 2017, as compared to the same periods in 2016 was due primarily to increased business activity in international markets and a marginal increase in pricing. The increase in operating income margin during the second quarter and first half of 2017 compared to the same periods in 2016 was primarily a result of increased overhead absorption due to higher production levels and increased compression rental revenues (which generally realize higher operating income margins than other sources of CPS revenue) arising from the year over year increase in compression horsepower on rent.

Well Servicing Segment

(in thousands of dollars, except revenue per hour)

June 30	Three Months Ended			Six Months Ended		
	2017	2016	Change	2017	2016	Change
Revenue	\$ 34,885	\$ -	nm	\$ 34,885	\$ -	nm
EBITDA	\$ 7,460	\$ -	nm	\$ 7,460	\$ -	nm
EBITDA %	21%	-	nm	21%	-	nm
Operating income	\$ 2,886	\$ -	nm	\$ 2,886	\$ -	nm
Operating income %	8%	-	nm	8%	-	nm
Billable hours	34,850	-	nm	34,850	-	nm
Revenue per billable hour	\$ 918	\$ -	nm	\$ 918	\$ -	nm
Operating hours	31,494	-	nm	31,494	-	nm

"nm" - calculation not meaningful

The WS segment was added in Q2 2017 as part of the acquisition of Savanna and therefore all of the revenue, EBITDA and earnings are incremental to the Company's results. Included in well servicing revenue for Q2 2017, was \$2.9 million from the Company's trucking division in Australia. The number of hours and per hour revenue above excludes results related to the Company's Australia trucking division. The following summarizes the quarterly and year-to-date operating results for the well servicing segment by geographic area from the Effective Acquisition Date. The number of hours, per hour revenue and utilization above and below excludes results related to the Company's Australia trucking division.

TOTAL ENERGY SERVICES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

(in thousands of dollars, except per hour amounts)

Q2 2017	Canada	U.S.	Australia	Total
Revenue	\$ 7,570	\$ 4,017	\$ 23,298	\$ 34,885
Operating income (loss)	\$ (1,974)	\$ 496	\$ 4,364	\$ 2,886
Operating income (loss), %	nm	12%	19%	8%
Billable hours	13,126	5,837	15,886	34,849
Revenue per billable hour, dollars	\$ 577	\$ 688	\$ 1,285	\$ 918
Operating hours	13,126	5,837	12,531	31,494
Utilization % ⁽¹⁾	27%	38%	64%	34%

"nm" - calculation not meaningful

(1) The Company reports its service rig utilization for its operational service rigs in North America based on standard operating hours of 3,650 per rig per year. Utilization for the Company's service rigs in Australia is calculated based on standard operating hours of 8,760 per rig per year to reflect 24 hour operating conditions in that country and excludes stand-by time, even though revenue may be earned during this time. Reliable industry average utilization figures, specific to well servicing, are not available.

Relative to Savanna's historical results, operating hours in Canada increased by 40% compared to Q2 2016 with per hour margins remaining consistent between the periods. In the United States, operating hours and per hour margins were flat relative to Q2 2016. In Australia, based on a greater proportion of operating hours versus stand-by hours in Q2 2017, per hour margins decreased slightly compared to Q2 2016, while operating hours remained relatively flat between the periods. In each of Canada, the United States and Australia in Q2 2017, per hour margins were consistent with those in Q1 2017. Competitive pressures in the industry, as a result of continuing volatility in oil and natural gas prices, have persisted and have limited activity increases and with it, the Company's ability to drive meaningful pricing increases.

Corporate

(Stated in thousands of dollars, unless otherwise indicated)

June 30	Three months ended			Six months ended		
	2017	2016	Change	2017	2016	Change
Operating loss	\$ (6,116)	\$ (1,294)	(373)%	\$ (8,627)	\$ (2,530)	(241)%

Total Energy's Corporate segment includes activities related to the Company's corporate and public issuer affairs. This segment does not generate any revenue but provides sales, operating, financial, treasury, analytical and other support services to Total Energy's business segments and manages the corporate affairs of the Company, including matters related to its public listing.

The increase in the operating losses during the second quarter and first half of 2017 was due primarily to \$4.0 million and \$5.1 million of costs incurred in connection with the acquisition of Savanna.

LIQUIDITY AND CAPITAL RESOURCES

Cash Provided by Operating Activities and Cashflow

(Stated in thousands of dollars, unless otherwise indicated)

June 30	Three months ended			Six months ended		
	2017	2016	Change	2017	2016	Change
Cash provided by operating activities	\$ 45,287	\$ 6,741	572%	\$ 39,986	\$ 19,427	106%
Per Share Data (Diluted)	1.04	0.22	373%	1.06	0.63	68%
Cashflow	10,860	1,775	512%	18,681	6,814	174%
Per Share Data (Diluted)	0.25	0.06	317%	0.50	0.22	127%

The changes in cash provided by operating activities and cashflow were due primarily to the acquisition of Savanna and changes in operating loss as described above and working capital balances. Cashflow in the second quarter and first half

of 2017 was positively impacted by higher EBITDA as compared to the same periods in 2016. The Company reinvests any remaining cash provided by operating activities after required long-term debt and finance lease payments and dividend payments to shareholders into the internal growth of existing businesses, acquisitions, voluntary repayment of long-term debt or the repurchase of the Company's shares pursuant to the Company's normal course issuer bid.

Investing Activities

June 30	Three months ended			Six months ended		
	2017	2016	Change	2017	2016	Change
Net cash used in investing activities	\$ (6,706)	\$ (5,841)	15%	\$ (23,165)	\$ (11,412)	103%
Proceeds from sale of PP&E	111	1,916	(94%)	1,028	4,221	(76%)
Purchase of PP&E	(10,504)	(2,571)	309%	(13,432)	(4,882)	175%

Proceeds from sale of property, plant and equipment ("PP&E") are derived primarily from the disposal of compression rental equipment in the ordinary course of business and, to a lesser extent, the replacement and upgrade of older equipment in the Company's fleet.

During the second quarter of 2017, \$10.5 million of PP&E purchases and \$13.0 million of cash acquisition costs were allocated as follows: \$4.8 million in the CDS segment relating primarily to the purchase of rig equipment, \$3.3 million in the RTS segment relating primarily to purchases of new and used rental equipment, \$1.4 million in the CPS segment relating primarily to additions to the compression rental fleet, \$0.3 million in the WS segment to the purchase of rig equipment and re-certifications, and \$13.0 million in Corporate segment relating to the cash consideration paid on the acquisition of Savanna Shares, including Savanna Shares acquired in the open market (see Note 4 to the Interim Financial Statements for further information) and \$0.7 million on enterprise resource planning system upgrades and leasehold improvements. During the first half of 2017, \$13.4 million of PP&E purchases and \$26.8 million of cash acquisition costs were allocated as follows: \$5.2 million in the CDS segment relating primarily to the purchase of rig equipment, \$4.7 million in the RTS segment relating primarily to purchases of new and used rental equipment, \$2.5 million in the CPS segment relating primarily to additions to the compression rental fleet, \$0.3 million in the WS segment to the purchase of rig equipment and re-certifications and \$26.8 million in Corporate segment relating to the cash consideration paid on the acquisition of Savanna Shares and \$0.7 million on enterprise resource planning system upgrades and leasehold improvements.

Financing Activities

June 30	Three months ended			Six months ended		
	2017	2016	Change	2017	2016	Change
Net cash used in financing activities	\$ (22,469)	\$ (3,577)	528%	\$ (16,625)	\$ (7,221)	130%

The increase in cash used in financing activities was primarily due to increased interest payments arising from the increase in long-term debt assumed on the acquisition of Savanna (please see further details on acquisition of Savanna above under the heading "Acquisition of Savanna" and below under heading "Liquidity and Capital Resources").

Liquidity and Capital Resources

The Company had a working capital surplus of \$21.3 million as at June 30, 2017 compared to \$71.8 million as at December 31, 2016. As at June 30, 2017 and the date of this MD&A, the Company is in compliance with all debt covenants.

On the Effective Acquisition Date (April 5, 2017), the Company acquired control of Savanna. As part of the acquisition, the Company assumed \$281.3 million of long-term debt. Please see note 7 to the Interim Financial Statements for particulars of such debt.

On June 19, 2017 the Company entered into a three year \$225.0 million revolving syndicated credit facility ("Credit Facility"), with the option to increase such facility by \$75 million subject to certain terms and conditions, including the

agreement of the lenders to increase their commitments. The Credit Facility includes a Canadian \$14 million operating line, an Australian \$6.0 million operating line and a Canadian \$205.0 million revolving facility. The Credit Facility bears interest at the banks' Canadian prime rate plus 0.25% to 2.75%, bankers' acceptance, letter of credit, LIBOR or BBSY advances plus a 1.5% to 4.0% stamping fee. These interest rate ranges are dependent on certain financial ratios of the Company. A standby fee ranging from 0.25% to 0.8% per annum is paid quarterly on the unused portion of the facility depending on certain financial ratios of the Company. At June 30, 2017, the applicable interest rate on amounts drawn on the Credit Facility was 3.45% and the standby rate was 0.44%.

The Company's ability to access the Credit Facility is dependent, among other conditions, on compliance with the following financial ratios, the definitions and thresholds for which are further described below:

	June 30 2017	Threshold
Twelve-month trailing Bank EBITDA to interest expense	4.37	minimum 2.00
Total Senior Debt to twelve-month trailing Bank EBITDA	2.18	maximum 5.00
	Minimum Bank EBITDA to interest expense	Maximum Senior Debt to Bank EBITDA
For the trailing twelve months ended June 30, 2017	2.00	5.00
For the trailing twelve months ending September 30, 2017	2.00	5.00
For the trailing twelve months ending December 31, 2017	2.00	5.00
For the trailing twelve months ending March 31, 2018	2.50	4.00
For the trailing twelve months ending June 30, 2018	2.50	4.00
For the trailing twelve months ending September 30, 2018	3.00	3.00

Readers are cautioned that the ratios described above do not have standardized meanings under IFRS as the computation of these ratios excludes amounts from certain non-guarantor subsidiaries and the limited partnerships partially owned by the Company. Key definitions with respect to these ratios are as follows:

- Bank EBITDA, for the purpose of calculating the Company's financial debt covenants, is determined (on a 12 month trailing basis) as earnings before finance expenses, income taxes, depreciation, share-based compensation and certain non-recurring and non-cash income and expenses as defined in the credit agreement and excludes amounts from certain non-guarantor subsidiaries and the limited partnerships partially owned by the Company.
- Senior Debt, for the purpose of calculating the Company's financial debt covenants, is determined as total long-term debt (including the current portions thereof but excluding the mortgage loans, the senior unsecured notes, the limited partnership facilities and certain other obligations identified in the credit agreement) minus cash on hand.

The Credit Facility is secured by a general security agreement over all the present and future property of the Company and its subsidiaries. The Company was in compliance with all of its Credit Facility covenants at June 30, 2017.

The Credit Facility was used to repay the following Savanna debt:

7.15% term loan	\$ 104,500
7.0% senior unsecured notes	39,554
Revolving credit facilities	61,844
	\$ 205,898

In addition to the Credit Facility, Savanna has established a \$5.0 million revolving operating credit facility with a member of the Credit Facility lenders' syndicate. At June 30, 2017 this facility was fully available and undrawn.

At June 30, 2017 the Company's long-term debt consisted of the following:

	June 30, 2017	
	Interest rate	Principal Amount
Credit facility	3.45%	\$ 192,469
Senior unsecured notes	7.00%	67,531
Mortgage loan (2020 maturity)	3.06%	45,938
Mortgage loan (2041 maturity)	4.95%	16,658
Limited partnership credit facilities	5.45%	3,747
		\$ 326,343
Less current portion		71,865
		\$ 254,478

At June 30, 2017, amounts owing under the Credit Facility includes \$13.0 million denominated in United States dollars (USD \$10 million), \$2.5 million in Australian Dollars (AUD \$2.5 million) and \$177.0 million denominated in Canadian dollars.

The limited partnership facilities are in limited partnerships partially owned by the Company. Within the individual limited partnerships, the loans are secured by a general assignment of book debts and a general security agreement charging all present and after-acquired property of the partnerships. The total amount available and outstanding consists of two separate facilities in two separate limited partnerships. The limited partnership facilities are subject to debt covenants. For one of the facilities, the related limited partnership's debt coverage service ratio (earnings before finance expenses and depreciation divided by scheduled interest and principal payments on a twelve month trailing basis) was modified and is calculated as: earnings before finance expenses and depreciation divided by scheduled interest payments on a twelve month trailing basis.

The Company expects that cash and cash equivalents, cash flow from operating activities, together with existing and available credit facilities, will be sufficient to fund its presently anticipated requirements for investments in working capital and capital assets as well as required debt and finance lease payments, dividend payments and common share repurchases.

Dividends

For the three and six months ended June 30, 2017 the Company declared dividends of \$2.8 million (\$0.06 per share) and \$5.1 million (\$0.06 per share) as compared to \$1.9 million (\$0.06 per share) and \$3.7 million (\$0.06 per share) for the same periods in 2016. The increase in the aggregate dividend paid reflects the increased number of shares of the Company outstanding following the acquisition of Savanna.

For 2017, the Company currently expects cash provided by operating activities and cashflow to exceed dividends to shareholders. Management and the Board of Directors of the Company continue to monitor the Company's dividend policy in the context of industry conditions and forecasted net income, cashflow, cash provided by operating activities, debt levels, capital expenditures and other investment opportunities and will aim to finance future dividends through cash provided by operating activities.

Capital Spending

Capital spending for the three and six months ending June 30, 2017 amounted to \$23.5 million and \$40.3 million and consisted of \$10.5 million and \$13.4 million of PP&E purchases and \$13.0 million and \$26.8 million related to the acquisition of Savanna. Capital spending was funded with cash on hand and available credit facilities. The Company's capital

spending for 2017 is currently budgeted to be \$44.8 million (including a \$22 million budget approved by the previous board of Savanna) although the Company is currently reviewing such capital budget following the acquisition.

CONTRACTUAL OBLIGATIONS

At June 30, 2017, the Company had the following contractual obligations:

(in thousands of dollars)	Payments due by year					
	Total	2017	2018	2019	2020	2021 and after
Long-term debt	\$ 326,343	\$ 2,232	\$ 72,067	\$ 3,712	\$ 234,054	\$ 14,278
Commitments ⁽¹⁾	13,095	2,508	3,633	2,974	2,356	1,624
Finance leases	3,425	876	1,147	815	390	197
Purchase obligations ⁽²⁾	40,729	40,729	-	-	-	-
Total contractual obligations	\$ 383,592	\$ 46,345	\$ 76,847	\$ 7,501	\$ 236,800	\$ 16,099

(1) Commitments are described in Note 26 to the 2016 Audited Consolidated Financial Statements.

(2) Purchase obligations are described in Note 26 to the 2016 Audited Consolidated Financial Statements. As at June 30, 2017, purchase obligations relate to Total Energy's commitment to purchase inventory for the Compression and Process Services segment.

OFF-BALANCE SHEET ARRANGEMENTS

During the first quarter of 2017 and the year of 2016, the Company had no off-balance sheet arrangements other than operating leases.

TRANSACTIONS WITH RELATED PARTIES

During 2017 and 2016 the Company had no material transactions with related parties.

FINANCIAL INSTRUMENTS

Fair values

As at June 30, 2017, the fair value of other assets was approximately \$4.0 million. The discounted future cash repayments of the Company's 5-year mortgage are calculated using prevailing market rates of a similar debt instrument as at the reporting date. The net present value of future cash repayments of the 5-year mortgage and related interest at the prevailing market rate of 3.51% for a similar debt instrument at June 30, 2017 was \$45.4 million (December 31, 2016: market rate of 3.32%, \$46.5 million). The carrying value and Company's liability with respect to the 5-year mortgage is \$46.9 million.

The discounted future cash repayments of the Company's 25-year mortgage are calculated using prevailing market rates of a similar debt instrument as at the reporting date. The net present value of future cash repayments of the 25-year mortgage and related interest at the prevailing market rate of 4.86% for a similar debt instrument at June 30, 2017 was \$16.8 million. The carrying value and Company's liability with respect to the 25-year mortgage is \$16.7 million.

OUTSTANDING COMPANY SHARE DATA

As at the date of this MD&A, the Company had 46,238,354 common shares outstanding.

Summary information with respect to share options outstanding is provided below:

Outstanding at June 30, 2017	Exercise Price	Remaining life (years)	Exercisable at June 30, 2017
76,666	\$ 14.96	0.90	76,666
53,334	\$ 14.72	1.10	53,334
1,290,000	\$ 14.13	3.30	429,997
1,655,500	\$ 12.96	5.00	–
3,075,000	\$ 13.53	4.02	559,997

OUTLOOK

Industry Conditions

With an improvement in oil and natural gas prices over the course of 2016 that was generally sustained during the first half of 2017, North American oil and natural gas drilling and completion activity levels continued the recovery which began in the fourth quarter of 2016. Announced capital budgets for North American oil and natural gas producers for 2017 generally remain higher than 2016 capital budgets. This increase in drilling and completion activity has contributed to increased demand for compression and process equipment and related services, including increased demand for compression rental equipment. While pricing has improved modestly, it remains low by historical standards, particularly within the CDS, RTS and WS segments, and higher activity levels will need to be sustained for some time before meaningful price recovery is achieved. Continued volatility in oil and natural gas prices and energy equity markets gives rise to caution regarding future activity levels.

Total Energy's deliberate strategy of preserving its asset base, operating capacity and financial strength through the downturn has enabled it to continue to recover lost market share while avoiding significant start-up costs and undue operational and human resource challenges. The Company's strategy to geographically diversify its revenue base has also begun to mitigate the risks associated with historically having generated almost all of its revenue in Canada. The Company's acquisition of Savanna in the second quarter of 2017 is expected to give rise to significant economies and efficiencies of scale. The current focus of the Company is to integrate Savanna's operations into the Company and achieve significant costs savings through rationalization of Savanna's cost structure.

Despite near term challenges and uncertainties, the Company believes that medium to long-term fundamentals require continued exploration and development in Canada and elsewhere, particularly in respect of unconventional reserves, to meet global demand for oil and natural gas. A continued focus on the development of unconventional oil and natural gas resources in Canada is expected to continue to drive activity in the future, particularly should export opportunities for Canadian producers increase through the construction of new liquefied natural gas ("LNG") export terminals and additional pipeline or other take-away capacity.

RISK FACTORS AND RISK MANAGEMENT

In the normal course of business, Total Energy is exposed to financial and operating risks that may potentially impact its operating results. The Company employs risk management strategies with a view to mitigating these risks on a cost-effective basis. There have been no significant changes in risk and risk management in 2017 other than as described below.

Industry Conditions

While oil and natural gas prices have increased somewhat from the lows in January 2016, they remain low by historical standards. As a result, there continues to be significant uncertainty and volatility in the oil and gas industry and North American oil and natural gas drilling and completion activity remains relatively low. These low industry activity levels have resulted in fierce price competition for the products and services provided by the Company, particularly in the CDS, RTS and WS segments. While the Company has been proactive in managing its operating cost structure to adapt to the current environment, continued low industry activity levels may require additional substantive measures be taken to preserve the Company's financial strength and flexibility. To date, the Company has made the strategic decision to preserve its operating infrastructure and capacity so as to minimize the cost of responding to increased activity levels in the future. This decision has resulted in increased operating costs relative to further costs savings that could be achieved by materially reducing operating capacity through the closure of operating branches and other similar measures.

Credit Risk

As a result of the challenging oil and natural gas market conditions, the Company continues to face heightened counterparty credit risk as a substantial portion of the Company's dealings are with entities involved in the oil and gas industry. In regards to accounts receivable, the Company remains focused on actively managing credit risk. Specifically, management has remained diligent in assessing credit levels granted to customers, monitoring the aging of receivables and taking proactive steps to collect outstanding balances.

The Company does not have significant exposure to any individual customer or counter party other than two oil and gas companies, one major and one intermediate producer, both of which accounted for over 10% of revenue during the three months ended June 30, 2017, and one of them, a major oil and gas company, during the six months ended June 30, 2017. No other customer accounted for more than 10% of revenue during this period. Concentration of credit risk on the Company's trade accounts receivable exists in the oil and gas industry.

Government Regulation

Total Energy's business and the business of its customers are subject to significant and evolving laws and government regulations, including in the areas of environment, health and safety. The recent implementation of a "carbon tax" by the Government of Alberta, effective January 1, 2017 is expected to increase the Company's operating costs although the Company is not able to quantify the full impact of such tax at this time.

CRITICAL ACCOUNTING ESTIMATES

Management is responsible for applying judgment in preparing accounting estimates. Certain estimates and related disclosures included within the financial statements are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgments. An accounting estimate is considered critical only if it requires the Company to make assumptions about matters that are highly uncertain at the time the accounting estimate is made, and different estimates the Company could have used would have a material impact on Total Energy's financial condition, changes in financial condition or results of operations.

There have been no material changes to the Company's Critical Accounting Estimates during 2017.

Change in accounting estimate

During the first quarter of 2016, the Company conducted an operational efficiency review of its drilling rigs and related equipment based on the current economic and operating environment and taking into consideration the operating history of these assets, in order to assess their useful lives, pace of economic consumption and residual values. The Company continues to believe the utilization method based on operating days is appropriate, but has adjusted its "operating days used" estimates to reflect economic consumption of the rig and related equipment in periods of inactivity, essentially establishing

a minimum depreciation charge based on 96 operating days each year, in addition to changing its residual value estimates to nil. The change in estimate results in these assets being depreciated during periods of inactivity. For further details, see Note 10 of the 2016 Audited Consolidated Financial Statements.

Critical Judgments in Applying Accounting Policies

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements.

The Company's assets are aggregated into cash-generating units for the purpose of calculating impairment. Cash generating units ("CGU" or "CGUs") are based on management's judgments and assessment of the CGU's ability to generate independent cash inflows. Judgments are also required to assess when impairment indicators exist and impairment testing is required.

The Company is required to exercise judgment in assessing whether the criteria for recognition of a provision or a contingency have been met. The Company considers whether a present obligation exists, probability of loss and if a reliable estimate can be formulated.

The Company's functional currency is based on the primary economic environment in which it operates and is based on an analysis of several factors including which currency principally affects sales prices of products sold by the Company, which currency influences the main expenses of providing services, in which currency the Company keeps its receipts from operating activities and in which currency the Company has received financing.

The Company makes judgments regarding the determination of its reportable segments, including aggregation criteria (as appropriate), for segmented reporting.

Judgments are made by management to determine the likelihood of whether deferred income tax assets at the end of the reporting period will be realized from future taxable earnings.

Key Sources of Estimation Uncertainty

The following are key estimates and their assumptions made by management affecting the measurement of balances and transactions in these consolidated financial statements.

Where impairment indicators exist or annually for goodwill, the recoverable amount of the asset or CGU is determined using the greater of fair value less costs to sell or value-in-use. Value-in-use calculations require assumptions for discount rates and estimations of the timing for events or circumstances that will affect future cash flows. Fair value less costs to sell requires management to make estimates of fair value using market conditions for similar assets as well as estimations for costs to sell taking into account dismantle and transportation costs.

The Company is required to estimate the amount of provisions and contingencies based on the estimated future outcome of the event.

The Company uses the percentage-of-completion method in accounting for its equipment manufacturing contract revenue. Use of the percentage-of-completion method requires estimates of the stage of completion of the contract to date as a proportion of the total work to be performed.

As pertains to property, plant and equipment the Company is required to estimate the residual value and useful lives of assets for purposes of depreciation.

As pertains to accounts receivable the Company is required to estimate allowances for doubtful accounts based on historic collection trends and experiences with customers.

In a business combination, management makes estimates of the fair value of assets acquired and liabilities assumed which includes assessing the value of property, plant and equipment and intangible assets being acquired.

The Company's estimate of share-based compensation is dependent upon estimates of historic volatility and forfeiture rates.

The Company's estimate of the fair value of forward foreign exchange contracts is dependent on estimated forward prices / rates and volatility in those prices / rates.

The Company's estimate of the fair value of other assets is based on the market prices quoted on the relevant stock exchanges. Such market prices are volatile and subject to change.

The deferred tax liability is based on estimates as to the timing of the reversal of temporary differences, substantively enacted tax rates and the likelihood of assets being realized.

FUTURE ACCOUNTING POLICIES CHANGES

There have been no significant future accounting policy changes during 2017.

Several new accounting pronouncements issued by the IASB prior 2017 that are applicable to, or may have a future impact on, the Company. Please see page 33 of the Company's 2016 Annual Report for the details of such pronouncements.

NON-IFRS MEASURES

Management believes that EBITDA (earnings before interest, taxes, depreciation and amortization) is a useful measure because it gives an indication of the results from the Company's primary business activities prior to consideration of how such activities are financed and the impact of taxation and non-cash depreciation and amortization charges. Reconciliation of this non-IFRS measure to net income (loss) is set forth below.

EBITDA

(in thousands of Canadian dollars)	Three months		Six Months	
June 30	2017	2016	2017	2016
Net loss and total comprehensive loss	\$ (13,141)	\$ (4,203)	\$ (13,994)	\$ (6,335)
Add back (deduct):				
Depreciation	19,611	6,215	27,640	12,697
Finance costs	6,646	793	7,243	1,316
Income tax recovery	(6,539)	(1,437)	(6,370)	(2,007)
EBITDA	\$ 6,577	\$ 1,368	\$ 14,519	\$ 5,671

Net debt is equal to long-term debt plus obligations under finance leases plus current liabilities minus current assets.

Net Debt

(in thousands of Canadian dollars)	As at June 30, 2017
Long-term debt	\$ 254,478
Obligations under finance leases	1,788
Add back (deduct):	
Current liabilities	188,795
Current assets	(210,104)
Net Debt	\$ 234,957

RESPONSIBILITY OF MANAGEMENT AND THE BOARD OF DIRECTORS

Management is responsible for the information disclosed in this MD&A and the accompanying unaudited condensed interim consolidated financial statements, and has in place appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is materially complete and reliable. In addition, the Company's Audit Committee, on behalf of the Board of Directors, provides an oversight role with respect to all public financial disclosures made by the Company, and has reviewed and approved this MD&A and the accompanying unaudited condensed interim consolidated financial statements. The Audit Committee is also responsible for determining that management fulfills its responsibilities in the financial control of operations, including disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR").

INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no significant changes in the design of the Company's ICFR during the quarter ended June 30, 2017 that would materially affect, or is reasonably likely to materially affect the Company's ICFR.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain information and statements contained in this MD&A constitute forward-looking information, including the anticipated costs associated with the purchase of capital equipment, expectations concerning the nature and timing of growth within the various business divisions operated through affiliates of Total Energy, expectations respecting the competitive position of such business divisions, expectations concerning the financing of future business activities, statements as to future economic and operating conditions and expectations regarding the payment of dividends in the future. Readers should review the cautionary statement respecting forward-looking information that appears below.

The information and statements contained in this MD&A that are not historical facts are forward-looking statements. Forward-looking statements (often, but not always, identified by the use of words such as "seek", "plan", "continue", "estimate", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", "expect", "may", "anticipate" or "will" and similar expressions) may include plans, expectations, opinions, or guidance that are not statements of fact. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These factors include, but are not limited to, such things as changes in industry conditions (including the levels of capital expenditures made by oil and gas producers and explorers), the credit risk to which the Company is exposed in the conduct of its business, fluctuations in prevailing commodity prices or currency and interest rates, the competitive environment to which the various business divisions are, or may be, exposed in all aspects of their business, the ability of the Company's various business divisions to access equipment (including parts) and new technologies and to maintain relationships with key suppliers, the ability of the Company's various business divisions to attract and maintain key personnel and other qualified employees, various environmental risks to which the Company's business divisions are exposed in the conduct of their operations, inherent risks associated with the conduct of the businesses in which the Company's business divisions operate, timing and costs associated with the acquisition of capital equipment, the impact of weather and other seasonal factors that affect business operations, availability of financial resources or third-party financing and the impact of new laws and regulations or changes in existing laws, regulations or administrative practices on the part of regulatory authorities, including without limitation taxation and environmental laws and regulations and changes in how such laws and regulations are interpreted and enforced. Forward-looking information respecting the anticipated costs associated with the purchase of capital equipment are based upon historical prices for various classes of equipment, expectations relating to the impact of inflation on the future cost of such equipment and management's views concerning the negotiating position of the Company and its affiliates. Forward-looking information concerning the nature and timing of growth within the various business divisions is based on the current budget of the Company (which is subject to change), factors that affected the historical growth of

such business divisions, sources of historic growth opportunities and expectations relating to future economic and operating conditions. Forward-looking information concerning the future competitive position of the Company's business divisions is based upon the current competitive environment in which those business divisions operate, expectations relating to future economic and operating conditions, current and announced build programs and other expansion plans of other organizations that operate in the energy service business. Forward-looking information concerning the financing of future business activities is based upon the financing sources on which the Company and its predecessors have historically relied and expectations relating to future economic and operating conditions. Forward-looking information concerning future economic and operating conditions is based upon historical economic and operating conditions, opinions of third-party analysts respecting anticipated economic and operating conditions. Although management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Accordingly, readers should not place undue reliance upon any of the forward-looking information set out in this MD&A. All of the forward-looking statements of the Company contained in this MD&A are expressly qualified, in their entirety, by this cautionary statement. The various risks to which the Company is exposed are described in additional detail in this MD&A under the heading "Risk Factors" below and in the Company's AIF. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise.