

**Badger Infrastructure Solutions Ltd.**  
Interim Condensed Consolidated Financial Statements  
(Unaudited)

For the three months ended March 31, 2023, and 2022

**BADGER INFRASTRUCTURE SOLUTIONS LTD.**  
**Interim Condensed Consolidated Statement of Financial Position**  
(Unaudited)

| <i>(\$ U.S. thousands)</i>                        | <b>Notes</b> | <b>March 31, 2023</b> | <b>December 31, 2022</b> |
|---------------------------------------------------|--------------|-----------------------|--------------------------|
| <b>ASSETS</b>                                     |              |                       |                          |
| <b>Current Assets</b>                             |              |                       |                          |
| Cash and cash equivalents                         |              | 3,387                 | 5,398                    |
| Trade and other receivables                       | 6            | 137,457               | 141,495                  |
| Prepaid expenses                                  |              | 7,411                 | 9,550                    |
| Inventories                                       | 7            | 37,361                | 25,213                   |
|                                                   |              | <b>185,616</b>        | <b>181,656</b>           |
| <b>Non-current Assets</b>                         |              |                       |                          |
| Property, plant and equipment                     |              | 299,499               | 298,636                  |
| Right-of-use assets                               | 8            | 35,111                | 29,679                   |
| Derivative financial instruments                  |              | 314                   | —                        |
| Intangible assets                                 |              | 21,614                | 21,832                   |
| Goodwill                                          |              | 1,198                 | 1,197                    |
|                                                   |              | <b>357,736</b>        | <b>351,344</b>           |
| <b>Total Assets</b>                               |              | <b>543,352</b>        | <b>533,000</b>           |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>       |              |                       |                          |
| <b>Current Liabilities</b>                        |              |                       |                          |
| Trade and other payables                          |              | 61,180                | 68,831                   |
| Lease liability                                   | 9            | 10,166                | 8,751                    |
| Derivative financial instruments                  |              | 1,103                 | 4,203                    |
| Share-based plan liability                        | 11           | 20,638                | 17,207                   |
| Income taxes payable                              |              | 1,641                 | 1,141                    |
| Dividends payable                                 |              | 4,394                 | 4,200                    |
|                                                   |              | <b>99,122</b>         | <b>104,333</b>           |
| <b>Non-current Liabilities</b>                    |              |                       |                          |
| Lease liability                                   | 9            | 22,616                | 18,356                   |
| Derivative financial instruments                  |              | —                     | 1,070                    |
| Borrowings under credit facility                  | 10           | 152,888               | 138,882                  |
| Deferred tax liability                            |              | 47,997                | 47,512                   |
|                                                   |              | <b>223,501</b>        | <b>205,820</b>           |
| <b>Shareholders' Equity</b>                       |              |                       |                          |
| Shareholders' capital                             |              | 66,950                | 66,950                   |
| Contributed surplus                               |              | 422                   | 422                      |
| Accumulated other comprehensive loss              |              | (4,347)               | (3,859)                  |
| Retained earnings                                 |              | 157,704               | 159,334                  |
|                                                   |              | <b>220,729</b>        | <b>222,847</b>           |
| <b>Total Liabilities and Shareholders' Equity</b> |              | <b>543,352</b>        | <b>533,000</b>           |

See accompanying Notes to the unaudited interim condensed consolidated financial statements.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.**  
**Interim Condensed Consolidated Statement of Comprehensive Income**  
**(Loss)**

| (\$ U.S. thousands, except per share amounts)                       | Notes | Three months ended March 31, |                |
|---------------------------------------------------------------------|-------|------------------------------|----------------|
|                                                                     |       | 2023                         | 2022           |
| Revenue                                                             | 12    | 143,216                      | 114,147        |
| Direct costs                                                        |       | 110,383                      | 93,190         |
| <b>Gross profit</b>                                                 |       | <b>32,833</b>                | <b>20,957</b>  |
| Depreciation and amortization                                       |       | 15,939                       | 14,298         |
| General and administrative                                          |       | 8,847                        | 10,275         |
| Share-based plans                                                   | 11    | 6,247                        | 724            |
| <b>Operating income (loss)</b>                                      |       | <b>1,800</b>                 | <b>(4,340)</b> |
| (Gain) loss on sale and impairment of property, plant and equipment |       | (574)                        | 550            |
| Unrealized (gain) loss on derivatives                               |       | (4,306)                      | 355            |
| Finance cost                                                        |       | 2,801                        | 1,247          |
| Foreign exchange loss                                               |       | 206                          | 212            |
| <b>Earnings (loss) before income tax</b>                            |       | <b>3,673</b>                 | <b>(6,704)</b> |
| Current income tax expense                                          |       | 420                          | 996            |
| Deferred income tax expense (recovery)                              |       | 489                          | (2,435)        |
| <b>Income tax expense (recovery)</b>                                |       | <b>909</b>                   | <b>(1,439)</b> |
| <b>Net earnings (loss)</b>                                          |       | <b>2,764</b>                 | <b>(5,265)</b> |
| <b>Other comprehensive (loss) income:</b>                           |       |                              |                |
| Foreign exchange differences on translation of foreign operations   |       | (488)                        | 472            |
| <b>Other comprehensive (loss) income</b>                            |       | <b>(488)</b>                 | <b>472</b>     |
| <b>Comprehensive income (loss)</b>                                  |       | <b>2,276</b>                 | <b>(4,793)</b> |
| <b>Net earnings (loss) per share</b>                                |       |                              |                |
| Weighted average number of shares - basic and diluted               |       | 34,473,438                   | 34,473,438     |
| Basic and diluted                                                   | \$    | 0.08                         | \$ (0.15)      |

See accompanying Notes to the unaudited interim condensed consolidated financial statements.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.**  
**Interim Condensed Consolidated Statement of Changes in Equity**  
(Unaudited)

| <i>(\$ U.S. thousands)</i>  | Notes    | Shareholders' capital | Contributed surplus | Accumulated other comprehensive loss | Retained earnings | Total equity   |
|-----------------------------|----------|-----------------------|---------------------|--------------------------------------|-------------------|----------------|
| As at January 1, 2022       | 5        | 69,399                | 422                 | (6,510)                              | 194,711           | 258,022        |
| Net loss                    |          | —                     | —                   | —                                    | (11,744)          | (11,744)       |
| Other comprehensive income  |          | —                     | —                   | 1,049                                | —                 | 1,049          |
| Dividends                   |          | —                     | —                   | —                                    | (4,192)           | (4,192)        |
| <b>As at March 31, 2022</b> | <b>5</b> | <b>69,399</b>         | <b>422</b>          | <b>(5,461)</b>                       | <b>178,775</b>    | <b>243,135</b> |
| As at January 1, 2023       | 5        | 66,950                | 422                 | (3,859)                              | 159,334           | 222,847        |
| Net earnings                |          | —                     | —                   | —                                    | 2,764             | 2,764          |
| Other comprehensive loss    |          | —                     | —                   | (488)                                | —                 | (488)          |
| Dividends                   |          | —                     | —                   | —                                    | (4,394)           | (4,394)        |
| <b>As at March 31, 2023</b> |          | <b>66,950</b>         | <b>422</b>          | <b>(4,347)</b>                       | <b>157,704</b>    | <b>220,729</b> |

See accompanying Notes to the unaudited interim condensed consolidated financial statements.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.**  
**Interim Condensed Consolidated Statement of Cash Flows**  
(Unaudited)

|                                                                        |       | Three months ended March 31, |                |
|------------------------------------------------------------------------|-------|------------------------------|----------------|
| (\$ U.S. thousands)                                                    | Notes | 2023                         | 2022           |
| <b>Operating activities</b>                                            |       |                              |                |
| Net earnings (loss)                                                    |       | 2,764                        | (5,265)        |
| Items not requiring cash and cash equivalents:                         |       |                              |                |
| Depreciation and amortization                                          |       | 15,939                       | 14,298         |
| Deferred income tax expense (recovery)                                 |       | 489                          | (2,435)        |
| (Gain) loss on sale of property, plant and equipment                   |       | (574)                        | 550            |
| Finance cost                                                           |       | 2,801                        | 1,247          |
| Current income tax expense                                             |       | 420                          | 996            |
| Unrealized (gain) loss on derivatives                                  |       | (4,306)                      | 355            |
| Share-based plans                                                      |       | 6,247                        | 724            |
| Unrealized foreign exchange loss (gain)                                |       | 206                          | (7)            |
| Cash flow from operations before working capital and other adjustments |       | 23,986                       | 10,463         |
| Change in non-cash working capital                                     | 13    | (13,104)                     | (3,823)        |
| Income taxes paid                                                      |       | (10)                         | (1)            |
| Income taxes recovered                                                 |       | 90                           | 29             |
| Financial instrument paid                                              |       | (189)                        | (359)          |
| Interest paid on lease liabilities                                     | 9     | (226)                        | (181)          |
| Share-based plan paid                                                  |       | (2,837)                      | (122)          |
| <b>Cash flow from operations</b>                                       |       | <b>7,710</b>                 | <b>6,006</b>   |
| <b>Investing activities</b>                                            |       |                              |                |
| Purchase of property, plant and equipment                              |       | (14,050)                     | (3,857)        |
| Proceeds from sale of property, plant and equipment                    |       | 530                          | 477            |
| Proceeds from disposal of right of use assets                          |       | 350                          | 22             |
| Additions to intangible assets                                         |       | (324)                        | (64)           |
| Change in non-cash working capital                                     | 13    | (64)                         | 1,476          |
| <b>Cash used in investing activities</b>                               |       | <b>(13,558)</b>              | <b>(1,946)</b> |
| <b>Financing activities</b>                                            |       |                              |                |
| Borrowings under credit facility                                       |       | 32,572                       | 24,629         |
| Repayment of credit facility                                           |       | (19,352)                     | (1,986)        |
| Repayment of senior secured notes                                      |       | —                            | (24,629)       |
| Interest paid                                                          |       | (2,514)                      | (1,427)        |
| Payment of lease liabilities                                           | 9     | (2,667)                      | (1,591)        |
| Dividends paid                                                         |       | (4,206)                      | (1,429)        |
| <b>Cash provided by (used in) financing activities</b>                 |       | <b>3,833</b>                 | <b>(6,433)</b> |
| Effect of foreign exchange rate changes on cash                        |       | 4                            | 169            |
| Decrease in cash and cash equivalents                                  |       | (2,011)                      | (2,204)        |
| Cash and cash equivalents, beginning of period                         |       | 5,398                        | 4,137          |
| <b>Cash and cash equivalents, end of period</b>                        |       | <b>3,387</b>                 | <b>1,933</b>   |

See accompanying Notes to the unaudited interim condensed consolidated financial statements.

# **BADGER INFRASTRUCTURE SOLUTIONS LTD.**

## **Notes to the Interim Condensed Consolidated Financial Statements**

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

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### **1 Incorporation and operations**

Badger Infrastructure Solutions Ltd. and its subsidiaries (together “Badger” or the “Company”) provide non-destructive excavating services to utilities, industrial, construction, transportation and other industries in Canada and the United States (“U.S.”). Badger is a publicly traded company. The head office of Badger is located at Suite 400, 919-11<sup>th</sup> Avenue SW, Calgary, Alberta T2R 1P3. The registered office of Badger is located at c/o CAS Corporate Governance Services Inc., 600, 815-8<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3P2.

The unaudited interim condensed consolidated financial statements of the Company for the three months ended March 31, 2023 and March 31, 2022 were authorized for issue in accordance with a resolution of the Board of Directors (“Board”) on May 3, 2023.

### **2 Basis of preparation**

#### **Statement of compliance**

These unaudited interim condensed consolidated financial statements of the Company are prepared in accordance with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34 – *Interim Financial Reporting* and accordingly, do not include all the disclosures included in the Company’s annual consolidated financial statements for the year ended December 31, 2022. These unaudited interim condensed consolidated financial statement should be read in conjunction with the annual consolidated financial statements. Certain prior year amounts have been reclassified to conform with the current period’s presentation.

#### **Basis of measurement**

These unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis except for share-based plan transactions and financial derivatives measured at fair market value. Historical cost is generally based on the fair value consideration given in exchange for goods and services at the time of the transaction.

#### **Functional and presentation currency**

These unaudited interim condensed consolidated financial statements are presented in U.S. dollars. The functional currency of the Canadian operations is in Canadian dollars and the U.S. operations functional currency is in U.S. dollars.

### **3 Significant accounting judgements, estimates and assumptions**

The preparation of these unaudited interim condensed consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the unaudited interim condensed consolidated financial statements and reported amounts of revenues, expenses, gains and losses during the reporting period. These judgements, estimates and assumptions are the same as those set out in the annual audited consolidated financial statements for the year ended December 31, 2022. Estimates and judgements are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### **4 Standards adopted and recently announced accounting pronouncements**

#### **IAS 1 Presentation of Financial Statements**

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help a company apply materiality judgements to accounting policy disclosures. The amendments seek to help a company provide more useful accounting policy disclosures by replacing the requirement for a company to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, as well as add guidance on how a business applies the concept of materiality in making decisions about accounting policy disclosures. The company will now have to

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consider both the size of the transactions, other events or conditions, and the nature of them. 'Material' is a defined term in IFRS and is more widely understood by users of financial statements.

In October 2022, the IASB issued amendments to clarify that the classification of liabilities as current or non-current is based solely on a company's right to defer settlement for at least twelve months at the reporting date. The right needs to exist at the reporting date and must have substance. In addition to the amendment from January 2020 where the IASB issued amendments to IAS 1, to provide a more general approach to the presentation of liabilities as current or non-current, only covenants with which a company must comply on or before the reporting date may affect this right. Covenants to be complied with after the reporting date do not affect the classification of a liability as current or non-current at the reporting date.

First amendment is effective January 1, 2023, and second amendment is effective January 1, 2024 and are to be applied retrospectively. Management believes these amendments have no impact on the Company.

**IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors**

Effective January 1, 2023, the definition of accounting estimates have been amended under IAS 8. Under the amended definition, a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors. The amendment further clarifies that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty.

Under the prior definition, IAS 8 stated that a change in accounting estimates specified that changes in accounting estimates may result from new information or new developments. Therefore, such changes are not corrections of errors. Management adopted the standard and there was no impact on the Company.

## **5 Seasonality of Operations**

The Company's revenues are typically highest in the second, third and fourth quarters resulting from the seasonal upswing in construction activity, the impact of which typically results in higher activity levels. Construction activity in the majority of Canada and certain regions of the U.S. is typically lower in the first quarter as a result of winter weather conditions. As the Company continues to grow its U.S. customer base, the impact of seasonality may shift over time. The Company's net working capital requirements will typically follow the seasonality of the related sales activity.

## **6 Trade and other receivables**

|                                       | <b>March 31, 2023</b> | <b>December 31, 2022</b> |
|---------------------------------------|-----------------------|--------------------------|
| Trade receivables                     | <b>128,364</b>        | 136,398                  |
| Holdback receivables                  | <b>1,404</b>          | 1,273                    |
| Allowance for doubtful accounts       | <b>(1,502)</b>        | (1,405)                  |
| Total trade receivables               | <b>128,266</b>        | 136,266                  |
| Accrued revenue and other receivables | <b>9,191</b>          | 5,229                    |
| <b>Trade and other receivables</b>    | <b>137,457</b>        | 141,495                  |

Trade receivables include \$8.3 million (December 31, 2022 - \$7.2 million) of trade accounts receivables being serviced under a receivables purchase agreement. The Company has transferred the relevant accounts receivables of certain designated customers to a third-party financial institution in exchange for a cash payment equal to the face value of the transferred trade receivables less an applicable discount. The Company retains substantially all of the risks and rewards relating to these receivables, and therefore, continues to recognize the transferred accounts receivables in their entirety. The amounts repayable under this receivables purchase agreement are recorded as accounts payable.

## BADGER INFRASTRUCTURE SOLUTIONS LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

Holdback receivables are amounts customers withhold paying until the completion of the contract. These amounts are agreed in advance and typically have collection terms beyond the Company's general payment terms.

Accrued revenue represents revenue for services which have been completed and for which an invoice has not yet been rendered. All such recorded amounts are considered collectible.

Trade receivables are non-interest bearing and are generally on 30-90 day payment terms.

The aging analysis of trade receivables, holdback receivables and the allowance for doubtful accounts is as follows:

|                                | March 31, 2023 | December 31, 2022 |
|--------------------------------|----------------|-------------------|
| Current to 90 days             | 110,090        | 120,322           |
| Over 90 days                   | 18,176         | 15,944            |
| <b>Total trade receivables</b> | <b>128,266</b> | <b>136,266</b>    |

Movement in allowance for doubtful accounts is as follows:

|                                                    | March 31, 2023 | December 31, 2022 |
|----------------------------------------------------|----------------|-------------------|
| Opening balance                                    | 1,405          | 2,790             |
| Additions to the allowance                         | 1,031          | 1,059             |
| Accounts written off                               | (935)          | (2,345)           |
| Amounts recovered that were previously allowed for | —              | (64)              |
| Exchange differences                               | —              | (35)              |
| <b>Closing balance</b>                             | <b>1,502</b>   | <b>1,405</b>      |

## 7 Inventory

Inventory includes manufacturing finished goods, manufacturing and spare parts and work in progress related to non-destructive excavation truck units that will be sold in the ordinary course of business.

|                               | March 31, 2023 | December 31, 2022 |
|-------------------------------|----------------|-------------------|
| Finished goods                | 15,006         | 2,367             |
| Manufacturing and spare parts | 17,090         | 17,498            |
| Work in progress              | 5,265          | 5,348             |
| <b>Total inventory</b>        | <b>37,361</b>  | <b>25,213</b>     |

## 8 Right-of-Use Assets

Badger enters into leases primarily for office and yard space for the non-destructive excavation operations and for light-duty vehicles. Terms of property leases vary including the life of the lease and the existence of extension options.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.****Notes to the Interim Condensed Consolidated Financial Statements**

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

**Right-of-use assets**

|                            | <b>Property</b> | <b>Light-duty vehicles</b> | <b>Total</b>  |
|----------------------------|-----------------|----------------------------|---------------|
| January 1, 2022            | 11,818          | 7,142                      | 18,960        |
| Additions                  | 11,656          | 9,510                      | 21,166        |
| Depreciation               | (6,403)         | (2,839)                    | (9,242)       |
| Disposals/modifications    | (973)           | —                          | (973)         |
| Impact of foreign exchange | (107)           | (125)                      | (232)         |
| <b>December 31, 2022</b>   | <b>15,991</b>   | <b>13,688</b>              | <b>29,679</b> |
| Additions                  | 4,207           | 4,674                      | 8,881         |
| Depreciation               | (1,727)         | (1,217)                    | (2,944)       |
| Disposals/modifications    | (310)           | —                          | (310)         |
| Impact of foreign exchange | (82)            | (113)                      | (195)         |
| <b>March 31, 2023</b>      | <b>18,079</b>   | <b>17,032</b>              | <b>35,111</b> |

**9 Lease liability****Lease liabilities**

|                                | <b>March 31, 2022</b> | <b>December 31, 2022</b> |
|--------------------------------|-----------------------|--------------------------|
| Opening balance                | 27,107                | 15,409                   |
| Additions                      | 8,639                 | 21,086                   |
| Interest expense               | 226                   | 667                      |
| Lease payments                 | (2,893)               | (9,019)                  |
| Disposals/modifications        | (303)                 | (827)                    |
| Impact of foreign exchange     | 5                     | (209)                    |
| <b>Closing balance</b>         | <b>32,782</b>         | <b>27,107</b>            |
| Current                        | 10,166                | 8,751                    |
| Long-term                      | 22,616                | 18,356                   |
| <b>Total lease liabilities</b> | <b>32,782</b>         | <b>27,107</b>            |

**Contractual undiscounted cash flows**

|                    | <b>March 31, 2023</b> | <b>December 31, 2022</b> |
|--------------------|-----------------------|--------------------------|
| Less than one year | 12,840                | 10,895                   |
| One to five years  | 28,092                | 22,320                   |
| <b>Total</b>       | <b>40,932</b>         | <b>33,215</b>            |

**Amounts recognized in net profit**

|                                       | <b>Three months ended March 31,</b> |             |
|---------------------------------------|-------------------------------------|-------------|
|                                       | <b>2023</b>                         | <b>2022</b> |
| Expenses related to short-term leases | 451                                 | 568         |

# BADGER INFRASTRUCTURE SOLUTIONS LTD.

## Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

### 10 Debt

|                                       | March 31, 2023 | December 31, 2022 |
|---------------------------------------|----------------|-------------------|
| Borrowings under credit facility      | 153,970        | 140,038           |
| Less: unamortized debt issuance costs | (1,082)        | (1,156)           |
| <b>Total long-term debt</b>           | <b>152,888</b> | <b>138,882</b>    |

|                                               | March 31, 2023 | December 31, 2022 |
|-----------------------------------------------|----------------|-------------------|
| Syndicated revolving credit facility capacity | 295,574        | 295,334           |
| Less: borrowings under credit facility        | (153,970)      | (140,038)         |
| Less: letters of credit                       | (3,950)        | (3,950)           |
| <b>Available amount</b>                       | <b>137,654</b> | <b>151,346</b>    |

#### Syndicated revolving credit facility

The Company has a C\$400.0 million (USD\$296 million), committed syndicated revolving credit facility with a syndicate of six lenders. The committed syndicated revolving credit facility allows for borrowings in either Canadian or U.S. dollars, providing Badger with the administrative flexibility to borrow in the functional currency in both its Canadian and the U.S. operations. On August 31, 2022, the Company renewed its syndicated revolving credit facility for a 5-year term, expiring on August 31, 2027. Badger has the flexibility to expand the syndicated revolving credit facility, subject to approval by the lenders, by an additional C\$150.0 million (USD\$111 million). Badger maintains the syndicated revolving credit facility for general corporate and liquidity purposes, in addition to financing requirements, if any, related to Badger's capital expenditures.

The syndicated revolving credit facility bears interest, at the Company's option, at either the bank's prime rate plus a tiered set of basis points or bankers' acceptance ("BA")/Secured Overnight Financing Rate ("SOFR") also with a tiered structure. A standby fee is paid on the unused portion of the syndicated revolving credit facility on a tiered basis. Standby fees are expensed as incurred. Under the terms of the syndicated revolving credit facility, the Company must comply with certain financial and non-financial covenants, as defined by the bank. Throughout 2023, and as at March 31, 2023, the Company was in compliance with all of these covenants.

The syndicated revolving credit facility is collateralized by a general security interest over the Company's assets, property and undertaking, present and future. The outstanding letters of credit, which reduce the amount of available credit under the syndicated revolving credit facility, support the U.S. insurance program and certain other performance bonds.

As at March 31, 2023, the Company had available \$137.7 million (December 31, 2022 - \$151.3 million) of undrawn committed borrowing facilities.

### 11 Share-based plan

#### A) Deferred Share Unit Plan

The Deferred Share Unit ("DSU") Plan was established to promote greater alignment of interests between the executive officers and the Shareholders of the Company. The Board may also participate in the plan whereby they will be paid 60% to 100% of the annual retainer in the form of DSUs. Pursuant to the terms of the DSU, participants are granted deferred units with a value equivalent to the value of a Badger share. The deferred units granted earn additional deferred units at the same rate as dividends on Badger common shares. DSUs are also granted to Badger's employees and are paid out in cash upon departure from the Company.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.****Notes to the Interim Condensed Consolidated Financial Statements**

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

The DSU Plan is accounted for as a cash-settled plan. Compensation expense is based on the estimated fair value of the deferred units outstanding at the end of each quarter using a volume weighted average share price and recognized using graded vesting throughout the term of the vesting period, with a corresponding credit to liabilities.

The liability for deferred units outstanding as at March 31, 2023 was \$12.0 million (December 31, 2022 - \$12.7 million). The fair value of deferred units exercisable as at March 31, 2023 was \$12.0 million (December 31, 2022 - \$10.5 million). Changes in the number of deferred units under the DSU Plan were as follows:

|                                         | <b>Units</b>   |
|-----------------------------------------|----------------|
| December 31, 2021                       | 532,522        |
| Granted                                 | 57,172         |
| Dividends earned                        | 12,400         |
| Redeemed for cash                       | (81,620)       |
| Forfeited                               | (8,418)        |
| December 31, 2022                       | <b>512,056</b> |
| Granted                                 | 20,846         |
| Dividends earned                        | 2,610          |
| Redeemed for cash                       | (41,000)       |
| Forfeited                               | —              |
| <b>March 31, 2023</b>                   | <b>494,512</b> |
| <b>Exercisable as at March 31, 2023</b> | <b>494,512</b> |

**B) Performance Share Unit Plan**

The Company also has a Performance Share Unit (“PSU”) Plan for officers of the Company. Officers can elect to have at least half up to all of their annual long-term incentive compensation awarded in PSUs, with the remainder, if any, awarded in RSUs. The PSUs represent rights to share value based on the number of PSUs issued and achieving certain performance criteria as set out by the Board of Directors. Subject to achievement of performance criteria, under the terms of the plan, PSUs awarded will vest on a three-year term on their anniversary date and are recognized over their vesting period. PSUs, which meet the performance and other vesting criteria, will be settled in cash upon vesting.

The PSU Plan is accounted for as a cash-settled plan. Compensation expense is based on the estimated fair value of the PSUs outstanding at the end of each quarter using a volume weighted average share price and recognized over the vesting period, with a corresponding increase to the share based plan liability.

# BADGER INFRASTRUCTURE SOLUTIONS LTD.

## Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

The liability for PSUs outstanding as at March 31, 2023 was \$4.8 million (December 31, 2022 - \$2.9 million). The fair value of units fully vested at March 31, 2023 was \$1.5 million (December 31, 2022 - \$2.0 million). Changes in the number of PSUs under the PSU plan were as follows:

|                                         | <b>Units</b>   |
|-----------------------------------------|----------------|
| December 31, 2021                       | 309,580        |
| Granted                                 | 211,825        |
| Dividends earned                        | 4,796          |
| Redeemed for cash                       | (102,635)      |
| Forfeited                               | (26,349)       |
| December 31, 2022                       | <b>397,217</b> |
| Granted                                 | 132,006        |
| Dividends earned                        | 2,794          |
| Redeemed for cash                       | —              |
| Forfeited                               | —              |
| <b>March 31, 2023</b>                   | <b>532,017</b> |
| <b>Exercisable as at March 31, 2023</b> | <b>129,572</b> |

### C) Restricted Share Unit Plan

The company also has a Restricted Shareholder Unit Plan (“RSU”). Pursuant to the terms of the RSU, participants are granted restricted units with a value equivalent to the value of a Badger share. The restricted units granted earn additional restricted units at the same rate as dividends on Badger common shares. The restricted units granted vest equally over a period of three years from the date of the grant. Upon vesting, payment for the vested RSUs will be made by the Company to the participants.

The RSU Plan is accounted for as a cash-settled plan. Compensation expense is based on the estimated fair value of the restricted units outstanding at the end of each quarter using a volume weighted average share price and recognized using graded vesting throughout the term of the vesting period, with a corresponding credit to liabilities.

The liability for RSUs outstanding as at March 31, 2023 was \$3.9 million (December 31, 2022 - \$2.0 million). The fair value of units fully vested at March 31, 2023 was nil (December 31, 2022 - \$1.1 million). Changes in the number of RSUs under the RSU plan were as follows:

|                                         | <b>Units</b>   |
|-----------------------------------------|----------------|
| December 31, 2021                       | 131,657        |
| Granted                                 | 223,776        |
| Dividends earned                        | 5,655          |
| Redeemed for cash                       | (49,829)       |
| Forfeited                               | (37,783)       |
| December 31, 2022                       | <b>273,476</b> |
| Granted                                 | 255,275        |
| Dividends earned                        | 2,237          |
| Redeemed for cash                       | (100,088)      |
| Forfeited                               | (4,834)        |
| <b>March 31, 2023</b>                   | <b>426,066</b> |
| <b>Exercisable as at March 31, 2023</b> | —              |

**BADGER INFRASTRUCTURE SOLUTIONS LTD.****Notes to the Interim Condensed Consolidated Financial Statements**

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(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

**12 Revenue**

The following table disaggregates the Company's revenue by type of service and type of customer.

|                                                                 | <b>Three months ended March 31,</b> |             |
|-----------------------------------------------------------------|-------------------------------------|-------------|
|                                                                 | <b>2023</b>                         | <b>2022</b> |
| Non-destructive excavation service revenue – corporate          | <b>132,308</b>                      | 105,409     |
| Non-destructive excavation service revenue – operating partners | <b>4,230</b>                        | 3,982       |
| <b>Total non-destructive excavation service revenue</b>         | <b>136,538</b>                      | 109,391     |
| Other service revenue – corporate <sup>(1)</sup>                | <b>6,390</b>                        | 4,507       |
| Other service revenue – operating partners <sup>(1)</sup>       | <b>288</b>                          | 249         |
| <b>Total other revenue</b>                                      | <b>6,678</b>                        | 4,756       |
| <b>Total revenue</b>                                            | <b>143,216</b>                      | 114,147     |

<sup>(1)</sup> Other service revenue includes other non-destructive excavation and related services, truck placement fees and other administrative related revenue.

**13 Statement of cash flow supplemental information**

The following table provides supplemental information on the components of changes in non-cash working capital in operating and investing activities:

|                                           | <b>Three months ended March 31,</b> |             |
|-------------------------------------------|-------------------------------------|-------------|
|                                           | <b>2023</b>                         | <b>2022</b> |
| <b>Operating activities</b>               |                                     |             |
| Source (use) of cash:                     |                                     |             |
| Trade and other receivables               | <b>3,805</b>                        | 6,430       |
| Prepaid expenses                          | <b>2,152</b>                        | (2,048)     |
| Inventories                               | <b>(12,148)</b>                     | (8,380)     |
| Trade and other payables                  | <b>(6,913)</b>                      | 175         |
| <b>Change in non-cash working capital</b> | <b>(13,104)</b>                     | (3,823)     |

**Investing activities**

Source of cash:

|                                           |             |       |
|-------------------------------------------|-------------|-------|
| Trade and other payables <sup>(1)</sup>   | <b>(64)</b> | 1,476 |
| <b>Change in non-cash working capital</b> | <b>(64)</b> | 1,476 |

<sup>(1)</sup> Non-cash working capital changes from trade and other payables relate to vendors supplying Badger's manufacturing operations and are included in investing activities as these supplies are additions to property, plant and equipment.

# BADGER INFRASTRUCTURE SOLUTIONS LTD.

## Notes to the Interim Condensed Consolidated Financial Statements

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

### 14 Segment reporting

The Company has identified three reportable segments consisting of two geographic segments (U.S. and Canada) and a Corporate segment. The U.S. and Canadian operating segments provide non-destructive excavating services. The following is selected information for the three months ended March 31, 2023 and 2022 based on these geographic/reportable segments.

| Three months ended                                   | March 31, 2023 |         |           |         | March 31, 2022 |         |           |         |
|------------------------------------------------------|----------------|---------|-----------|---------|----------------|---------|-----------|---------|
|                                                      | Canada         | U.S.    | Corporate | Total   | Canada         | U.S.    | Corporate | Total   |
| Non-destructive excavation service revenue           | 20,353         | 116,185 | —         | 136,538 | 19,205         | 90,186  | —         | 109,391 |
| Other revenue                                        | 2,038          | 4,640   | —         | 6,678   | 2,263          | 2,493   | —         | 4,756   |
| Total revenue                                        | 22,391         | 120,825 | —         | 143,216 | 21,468         | 92,679  | —         | 114,147 |
| Direct costs                                         | 17,176         | 93,207  | —         | 110,383 | 17,113         | 76,077  | —         | 93,190  |
| Depreciation and amortization                        | 3,891          | 12,045  | 3         | 15,939  | 3,765          | 10,533  | —         | 14,298  |
| General and administrative <sup>(1)</sup>            | 960            | 6,971   | 916       | 8,847   | 660            | 8,228   | 1,387     | 10,275  |
| Unrealized (gain) loss on derivatives <sup>(2)</sup> | —              | —       | (4,306)   | (4,306) | —              | —       | 355       | 355     |
| Share-based plans <sup>(2)</sup>                     | —              | —       | 6,247     | 6,247   | —              | —       | 724       | 724     |
| Finance cost <sup>(2)</sup>                          | 51             | 175     | 2,575     | 2,801   | 34             | 87      | 1,126     | 1,247   |
| Other <sup>(3)</sup>                                 | 124            | (492)   | —         | (368)   | 133            | 629     | —         | 762     |
| Earnings (loss) before tax                           | 189            | 8,919   | (5,435)   | 3,673   | (237)          | (2,875) | (3,592)   | (6,704) |

<sup>(1)</sup> Included in general and administrative expenses for the corporate segment are employee, office, and other costs related to public company administration.

<sup>(2)</sup> Share-based plans for participants in both the U.S. and Canada, unrealized (gain) loss on financial instruments, and finance costs from the Company's credit facilities are reported in the corporate segment.

<sup>(3)</sup> Included in other are loss (gain) on sale of property, plant and equipment, and foreign exchange (gain) losses.

|                                  | Canada  | U.S.    | Corporate | Total   |
|----------------------------------|---------|---------|-----------|---------|
| <b>March 31, 2023</b>            |         |         |           |         |
| Property, plant and equipment    | 90,763  | 208,736 | —         | 299,499 |
| Right of use assets              | 7,279   | 27,594  | 238       | 35,111  |
| Intangible assets                | 12,028  | 9,586   | —         | 21,614  |
| Goodwill                         | 1,198   | —       | —         | 1,198   |
| Total assets                     | 218,135 | 324,979 | 238       | 543,352 |
| Total liabilities <sup>(1)</sup> | 47,358  | 100,765 | 174,500   | 322,623 |
| <b>December 31, 2022</b>         |         |         |           |         |
| Property, plant and equipment    | 90,756  | 207,880 | —         | 298,636 |
| Right of use assets              | 5,836   | 23,518  | 325       | 29,679  |
| Intangible assets                | 12,196  | 9,636   | —         | 21,832  |
| Goodwill                         | 1,197   | —       | —         | 1,197   |
| Total assets                     | 178,443 | 354,232 | 325       | 533,000 |
| Total liabilities <sup>(1)</sup> | 48,644  | 100,020 | 161,489   | 310,153 |

<sup>(1)</sup> Included in total liabilities for the corporate segment are dividends payable, share-based plan liabilities, derivatives liability and borrowings under credit facility.

**BADGER INFRASTRUCTURE SOLUTIONS LTD.****Notes to the Interim Condensed Consolidated Financial Statements**

For the three months ended March 31, 2023 and March 31, 2022

(Unaudited - All amounts in thousands of U.S. Dollars, except per share amounts or as otherwise stated)

**15 Commitments and contingencies**

The Company had the following commitments as at March 31, 2023:

|                                     | <b>2023</b>   | <b>2024</b>   | <b>2025</b>  | <b>2026</b> | <b>2027</b> | <b>Thereafter</b> | <b>Total</b>  |
|-------------------------------------|---------------|---------------|--------------|-------------|-------------|-------------------|---------------|
| Operating leases <sup>(1)</sup>     | 803           | 998           | 899          | 730         | 251         | 65                | <b>3,746</b>  |
| Service contract <sup>(2)</sup>     | 9,480         | 5,230         | 4,094        | —           | —           | —                 | <b>18,804</b> |
| Purchase commitments <sup>(3)</sup> | 40,932        | 4,896         | —            | —           | —           | —                 | <b>45,828</b> |
| <b>Total</b>                        | <b>51,215</b> | <b>11,124</b> | <b>4,993</b> | <b>730</b>  | <b>251</b>  | <b>65</b>         | <b>68,378</b> |

<sup>(1)</sup> Operating leases include building and office space.<sup>(2)</sup> Contract with third party service provider for information technology services related to the Enterprise Resource Planning.<sup>(3)</sup> Purchase commitments include amounts related to manufacturing operations, the purchase of light-duty trucks and other committed capital expenditures.