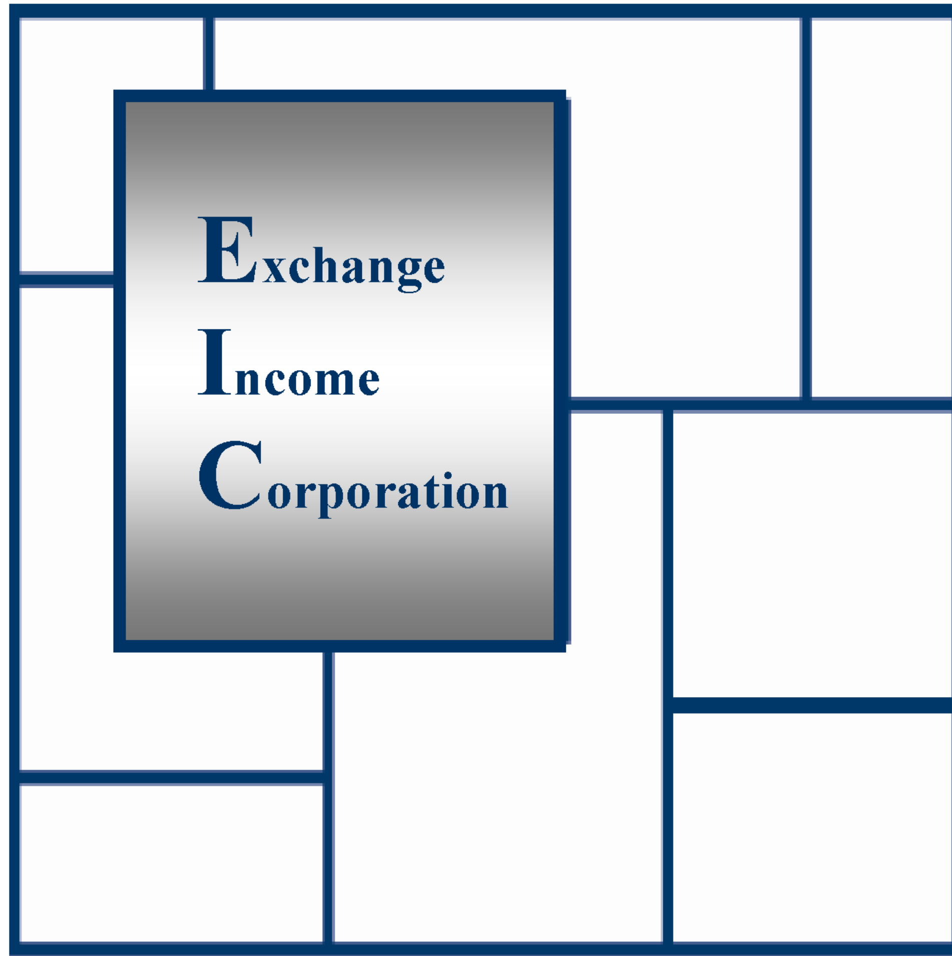


Third Quarter Report

For the three and nine months ended September 30, 2019

CEO's Message

The third quarter of 2019 was a very good quarter for EIC. For the first time in our history, Adjusted Net Earnings exceeded $1.00 per share in a quarter. Adjusted Net Earnings per share were $1.03 per share for the third quarter, up 10% from the comparable period. Net Earnings per share was up even more as it increased by 17% to $0.90 per share. Revenue and EBITDA also hit all time quarterly highs, and while we are proud of these results, they are only part of the story. Never has the power of EIC's diversification been more evident than in the third quarter of this year. A significant airline customer of Regional One filed for bankruptcy, which resulted in a bad debt expense of approximately $6 million. During the third quarter we also incurred losses at Quest's new plant in Dallas as we slowly and methodically continue to ramp-up production. Even with these two headwinds, the strength of our overall portfolio allowed us to achieve the most profitable quarter in our 15-year history.

The third quarter highlights include:

- Revenue reached an all-time quarterly high of $355 million, an increase of 15% over the previous year.
- EBITDA also hit an all-time quarterly high of $89 million, an increase of 12% over the previous year.
- Adjusted Net Earnings and Adjusted Net Earnings per share set all-time quarterly highs reaching $33 million and $1.03 per share, up 12% and 10% respectively.
- Net Earnings and Net Earnings per share increased by 20% and 17% respectively to $29 million and $0.90, which are also all-time quarterly highs.
- Free Cash Flow grew by 5% to $67 million while Free Cash Flow Less Maintenance Capital Expenditures fell by 10% to $37 million. On a per share basis, Free Cash Flow Less Maintenance Capital Expenditures fell by 13% to $1.14 which in turn increased the quarterly dividend payout ratio to 49% from 42% the previous year. The quarterly Adjusted Net Earnings payout ratio improved to 55% from 58%.
- The trailing twelve-month payout ratio is a better barometer of our ability to fund our dividend given the seasonality of our results. When calculated on a Free Cash Flow Less Maintenance Capital Expenditures basis, the trailing twelve-month payout ratio fell to 57% from 62%. The trailing twelve-month Adjusted Net Earnings payout ratio fell to 72% from 75% a year ago.

This is the third quarter since our adoption of IFRS 16, which requires leases that were formerly classified as operating leases to be recorded on the balance sheet. While this policy absolutely in no way changes the payments made to landlords or the resultant Free Cash Flow, it does affect the income statement in two ways. We previously disclosed that the adoption of IFRS 16 will increase EBITDA by approximately $20 million, while Net Earnings and Adjusted Net Earnings on a per share basis will be reduced by approximately $0.05 per annum. The effect of IFRS 16 is included in the quarterly and nine-month results for the trailing twelve-month calculations.

As I mentioned in the opening paragraph, the results we achieved included the impact of a customer's bankruptcy at Regional One. Regional One works with smaller carriers around the world, and as such sometimes will accept a higher level of collection risk. However, this risk tolerance helps drive higher than industry level returns in the company. This is the first material write-off we have incurred since we acquired the company more than six years ago.

Exclusive of this bad debt expense, EBITDA would have reached $95 million and Free Cash Flow less Maintenance Capital Expenditures would have risen to $1.32 per share. Our quarterly payout ratio calculated on a Free Cash Flow less Maintenance Capital Expenditures basis would fall to 43% and the trailing twelve-month payout ratio would have fallen to 55%.

We were also very busy during the quarter analyzing and negotiating two acquisitions. Subsequent to quarter end we closed these acquisitions as well as an equity offering and a larger more flexible debt facility with our lenders. The two acquisitions, LV Control Mfg. Ltd. ("LV Control") and Advanced Window, Inc. ("AWI"), will be part of our Manufacturing segment.

LV Control is an electrical systems integrator focused on the agriculture material handling segment. The company is a leader in their market with their own proprietary technology and well-established relationships with their clients. LV Control will contribute consistent, growing earnings and provides EIC with exposure to the agricultural sector.

AWI is a full-service glazing company specializing in sales and service of pre-glazed fenestration products. AWI will enable Quest to further enhance its offering to its key markets in the northeastern United States, building out sales channels and overall product offering. The acquisition of AWI is part of the vertical integration we spoke of during our Investor Day in September at the Quest Dallas plant.

We closed an equity offering at the end of October, which generated gross proceeds of $80.5 million. The bought deal offering was very well received by the market and was materially over-subscribed which enabled our syndicate of Investment Banks to fully exercise the overallotment option. The proceeds of this offering were utilized to fund the two acquisitions. Not only did these transactions de-lever our balance sheet, they are also expected to be accretive to Adjusted Net Earnings per share even with 100% equity financing. It is a rare group of transactions that enable accretion of earnings while at the same time de-levering the balance sheet.

In early November we closed a new debt facility with a syndicate of banks. This new facility will be a powerful capital source to EIC as we continue to execute on our business model of accretive acquisition and investment in organic growth of our subsidiaries. The key attributes of the facility are as follows:

- Increase in the facility from $1 billion to $1.3 billion and an increase in the accordion feature from $100 million to $300 million. In aggregate this provides EIC with access to additional capital of $500 million beyond the $400 million available under the previous facility.
- Reduced pricing across all leverage tiers of the facility.
- More flexible covenant structure, including an increase of maximum senior debt to EBITDA to 4.0 from 3.25
- The addition of our first US-based bank, Wells Fargo, into the syndicate.

It is extremely important that our stakeholders do not interpret this new enhanced facility as a change in our attitude towards debt. Maintaining a strong balance sheet has always been a cornerstone of our business strategy and this remains the case today. Limited leverage and access to capital have enabled our Company to move quickly when an opportunity is uncovered. This facility provides us the ability to execute when capital is required, and to do so at a reduced cost.

EIC has for 15 years consistently operated with aggregate debt (secured bank debt and convertible debentures) of between 2.5- and 3.5-times EBITDA. We have no intention of changing that going forward.

We are excited about the balance of 2019, 2020 and beyond. Projects such as the Force Multiplier surveillance aircraft, the new Quest production facility and the new contract with the Canadian Government for surveillance on the East and West Coasts to name just three, together with recently completed acquisitions, will drive our continued expansion in the future. In fact, we expect our growth in 2020 to equal and perhaps exceed that which we have generated in the current year. We will provide a more detailed outlook for 2020 when we report our 2019 fourth quarter results in February.

I would like to thank our customers, employees, shareholders and all stakeholders for their ongoing support. We look forward to reporting our results for the full year in February.

Mike Pyle
Chief Executive Officer

November 7, 2019

TABLE OF CONTENTS

1) FINANCIAL HIGHLIGHTS AND SIGNIFICANT EVENTS ____ 4

2) RESULTS OF OPERATIONS ____ 7

3) INVESTING ACTIVITIES ____ 15

4) DIVIDENDS AND PAYOUT RATIOS ____ 17

5) OUTLOOK ____ 19

6) LIQUIDITY AND CAPITAL RESOURCES ____ 20

7) RELATED PARTY TRANSACTIONS ____ 23

8) CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS ____ 23

9) ACCOUNTING POLICIES ____ 23

10) CONTROLS AND PROCEDURES ____ 24

11) RISK FACTORS ____ 24

12) NON-IFRS FINANCIAL MEASURES AND GLOSSARY ____ 25

13) QUARTERLY INFORMATION ____ 26

PREFACE

This MD&A supplements the unaudited interim condensed consolidated financial statements and related notes for the three and nine months ended September 30, 2019 ("Consolidated Financial Statements") of Exchange Income Corporation ("EIC" or "the Corporation"). All amounts are stated in thousands of Canadian Dollars, except per share information and share data, unless otherwise stated.

This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Corporation for the three and nine months ended September 30, 2019, its annual financial statements for the year ended December 31, 2018, and its annual MD&A for the year ended December 31, 2018. The interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements.

The Corporation's 2019 financial results include the impact of IFRS 16, a substantial change in lease accounting standards, effective January 1, 2019. The Corporation was required to adopt IFRS 16 and used the modified retrospective approach. Financial results prior to 2019 were not prepared on this basis. As a result, the comparability of the Corporation's 2019 EBITDA, Net Earnings, and Adjusted Net Earnings prior to 2019 is impacted. The Corporation provided guidance on the impact of IFRS 16 adoption in *Section 10 – Accounting Policies* of its annual 2018 MD&A that 2019 annual EBITDA would increase approximately $20 million and Net Earnings and Adjusted Net Earnings would decrease approximately $0.05 per share. In addition, the opening balance sheet as of January 1, 2019, includes right of use assets of $120 million and a right of use lease liability of $123 million as a result of the adoption.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements. All statements other than statements of historical fact contained in this Management's Discussion and Analysis ("MD&A") are forward-looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving Exchange Income Corporation or the businesses in which it has invested. Persons reading this MD&A can identify many of these statements by looking for words such as "believe", "expects", "will", "may", "intends", "projects", "anticipates", "plans", "estimates", "continues" and similar words or the negative thereof. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct.

By their nature, forward-looking statements require assumptions and are subject to inherent risks and uncertainties including those discussed in this report. There is a significant risk that predictions and other forward-looking statements will not prove to be accurate. Readers of this report are cautioned not to place undue reliance on forward-looking statements made or incorporated by reference herein because a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements.

The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to those risk factors set out in this report described in *Section 11 – Risk Factors* of the MD&A. We caution that the list of risk factors set out herein is not exhaustive and that when relying on forward-looking statements to make decisions with respect to Exchange Income Corporation, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this report are made as of the date of this report or such other date specified in such statement. Except as required by Canadian Securities Law, the Corporation does not undertake to update any forward-looking statements.

EXCHANGE INCOME CORPORATION

The Corporation is a diversified, acquisition-oriented corporation focused on opportunities in aerospace and aviation services and equipment, and manufacturing. The business plan of the Corporation is to invest in profitable, well-established companies with strong cash flows operating in niche markets. The objectives of the Corporation are:

(i) to provide shareholders with stable and growing dividends;

(ii) to maximize shareholder value through on-going active monitoring of and investment in its operating subsidiaries; and

(iii) to continue to acquire additional companies, businesses or interests therein to expand and diversify the Corporation's investments.

Segment Summary

The Corporation's operating segments are strategic business units that offer different products and services. The Corporation has two operating segments: Aerospace & Aviation and Manufacturing.

(a) **Aerospace & Aviation** – includes a variety of operations within the aerospace and aviation industries. It includes providing scheduled airline, charter service and emergency medical services to communities located in Manitoba, Ontario, and Nunavut. These services are provided by: **Calm Air**, **Perimeter**, **Bearskin** (as a division of Perimeter), **Keewatin**, **Custom Helicopters**, our equity investment in **Wasaya,** and other aviation supporting businesses ("the **Legacy Airlines**"). **Regional One** is focused on supplying regional airline operators around the world with various after-market aircraft, engines, and component parts. **Provincial** (comprised of PAL Airlines, PAL Aerospace, and Moncton Flight College) provides scheduled airline, charter service and emergency medical services in Newfoundland and Labrador, Quebec, New Brunswick, and Nova Scotia and through its aerospace business Provincial designs, modifies, maintains and operates custom sensor-equipped aircraft. Provincial provides maritime surveillance and support operations in Canada, the Caribbean, and the Middle East. Through Moncton Flight College, Provincial offers a full range of pilot flight training services, from private pilot licensing to commercial pilot programs. Together all these operations make up the Aerospace & Aviation segment. To assist in further explaining the results of the segment, the Corporation may refer to the Legacy Airlines, Regional One and Provincial.

(b) **Manufacturing** – provides a variety of manufactured goods and related services in several industries and geographic markets throughout North America. **Quest** is a manufacturer of an advanced unitized window wall system used primarily in high-rise multi-family residential projects in Canada and the United States. **WesTower** is focused on the engineering, design, manufacturing and construction of communication infrastructure and provision of technical services. **Ben Machine** is a manufacturer of precision parts and components primarily used in the aerospace and defence sector. **Stainless** manufactures specialized stainless steel tanks, vessels, and processing equipment. **LV Control** is an electrical and control systems integrator focused on the agricultural material handling segment. The **Alberta Operations** manufactures specialized heavy-duty pressure washing and steam systems, commercial water recycling systems, and custom tanks for the transportation of various products, primarily oil, gasoline, and water. **Overlanders** manufactures precision sheet metal and tubular products.

Management of the Corporation continuously monitors and provides support to the operating subsidiaries. The operating subsidiaries of the Corporation, however, operate autonomously and maintain their individual business identities.

1. FINANCIAL HIGHLIGHTS AND SIGNIFICANT EVENTS

The financial highlights for the Corporation for the periods indicated are as follows:

FINANCIAL PERFORMANCE	2019	per share basic	per share fully diluted	2018	per share basic	per share fully diluted
For the three months ended September 30						
Revenue	$ 355,164			$ 308,179		
EBITDA(1)	89,002			79,174		
Net earnings	28,990	$ 0.90	$ 0.83	24,162	$ 0.77	$ 0.72
Adjusted net earnings(1)	33,073	1.03	0.93	29,550	0.94	0.86
Adjusted net earnings payout ratio(1)		55%	60%		58%	64%
Free Cash Flow(1)	67,166	2.08	1.78	64,219	2.04	1.76
Free Cash Flow less maintenance capital expenditures(1)	36,885	1.14	1.03	41,103	1.31	1.16
Free Cash Flow less maintenance capital expenditures payout ratio(1)		49%	55%		42%	47%
Dividends declared	18,145	0.5625		17,215	0.5475	
For the nine months ended September 30						
Revenue	$ 978,087			$ 887,655		
EBITDA(1)	240,065			208,258		
Net earnings	58,353	$ 1.83	$ 1.77	52,323	$ 1.66	$ 1.61
Adjusted net earnings(1)	72,370	2.27	2.18	67,690	2.15	2.05
Adjusted net earnings payout ratio(1)		73%	76%		76%	79%
Free Cash Flow(1)	177,141	5.55	4.80	163,600	5.19	4.57
Free Cash Flow less maintenance capital expenditures(1)	89,140	2.79	2.51	80,624	2.56	2.41
Free Cash Flow less maintenance capital expenditures payout ratio(1)		59%	66%		64%	68%
Dividends declared	52,978	1.6575		51,305	1.6275	
FINANCIAL POSITION	**September 30, 2019**			December 31, 2018		
Working capital	$ 334,730			$ 301,141		
Capital assets	944,906			877,691		
Total assets	2,205,916			1,957,298		
Senior debt	762,643			727,511		
Equity	641,179			617,247		
SHARE INFORMATION	**September 30, 2019**			December 31, 2018		
Common shares outstanding	32,257,445			31,316,006		
	September 30, 2019			September 30, 2018		
Weighted average shares outstanding during the period - basic	31,913,490			31,499,419		

Note 1) As defined in *Section 12 – Non-IFRS Financial Measures and Glossary*.

SIGNIFICANT EVENTS

Amended Credit Facility

On February 1, 2019, the Corporation amended its credit facility to obtain more favourable pricing and extend its term. The revised credit facility includes improved pricing on both amounts borrowed under the facility and standby charges paid for the unutilized portion of the facility. The maturity of the facility has been extended to May 7, 2023.

Normal Course Issuers Bid ("NCIB")

On February 8, 2019, the Corporation renewed its NCIB. Under the renewed NCIB, purchases can be made during the period commencing on February 22, 2019 and ending on February 21, 2020. Under the renewed NCIB, the Corporation can purchase a maximum of 1,567,004 shares and daily purchases will be limited to 21,522 shares, other than block purchase exemptions. The

Corporation renewed its NCIB because it believes that from time to time, the market price of the common shares may not fully reflect the value of the common shares. The Corporation believes that in such circumstances, the purchase of common shares represents an accretive use of capital.

Joint Venture with SkyWest, Inc.

On February 19, 2019, the Corporation announced that it had completed a joint venture with SkyWest, Inc. ("SkyWest") to acquire, lease and sell CF34 engines, expanding its relationship with SkyWest. Regional One also purchased 12 CRJ700 airframes from SkyWest. Three of the airframes will be parted out and nine will be leased consistent with Regional One's model.

Aero Engines LLC., the Joint Venture between SkyWest and Regional One, has entered into an agreement to lease its current portfolio of 14 CF34 engines for a 10-year term. The engines are being paired up with nine CRJ700 airframes owned by Regional One and will be leased for 10 years to a US operator. These assets are expected to enter lease in phases between the fourth quarter of 2019 and June 2020.

Aerial Surveillance Contract Award

On March 4, 2019, PAL Aerospace was awarded the Aerial Surveillance contract by the Government of Canada. The new five-year contract takes effect in August 2020 with subsequent options to renew for up to five additional years. This new award will materially increase the scope and nature of services provided under the existing contract between PAL Aerospace and the Government of Canada. PAL Aerospace's critical role in the delivery of Canada's aerial surveillance program provides the Government of Canada with the capability to monitor domestic and foreign vessel activities and detect potential illegal activity. The program also contributes significantly to pollution surveillance, environmental monitoring, and marine security for several other federal departments and agencies.

Convertible Debenture Offering

On March 26, 2019, the Corporation closed a bought deal offering of convertible debentures. At the closing of the offering, the Corporation issued $86.25 million principal amount of debentures including the exercise of the full $11.25 million over-allotment option that was granted to the underwriters. The debentures bear interest at 5.75% per annum, payable semi-annually. The debentures are convertible at the holder's option into common shares of the Corporation at a conversion price of $49.00 per share. The maturity of the debentures is March 31, 2026.

Appointment of Chief Financial Officer

On April 10, 2019, Darryl Bergman was appointed the Chief Financial Officer of the Corporation. Mr. Bergman is a Chartered Professional Accountant and has over 25 years of multi-national finance, treasury and enterprise risk management experience in a variety of business sectors, including energy, food processing, chemical, steel, and pulp and paper. He joins the Corporation from Northland Power Inc., where he was Vice President, Corporate Finance and Treasurer.

Early Redemption of Convertible Debentures

On April 26, 2019, the Corporation exercised its right to call its 7 year 6.00% convertible debentures which were due on March 31, 2021. The redemption of the debentures was completed with cash on hand from the Corporation's issuance of its March 2019 5.75% convertible debenture offering. Prior to the redemption date on April 26, 2019, $24.7 million principal amount of debentures were converted into 780,112 common shares at a price of $31.70 per share. On April 26, 2019, the remaining outstanding debentures in the principal amount of $3.1 million were redeemed by the Corporation.

Life in Flight Program

On May 8, 2019, at the Corporation's Annual General Meeting, the Corporation unveiled its Life in Flight program to proactively address the impact of the worldwide shortage of pilots on the Corporation's airline operations. The program will be integrated into each of the Corporation's airlines and will leverage the knowledge and training capacity of Moncton Flight College, which was acquired on February 28, 2018. More information on the program can be found at www.lifeinflight.ca.

Dividend Increase

On August 7, 2019, the Corporation increased its monthly dividend by 4% or $0.09 per annum to $2.28 per annum. The increase was effective beginning with the August dividend, which was paid to shareholders on September 13, 2019.

Subsequent Event – Acquisition of L.V. Control Mfg. Ltd.

On October 4, 2019, the Corporation acquired all the shares of L.V. Control Mfg., Ltd. ("LV Control") for up to $53.5 million. LV Control is an electrical and control systems integrator focused on the agricultural material handling segment with primary activities in grain handling, crop input, feed processing, and seed cleaning and processing. The total purchase price before normal post-closing

adjustments included $42.1 million paid in cash at closing, shares of the Corporation issued at closing with a value of $5.4 million, and the ability to earn up to an additional $6 million of consideration if post-close targets are met.

Subsequent Event – Acquisition of Advanced Window, Inc.

On October 17, 2019, the Corporation acquired all the shares of Advanced Window, Inc. ("AWI") for up to US $18.0 million. AWI is a full-service glazier that operates in the northeastern United States, specializing in sales, consultation, design, engineering, installation, and service of pre-glazed fenestration products. The total purchase price before normal post-closing adjustments included US $15.0 million paid in cash at closing and shares of the Corporation issued at closing with a value of US $3.0 million.

Subsequent Event – Bought Deal Financing of Common Shares

On October 29, 2019, the Corporation closed a bought deal financing of common shares, resulting in the issuance of 2,139,000 shares of the Corporation at $37.65 per share. This includes the full exercise of an overallotment option to purchase 279,000 shares, representing 15% of the size of the offering. The net proceeds of the offering were $76.5 million and were used repay debt drawn earlier in the month to complete the acquisitions of LV Control and AWI.

Subsequent Event – New Credit Facility

On November 5, 2019, the Corporation entered into a new credit facility to increase its size to approximately $1.3 billion, obtain more favourable pricing, obtain more favourable covenants, and extend its term. The revised credit facility includes improved pricing on both amounts borrowed under the facility and standby charges paid for the unutilized portion of the facility. The Corporation's maximum leverage ratio under the new facility has been increased to 4.0 times and the acquisition accordion feature increased to $300 million from $100 million. The maturity of the facility has been extended to November 5, 2023.

2. RESULTS OF OPERATIONS

Three Month Results

The following section analyzes the financial results of the Corporation's operations for the three months ended September 30, 2019, and the comparative 2018 period.

	Three Months Ended September 30, 2019			
	Aerospace & Aviation	**Manufacturing**	**Head Office[2]**	**Consolidated**
Revenue	**$ 266,471**	**$ 88,693**	**$ -**	**$ 355,164**
Expenses[1]	**184,515**	**76,166**	**5,481**	**266,162**
EBITDA	**81,956**	**12,527**	**(5,481)**	**89,002**
Depreciation of capital assets				**32,200**
Amortization of intangible assets				**4,507**
Finance costs - interest				**13,936**
Depreciation of right of use assets				**5,573**
Interest expense on right of use liabilities				**1,095**
Acquisition costs				**512**
Other				**(4,964)**
Earnings before taxes				**36,143**
Current income tax expense				**3,052**
Deferred income tax expense				**4,101**
Net Earnings				**$ 28,990**
Net Earnings per share				**$ 0.90**
Adjusted Net Earnings				**$ 33,073**
Adjusted Net Earnings per share				**$ 1.03**

	Three Months Ended September 30, 2018			
	Aerospace & Aviation	Manufacturing	Head Office[2]	Consolidated
Revenue	$ 226,565	$ 81,614	$ -	$ 308,179
Expenses[1]	155,703	67,544	5,758	229,005
EBITDA	70,862	14,070	(5,758)	79,174
Depreciation of capital assets				29,555
Amortization of intangible assets				5,179
Finance costs - interest				13,483
Acquisition costs				831
Earnings before taxes				30,126
Current income tax expense				3,465
Deferred income tax expense				2,499
Net Earnings				$ 24,162
Net Earnings per share				$ 0.77
Adjusted Net Earnings				$ 29,550
Adjusted Net Earnings per share				$ 0.94

Note 1) Expenses include aerospace & aviation expenses (excluding depreciation and amortization), manufacturing expenses (excluding depreciation and amortization), and general and administrative expenses.

Note 2) Head-office is not a separate reportable segment. It includes expenses incurred at the head office of the Corporation and is presented for reconciliation purposes.

REVENUE AND EBITDA

On a consolidated basis, the Corporation generated revenue of $355.2 million, an increase of $47.0 million or 15% over the comparative period. Of the increase, $39.9 million was generated by the Aerospace & Aviation segment and $7.1 million was generated by the Manufacturing segment

EBITDA of $89.0 million was generated by the Corporation during the quarter, an increase of $9.8 million or 12% over the comparative period. This includes a $6.0 million one-time bad debt write-off because of an airline customer bankruptcy, which decreased EBITDA during the period. This performance was attributable to a significant increase in the Aerospace & Aviation segment as discussed below.

During the period, the Corporation's head office costs decreased by $0.3 million from the prior period. The primary reason for the decrease is reduced compensation expenses compared to the prior period.

Aerospace & Aviation Segment

Revenue generated by the Aerospace & Aviation segment increased by $39.9 million or 18% to $266.5 million.

Revenue in the Legacy Airlines and Provincial increased by $15.9 million or 10%. During the quarter, the Force Multiplier aircraft was deployed on several missions, increasing revenue over the prior period. In addition, the Corporation experienced increased revenues from in-service support, higher volumes in Newfoundland & Labrador and Quebec, which was due to activity in the natural resource sector, increased passenger and medevac volumes in the Kivalliq region, and increased passenger revenue in the Manitoba market.

Regional One's business is subject to material changes in product mix from period to period. Regional One's revenue for the quarter increased by $24.0 million or 37%. This was due to the higher than average volume of whole aircraft and engine sales in the current period.

Regional One Revenues	Three Months Ended September 30,		**2019**		2018		Variance	Variance %
Sales and service revenue		$	**64,166**	$	41,704	$	22,462	54%
Lease revenue			**24,111**		22,547		1,564	7%
		$	**88,277**	$	64,251	$	24,026	37%

The revenue generated by Regional One is comprised of two main streams – sales and service revenue and lease revenue. Sales and service revenue is derived from the sales of aircraft parts, aircraft engines and whole aircraft as well as from the provision of services such as asset management. Lease income is generated through the leasing of aircraft engines or whole aircraft.

Within the sales and service revenue stream, parts revenue is the most predictable and stable from both sales and margin perspectives. The sale of parts generally comprises the biggest portion of this revenue stream and margins on parts sales are relatively consistent. Sales of aircraft engines and entire aircraft vary on a period to period basis, both in volume and in price, but are generally higher dollar transactions. Margins on these transactions vary by the type of aircraft or engine, its amount of available green time and overall market demand and are typically lower than margins on part sales. Regional One also provides asset management services to clients who own aircraft and who require asset management expertise such as managing return conditions and remarketing. This line of business levers the core competencies of the company and is relatively new, therefore third-party asset management revenues are still comparatively minor but growing. Margins are high because there are few incremental direct costs associated with the sales.

Lease revenue increased by $1.6 million or 7% in the current period due to higher utilization of aircraft within the portfolio and an increase in the number of assets in the portfolio on lease compared to the comparative period as the entire fleet of CRJ900 aircraft have been on lease since the fourth quarter of 2018. In addition, the lease of 10 CRJ200 aircraft to SkyWest, announced in December 2018, is positively impacting lease revenue in 2019. The deployment of nine airframes together with 14 engines owned by the joint venture with SkyWest did not contribute in the current period. These assets will begin to contribute to EIC results in subsequent quarters.

Sales and service revenue increased by 54% over the comparative period. This was due to higher than average sales of whole aircraft and engines in the current period and an increase in part sales.

In the Aerospace & Aviation segment, EBITDA increased by $11.1 million or 16% to $82.0 million. This includes a $6.0 million one-time bad debt write-off because of an airline customer bankruptcy, which decreased EBITDA during the period.

EBITDA generated by the Legacy Airlines and Provincial increased by $12.8 million or 29%. The increase in EBITDA for the Legacy Airlines was driven largely by the increase in revenue discussed above. The deployment of the Force Multiplier aircraft in the third quarter, with no comparative in the prior period, and higher volumes of passengers for the Labrador mining industry at Provincial,

increased EBITDA. Cost savings associated with operational efficiencies also contributed to the increase. Capacity sharing across airline subsidiaries and investment in additional aircraft in prior periods reduced third party charter costs. Finally, rapid fuel price escalation in the third quarter of 2018 negatively impacted margins in the prior period. Fuel surcharges were implemented near the end of the third quarter of 2018 when it became apparent the increase in fuel price was not temporary in nature. The implementation of these surcharges removed this headwind experienced in 2018.

The growth in EBITDA was achieved despite industry-related labour challenges. Industry-wide labour shortages resulted in continued higher overtime, contractor and training costs. The implementation of EIC's Life in Flight program will help mitigate the impact moving forward but will require time to take full effect. EIC is developing similar strategies to address maintenance labour challenges.

Regional One's EBITDA decreased by $1.7 million. Excluding the impact of the one-time $6.0 million write-off, EBITDA increased by $4.3 million or 16% over the prior period. Increased levels of whole aircraft and engine sales plus an increase in high margin lease revenue resulted in strong period over period growth. Regional One's customers are typically smaller carriers and as a result there can be higher risk of customer insolvency. Management believes, however, that the returns generated by Regional One justify the collection risk of receivables from smaller carriers.

Manufacturing Segment

Manufacturing segment revenue increased by $7.1 million or 9% to $88.7 million. EBITDA decreased by $1.5 million or 11% to $12.5 million. In the third quarter, EBITDA at Quest decreased compared to the prior period. Quest continues the ramp-up of the US plant. Initial production costs and increased costs to ensure the quality of the product throughout the ramp-up have decreased Quest's EBITDA contribution. The Quest team is ramping-up the plant, which includes training new workers, in a responsible manner to ensure that there are no issues with product quality resulting in slightly higher costs for the short term. The Canadian plant continues to operate at full capacity but generated lower margins during the third quarter as a result of additional direct costs required to meet higher demand plus increased investment in employees to support current and future growth. The balance of the segment collectively experienced growth in EBITDA. The segment benefited from an increase in custom manufacturing, high levels of defense spending worldwide and operational efficiencies. Growth Capital Expenditures made in the current and previous periods enabled the segment to respond to increased demand from customers, resulting in increased EBITDA for the balance of the segment.

NET EARNINGS

Three Months Ended September 30		2019		2018		Variance	Variance %
Net Earnings	$	**28,990**	$	24,162	$	4,828	20%
Net Earnings per share	$	**0.90**	$	0.77	$	0.13	17%

Net Earnings was $29.0 million, an increase of $4.8 million or 20% over the prior period. The increase in EBITDA of 12% was partially offset by depreciation on right of use assets and interest expense on right of use liabilities as a result of the adoption of IFRS 16. In addition, increased depreciation on Growth Capital Expenditures drove a $2.6 million increase in depreciation expense. Acquisition costs incurred by the Corporation decreased $0.3 million in the third quarter of 2019 compared to the 2018 period, increasing Net Earnings. During the third quarter, the Corporation had a one-time bad debt write-off as a result of a customer bankruptcy, which reduced EBITDA and therefore Net Earnings. Mostly offsetting this write-off was a gain on the revaluation of contingent consideration that increased Net Earnings during the period by $5.0 million. This was a non-cash adjustment that impacted Net Earnings but had no impact on Free Cash Flow. The revaluation of contingent consideration is required when the amount that will ultimately be paid to vendors differs from the amount previously estimated (*Section 8 – Critical Accounting Estimates and Judgments*).

Income tax expense increased by $1.2 million, and the effective rate of tax was flat at 19.8%. Current tax decreased due to the ability to claim accelerated tax depreciation on capital expenditures in both Canada and the United States during 2019.

Net Earnings per share increased 17% to $0.90 over the prior period, which is an all-time quarterly high for the Corporation. The weighted average number of shares increased by 3%, which partially offset the increase in Net Earnings. Details around the change in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*.

ADJUSTED NET EARNINGS *(Section 12 – Non-IFRS Financial Measures)*

Three Months Ended September 30		2019		2018
Net Earnings	$	**28,990**	$	24,162
Acquisition costs, net of tax		**512**		652
Amortization of intangible assets, net of tax		**3,290**		3,781
Interest accretion on acquisition contingent consideration		**281**		955
Adjusted Net Earnings	$	**33,073**	$	29,550
per share - Basic	$	**1.03**	$	0.94
per share - Diluted	$	**0.93**	$	0.86

Adjusted Net Earnings was $33.1 million, an increase of $3.5 million or 12% compared to the prior period. Adjusted Net Earnings includes the add-back of acquisition-related costs, which are comprised of $3.3 million in intangible asset amortization, $0.5 million in acquisition costs and $0.3 million in interest accretion on contingent consideration (all net of tax).

Adjusted Net Earnings per share, which is an all-time quarterly high for the Corporation, was $1.03 per share, an increase of 10% compared to the third quarter of 2018. The weighted average number of shares outstanding increased by 3% over the prior period, which partially offset the increase in Adjusted Net Earnings. Details around the change in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*.

FREE CASH FLOW *(Section 12 – Non-IFRS Financial Measures)*

FREE CASH FLOW				
Three Months Ended September 30		**2019**		2018
Cash flows from operations	**$**	**75,296**	$	19,563
Change in non-cash working capital items		**(2,642)**		44,004
Acquisition costs, net of tax		**512**		652
Principal payments on right of use lease liabilities		**(6,000)**		-
	$	**67,166**	$	64,219
per share - Basic	**$**	**2.08**	$	2.04
per share - Fully Diluted	**$**	**1.78**	$	1.76

The Free Cash Flow generated by the Corporation during the period was $67.2 million, an increase of $2.9 million or 5% over the comparative period. The main reason for this increase is the $9.8 million or 12% increase in EBITDA, partially offset by the principal payments on right of use lease liabilities. Free Cash Flow is discussed further in *Section 12 – Non-IFRS Measures and Glossary*. Free Cash Flow was impacted by the one-time bad debt write-off due to a customer bankruptcy. Excluding this write-off, Free Cash Flow increased by 13%.

Because of the increase in Free Cash Flow described above, Free Cash Flow on a basic per share basis increased by 2% to $2.08. The increase in Free Cash Flow was slightly offset by a 3% increase in the weighted average number of shares outstanding compared to 2018. Details around the increase in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*. Excluding the write-off detailed above, Free Cash Flow per share increased 10% to $2.25.

Changes in non-cash working capital are included in cash flow from operations per the Statement of Cash Flow and are removed in the reconciliation to Free Cash Flow. As a result, it has no impact on the calculation of Free Cash Flow. A detailed discussion of changes in working capital is included in *Section 3 – Investing Activities*.

Nine Month Results

The following section analyzes the financial results of the Corporation for the nine months ended September 30, 2019, and the comparative 2018 period.

	Nine Months Ended September 30, 2019			
	Aerospace & Aviation	**Manufacturing**	**Head Office[2]**	**Consolidated**
Revenue	**$ 722,099**	**$ 255,988**	**$ -**	**$ 978,087**
Expenses[1]	**503,471**	**214,696**	**19,855**	**738,022**
EBITDA	**218,628**	**41,292**	**(19,855)**	**240,065**
Depreciation of capital assets				**95,147**
Amortization of intangible assets				**13,412**
Finance costs - interest				**41,147**
Depreciation of right of use assets				**16,472**
Interest expense on right of use lease liabilities				**3,374**
Acquisition costs				**4,201**
Other				**(7,146)**
Earnings before income taxes				**73,458**
Current income tax expense				**8,877**
Deferred income tax expense				**6,228**
Net Earnings				**$ 58,353**
Net Earnings per share (basic)				**$ 1.83**
Adjusted Net Earnings				**$ 72,370**
Adjusted Net Earnings per share (basic)				**$ 2.27**

	Nine Months Ended September 30, 2018			
	Aerospace & Aviation	Manufacturing	Head Office[2]	Consolidated
Revenue	$ 649,790	$ 237,865	$ -	$ 887,655
Expenses[1]	464,900	196,751	17,746	679,397
EBITDA	184,890	41,114	(17,746)	208,258
Depreciation of capital assets				88,400
Amortization of intangible assets				14,330
Finance costs - interest				38,650
Acquisition costs				1,893
Other				(1,471)
Earnings before income taxes				66,456
Current income tax expense				14,963
Deferred income tax recovery				(830)
Net Earnings				$ 52,323
Net Earnings per share (basic)				$ 1.66
Adjusted Net Earnings				$ 67,690
Adjusted Net Earnings per share (basic)				$ 2.15

Note 1) Expenses include aerospace & aviation expenses (excluding depreciation and amortization), manufacturing expenses (excluding depreciation and amortization) and general and administrative expenses.

Note 2) Head Office is not a separate reportable segment. It includes expenses incurred at the head office of the Corporation and is presented for reconciliation purposes.

REVENUE AND EBITDA

On a consolidated basis, the Corporation generated revenue of $978.1 million, an increase of $90.4 million or 10% over the comparative period. Of the increase, $72.3 million was generated by the Aerospace & Aviation segment and $18.1 million was generated by the Manufacturing segment.

EBITDA of $240.1 million was generated by the Corporation during the first nine months of 2019, an increase of $31.8 million or 15% over the comparative period. This includes a $6.0 million one-time bad debt write-off because of an airline customer bankruptcy, which decreased EBITDA during the period. This performance was primarily attributable to a significant increase in the Aerospace & Aviation segment.

During the period, the Corporation's head office costs increased $2.1 million over the prior period largely due to increased performance-based compensation, including the new Restricted Share Plan, increased costs associated with information technology and cybersecurity, and recruitment and other costs associated with filling the Corporation's vacant Chief Financial Officer position.

Aerospace & Aviation Segment

Revenue generated by the Aerospace & Aviation segment increased by $72.3 million or 11% to $722.1 million.

Revenue in the Legacy Airlines and Provincial increased by $38.9 million or 9% over the comparative year. The primary reasons for the increased nine-month revenue are the same as the drivers behind the increase in the three-month section above. The segment also benefited from the inclusion of Moncton Flight College for a full nine months in 2019, as it was acquired on February 28, 2018.

Regional One's revenues for the current period increased by $33.4 million or 17%. As seen in the table below, this was driven by increases in both main revenue streams over the comparative period.

Regional One Revenue	Nine Months Ended September 30,		**2019**		2018		Variance	Variance %
Sales and service revenue		$	**161,539**	$	135,017	$	26,522	20%
Lease revenue			**64,337**		57,439		6,898	12%
		$	**225,876**	$	192,456	$	33,420	17%

Sales and service revenue increased by 20% over the comparative period. This was a result of higher volumes of parts sales and whole aircraft and engines.

Lease revenue increased by $6.9 million or 12% in the current period. Consistent with the third quarter discussion, the leasing portfolio experienced higher utilization of aircraft by customers and had more assets on lease in the portfolio compared to the prior period as the whole fleet of CRJ900 aircraft have been on lease since the fourth quarter of 2018. In addition, the lease of 10 CRJ200 aircraft to SkyWest, announced in December 2018, is positively impacting lease revenue in 2019. The deployment of nine airframes together with 14 engines owned by the joint venture with SkyWest did not contribute in the current period. These assets will begin to contribute to EIC results in subsequent quarters.

In the Aerospace & Aviation segment, EBITDA increased $33.7 million or 18% to $218.6 million.

EBITDA contributed by the Legacy Airlines and Provincial increased by $31.6 million or 29%. The increase in EBITDA was primarily driven by the 9% increase in revenue. Additionally, the segment benefited from fuel price stabilization, cost savings associated with operational efficiencies, and our investment in Wasaya. Capacity sharing across airline subsidiaries and investment in additional aircraft in prior periods reduced third party charter costs. The rapid fuel price escalation throughout 2018 negatively impacted margins in the prior period. Fuel surcharges were implemented near the end of the third quarter of 2018 when it became apparent the increase in fuel price was not temporary in nature. The implementation of these surcharges removed this headwind experienced in 2018.

The growth in EBITDA was achieved despite industry-related labour challenges. Industry-wide labour shortages resulted in continued higher overtime, contractor and training costs. The implementation of EIC's Life in Flight program will help mitigate the impact moving forward but will require time to take full effect. EIC is developing similar strategies to address maintenance labour challenges.

Regional One's EBITDA increased $2.1 million or 3% over the prior period. During the period, Regional One experienced a one-time $6.0 million accounts receivable write-off due to a customer bankruptcy. Excluding this write-off, EBITDA increased by $8.1 million or 11% over the prior period. Increased lease revenue drove the increase in EBITDA as margins on lease revenue exceed 95% as the direct cost of leasing is depreciation on the lease portfolio, which is included outside of EBITDA. In addition, increased parts revenue compared to the prior quarter increased EBITDA. Regional One's customers are typically smaller carriers and as a result there can be higher risk of customer insolvency. Management believes, however, that the returns generated by Regional One justify the collection risk of receivables from smaller carriers.

Manufacturing Segment

The Manufacturing segment revenue increased by $18.1 million or 8% to $256.0 million over the prior period. EBITDA increased by $0.2 million to $41.3 million. EBITDA at Quest was lower because of temporary production delays due to a water main break that flooded the plant and shut down production in November 2018. The plant was operational but was not fully restored until March, resulting in inefficiencies that impacted EBITDA. The Canadian plant has operated at full capacity since the water main break was rectified. In addition, consistent with the three-month discussion, Quest experienced higher costs in Dallas as the focus is on a disciplined approach in ramping-up production, slightly lower margins in Canada from increased direct costs to meet demand, and increased investment in employees to support current and future growth. In aggregate, the remaining companies within the segment posted both revenue and EBITDA growth for reasons consistent with the three-month section above.

NET EARNINGS

Nine Months Ended September 30		**2019**		2018		Variance	Variance %
Net Earnings	$	**58,353**	$	52,323	$	6,030	12%
Net Earnings per share	$	**1.83**	$	1.66	$	0.17	10%

Net Earnings was $58.4 million, an increase of $6.0 million or 12% over the prior period. The increase in EBITDA of 15% was partially offset by depreciation on right of use assets and interest expense on right of use liabilities as a result of the adoption of IFRS 16. In addition, increased depreciation on assets purchased through acquisition and Growth Capital Expenditures drove the $6.7 million increase in depreciation expense. Interest expense increased by $2.5 million due to the funding of Moncton Flight College and other investments. Acquisition costs incurred by the Corporation increased $2.3 million in 2019 compared to the 2018 period, reducing Net Earnings. During the period, the Corporation had a one-time account receivable write-off as a result of a customer bankruptcy, which reduced Net Earnings. More than offsetting this write-off, a gain on the revaluation of contingent consideration increased Net Earnings during the period. This was a non-cash adjustment that impacted Net Earnings but had no impact on Free Cash Flow. The revaluation of contingent consideration is required when the amount that will ultimately be paid to vendors differs from the amount previously estimated (*Section 8 – Critical Accounting Estimates and Judgments*).

Income tax expense has increased by $1.0 million, and the effective rate of tax has decreased to 20.6% from 21.3%. The gain on the remeasurement of contingent consideration in the current period increased, which is not taxable and was a higher proportion of earnings before tax compared to the gain in 2018, and therefore decreased the effective tax rate. Current tax expense decreased as a result of the ability to claim accelerated tax depreciation on capital expenditures in both Canada and the United States during the first nine months of 2019.

Net Earnings per share increased 10% to $1.83 over the prior period. The increase in Net Earnings was partially offset by a 1% increase in the weighted average number of shares outstanding compared to 2018. Details around the change in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*.

ADJUSTED NET EARNINGS *(Section 12 – Non-IFRS Financial Measures and Glossary)*

Nine Months Ended September 30,		**2019**		2018
Net Earnings	$	**58,353**	$	52,323
Acquisition costs, net of tax		**3,252**		1,696
Amortization of intangible assets, net of tax		**9,791**		10,461
Interest accretion on acquisition contingent consideration		**883**		1,614
Accelerated interest accretion on redeemed debentures, net of tax		**91**		1,596
Adjusted Net Earnings	$	**72,370**	$	67,690
per share - Basic	$	**2.27**	$	2.15
per share - Diluted	$	**2.18**	$	2.05

Adjusted Net Earnings increased $4.7 million or 7% over the prior period. Adjusted Net Earnings includes the add-back of acquisition-related costs, which are comprised of $9.8 million in intangible asset amortization, $0.9 million in interest accretion on contingent consideration and $3.3 million in acquisition costs (all net of tax). In addition, Adjusted Net Earnings included a $0.1 million net of tax add-back of accelerated interest accretion on redeemed debentures.

Adjusted Net Earnings per share increased 6% to $2.27 over the prior period. The increase in Adjusted Net Earnings was partially offset by a 1% increase in the weighted average number of shares outstanding compared to 2018. Details around the change in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*.

FREE CASH FLOW *(Section 12 – Non-IFRS Financial Measures and Glossary)*

FREE CASH FLOW	Nine Months Ended September 30,		2019		2018
Cash flows from operations		$	151,171	$	64,230
Change in non-cash working capital items			37,981		97,674
Acquisition costs, net of tax			3,252		1,696
Principal payments on right of use liabilities			(15,263)		-
		$	177,141	$	163,600
per share - Basic		$	5.55	$	5.19
per share - Fully Diluted		$	4.80	$	4.57

The Free Cash Flow generated by the Corporation during the period was $177.1 million, an increase of $13.5 million or 8% over the comparative period. The main reasons for this increase are the $31.8 million or 15% increase in EBITDA and the decrease in current tax expense, partially offset by increased interest costs and principal payments on right of use lease liabilities. Free Cash Flow is discussed further in *Section 12 – Non-IFRS Measures and Glossary*. Free Cash Flow was impacted by the one-time write-off due to a customer bankruptcy. Excluding this write-off, Free Cash Flow increased by 12%.

Because of the increase in Free Cash Flow described above, Free Cash Flow on a basic per share basis increased by 7% to $5.55. The increase in Free Cash Flow was partially offset by a 1% increase in the weighted average number of shares outstanding compared to 2018. Details around the increase in shares outstanding can be found in *Section 6 – Liquidity and Capital Resources*. Excluding the write-off detailed above, Free Cash Flow per share increased 10% to $5.72.

Changes in non-cash working capital are included in cash flow from operations per the Statement of Cash Flow and are removed in the reconciliation to Free Cash Flow. As a result, it has no impact on the calculation of Free Cash Flow. A more detailed discussion of changes in working capital is included in *Section 3 – Investing Activities*.

3. INVESTING ACTIVITIES

Investment through the acquisition of new businesses, the purchase of capital assets and investment in working capital to maintain and grow our existing portfolio of subsidiaries is a primary objective of the Corporation.

CAPITAL EXPENDITURES

	Three Months Ended September 30, 2019			
CAPITAL EXPENDITURES	**Aerospace & Aviation**	**Manufacturing**	**Head Office**	**Total**
Maintenance Capital Expenditures	**$ 29,253**	**$ 897**	**$ 131**	**$ 30,281**
Growth Capital Expenditures	**30,709**	**1,351**	**-**	**32,060**
	$ 59,962	**$ 2,248**	**$ 131**	**$ 62,341**

	Three Months Ended September 30, 2018			
CAPITAL EXPENDITURES	Aerospace & Aviation	Manufacturing	Head Office	Total
Maintenance Capital Expenditures	$ 22,275	$ 440	$ 62	$ 22,777
add: finance lease principal payments	-	339	-	339
Maintenance Capital Expenditures	22,275	779	62	23,116
Growth Capital Expenditures	13,602	1,484	-	15,086
	$ 35,877	$ 2,263	$ 62	$ 38,202

	Nine Months Ended September 30, 2019			
CAPITAL EXPENDITURES	**Aerospace & Aviation**	**Manufacturing**	**Head Office**	**Total**
Maintenance Capital Expenditures	**$ 84,652**	**$ 2,766**	**$ 583**	**$ 88,001**
Growth Capital Expenditures	**82,022**	**7,512**	**-**	**89,534**
	$ 166,674	**$ 10,278**	**$ 583**	**$ 177,535**

	Nine Months Ended September 30, 2018			
CAPITAL EXPENDITURES	Aerospace & Aviation	Manufacturing	Head Office	Total
Maintenance Capital Expenditures	$ 79,924	$ 1,752	$ 383	$ 82,059
add: finance lease principal payments	-	917	-	917
Maintenance Capital Expenditures	79,924	2,669	383	82,976
Growth Capital Expenditures	13,694	3,733	-	17,427
	$ 93,618	$ 6,402	$ 383	$ 100,403

Aerospace & Aviation

Maintenance Capital Expenditures for the Legacy Airlines and Provincial for the three and nine months ended September 30, 2019, were $18.7 million and $53.8 million, respectively, an increase of 39% and a decrease of 1%, respectively, from 2018. The Corporation's strategy to perform as much required maintenance as possible during the seasonally slower first half of the year remains unchanged from prior years. Large aircraft airframe maintenance events have more scheduling flexibility than engine maintenance events, which are typically dictated by usage. The required timing of maintenance events for several engines, however, moved into the third quarter in 2019. The Corporation still expects that, as indicated in its guidance provided in February, Maintenance Capital Expenditures will increase in line with the overall growth in its business in 2019. During the three and nine months ended September 30, 2019, the Legacy Airlines and Provincial invested $15.6 million and $40.4 million, respectively, in Growth Capital Expenditures. These expenditures primarily relate to investments required to support new contracts awarded to the Corporation, including the Government of Manitoba General Transport contract for the Legacy Airlines and the Department of Fisheries and Oceans contract for Provincial.

Regional One's Maintenance Capital Expenditures for the three and nine months ended September 30, 2019, were $10.5 million and $30.8 million, respectively, an increase of 20% for both periods over the comparative periods because of investments in the lease portfolio during 2018 and 2019, including the purchase of several CRJ700 airframes from SkyWest. Of the 12 airframes purchased from SkyWest, three airframes are classified as inventory as they are expected to be parted out and nine are classified as capital

assets in Regional One's leasing pool. The Corporation's lease portfolio increased from 43 aircraft and 55 engines at September 30, 2018, to 57 aircraft and 50 engines at September 30, 2019. The increase in the number of assets and the replacement of lower value assets with higher value assets in the last twelve months increased depreciation expense in 2019. The Maintenance Capital Expenditures for Regional One are directly attributable to the depreciation on its fleet of leased aircraft and engines. The table below provides a summary of the fleet of assets in Regional One's lease portfolio.

Regional One Lease Portfolio	September 30, 2019		December 31, 2018	
	Aircraft	Engines	Aircraft	Engines
Lease portfolio	57 (1)	50	46	54

Note 1) The aircraft total above includes nine airframes that do not have engines and are leased out in conjunction with engines owned by Aero Engines LLC, the joint venture between the Corporation and SkyWest.

The Regional One lease portfolio is comprised of several different types of aircraft and engines, but the predominant platforms are the Bombardier CRJ aircraft, the GE CF34 engines that are used on those aircraft, and Embraer ERJ aircraft. Other platforms included in the portfolio are the Dash-8 and ATR aircraft. Regional One is not a traditional leasing company. It does not acquire assets with the intention of owning them for a long duration and deriving earnings solely from the financing spread. Regional One typically acquires assets with the intent of leasing them for a shorter duration, consuming available green time and producing cash flows, and then generating further profits once the aircraft have been retired from the active fleet and parted out. It is important to note that not all the aircraft and engines in the portfolio will be on lease at any given time.

Growth Capital Expenditures at Regional One represent the difference between net capital assets acquired (assets purchased less assets sold or transferred to inventory) and the amount of Maintenance Capital Expenditures. Because of the timing between the removal of assets from the lease portfolio and the replacement of those assets can vary from quarter to quarter, it is possible that negative Growth Capital Expenditures may arise in a particular quarter. However, we do not expect that negative Growth Capital Expenditures would consistently occur over a longer period as it is the Corporation's intention to maintain or grow the lease portfolio.

During the three and nine months ended September 30, 2019, the Corporation invested $7.4 million and $55.9 million, respectively, in excess of Maintenance Capital Expenditures into Regional One. This investment includes both investments in inventory and Growth Capital Expenditures. During the third quarter, Regional One's inventory declined by $7.7 million as a result of the monetization of several assets. Investment in inventory on a year to date basis was $14.3 million, which is discussed further below in *Investment in Working Capital*. For the three and nine months ended September 30, 2019, Regional One invested $15.1 million and $41.6 million, respectively, in Growth Capital Expenditures, which was mainly the nine CRJ700 airframes purchased from SkyWest, and the purchases of a low-time CRJ700 aircraft, a CRJ900 aircraft and two Dash-8 Q400 aircraft.

Manufacturing Segment

Maintenance Capital Expenditures in the Manufacturing segment primarily relate to the replacement of production equipment or components of that equipment and can vary significantly from year to year. Certain manufacturing assets have long useful lives and therefore can last for many years before requiring replacement or significant repair.

For the three and nine months ended September 30, 2019, Maintenance Capital Expenditures of $0.9 million and $2.8 million, respectively, were made by the Manufacturing segment. In the prior period, principal lease payments on finance leases were included in Maintenance Capital Expenditures. With the adoption of IFRS 16, the principal payment of all lease costs that fall under the standard is deducted in the reconciliation of Free Cash Flow. Without this change, Maintenance Capital Expenditures increased $0.5 million in the three-month period and $1.0 million in the nine-month period. The variance over the prior period relates primarily to investments made at Quest's Canadian plant in both the three- and nine-month periods.

For the three and nine months ended September 30, 2019, Growth Capital Expenditures of $1.4 million and $7.5 million, respectively, were made by the Manufacturing segment. Most of the investments were made in Quest's new US plant in both the three- and nine-month periods. In addition, during the nine-month period, WesTower made investments in equipment to support its growing wireline business.

INVESTMENT IN WORKING CAPITAL

During the third quarter, the Corporation had a cash inflow from working capital primarily as a result of monetization of several assets at Regional One. During the first nine months of 2019, the Corporation invested $38.0 million into working capital across several entities. The investment during the period related primarily to the investment in Regional One's portfolio of parts and whole aircraft for resale and increased working capital required to support the seasonally busiest third quarter in the Legacy Airlines and Provincial.

The Corporation continued to invest in Regional One's inventory of parts and aircraft for resale as Regional One has demonstrated an ability to generate exceptional returns on investment. During 2019, this included the investment in three CRJ700 airframes that will be

parted out and therefore have been recorded in inventory. Regional One's investment in inventory throughout 2018 supported a 15% increase in part sales in the first nine months of 2019. In addition, Regional One purchased whole aircraft and engines for resale, which have been included in inventory.

With the seasonality that exists in the airline operations, investment in working capital is required in the second and third quarters each year to support increased revenues across these entities. This resulted in additional investment in working capital during the third quarter to support our airline operations.

The Corporation began to invest working capital to support the various contracts it has been awarded in 2019, including the Department of Fisheries and Oceans contract, which was awarded in March 2019, and the Manitoba General Transportation contract, which was awarded during the second quarter of 2019. In addition, the Corporation began to invest working capital to support Quest's US expansion as the plant has started its ramp-up. The Corporation expects to continue to invest working capital in these initiatives throughout the remainder of 2019 and into 2020.

Details of the investment in working capital are included in Note 15 and the Statement of Cash Flows in the Corporation's Interim Condensed Consolidated Financial Statements.

4. DIVIDENDS AND PAYOUT RATIOS

The payment of stable and growing dividends to shareholders is a cornerstone goal of the Corporation. We can keep this commitment through the consistent execution of our core strategy of diversification, disciplined investment in our subsidiaries, and disciplined acquisition of companies with defensible and steady cash flows.

Dividends

Month	Record date	Per Share	2019 Dividends Amount	Record date	Per Share	2018 Dividends Amount
January	January 31, 2019	**$ 0.1825**	**$ 5,719**	January 31, 2018	$ 0.175	$ 5,484
February	February 28, 2019	**0.1825**	**5,724**	February 28, 2018	0.175	5,517
March	March 29, 2019	**0.1825**	**5,744**	March 29, 2018	0.1825	5,732
April	April 30, 2019	**0.1825**	**5,877**	April 30, 2018	0.1825	5,807
May	May 31, 2019	**0.1825**	**5,882**	May 31, 2018	0.1825	5,791
June	June 28, 2019	**0.1825**	**5,887**	June 29, 2018	0.1825	5,759
July	July 31, 2019	**0.1825**	**5,890**	July 31, 2018	0.1825	5,754
August	August 30, 2019	**0.19**	**6,127**	August 31, 2018	0.1825	5,735
September	September 30, 2019	**0.19**	**6,128**	September 28, 2018	0.1825	5,726
Total		**$ 1.6575**	**$ 52,978**		$ 1.6275	$ 51,305

Dividends declared for the nine months ended September 30, 2019, increased over the comparative period because of the increase in the dividend rate per month in the prior and current periods. The Corporation increased the monthly dividend rate per share by $0.0075 during the first quarter of 2018 (4% increase). On August 7, 2019, the Corporation announced that it increased the monthly dividend rate by $0.0075 per month (4% increase) to $2.28 per annum. The increase became effective for the August dividend that was paid to shareholders on September 13, 2019.

The Corporation uses both an earnings-based payout ratio (Adjusted Net Earnings) and a cash flow-based payout ratio (Free Cash Flow less Maintenance Capital Expenditures) to assess its ability to pay dividends to shareholders. Both methods of calculating the payout ratio provide an indication of the Corporation's ability to generate enough funds from its operations to pay dividends.

Adjusted Net Earnings excludes acquisition costs, amortization of intangible assets, and unusual one-time items. Amortization of intangible assets results from intangible assets that are recorded when the Corporation completes an acquisition as part of the purchase price allocation for accounting purposes. There are no future capital expenditures associated with maintaining or replacing these intangible assets, therefore intangible asset amortization is not considered when assessing the ability to pay dividends. Acquisition costs are not required to maintain existing cash flows and therefore these costs are not considered in assessing the payment of dividends and include acquisition costs and pre-revenue ramp-up costs for significant expansions. Adjusted Net Earnings includes depreciation on all capital expenditures and is not impacted by the period to period variability in Maintenance Capital Expenditures. The Adjusted Net Earnings payout ratio is negatively impacted starting in 2019 as a result of the adoption of IFRS 16 and the comparability to ratios before the 2019 period is impacted.

Free Cash Flow less Maintenance Capital Expenditures is a measure that ensures that the resulting payout ratio reflects the replacement of capital assets that is necessary to maintain the Corporation's existing revenue streams. Cash outflows associated with acquisitions and capital expenditures that will result in growth are not included in this payout ratio because they will generate future returns higher than current cash flows. The adoption of IFRS 16 on January 1, 2019, has no impact on this payout ratio and therefore results in 2019 are directly comparable to prior periods.

The Corporation analyzes its payout ratios on a trailing twelve-month basis when assessing its ability to pay and increase dividends. The use of a longer period reduces the impact of seasonality on the analysis. The first quarter of the fiscal year is always the most seasonally challenging for the Corporation. Winter roads into northern communities reduces the demand for the Corporation's air services. Therefore, a single quarter can be impacted by seasonal variations that do not impact the Corporation's ability to pay dividends over a longer period.

In February 2019, the Corporation announced its intention to lower its payout ratio over a three-year period to 50% on a Free Cash Flow less Maintenance Capital Expenditures basis and 60% on an Adjusted Net Earnings basis. At the time of this announcement, the Free Cash Flow less Maintenance Capital Expenditures payout ratio was 60%, and the Adjusted Net Earnings payout ratio was 74%. As evidenced by the increase in the dividend beginning in August 2019, the intention to reduce the payout ratios as set out above does not preclude increases in the dividend when results warrant.

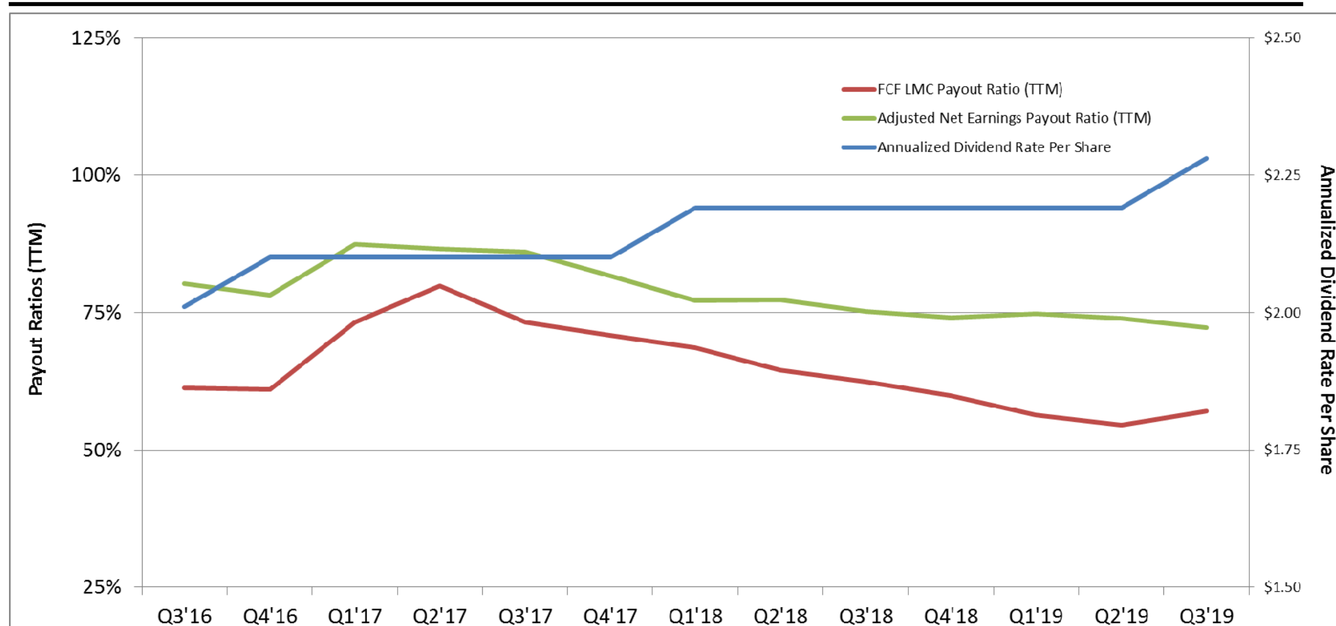
Payout Ratios

Basic per Share Payout Ratios for the Corporation	**2019**		2018	
Periods Ended September 30	**Three Months**	**Trailing Twelve-Month**	Three Months	Trailing Twelve-Month
Adjusted Net Earnings	***55%***	***72%***	*58%*	*75%*
Free Cash Flow less Maintenance Capital Expenditures	***49%***	***57%***	*42%*	*62%*

During the first nine months of 2019, the Corporation generated stronger Free Cash Flow less Maintenance Capital Expenditures compared to the prior period. This resulted in an improvement in the trailing twelve-month Free Cash Flow less Maintenance Capital Expenditures payout ratio, from 62% at September 30, 2018, to 57% at September 30, 2019. Growth in Adjusted Net Earnings resulted in the trailing twelve-month Adjusted Net Earnings payout ratio improving over the prior period to 72% from 75%. During the third quarter of 2019, the Corporation experienced a one-time bad debt write-off as a result of a customer's bankruptcy. Excluding this write-off, the trailing twelve-month Free Cash Flow less Maintenance Capital Expenditures payout ratio improved to 55% and the trailing twelve-month Adjusted Net Earnings payout ratio improved to 69%.

The nature of Maintenance Capital Expenditures means it can fluctuate from period to period based on the timing of maintenance events, as discussed in *Section 3 – Investing Activities*. The Adjusted Net Earnings payout ratio is not impacted by the timing differences in Maintenance Capital Expenditures and is therefore a more stable metric.

The graph that follows shows the Corporation's historical Free Cash Flow less Maintenance Capital Expenditures trailing twelve-month payout ratio and Adjusted Net Earnings trailing twelve-month payout ratio on the left axis. On the right axis, the annualized dividend rate per share is shown.



5. OUTLOOK

In 2019, EIC solidified and grew our operations through significant contract wins and continued organic investments in our operations. Major items were:

- EIC was awarded a long-term contract by the Government of Canada to continue the provision of aerial surveillance services for Canada's inland, coastal, and offshore waters. As the incumbent, we will continue to provide services until the new contract, with its increased scope, comes into effect August 2020.
- We were awarded a long-term contract by the Government of Nunavut for the provision of medical and government passenger transfers. As the incumbent, we will continue to provide services until the new contract comes into effect December 2019.
- The Government of Manitoba awarded EIC a long-term contract to provide general transportation services for the judicial system within northern Manitoba. To provide these new services, EIC purchased and upgraded six King Air 200 aircraft, all of which went into service by the end of the third quarter of 2019.
- EIC entered into a joint venture with SkyWest. This venture secured an agreement to deploy 14 CF34 engines on 10-year leases utilizing nine airframes provided by Regional One. These assets will start to be phased into their leases starting in the fourth quarter and continuing through the end of the second quarter of 2020.
- Our on-demand surveillance aircraft, the Force Multiplier, was put into service in 2019. It has attracted significant interest and has been deployed on multiple missions for several governments in 2019. It is currently on assignment for a foreign government for the balance of the year.
- The new Quest manufacturing facility opened in Dallas, Texas, which will serve to more than double production capacity. We continue to take a methodical approach to ramping-up production, diligently training new staff, and testing all product to maintain the highest production standards. This approach has led to a negative earnings contribution from this facility to date, however the facility will start to drive positive results as production increases into 2020.
- Introduced the Life in Flight program. This program addresses historical obstacles to becoming a successful pilot by including strategies that offer diverse recruitment, high standards of training, access to funding, mentorship, a completion award, and most of all a rewarding career path with EIC’s family of air operators. Our first class of students will begin in the fourth quarter of 2019. There are 23 candidates in the program who have chosen to be placed at five different EIC air operators.

Subsequent to the end of the quarter, EIC successfully completed two acquisitions for an aggregate purchase price of up to $78 million if certain post-closing targets are achieved. These acquisitions will provide further accretive growth to EIC in addition to the many organic growth initiatives outlined above.

The larger of the two acquisitions is LV Control. They are the leader in agriculture process control systems and automation in Canada. LV Control's industry-specific knowledge has enabled them to develop proprietary products and technology that help increase the efficiency of their customers' operations. LV Control has a strong backlog of work across the different agriculture segments they service, including grain handling, crop input, feed processing, and seed cleaning. This acquisition increases the breadth and diversification of our Manufacturing segment as it provides EIC with exposure to the agricultural industry.

The second acquisition, AWI, is a full-service glazing company specializing in sales, consultation, design, engineering, installation and service of pre-glazed fenestration products and concentrates on the northeastern United States. This acquisition builds on the growth of Quest, providing vertical integration and expanding their sales channels and overall product offering. Adding this capability in the United States will enable us to better service customers and further grow Quest.

Also, subsequent to the end of the quarter, EIC increased its ability to fund both organic growth and acquisitions through two significant financings. The first was an equity offering of $80.5 million, including the overallotment option. The second was a new credit facility that increased the capital available under the facility by $300 million plus it increased the size of the accordion feature. As a result, EIC now has approximately $600 million of undrawn credit facility available plus a $300 million accordion feature. This puts EIC in a strong position to continue to execute on both our growth initiatives and the acquisition opportunities that we continue to see in the market.

While our business as a whole has a strong outlook moving into 2020, we continue to watch world events closely. Trade tensions throughout the world and political dynamics result in a world economic outlook that can be hyper-sensitive to change. Potential changes could quickly impact foreign exchange rates, fuel, foreign demand, and economic growth. While we monitor and are aware of these factors, we believe our diversified model builds in a degree of protection to these potential issues. In 2019 we locked in a portion of our interest rates, which when combined with our convertible debentures results in approximately half our long-term debt fixed to long-term rates. Likewise, if fuel prices were to rise rapidly as experienced in 2018, we have shown the ability to pass this through over the long term, only negatively impacting our results in the short-term. Although trade tensions are high, the new Quest plant in Texas significantly lowers this risk. Additionally, while our flight training school is one of the biggest in the world and performs work for Chinese nationals, this work is tied to long-term contracts which have been renewed recently. While a significant down-turn in economic demand would undoubtedly result in lower demand for certain parts of our operations, we believe our diversified model as well as a high level of contracted and government work provides us a higher level of protection compared to many other companies.

Looking forward to the fourth quarter we are preparing our northern aviation operations for the seasonally slower winter months. Our operations can be significantly impacted by weather, but this is a factor our operators are well prepared for based on years of experience operating in some of the most adverse weather conditions in the world. As mentioned, Regional One experienced a bad-debt write-off due to the insolvency of a customer. Regional One has repossessed the aircraft, but will experience lower lease revenue in the fourth quarter as these aircraft are put back into lease contracts with other customers.

Capital Expenditures

Maintenance Capital Expenditures are necessary to maintain the earning power of our subsidiaries. EIC expects Maintenance Capital Expenditures to increase in line with the overall growth of our business in 2019. Throughout the first half of 2019, Maintenance Capital Expenditures were lower than expected as several engine maintenance events moved out to later in the year resulting in higher Maintenance Capital Expenditures for the third quarter of 2019.

Growth Capital Expenditures will continue for the Government of Canada aerial surveillance contract as we continue to modify aircraft for the new contract.

6. LIQUIDITY AND CAPITAL RESOURCES

The Corporation's working capital position, Free Cash Flow and capital resources remain strong and, after the redemption of the 2014 convertible debentures on April 26, 2019, we have no long-term debt coming due until December 2022. Our strong balance sheet combined with the recent changes to our credit facility and convertible debentures have enhanced our access to capital to make acquisitions and invest in our operating subsidiaries.

As at September 30, 2019, the Corporation had a cash position of $51.2 million (December 31, 2018 - $43.0 million) and a net working capital position of $334.7 million (December 31, 2018 - $301.1 million) which represents a current ratio of 2.19 to 1 (December 31, 2018 – 2.26 to 1). Working capital increased during the 2019 period as a result of investments made as discussed in *Section 3 – Investing Activities* and the impact of the seasonally busier summer months in the Corporation's airlines. Working capital has been impacted by the adoption of IFRS 16 as a portion of the lease liability is presented as a current liability. Finally, the earn out for Quest was settled during the second quarter, increasing working capital as the amount due to the vendor was recorded in Accounts Payable and Accrued Expenses at December 31, 2018.

The Corporation aims to maintain leverage ratios at consistent levels over time. There are points where leverage temporarily rises because of a significant acquisition where the associated EBITDA has not yet been realized. Our target leverage range, based on senior debt to EBITDA, is between 1.5 and 2.5. Under the Corporation's new credit facility announced on November 5, 2019, our leverage covenant with our lenders allows for a senior leverage ratio maximum of 4.0 (previously 3.25). The Corporation's leverage ratio at September 30, 2019, as calculated under the terms of our credit facility, which is adjusted for the impact of the timing of acquisitions and is inclusive of outstanding letters of credit as of the balance sheet date, was 2.38 (December 31, 2018 – 2.46).

Overview of Capital Structure

The Corporation's capital structure is summarized below.

	September 30 2019	December 31 2018
Total senior debt outstanding (principal value)	**$ 765,017**	$ 727,169
Convertible debentures outstanding (par value)	**335,725**	277,335
Common shares	**619,728**	588,498
Total capital	**$ 1,720,470**	$ 1,593,002

Credit facility

On February 1, 2019, the Corporation amended its credit facility, which reduced the interest rate charged on utilized and unutilized portions of the facility and extended the maturity to May 7, 2023.

The size of the Corporation's credit facility as at September 30, 2019, is approximately $1 billion, with $945 million allocated to the Corporation's Canadian head office and US $55 million allocated to EIIF Management USA, Inc. The facility allows for borrowings to be denominated in either Canadian or US funds. As of September 30, 2019, the Corporation had drawn $230.0 million and US $404.0 million (December 31, 2018 - $229.1 million and US $365.1 million). During the period, the Corporation made draws on its credit facility to fund the investment in both inventory and capital assets at Regional One associated with its joint venture with SkyWest, Growth Capital Expenditures associated with recent contract awards at the Legacy Airlines and Provincial and to fund payment of the full earn out due to the vendor of Quest. These draws were partially offset with a repayment made against the credit facility with the net proceeds of the March 2019 convertible debenture offering.

On November 5, 2019, the Corporation entered into a new credit facility. The size of the new facility is approximately $1.3 billion, with $1.1 billion allocated to the Corporation's Canadian head office and US $150 million allocated to EIIF Management USA, Inc. The credit facility further reduces the interest rate charged on utilized and unutilized portions of the facility and extended its term to November 5, 2023. The Corporation was also granted more favourable covenants, including an increase of the maximum secured debt to EBITDA to 4.0 from 3.25. This provides additional flexibility to the Corporation.

It is extremely important that this new enhanced facility is not interpreted as a change in our attitude towards debt. Maintaining a strong balance sheet has always been a cornerstone of our business strategy. Limited leverage and access to capital have enabled our Company to move quickly when an opportunity is uncovered, and this facility enhances our ability to do so while reducing interest costs.

During the period, the Corporation used derivatives through several cross-currency basis swaps ("swap") with a member of the Corporation's lending syndicate. The swap requires that funds are exchanged back in one month at the same term unless both parties agree to extend the swap for an additional month. By entering into the swap, the Corporation can take advantage of lower interest rates. The swap mitigates the risk of changes in the value of the US Dollar borrowings as it will be exchanged for the same Canadian equivalent in one month. At September 30, 2019, US $188.8 million (December 31, 2018 – US $186.0 million) of the Corporation's US denominated borrowings are hedged with these swaps.

During the second quarter of 2019, the Corporation entered an interest rate swap with certain members of its lending syndicate whereby the Corporation has fixed interest rates on $190.0 million of its Canadian credit facility debt for a period of four years.

Convertible Debentures

The following summarizes the convertible debentures outstanding as at September 30, 2019, and the changes in the amount of convertible debentures outstanding during the nine months ended September 30, 2019:

Series - Year of Issuance	Trade Symbol	Maturity	Interest Rate	Conversion Price
Unsecured Debentures - 2014[(1)]	EIF.DB.G	March 31, 2021	6.0%	$31.70
Unsecured Debentures - 2016	EIF.DB.H	June 30, 2023	5.25%	$44.75
Unsecured Debentures - 2017	EIF.DB.I	December 31, 2022	5.25%	$51.50
Unsecured Debentures - 2018	EIF.DB.J	June 30, 2025	5.35%	$49.00
Unsecured Debentures - 2019	EIF.DB.K	March 31, 2026	5.75%	$49.00

Par value	Balance, beginning of period	Issued	Converted	Redeemed / Matured	Balance, end of period
Unsecured Debentures - March 2014[(1)]	$ 27,860	$ -	$ (24,730)	$ (3,130)	$ -
Unsecured Debentures - June 2016	68,975	-	-	-	68,975
Unsecured Debentures - December 2017	100,000	-	-	-	100,000
Unsecured Debentures - June 2018	80,500	-	-	-	80,500
Unsecured Debentures - March 2019	-	86,250	-	-	86,250
Total	$ 277,335	$ 86,250	$ (24,730)	$ (3,130)	$ 335,725

Note 1) On April 26, 2019, the Corporation redeemed its 7 year 6.0% convertible debentures which were due March 31, 2021.

On March 26, 2019, the Corporation closed a bought deal offering of convertible debentures. At the closing of the offering, the Corporation issued $86.25 million principal amount of debentures including the exercise of the full $11.25 million over-allotment option that was granted to the underwriters. The debentures bear interest at 5.75% per annum, payable semi-annually. The debentures are convertible at the holder's option into common shares of the Corporation at a conversion price of $49.00 per share. The maturity of the debentures is March 31, 2026. Most of the proceeds were used to make a repayment on the credit facility.

On April 26, 2019, the Corporation exercised its right to call its 7 year 6.0% convertible debentures which were due on March 31, 2021. The redemption of the debentures was completed with cash on hand from the Corporation's issuance of its March 2019 5.75% convertible debenture offering. Prior to the redemption date, $24.7 million principal amount of debentures were converted into 780,112 common shares at a price of $31.70 per share. On April 26, 2019, the remaining outstanding debentures in the principal amount of $3.1 million were redeemed by the Corporation.

Share Capital

The following summarizes the changes in the shares outstanding of the Corporation during the nine months ended September 30, 2019:

	Date issued (redeemed)	Number of shares
Shares outstanding, beginning of period		31,316,006
Issued upon conversion of convertible debentures	various	780,112
Issued under dividend reinvestment plan (DRIP)	various	167,547
Shares cancelled under NCIB	various	(57,500)
Issued under employee share purchase plan	various	29,560
Issued under deferred share plan	various	18,220
Issued under First Nations community partnership agreements	April 1, 2019	3,500
Shares outstanding, end of period		32,257,445

The Corporation issued 167,547 shares under its dividend reinvestment plan ("DRIP") during the first nine months of 2019 and received $5.6 million for those shares in accordance with the DRIP.

During the first nine months of 2019, debentures with a face value of $24.7 million were converted into 780,112 shares of the Corporation. The Corporation issued a notice of redemption for its March 2014 convertible debenture series on March 26, 2019, and the remaining outstanding debentures were redeemed on April 26, 2019.

On October 29, 2019, the Corporation closed a bought deal financing of common shares, resulting in the issuance of 2,139,000 shares of the Corporation at $37.65 per share. This includes the full exercise of an overallotment option to purchase 279,000 shares, representing 15% of the size of the offering. The net proceeds of the offering were $76.5 million and were used to repay debt drawn earlier in the month to complete the acquisitions of LV Control and AWI.

The weighted average shares outstanding during the three and nine months ended September 30, 2019, increased by 3% and 1%, respectively. The increase is attributable to debentures that have converted into shares during the first half of 2019 and shares issued in connection with the purchase of Moncton Flight College and the investment in Wasaya in 2018, partially offset by shares repurchased and cancelled under the Corporation's NCIB throughout 2018 and 2019.

Normal Course Issuers Bid

On February 8, 2019, the Corporation received approval from the TSX for the renewal of its NCIB to purchase up to an aggregate of 1,567,004 shares, representing 5% of the issued and outstanding shares as at January 31, 2019. Purchases of shares pursuant to the renewed NCIB can be made through the facilities of the TSX during the period commencing on February 22, 2019 and ending on February 21, 2020. The maximum number of shares that can be purchased by the Corporation daily is limited to 21,522 shares, other than block purchase exemptions.

During the nine months ended September 30, 2019, the Corporation purchased 57,500 shares through its NCIB. The Corporation paid $2.2 million to purchase these shares at a weighted average purchase price of $37.40. All shares purchased under the NCIB were cancelled.

The Corporation sought renewal of the NCIB because it believes that, from time to time, the market price of its shares may not fully reflect the value of the shares. The Corporation believes that, in such circumstances, the purchase of shares represents an accretive use of capital.

7. RELATED PARTY TRANSACTIONS

The nature of related party transactions that the Corporation entered during the nine months ended September 30, 2019, are consistent with those described in the Corporation's MD&A for the year ended December 31, 2018.

8. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. There were no changes to the Corporation's critical accounting estimates and judgments from those described in the MD&A of the Corporation for the year ended December 31, 2018, other than as noted below.

The Corporation's liabilities for contingent consideration associated with the earn out portion of its acquisitions are reassessed each period end after the related acquisition. The carrying value of the liability is based on an estimate of both the amount of the potential payment and probability that the earn out will be paid. During the 2019 period, the estimated liabilities for additional purchase consideration associated with CarteNav and Moncton Flight College were reduced to reflect expected earnings levels during the remaining earn out period. This resulted in a recovery of $7.1 million during the nine months ended September 30, 2019 and is included within "Other" in the Statement of Income.

The application of IFRS 16 Leases requires assumptions and estimates to determine the value of the right of use assets and the lease liabilities, which mainly relate to the incremental rates of borrowing. Judgement must also be applied as to whether renewal options are reasonably certain of being exercised.

9. ACCOUNTING POLICIES

The accounting policies of the Corporation used in the determination of the results for these interim condensed consolidated financial statements for the three and nine months ended September 30, 2019 that are discussed and analyzed in this report are described in detail in Note 3 of the Corporation's 2018 annual consolidated financial statements and Note 3 of the Corporation's interim condensed consolidated financial statements for the nine months ended September 30, 2019.

The significant accounting policies and methods of computation used in the preparation of these interim condensed consolidated financial statements are the same as those described in Note 3 – Significant Accounting Policies of the Corporation's 2018 annual consolidated financial statements, except as discussed below.

Adoption of IFRS 16 *Leases*

The Corporation's adoption of IFRS 16 was effective January 1, 2019. Because of adopting this new standard, many of the Corporation's leases, that were previously accounted for as operating leases, have been accounted for by recognizing a right of use asset and a right of use lease liability on the balance sheet. The Corporation adopted the new standard using the modified retrospective method. Under this method, the right of use lease liabilities have been measured by discounting the remaining lease payments using the incremental borrowing rate. The Corporation chose on a lease-by-lease basis, to measure the right of use asset at either the carrying amount of the lease liability on transition date or its carrying amount as if the standard had been applied since the lease commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application. Subsequently, the lease liability will be reduced by the lease payments made and interest expense will be recorded on the outstanding liability. Also, the right of use asset will be depreciated over the term of the lease. Lease payments will no longer be reflected as operating expenses in the Consolidated Statements of Income. Rather, interest expense related to the liability and depreciation related to the right of use asset have now been reflected as non-operating expenses. The impact of adoption is summarized in Note 3 – Significant Accounting Policies of the Corporation's condensed consolidated interim financial statements.

Adoption of IFRIC 23 *Uncertainty over Income Tax Treatments*

IFRIC 23 is effective for years beginning on or after January 1, 2019. IFRIC 23 provides a framework to consider, recognize, and measure the accounting impact of tax uncertainties and provides specific guidance in several areas where previously IAS 12 Income Taxes was silent. The Corporation has adopted the interpretation of IFRIC 23 and concluded that it has no impact on previously reported results.

10. CONTROLS AND PROCEDURES

Internal Controls over Financial Reporting

Management is responsible for establishing and maintaining internal controls over financial reporting to provide reasonable assurance with regards to the reliability of financial reporting and preparation of financial statements in accordance with IFRS, as defined under National Instrument 52-109 issued by the Canadian Securities Administrators. Consistent with the concept of reasonable assurance, the Corporation recognizes that all systems of internal controls, no matter how well designed, have inherent limitations. As such, the Corporation's internal controls over financial reporting can only provide reasonable, and not absolute, assurance that the objectives of such controls are met.

An assessment of internal controls over financial reporting was conducted by the Corporation's management, under supervision by the Chief Executive Officer and Chief Financial Officer. Management has used the 2013 Internal Control – Integrated Framework to evaluate the Corporation's internal controls over financial reporting, which is recognized as a suitable framework developed by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Management has evaluated the design of the Corporation's internal controls over financial reporting as at September 30, 2019 and has concluded that the design of internal controls over financial reporting is effective.

There have been no material changes to the Corporation's internal controls during the 2019 period that would have materially affected or are likely to materially affect the internal controls over financial reporting.

On October 4, 2019 and October 17, 2019, subsequent to the end of the third quarter, the Company acquired the shares of L.V. Control Mfg. Ltd. and Advance Window, Inc. respectively. As at the date of this MD&A, management has not completed its review of internal controls over financial reporting for these newly acquired companies nor determined their impact, if any, on the Corporation's internal controls over financial reporting. An assessment of their impact will be completed for year-end 2019.

Disclosure Controls and Procedures

Management has established and maintained disclosure controls and procedures to provide reasonable assurance that material information relating to the Corporation is made known to management in a timely manner and that information required to be disclosed by the Corporation is reported within the time periods prescribed by applicable securities legislation. Management has concluded that disclosure controls and procedures were designed effectively as at September 30, 2019.

11. RISK FACTORS

The Corporation and its subsidiaries are subject to several business risks. These risks relate to the structure of the Corporation and the operations at the subsidiary entities. There were no changes to the Corporation's principal risks and uncertainties from those reported in the Corporation's MD&A for the year ended December 31, 2018.

12. NON-IFRS FINANCIAL MEASURES AND GLOSSARY

EBITDA, Adjusted Net Earnings, Free Cash Flow, and Maintenance and Growth Capital Expenditures are not recognized measures under IFRS and are, therefore, defined below.

EBITDA: is defined as earnings before interest, income taxes, depreciation, amortization, other non-cash items such as gains or losses recognized on the fair value of contingent consideration items, asset impairment, and restructuring costs, and any unusual non-operating one-time items such as acquisition costs. It is used by management to assess its consolidated results and the results of its operating segments. EBITDA is a performance measure utilized by many investors to analyze the cash available for distribution from operations before allowance for debt service, capital expenditures, and income taxes.

Adjusted Net Earnings: is defined as Net Earnings adjusted for acquisition costs, amortization of intangible assets that are purchased at the time of acquisition, interest accretion on acquisition contingent consideration, and non-recurring items. Adjusted Net Earnings is a performance measure, along with Free Cash Flow less Maintenance Capital Expenditures, which the Corporation uses to assess cash flow available for distribution to shareholders.

Free Cash Flow: for the year is equal to cash flow from operating activities as defined by IFRS, adjusted for changes in non-cash working capital, acquisition costs, principal payments on right of use liabilities and any unusual non-operating one-time items. Free Cash Flow is a performance measure used by management and investors to analyze the cash generated from operations before the seasonal impact of changes in working capital items or other unusual items.

Maintenance and Growth Capital Expenditures: Maintenance Capital Expenditures is defined as the capital expenditures made by the Corporation to maintain the operations of the Corporation at its current level and depreciation recorded on assets in the Corporation's leasing pool. Other capital expenditures are classified as Growth Capital Expenditures as they will generate new cash flows and are not considered by management in determining the cash flows required to sustain the current operations of the Corporation.

The Corporation's Maintenance Capital Expenditures include aircraft engine overhauls and airframe heavy checks that are recognized when these events occur and can be significant. Each aircraft type has different requirements for its major components according to manufacturer standards and the timing of the event can be dependent on the extent that the aircraft is utilized. As a result, the extent and timing of these Maintenance Capital Expenditure events can vary significantly from period to period, both within the year and when analyzing to the comparative period in the prior year.

Regional One's purchases of operating aircraft within its lease portfolio are capital expenditures and the process used to classify those expenditures as either growth or maintenance is based on the depreciation of that portfolio. Aircraft that are leased to third parties are being consumed over time, therefore reinvestment is necessary to maintain the ability to generate future cash flows at existing levels. This depletion of the remaining green time of these aircraft is represented by depreciation. An amount equal to Regional One's depreciation is included in the Corporation's consolidated Maintenance Capital Expenditures. Only net capital expenditures more than depreciation are classified as Growth Capital Expenditures. If there were no purchases of capital assets during the period by Regional One, Maintenance Capital Expenditures would still be equal to depreciation recorded on its leased assets and Growth Capital Expenditures would be negative, representing the depletion of potential future earnings and cash flows. The aggregate of Maintenance and Growth Capital Expenditures always equals the actual cash spent on capital assets during the period. This ensures that our payout ratio reflects the necessary replacement of Regional One's leased assets.

Purchases of inventory are not reflected in either Growth or Maintenance Capital Expenditures. Aircraft purchased for part out or re-sale are recorded as inventory and are not capital expenditures. If a decision is made to take an aircraft out of the lease portfolio and either sell it or part it out, the net book value is transferred from capital assets to inventory. For Regional One, capital assets on the balance sheet include operating aircraft and engines that are either on lease or are available for lease. Individual parts are recorded within inventory and capital assets that become scheduled for part out have been transferred to inventory as at the balance sheet date.

Investors are cautioned that EBITDA, Adjusted Net Earnings, Free Cash Flow, and Maintenance Capital Expenditures and Growth Capital Expenditures should not be viewed as an alternative to measures that are recognized under IFRS such as Net Earnings or cash from operating activities. The Corporation's method of calculating EBITDA, Adjusted Net Earnings, Free Cash Flow and Maintenance Capital Expenditures and Growth Capital Expenditures may differ from that of other entities and therefore may not be comparable to measures utilized by them.

13. QUARTERLY INFORMATION

The following summary reflects quarterly results of the Corporation:

	2019 (1)			2018				2017	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	$ 355,164	$ 325,907	$ 297,016	$ 315,737	$ 308,179	$ 313,449	$ 266,027	$ 263,910	$ 253,367
EBITDA	89,002	87,237	63,826	69,507	79,174	75,071	54,013	63,315	71,964
Net Earnings	28,990	21,875	7,488	18,446	24,162	19,547	8,614	16,920	23,902
Basic	0.90	0.68	0.24	0.59	0.77	0.62	0.27	0.55	0.78
Diluted	0.83	0.65	0.23	0.57	0.72	0.60	0.27	0.53	0.72
Adjusted Net Earnings	33,073	26,573	12,724	24,670	29,550	25,208	12,932	22,260	25,716
Basic	1.03	0.83	0.41	0.79	0.94	0.80	0.41	0.72	0.84
Diluted	0.93	0.78	0.40	0.75	0.86	0.76	0.40	0.68	0.77
Free Cash Flow ("FCF")	67,166	65,729	44,246	59,763	64,219	58,785	40,596	49,745	55,849
Basic	2.08	2.05	1.41	1.91	2.04	1.86	1.29	1.61	1.81
Diluted	1.78	1.75	1.25	1.66	1.76	1.66	1.15	1.45	1.58
FCF less Maintenance Capital Expenditures	36,885	34,533	17,722	33,743	41,103	29,679	9,842	27,748	35,976
Basic	1.14	1.08	0.57	1.08	1.31	0.94	0.31	0.90	1.17
Diluted	1.03	0.97	0.55	0.98	1.16	0.90	0.31	0.86	1.05
Maintenance Capital Expenditures	30,281	31,196	26,524	26,020	23,116	29,106	30,754	21,997	19,873
Growth Capital Expenditures	32,060	16,392	41,082	31,578	15,086	301	2,040	15,768	20,771

Note 1) On January 1, 2019, the Corporation adopted IFRS 16 using the modified retrospective method. Amounts prior to 2019 are not directly comparable to results after the adoption of IFRS 16.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com.

Exchange Income Corporation

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(unaudited, in thousands of Canadian dollars)

As at	September 30 2019	December 31 2018
ASSETS		
CURRENT		
Cash and cash equivalents	$ **51,221**	$ 42,970
Accounts receivable	**269,223**	232,910
Amounts due from customers on construction contracts	**24,805**	13,943
Inventory	**236,968**	216,150
Prepaid expenses and deposits	**31,876**	33,666
Income taxes receivable	**2,313**	641
	616,406	540,280
OTHER ASSETS (Note 6)	**85,660**	74,078
CAPITAL ASSETS	**944,906**	877,691
RIGHT OF USE ASSETS (Note 3)	**106,770**	-
INTANGIBLE ASSETS	**133,341**	144,571
GOODWILL	**318,833**	320,678
	$ **2,205,916**	$ 1,957,298
LIABILITIES		
CURRENT		
Accounts payable and accrued expenses	$ **218,379**	$ 199,256
Deferred revenue	**35,314**	26,546
Amounts due to customers on construction contracts	**8,389**	12,151
Current portion of long-term debt and finance leases (Note 7)	**-**	1,186
Current portion of right of use lease liability (Note 3)	**19,594**	-
	281,676	239,139
LONG-TERM DEBT AND FINANCE LEASES (Note 7)	**762,643**	726,325
OTHER LONG-TERM LIABILITIES	**26,205**	29,881
DEFERRED REVENUE	**636**	3,606
LONG-TERM RIGHT OF USE LEASE LIABILITY (Note 3)	**91,665**	-
CONVERTIBLE DEBENTURES (Note 8)	**309,347**	253,823
DEFERRED INCOME TAX LIABILITY	**92,565**	87,277
	1,564,737	1,340,051
EQUITY		
SHARE CAPITAL (Note 9)	**619,728**	588,498
CONVERTIBLE DEBENTURES - Equity Component (Note 8)	**13,214**	11,954
CONTRIBUTED SURPLUS	**9,837**	9,693
DEFERRED SHARE PLAN	**15,361**	13,525
RETAINED EARNINGS		
Cumulative Earnings	**446,286**	390,689
Cumulative Dividends	**(477,156)**	(424,178)
Cumulative impact of share cancellation under the NCIB	**(26,101)**	(25,053)
	(56,971)	(58,542)
ACCUMULATED OTHER COMPREHENSIVE INCOME	**40,010**	52,119
	641,179	617,247
	$ **2,205,916**	$ 1,957,298

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

Approved on behalf of the directors by:

Duncan Jessiman, Director
Signed

Donald Streuber, Director
Signed

Exchange Income Corporation

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME

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

For the periods ended September 30	Three Months Ended **2019**	Three Months Ended 2018	Nine Months Ended **2019**	Nine Months Ended 2018
REVENUE				
Aerospace & Aviation	$ **266,471**	$ 226,565	$ **722,099**	$ 649,790
Manufacturing	**88,693**	81,614	**255,988**	237,865
	355,164	308,179	**978,087**	887,655
EXPENSES				
Aerospace & Aviation expenses - excluding depreciation and amortization	**146,948**	122,748	**404,579**	372,991
Manufacturing expenses - excluding depreciation and amortization	**65,701**	57,278	**182,916**	168,106
General and administrative	**53,513**	48,979	**150,527**	138,300
	266,162	229,005	**738,022**	679,397
OPERATING PROFIT BEFORE DEPRECIATION, AMORTIZATION, FINANCE COSTS AND OTHER (Note 4)	**89,002**	79,174	**240,065**	208,258
Depreciation of capital assets	**32,200**	29,555	**95,147**	88,400
Amortization of intangible assets	**4,507**	5,179	**13,412**	14,330
Finance costs - interest	**13,936**	13,483	**41,147**	38,650
Depreciation of right of use assets	**5,573**	-	**16,472**	-
Interest expense on right of use lease liabilities	**1,095**	-	**3,374**	-
Acquisition costs	**512**	831	**4,201**	1,893
Other (Note 5)	**(4,964)**	-	**(7,146)**	(1,471)
EARNINGS BEFORE INCOME TAXES	**36,143**	30,126	**73,458**	66,456
INCOME TAX EXPENSE (RECOVERY)				
Current	**3,052**	3,465	**8,877**	14,963
Deferred	**4,101**	2,499	**6,228**	(830)
	7,153	5,964	**15,105**	14,133
NET EARNINGS	$ **28,990**	$ 24,162	$ **58,353**	$ 52,323
EARNINGS PER SHARE (Note 12)				
Basic	$ **0.90**	$ 0.77	$ **1.83**	$ 1.66
Diluted	$ **0.83**	$ 0.72	$ **1.77**	$ 1.61

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

Exchange Income Corporation

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited, in thousands of Canadian dollars)

Attributable to common shareholders	Three Months Ended		Nine Months Ended	
For the periods ended September 30	**2019**	2018	**2019**	2018
NET EARNINGS	$ **28,990**	$ 24,162	$ **58,353**	$ 52,323
OTHER COMPREHENSIVE INCOME (LOSS),				
Items that are or may be reclassified to the Statement of Income				
Cumulative translation adjustment, net of tax expense (recovery) for the three months ended September 30 of $4 and $(6), respectively and net of tax expense (recovery) for the nine months ended September 30 of $(12) and $8, respectively	**7,380**	(10,250)	**(17,931)**	16,896
Net gain (loss) on interest rate swap, net of tax expense (recovery) for the three months ended September 30 of $129 and nil, respectively and net of tax recovery for the nine months ended September 30 of $(340) and nil, respectively	**348**	-	**(921)**	-
Net gain (loss) on hedge of net investment in foreign operation, net of tax expense (recovery) for the three months ended September 30 of nil and $491, respectively and net of tax expense (recovery) for the nine months ended September 30 of nil and $(792), respectively	**(2,662)**	3,635	**6,240**	(5,750)
Net gain on hedge of restricted share plan, net of tax expense (recovery) for the three months ended September 30 of $60 and nil, respectively and net of tax expense (recovery) for the nine months ended September 30 of $185 and nil, respectively	**164**	-	**503**	-
	5,230	(6,615)	**(12,109)**	11,146
COMPREHENSIVE INCOME FOR THE PERIOD	$ **34,220**	$ 17,547	$ **46,244**	$ 63,469

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

Exchange Income Corporation

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited, in thousands of Canadian dollars)

					Retained Earnings				
	Share Capital	Convertible Debentures - Equity Component	Contributed Surplus - Matured Debentures	Deferred Share Plan	Cumulative Earnings	Cumulative Dividends	Cumulative impact of share repurchases under NCIB	Accumulated Other Comprehensive Income (Loss)	**Total**
Balance, January 1, 2018	$ 576,471	$ 14,311	$ 3,478	$ 9,867	$ 319,920	$ (355,718)	$ (12,074)	$ 21,032	**$ 577,287**
Shares issued to acquisition vendors	18,324	-	-	-	-	-	-	-	**18,324**
Convertible debentures									
Converted into shares (Note 9)	99	(7)	-	-	-	-	-	-	**92**
Issued	-	3,866	-	-	-	-	-	-	**3,866**
Matured/Redeemed	-	(6,215)	6,215	-	-	-	-	-	**-**
Shares issued under dividend reinvestment plan	4,966	-	-	-	-	-	-	-	**4,966**
Shares issued under First Nations community partnership agreements	272	-	-	-	-	-	-	-	**272**
Deferred share plan vesting	-	-	-	2,816	-	-	-	-	**2,816**
Deferred share plan issuance	171	-	-	(171)	-	-	-	-	**-**
Shares issued under ESPP	816	-	-	-	-	-	-	-	**816**
Shares cancelled under NCIB	(13,097)	-	-	-	-	-	(10,243)	-	**(23,340)**
Comprehensive income	-	-	-	-	52,323	-	-	11,146	**63,469**
Dividends declared (Note 10)	-	-	-	-	-	(51,305)	-	-	**(51,305)**
Balance, September 30, 2018	**$ 588,022**	**$ 11,955**	**$ 9,693**	**$ 12,512**	**$ 372,243**	**$ (407,023)**	**$ (22,317)**	**$ 32,178**	**$ 597,263**
Balance, December 31, 2018	$ 588,498	$ 11,954	$ 9,693	$ 13,525	$ 390,689	$ (424,178)	$ (25,053)	$ 52,119	**$ 617,247**
Restatement (Note 3)	-	-	-	-	(2,756)	-	-	-	**(2,756)**
Balance, January 1, 2019 (Restated - Note 3)	$ 588,498	$ 11,954	$ 9,693	$ 13,525	$ 387,933	$ (424,178)	$ (25,053)	$ 52,119	**$ 614,491**
Convertible debentures									
Converted into shares (Note 9)	25,087	(1,093)	-	-	-	-	-	-	**23,994**
Issued (Note 9)	-	2,497	-	-	-	-	-	-	**2,497**
Matured/Redeemed	-	(144)	144	-	-	-	-	-	**-**
Shares issued under dividend reinvestment plan (Note 9)	5,602	-	-	-	-	-	-	-	**5,602**
Shares issued under First Nations community partnership agreements (Note 9)	116	-	-	-	-	-	-	-	**116**
Deferred share plan vesting (Note 13)	-	-	-	2,313	-	-	-	-	**2,313**
Deferred share plan issuance (Note 9)	477	-	-	(477)	-	-	-	-	**-**
Shares issued under ESPP (Note 9)	1,050	-	-	-	-	-	-	-	**1,050**
Shares cancelled under NCIB (Note 9)	(1,102)	-	-	-	-	-	(1,048)	-	**(2,150)**
Comprehensive income	-	-	-	-	58,353	-	-	(12,109)	**46,244**
Dividends declared (Note 10)	-	-	-	-	-	(52,978)	-	-	**(52,978)**
Balance, September 30, 2019	**$ 619,728**	**$ 13,214**	**$ 9,837**	**$ 15,361**	**$ 446,286**	**$ (477,156)**	**$ (26,101)**	**$ 40,010**	**$ 641,179**

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

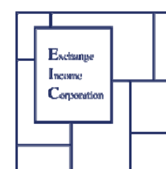
Exchange Income Corporation

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, in thousands of Canadian dollars)

For the periods ended September 30	Three Months Ended 2019	Three Months Ended 2018	Nine Months Ended 2019	Nine Months Ended 2018
OPERATING ACTIVITIES				
Net earnings for the period	$ **28,990**	$ 24,162	$ **58,353**	$ 52,323
Items not affecting cash:				
Depreciation of capital assets	**32,200**	29,555	**95,147**	88,400
Amortization of intangible assets	**4,507**	5,179	**13,412**	14,330
Depreciation of right of use assets	**5,573**	-	**16,472**	-
Accretion of interest	**1,762**	2,303	**5,307**	7,822
Long-term debt discount (paid) accretion	**(45)**	(190)	**151**	(325)
Gain on sale of disposal of capital assets	**(45)**	(954)	**(1,085)**	(1,161)
Deferred income tax	**4,101**	2,499	**6,228**	(830)
Deferred share program share-based vesting	**575**	1,013	**2,313**	2,816
Other (Note 5)	**(4,964)**	-	**(7,146)**	(1,471)
	72,654	63,567	**189,152**	161,904
Changes in non-cash current and long-term operating working capital items (Note 15)	**2,642**	(44,004)	**(37,981)**	(97,674)
	75,296	19,563	**151,171**	64,230
FINANCING ACTIVITIES				
Proceeds from long-term debt & finance leases, net of issuance costs (Note 7)	**34,726**	86,343	**127,977**	280,439
Repayment of long-term debt & finance leases (Note 7)	**(5,391)**	(40,895)	**(79,491)**	(139,683)
Principal payments on right of use lease liabilities (Note 3)	**(6,000)**	-	**(15,263)**	-
Proceeds from issuance of debentures, net of issuance costs (Note 8)	**-**	-	**82,091**	76,597
Redemption of convertible debentures	**-**	(64,978)	**(3,130)**	(121,731)
Issuance of shares, net of issuance costs	**2,246**	2,477	**6,722**	6,054
Payment for repurchase of Shares under NCIB	**(2,150)**	(7,007)	**(2,150)**	(23,348)
Cash dividends (Note 10)	**(18,145)**	(17,215)	**(52,978)**	(51,305)
Other	**3,000**	-	**3,000**	-
	8,286	(41,275)	**66,778**	27,023
INVESTING ACTIVITIES				
Purchase of capital assets	**(63,010)**	(50,340)	**(185,481)**	(142,747)
Proceeds from disposal of capital assets	**2,271**	13,079	**11,020**	45,112
Purchase of intangible assets	**(1,602)**	(602)	**(3,074)**	(1,851)
Cash outflow for acquisitions - settlement of contingent consideration	**-**	(291)	**(15,000)**	(24,203)
Investment in other assets	**(3,801)**	219	**(15,044)**	(15,559)
	(66,142)	(37,935)	**(207,579)**	(139,248)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**17,440**	(59,647)	**10,370**	(47,995)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	**33,254**	85,463	**42,970**	72,315
EFFECTS OF EXCHANGE RATE CHANGE ON CASH AND CASH EQUIVALENTS	**527**	(587)	**(2,119)**	909
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ **51,221**	$ 25,229	$ **51,221**	$ 25,229
Supplementary cash flow information				
Interest paid	$ **16,919**	$ 12,791	$ **32,970**	$ 31,051
Income taxes paid	$ **2,383**	$ 3,680	$ **10,552**	$ 11,133

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



(unaudited, in thousands of Canadian dollars unless otherwise noted, except per share information and share data)

1. ORGANIZATION

Exchange Income Corporation ("EIC" or the "Corporation") is a diversified, acquisition-oriented corporation focused on opportunities in aerospace, aviation services and equipment, and manufacturing sectors. The business plan of the Corporation is to invest in profitable, well-established companies with strong cash flows operating in niche markets. The Corporation is incorporated in Canada and the address of the registered office is 1067 Sherwin Road, Winnipeg, Manitoba, Canada R3H 0T8.

As at September 30, 2019, the principal operating subsidiaries of the Corporation are Perimeter Aviation LP (including its operating division, Bearskin Airlines), Keewatin Air LP, Calm Air International LP, Custom Helicopters Ltd., Overlanders Manufacturing LP, Water Blast Manufacturing LP, WesTower Communications Ltd., R1 Canada LP, Provincial Aerospace Ltd., Ben Machine Products Company Incorporated, EIC Aircraft Leasing Limited, Quest Window Systems Inc., CANLink Aviation Inc. ("Moncton Flight College") and EIIF Management USA Inc. Stainless Fabrication, Inc., Dallas Sailer Enterprises, Inc., Regional One Inc., and Quest USA Inc. are wholly owned subsidiaries of EIIF Management USA Inc. Through the Corporation's subsidiaries, products and services are provided in two business segments: Aerospace & Aviation and Manufacturing.

Subsequent to September 30, 2019, the Corporation acquired all the shares of L.V. Control Mfg., Ltd. ("LV Control") and Advanced Window, Inc. ("AWI"). Details of the acquisitions can be found in Note 16 – Subsequent Events.

The Corporation's interim results are impacted by seasonality factors. The Aerospace & Aviation segment has historically had the strongest revenues in the second and third quarters when demand tends to be highest, relatively modest in the fourth quarter and the lowest in the first quarter as communities serviced by certain of the airlines are less isolated with the use of winter roads for transportation during the winter. With the diversity of the Manufacturing segment, the seasonality of the segment is relatively flat throughout the fiscal period.

2. BASIS OF PREPARATION

The Corporation prepares its interim condensed consolidated financial statements in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") – Part I as set out in the CPA Canada Handbook – Accounting ("CPA Handbook"). Part I of the CPA Handbook incorporates International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to interim financial statements, including IAS 34, Interim Financial Reporting. These interim condensed consolidated financial statements are presented in thousands of Canadian dollars, except per share information and share data.

In accordance with IFRS, these financial statements do not include all the financial statement disclosures required for annual financial statements and should be read in conjunction with the Corporation's annual consolidated financial statements for the year ended December 31, 2018. In management's opinion, the financial statements reflect all adjustments that are necessary for a fair presentation of the results for the interim period presented.

These interim condensed consolidated financial statements were approved by the Board of Directors of the Corporation for issue on November 7, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and methods of computation used in the preparation of these interim condensed consolidated financial statements are the same as those followed in the most recent annual financial statements, except as noted below. Note 3 of the Corporation's 2018 audited financial statements includes a comprehensive listing of the Corporation's significant accounting policies.

Adoption of IFRS 16 *Leases*

The Corporation's adoption of IFRS 16 was effective January 1, 2019. Because of adopting this new standard, many of the Corporation's leases, that were previously accounted for as operating leases, have been accounted for by recognizing a right of use asset and a right of use lease liability on the balance sheet. The Corporation adopted the new standard using the modified

retrospective method. Under this method, the right of use lease liabilities have been measured by discounting the remaining lease payments using the incremental borrowing rate. The Corporation chose on a lease-by-lease basis, to measure the right of use asset at either the carrying amount of the lease liability on transition date or its carrying amount as if the standard had been applied since the lease commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application. Subsequently, the lease liability will be reduced by the lease payments made and interest expense will be recorded on the outstanding liability. Also, the right of use asset will be depreciated over the term of the lease. Lease payments will no longer be reflected as operating expenses in the Consolidated Statements of Income. Rather, interest expense related to the liability and depreciation related to the right of use asset have now been reflected as non-operating expenses.

The following tables show the adjustments recognized for each individual class of right of use asset line item. Line items that were not affected by the changes have not been included. As a result, the subtotals and totals disclosed may not be recalculated from the numbers provided. The adjustments are explained in more detail below.

						September 30, 2019
Net Book Value	January 1, 2019 Opening	Additions	Disposals	Depreciation	Exchange Differences	Ending
Land	$ 21,470	$ 131	$ (7)	$ (940)	$ -	$ 20,654
Building	65,325	2,341	(73)	(8,026)	(768)	58,799
Aircraft	25,878	-	-	(5,545)	-	20,333
Equipment	1,412	-	-	(247)	-	1,165
Other	5,504	2,041	-	(1,714)	(12)	5,819
Total	$ 119,589	$ 4,513	$ (80)	$ (16,472)	$ (780)	$ 106,770

Right of Use Lease Liability	September 30, 2019
Opening balance on transition, January 1, 2019	$ 122,906
Additions to right of use lease liabilities	4,513
Disposals of right of use assets and derecognition of lease liabilities	(78)
Principal payments on right of use lease liabilities	(15,263)
Exchange differences	(819)
Closing balance, September 30, 2019	$ 111,259

Right of Use Lease Liability Reconciliation on Transition	January 1, 2019
Less than 1 year	$ 27,159
Between 1 year and 5 years	75,253
More than 5 years	48,871
Total operating lease commitments as at December 31, 2018	151,283
less: low value, variable, and short-term leases	(5,160)
Total undiscounted lease liability commitment as at December 31, 2018	146,123
less: impact of discounting at weighted average incremental borrowing rate	(26,098)
add: finance leases	2,881
Total Right of Use Lease Liability as at January 1, 2019	$ 122,906
Of which are:	
Current	$ 20,050
Long-Term	$ 102,856

The change in accounting policy affected the following items in the balance sheet on January 1, 2019:

- Property, plant and equipment – decrease of $2,815
- Right of use assets – increase of $119,589
- Deferred tax liabilities – decrease of $1,004
- Long-term debt (current and long-term portion) – decrease of $2,881
- Lease liabilities (current and long-term portion) – increase of $122,906
- Intangible assets – decrease of $509
- Cumulative earnings – decrease of $2,756

The Corporation used the following practical expedients when adopting IFRS 16 as permitted under the standard:

- The accounting for operating leases with a remaining lease term of less than 12 months as short-term leases, which results in these expenditures being recorded through operating expenses;
- The exclusion of initial direct costs for the measurement of the right of use asset at the date of initial application;
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease; and
- The exclusion of leases for which the underlying asset is of low value.

There were no onerous lease contracts that would have required an adjustment to the right of use assets at the date of initial application. The Corporation has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date, the group relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease.

Accounting Policy – Leases and Right of Use Assets

The Corporation leases various buildings, land, and equipment. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Leases are recognized as a right of use asset and corresponding liability at the date of which the leased asset is available for use by the Corporation.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate;
- The exercise price of a purchase or extension option if the lessee is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Variable lease payments that are not based on an index or rate, such as those that are based on usage, have been excluded from the adoption of IFRS 16 and will continue to be recorded as an operating expense. Several of the Corporation's agreements included extensions options and the Corporation reviewed each option and included the extension option in the calculation of the right of use liability when appropriate. If the Corporation exercises an extension option in the future that was not assumed to be exercised on adoption, the Corporation will record a right of use asset and right of use lease liability at that time. The lease agreements do not impose any covenants and leased assets may not be used as security for borrowing purposes. Each lease payment is allocated between the liability and interest expense. The interest cost is charged to the consolidated statement of operations over the lease period to produce a constant rate of interest on the remaining balance of the liability for each period.

Right of use assets are accounted for under IAS 16 Property, Plant and Equipment. Right of use assets have the same accounting policies as directly owned assets, meaning the right of use assets are componentized and depreciated over the lease term, as applicable.

<u>Adoption of IFRIC 23 *Uncertainty over Income Tax Treatments*</u>

IFRIC 23 is effective for years beginning on or after January 1, 2019. IFRIC 23 provides a framework to consider, recognize, and measure the accounting impact of tax uncertainties and provides specific guidance in several areas where previously IAS 12 Income Taxes was silent. The Corporation has adopted the interpretation of IFRIC 23 and concluded that it has no impact on previously reported results.

4. OPERATING PROFIT BEFORE DEPRECIATION, AMORTIZATION, FINANCE COSTS AND OTHER

The Corporation presents, as an additional IFRS measure, operating profit before depreciation, amortization, finance costs and other in the consolidated statement of income to assist users in assessing financial performance. The Corporation's management and the Board use this measure to evaluate consolidated operating results and assess the ability of the Corporation to incur and service debt. In addition, this measure is used to make operating decisions as it is an indicator of the performance of the business and how much cash is being generated by the Corporation and assists in determining the need for additional cost reductions, evaluation of personnel and resource allocation decisions. Operating profit before depreciation, amortization, finance costs and other is referred to as an additional IFRS measure and may not be comparable to similar measures presented by other companies.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. There were no changes to the Corporation's critical accounting estimates and judgments from those described in the most recent annual financial statements, except as noted below.

The Corporation's liabilities for contingent consideration associated with the earn out portion of its acquisitions are reassessed each period end after the related acquisition. The carrying value of the liability is based on an estimate of both the amount of the potential payment and probability that the earn out will be paid. During the 2019 period, the estimated liabilities for additional purchase consideration associated with CarteNav and Moncton Flight College were reduced to reflect expected earnings levels during the remaining earn out period; this resulted in recoveries of $4,964 and $7,146 for the three and nine months ended September 30, 2019, respectively, and is included within "Other" of the Statement of Income.

The application of IFRS 16 Leases requires assumptions and estimates to determine the value of the right of use assets and the lease liabilities, which mainly relate to the incremental rates of borrowing. Judgement must also be applied as to whether renewal options are reasonably certain of being exercised.

6. OTHER ASSETS

The other assets of the Corporation consist of the following:

		September 30 2019		December 31 2018
Long term prepaid expenses and security deposits	$	1,605	$	1,597
Long term receivables		12,422		13,155
Long term holdback receivables		5,321		4,609
Equity method investments		45,665		30,472
Other investments - Fair value through OCI		4,179		3,914
Derivative financial instruments - Fair value through profit and loss		895		3,741
Loan to Wasaya		13,000		13,000
Loan to NGC		2,573		3,590
Total other assets	$	85,660	$	74,078

On February 19, 2019, the Corporation announced that it had completed a joint venture with SkyWest, Inc. ("SkyWest") to acquire, lease and sell CF34 engines. During the second quarter, the Corporation invested in a 25% share of a joint venture which purchased 14 engines and will account for its investment using the equity method. During the third quarter, the joint venture announced that the engines, along with airframes that have been provided by Regional One, have been placed on a 10-year lease with a US operator.

7. LONG-TERM DEBT

The following summarizes the Corporation's long-term debt and finance leases as at September 30, 2019, and December 31, 2018:

		September 30 2019		December 31 2018
Revolving term facility:				
Canadian dollar amounts drawn	$	230,000	$	229,100
United States dollar amounts drawn (US$404,000 and US$365,100 respectively)		535,017		498,069
Total credit facility debt outstanding, principal value		765,017		727,169
less: unamortized transaction costs		(2,005)		(2,019)
less: unamortized discount on outstanding Banker's Acceptances		(369)		(520)
Net credit facility debt		762,643		724,630
Finance leases		-		2,881
Total net credit facility debt and finance leases		762,643		727,511
less: current portion of finance leases		-		(1,186)
Long-term debt and finance leases	$	762,643	$	726,325

The Corporation's credit facility is secured by a general security agreement over the assets of the Corporation, subject to customary terms, conditions, covenants and other provisions, and includes both financial and negative covenants. The Corporation is in compliance with all financial and negative covenants as at September 30, 2019.

The Corporation amended its credit facility to obtain more favourable pricing and extended its term during the nine months ended September 30, 2019. The credit facility includes improved pricing on both amounts borrowed under the facility and standby charges paid for the unutilized portion of the facility. The maturity of the facility has been extended to May 7, 2023.

Subsequent to September 30, 2019, the Corporation entered into a new credit facility. Details can be found in Note 16 – Subsequent Events.

Interest expense recorded by the Corporation during the three and nine months ended September 30, 2019, for the long-term debt and finance leases was $7,876 and $23,713, respectively (2018 – $7,568 and $20,578, respectively).

Credit Facility

The following is the continuity of long-term debt for the nine months ended September 30, 2019:

	Nine Months Ended September 30, 2019									
		Opening		Withdrawals		Repayments		Exchange Differences		Ending
Credit facility amounts drawn										
Canadian dollar amounts	$	229,100	$	75,000	$	(74,100)	$	-	$	230,000
United States dollar amounts		498,069		53,690		(5,391)		(11,351)		535,017
	$	727,169							$	765,017

8. CONVERTIBLE DEBENTURES

Series - Year of Issuance	Trade Symbol	Maturity	Interest Rate	Conversion Price
Unsecured Debentures - 2014[1]	EIF.DB.G	March 31, 2021	6.0%	$ 31.70
Unsecured Debentures - 2016	EIF.DB.H	June 30, 2023	5.25%	$ 44.75
Unsecured Debentures - 2017	EIF.DB.I	December 31, 2022	5.25%	$ 51.50
Unsecured Debentures - 2018	EIF.DB.J	June 30, 2025	5.35%	$ 49.00
Unsecured Debentures - 2019	EIF.DB.K	March 31, 2026	5.75%	$ 49.00

Note 1) On April 26, 2019, the Corporation redeemed its 7 year 6.0% convertible debentures which were due March 31, 2021.

Summary of the debt component of the convertible debentures:

	2019 Balance, Beginning of Period	Debentures Issued	Accretion Charges	Debentures Converted	Redeemed / Matured	2019 Balance, End of Period
Unsecured - 2014	$ 27,143	$ -	$ 156	$ (24,169)	$ (3,130)	$ -
Unsecured - 2016	65,657	-	490	-	-	66,147
Unsecured - 2017	95,659	-	734	-	-	96,393
Unsecured - 2018	75,251	-	500	-	-	75,751
Unsecured - 2019	-	82,658	207	-	-	82,865
						321,156
less: unamortized transaction costs						(11,809)
Convertible Debentures - Debt Component, end of period						$ 309,347

During the nine months ended September 30, 2019, convertible debentures totaling a face value of $24,730 were converted by the holders at various times into 780,112 shares of the Corporation (2018 – $92 face value into 2,493 shares). On April 26, 2019, the Corporation redeemed its 7 year 6.0% convertible debentures which were to mature on March 31, 2021. On the redemption date, the remaining outstanding debentures in the principal amount of $3,130 were redeemed by the Corporation.

Interest expense recorded during the three and nine months ended September 30, 2019, for the convertible debentures was $5,779 and $16,551, respectively (2018 – $4,960 and $16,459, respectively).

March 2019 Unsecured Convertible Debenture Offering

The Corporation issued the $86,250 Seven Year 5.75% Convertible Unsecured Subordinated Debentures on March 26, 2019. These debentures bear interest at the rate of 5.75% per annum payable semi-annually in arrears, in cash, on March 31 and September 30 of each year. The maturity date of the debentures is March 31, 2026. Each debenture is convertible, at the debentureholder's option, into shares of the Corporation at any time prior to the close of business on the day prior to the maturity date at a conversion price of $49.00.

At the Corporation's option, on the maturity date, the debentures (or any portion thereof) shall be convertible into shares at the Corporation's forced conversion price equal to 95% of the weighted average trading price of the shares for the 20 trading days ending five days prior to the maturity date. The debentures are not redeemable until after March 31, 2022. After March 31, 2022, but prior to March 31, 2024, the Corporation has the option to redeem these debentures provided that certain thresholds are met surrounding the weighted average market price of the shares at that time. On and after March 31, 2024, but prior to the maturity date, the Corporation has the option to redeem these debentures without any weighted average market price thresholds. If the Corporation elects to redeem the debentures, the debentureholders have the option to convert the debentures into shares of the Corporation at the conversion price.

Transaction costs of $4,159 were incurred in relation to the issuance of these debentures.

The March 2019 convertible unsecured debentures have $86,250 of principal outstanding as at September 30, 2019 and mature in March 2026.

Convertible Debentures Equity Component

Since all the outstanding convertible debentures contain a conversion feature available to the debenture-holder to convert debenture principal into shares of the Corporation, the debenture obligation is classified partly as debt and partly as shareholders' equity. The debt component represents the present value of interest and principal payments over the life of the convertible debentures discounted at a rate approximating the rate which would have been applicable to non-convertible debentures at the time the convertible debentures were issued. The difference between the principal amount of the convertible debentures and the present value of interest and principal payments over the life of the convertible debentures is accreted over the term of the convertible debentures through periodic charges to the debt component, such that, on maturity, the debt component equals the principal amount of the convertible debentures outstanding.

Summary of the equity component of the convertible debentures:

		September 30 2019		December 31 2018
Unsecured Debentures - 2014	$	-	$	1,237
Unsecured Debentures - 2016		3,261		3,261
Unsecured Debentures - 2017		3,590		3,590
Unsecured Debentures - 2018		3,866		3,866
Unsecured Debentures - 2019		2,497		-
Convertible Debentures - Equity Component, end of period	$	13,214	$	11,954

All convertible debentures outstanding at September 30, 2019, represent direct unsecured debt obligations of the Corporation.

9. SHARE CAPITAL

Changes in the shares issued and outstanding during the nine months ended September 30, 2019, are as follows:

	Number of Shares		2019 Amount
Share capital, beginning of period	31,316,006	$	588,498
Issued upon conversion of convertible debentures	780,112		25,087
Issued under dividend reinvestment plan	167,547		5,602
Issued under First Nations community partnership agreements	3,500		116
Shares cancelled under NCIB	(57,500)		(1,102)
Issued under employee share purchase plan	29,560		1,050
Issued under deferred share plan	18,220		477
Share capital, end of period	32,257,445	$	619,728

On February 8, 2019, the Corporation received approval from the TSX for the renewal of its NCIB to purchase up to an aggregate of 1,567,004 shares, representing 5% of the issued and outstanding shares as at January 31, 2019. Purchases of shares pursuant to the renewed NCIB can be made through the facilities of the TSX during the period commencing on February 22, 2019 and ending on February 21, 2020. The maximum number of shares that can be purchased by the Corporation daily is limited to 21,522 shares, other than block purchase exemptions.

During the nine months ended September 30, 2019, the Corporation purchased a total of 57,500 shares. The Corporation purchased the shares at an average cost of $37.40 per share for an aggregate consideration of $2,150, excluding tax of less than $1 (2018 – 706,218 shares were repurchased at an average cost of $33.06 per share for aggregate consideration of $23,348, excluding tax of $8). All the shares purchased in the prior period were cancelled. The excess of the cost over the average book value of $1,048 was charged to retained earnings (2018 – $10,243).

10. DIVIDENDS DECLARED

The Corporation pays cash dividends on or about the 15th of each month to shareholders of record on the last business day of the previous month. The Corporation's Board of Directors regularly examines the dividends paid to shareholders.

The amounts and record dates of the dividends during the nine months ended September 30, 2019, and the comparative 2018 period are as follows:

			2019 Dividends			2018 Dividends
Month	**Record date**	**Per Share**	**Amount**	**Record date**	**Per Share**	**Amount**
January	January 31, 2019	**$ 0.1825**	**$ 5,719**	January 31, 2018	$ 0.175	$ 5,484
February	February 28, 2019	**0.1825**	**5,724**	February 28, 2018	0.175	5,517
March	March 29, 2019	**0.1825**	**5,744**	March 29, 2018	0.1825	5,732
April	April 30, 2019	**0.1825**	**5,877**	April 30, 2018	0.1825	5,807
May	May 31, 2019	**0.1825**	**5,882**	May 31, 2018	0.1825	5,791
June	June 28, 2019	**0.1825**	**5,887**	June 29, 2018	0.1825	5,759
July	July 31, 2019	**0.1825**	**5,890**	July 31, 2018	0.1825	5,754
August	August 30, 2019	**0.19**	**6,127**	August 31, 2018	0.1825	5,735
September	September 30, 2019	**0.19**	**6,128**	September 28, 2018	0.1825	5,726
Total		**$ 1.6575**	**$ 52,978**		$ 1.6275	$ 51,305

After September 30, 2019, and before these interim condensed consolidated financial statements were authorized, the Corporation declared a monthly dividend of $0.19 per share for October 2019.

11. SEGMENTED AND SUPPLEMENTAL INFORMATION

Operating segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Chief Executive Officer.

The Corporation's operating business segments include strategic business units that offer different products and services. The Corporation has two operating business segments: Aerospace & Aviation and Manufacturing. The Aerospace & Aviation segment provides airline services to communities in Manitoba, Ontario, Nunavut, and Eastern Canada and provides aircraft and engine aftermarket parts to regional airline operators around the world. In addition, Provincial's aerospace business designs, modifies, maintains, and operates custom sensor-equipped aircraft. Moncton Flight College provides pilot training services. The Manufacturing segment consists of niche specialty manufacturers in markets throughout Canada and the United States.

The Corporation evaluates each segment's performance based on Earnings before Interest, Taxes, Depreciation, and Amortization ("EBITDA"). The Corporation's method of calculating EBITDA may differ from that of other corporations and therefore may not be comparable to measures utilized by them. The Corporation's method of calculating EBITDA is consistent with the Corporation's Operating Profit before Depreciation, Amortization, Finance Costs, and Other presented in the consolidated statement of income. All inter-segment and intra-segment revenues are eliminated, and all segment revenues presented in the tables below are from external customers.

"Head Office" used in the following segment tables is not a separate segment and is only presented to reconcile to the Corporation's total EBITDA, certain statement of financial position amounts and capital asset additions. It includes expenses incurred at head office of the Corporation.

	Three Months Ended September 30, 2019			
	Aerospace & Aviation	Manufacturing	Head Office	Consolidated
Revenue	$ 266,471	$ 88,693	$ -	$ 355,164
Expenses	184,515	76,166	5,481	266,162
EBITDA	81,956	12,527	(5,481)	89,002
Depreciation of capital assets				32,200
Amortization of intangible assets				4,507
Finance costs - interest				13,936
Depreciation of right of use assets				5,573
Interest expense on right of use lease liabilities				1,095
Acquisition costs				512
Other (Note 5)				(4,964)
Earnings before income taxes				36,143
Current income tax expense				3,052
Deferred income tax expense				4,101
Net Earnings				$ 28,990

	Three Months Ended September 30, 2018			
	Aerospace & Aviation	Manufacturing	Head Office	Consolidated
Revenue	$ 226,565	$ 81,614	$ -	$ 308,179
Expenses	155,703	67,544	5,758	229,005
EBITDA	70,862	14,070	(5,758)	79,174
Depreciation of capital assets				29,555
Amortization of intangible assets				5,179
Finance costs - interest				13,483
Acquisition costs				831
Earnings before income taxes				30,126
Current income tax expense				3,465
Deferred income tax expense				2,499
Net Earnings				$ 24,162

	Nine Months Ended September 30, 2019			
	Aerospace & Aviation	Manufacturing	Head Office	Consolidated
Revenue	$ 722,099	$ 255,988	$ -	$ 978,087
Expenses	503,471	214,696	19,855	738,022
EBITDA	218,628	41,292	(19,855)	240,065
Depreciation of capital assets				95,147
Amortization of intangible assets				13,412
Finance costs - interest				41,147
Depreciation of right of use assets				16,472
Interest expense on right of use lease liabilities				3,374
Acquisition costs				4,201
Other (Note 5)				(7,146)
Earnings before income taxes				73,458
Current income tax expense				8,877
Deferred income tax expense				6,228
Net Earnings				$ 58,353

	Nine Months Ended September 30, 2018			
	Aerospace & Aviation	Manufacturing	Head Office	Consolidated
Revenue	$ 649,790	$ 237,865	$ -	$ 887,655
Expenses	464,900	196,751	17,746	679,397
EBITDA	184,890	41,114	(17,746)	208,258
Depreciation of capital assets				88,400
Amortization of intangible assets				14,330
Finance costs - interest				38,650
Acquisition costs				1,893
Other				(1,471)
Earnings before income taxes				66,456
Current income tax expense				14,963
Deferred income tax recovery				(830)
Net Earnings				$ 52,323

	For the period ended September 30, 2019			
	Aerospace & Aviation	**Manufacturing**	**Head Office[(1)]**	**Consolidated**
Total assets	**$ 1,736,553**	**$ 361,756**	**$ 107,607**	**$ 2,205,916**
Net capital asset additions	**163,801**	**10,077**	**583**	**174,461**

	For the year ended December 31, 2018			
	Aerospace & Aviation	Manufacturing	Head Office[(1)]	Consolidated
Total assets	$ 1,565,964	$ 341,202	$ 50,132	$ 1,957,298
Net capital asset additions, excluding finance leases	131,880	19,931	440	152,251

Note 1) Includes corporate assets not directly attributable to operating segments. Such unallocated assets include corporate cash that is part of the Corporation's mirror banking arrangements.

Revenues

The following table provides disaggregated information about revenue from contracts with customers. We believe that disaggregation by type of sale is most appropriate. The purpose of this disclosure is to provide information about the nature of our contracts and the timing, amount, and uncertainties associated with customer contracts.

		Three Months Ended		Nine Months Ended	
Revenue Streams	Periods Ended September 30	**2019**	2018	**2019**	2018
Aerospace & Aviation Segment					
Sale of goods - point in time		**$ 69,105**	$ 45,294	**$ 174,377**	$ 149,707
Sales of services - point in time		**195,660**	179,679	**542,466**	495,616
Sale of services - over time		**1,706**	1,592	**5,256**	4,467
Manufacturing Segment					
Sale of goods - point in time		**51,621**	41,443	**149,303**	129,991
Sale of services - over time		**37,072**	40,171	**106,685**	107,874
Total revenue		**$ 355,164**	$ 308,179	**$ 978,087**	$ 887,655

12. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing net earnings by the weighted average number of shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Corporation has two categories of dilutive potential common shares: deferred shares under the Corporation's Deferred Share Plan and convertible debentures. For the convertible debentures, the convertible debt is assumed to have been converted into common shares and net earnings is adjusted to eliminate the interest expense from the convertible debt less the tax effect.

The computation for basic and diluted earnings per share for the Corporation for the three and nine months ended September 30, 2019, and comparative periods in 2018 are as follows:

	Three Months Ended		Nine Months Ended	
Periods Ended September 30	**2019**	2018	**2019**	2018
Net earnings for the period, available to common shareholders	**$ 28,990**	$ 24,162	**$ 58,353**	$ 52,323
Effect of dilutive securities				
Convertible debentures	**4,219**	3,621	**3,066**	3,806
Diluted earnings for the period	**$ 33,209**	$ 27,783	**$ 61,419**	$ 56,129
Basic weighted average number of Shares	**32,257,302**	31,462,652	**31,913,490**	31,499,419
Effect of dilutive securities				
Deferred shares	**859,316**	809,630	**859,316**	809,630
Convertible debentures	**6,886,150**	6,277,094	**1,877,255**	2,483,034
Diluted basis weighted average number of Shares	**40,002,768**	38,549,376	**34,650,061**	34,792,083
Earnings per share:				
Basic	**$ 0.90**	$ 0.77	**$ 1.83**	$ 1.66
Diluted	**$ 0.83**	$ 0.72	**$ 1.77**	$ 1.61

13. EMPLOYEE BENEFITS

Deferred Share Plan

During the nine months ended September 30, 2019, the Corporation granted deferred shares to certain personnel. The fair value of the deferred shares granted was $669 (2018 - $4,229) at the time of the grant and was based on the market price of the Corporation's shares at that time. During the three and nine months ended September 30, 2019, the Corporation recorded compensation expense of $575 and $2,313, respectively for the Corporation's Deferred Share Plan within the general and administrative expenses of head office (2018 - $1,013 and $2,816, respectively).

Restricted Share Plan

During the nine months ended September 30, 2019, the Corporation granted 105,588 (2018 – nil) restricted shares to certain personnel. The fair value of the restricted share units granted was $3,506 (2018 - nil) at the time of the grant and was based on the market price of the Corporation's shares at that time. During the three and nine months ended September 30, 2019, the Corporation recorded compensation expense of $272 and $590, respectively, for the Corporation's Restricted Share Plan within the general and administrative expenses of head office (2018 - nil and nil, respectively), with a corresponding liability recorded in Accounts Payable and Accrued Expenses.

Employee Share Purchase Plan

Certain employees of the Corporation participate in an Employee Share Purchase Plan ("ESPP"). Under the ESPP, employees make contributions of up to 5% of their base salaries to purchase Corporation shares out of treasury, and upon the employees remaining employed with the Corporation or its subsidiaries during an 18-month vesting period, they are entitled to receive an additional number

of shares ("additional shares") equal to 33.3% of the number of shares they purchased and dividends declared on those additional shares over the vesting period. The cost of the award is recognized in head office expenses of the Corporation over the 18-month vesting period.

At the decision of the employee, any dividends paid on the additional shares over the vesting period are either paid to the employee in cash upon the shares vesting or shares are purchased using these dividend funds.

During the nine months ended September 30, 2019, employees acquired 29,560 shares from Treasury at a weighted average price of $35.54 per share. The grant date fair value of the shares that will be awarded upon the vesting conditions of the plan being attained is estimated at $352 based on the share price and monthly dividend rate as at that time.

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's activities expose it to a variety of financial risks: market risk (primarily currency risk and interest rate risk), credit risk, and liquidity risk. Senior management is responsible for setting acceptable levels of risk and reviewing risk management activities as necessary. The following describes the risk management areas that have significantly changed from those described in the audited December 31, 2018, consolidated financial statements.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of currency, interest rate, and other price risk.

Currency Risk

The Corporation has US $404,000 or $535,017 (December 31, 2018 - US $365,100 or $498,069) outstanding on its credit facility. The outstanding funds in USD results in currency risk that the future cash flows will fluctuate with the changes in market currency rates. The exposure for the USD portion of its credit facility outstanding is offset by the cash generated through the operations of its US based subsidiaries. Of the total US credit facility drawn, US $44,600 (December 31, 2018 - US $23,500) is drawn by EIIF USA, an entity that uses US dollars as its functional currency. Therefore, the currency risk on this balance is recognized in other comprehensive income.

The Corporation`s investment in those subsidiaries with USD functional currencies are hedged partially by US $170,550 (December 31, 2018 - US $155,550) of credit facility draws, which mitigates the foreign currency translation risk arising from the subsidiary`s net assets. The loan is designated as a net investment hedge and no ineffectiveness was recognized from the net investment hedge.

During the quarter, the Corporation continued the use of derivatives through several cross-currency basis swaps ("swap") with a member of the Corporation's lending syndicate. The swap requires that funds are exchanged back in one month at the same terms unless both parties agree to extend the swap for an additional month. By borrowing in US dollars, the Corporation can take advantage of lower interest rates. The swap mitigates the risk of changes in the value of the Corporation's US dollar LIBOR borrowings as they will be exchanged for the same Canadian equivalent in one month. The swap is designated as a hedge of the underlying debt instrument and no ineffectiveness was recognized. The fair value of the swaps at September 30, 2019, was a gain of $28 (December 31, 2018 - gain of $3,741). At September 30, 2019, the notional value of the swaps outstanding is US $188,800 (December 31, 2018 - US $186,000).

Interest Rates

The Corporation is subject to the risk that future cash flows associated with the credit facility outstanding (Note 7) will fluctuate due to fluctuations in interest rates. The Corporation manages this risk and seeks financing terms in individual arrangements that are most advantageous.

The terms of the credit facility allow for the Corporation to choose the base interest rate between Prime, Bankers Acceptances or the London Inter-Bank Offer Rate ("LIBOR"). At September 30, 2019:

- US $404,000 (December 31, 2018 – US $365,100) was outstanding under US LIBOR, and
- $230,000 (December 31, 2018 – $229,100) was outstanding under Banker's Acceptances.

The interest rates of the convertible debentures (Note 8) have fixed interest rates.

During the second quarter, the Corporation entered into an interest rate swap with certain members of its lending syndicate whereby the Corporation has fixed interest rates on $190,000 of its Canadian credit facility debt for a period of four years. The derivative financial instrument hedges the exposure to variability in cash flow associated with the future payment of interest on

Bankers' Acceptance debt that would impact profit or loss and therefore qualifies as a cash flow hedge. The interest rate swap is classified as a long-term liability and the mark to market loss of $1,261 is recorded as a separate line within other comprehensive income.

Other Price Risk

The Corporation's Restricted Share Plan, under which restricted shares were granted for the first time in the first quarter of 2019, is a cash settled plan. Participants are awarded restricted shares and the payment to the participants at the end of the vesting period fluctuates based on the change in the Corporation's share price from the grant date to the vesting date.

To mitigate the income statement impact of a change in the Corporation's share price, the Corporation entered into a derivative instrument in the first quarter which fixes the cost of the plan for the Corporation. Any changes in fair value will either be paid to the counterparty or be paid to the Corporation by the counterparty at the vesting date. This derivative fixes the cost to the Corporation and does not impact the variability of the award received by the participant. The derivative financial instrument hedges the exposure to variability in cash flow associated with the future settlement of restricted shares issued under the Restricted Share Plan that would impact profit or loss and therefore qualifies as a cash flow hedge. The investment is classified within other long-term assets and the mark to market gain of $867 is recorded as a separate line within other comprehensive income.

Fair Value of Financial Instruments

The following table provides fair value information about financial assets and liabilities in the consolidated balance sheet and categorized by level according to the significance of the inputs used in making the measurements and their related classifications:

		Fair Value		
Recurring fair value measurements	**Carrying Value September 30, 2019**	**Quoted prices in an active market Level 1**	**Significant other observable inputs Level 2**	**Significant unobservable inputs Level 3**
Financial Assets				
Other long-term assets - Cross currency basis swap - Financial asset at fair value through profit and loss	$ 28	$ -	$ 28	$ -
Other long-term assets - Restricted share hedge - Financial asset at fair value through profit and loss	867	-	867	-
Other assets - Fair value through OCI (Note 6)	4,179	-	-	4,179
Financial Liabilities				
Consideration liabilities - Financial liability at fair value through profit and loss	(9,910)	-	-	(9,910)
Other long-term liabilities - Interest Rate Swap - Financial liability at fair value through profit and loss	(1,261)	-	(1,261)	-
Fair Value Disclosures				
Other assets - Amortized cost	34,921	-	34,921	-
Long-term debt - Amortized cost	(762,643)	-	-	(765,017)
Convertible debt - Amortized cost	(309,347)	(339,599)	-	-

Notes to the Interim Condensed Consolidated Financial Statements

(unaudited, amounts in thousands of Canadian dollars unless otherwise noted, except per share information and share data)

		Fair Value		
Recurring fair value measurements	Carrying Value December 31, 2018	Quoted prices in an active market Level 1	Significant other observable inputs Level 2	Significant unobservable inputs Level 3
Financial Assets				
Other long-term assets - Cross currency basis swap - Financial asset at fair value through profit and loss	$ 3,741	$ -	$ 3,741	$ -
Other assets - Fair value through OCI	3,914	-	-	3,914
Financial Liabilities				
Consideration liabilities - Financial liability at fair value through profit and loss	(31,173)	-	-	(31,173)
Fair Value Disclosures				
Other assets - Amortized cost	35,951	-	35,951	-
Long-term debt - Amortized cost	(724,630)	-	-	(727,169)
Convertible debt - Amortized cost	(253,823)	(269,332)	-	-

The Corporation valued the level 3 consideration liabilities based on the present value of estimated cash outflows using probability weighted calculations, discount rates, and the observable fair market value of its equity, as applicable.

The following table summarizes the changes in the consideration liabilities recorded on the acquisitions of Regional One, CarteNav, Quest, Moncton Flight College, and Wings Over Kississing, including any changes for settlements, changes in fair value and changes due to foreign currency fluctuations:

Consideration Liability Summary	**September 30**	December 31
For the periods ended	**2019**	2018
Opening	**$ 31,173**	$ 17,410
Accretion	**883**	2,569
Settled during the period	**(15,000)**	(108)
Change in estimate (Note 5)	**(7,146)**	(4,616)
Acquisition of Moncton Flight College	**-**	15,902
Acquisition of Wings Over Kississing	**-**	16
Ending	**$ 9,910**	$ 31,173

The earn out liability recorded as part of the acquisitions are included in Other Long-Term Liabilities in the Statement of Financial Position unless they are expected to be settled within a year. The remaining consideration liabilities, primarily consisting of estimated working capital settlements, are recorded within Accounts Payable and Accrued Expenses in the Statement of Financial Position. The fair value of each earn out liability is determined at the time of the acquisition and uses several estimates. At the end of each reporting period, the Corporation reviews these estimates for reasonableness and makes any required adjustments to the carrying value of the liability.

Included in the $9,910 above is the earn out liability for Moncton Flight College and an estimated working capital settlement for Wings Over Kississing. During the second quarter of 2019, the Corporation settled the earn out liability of $15,000 associated with the acquisition of Quest.

Financial Instrument Fair Value Disclosures

The fair values of cash and cash equivalents, accounts receivable, deposits, accounts payable and accrued expenses approximate their carrying values due to their short-term nature.

As at September 30, 2019, management had determined that the fair value of its long-term debt approximates its carrying value. The fair value of long-term debt has been calculated by discounting the expected future cash flows using a discount rate of 3.45%. The discount rate is determined by using a risk-free benchmark bond yield for instruments of similar maturity adjusted for the Corporation's specific credit risk. In determining the adjustment for credit risk, the Corporation considers market conditions, the underlying value of assets secured by the associated instrument and other indicators of the Corporation's credit-worthiness.

As at September 30, 2019, management estimated the fair value of the convertible debentures based on trading values. The estimated fair value of its convertible debentures is $339,599 (December 31, 2018 - $269,332) with a carrying value of $309,347 (December 31, 2018 - $253,823).

The Corporation's policy is to recognize transfers in and out of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfer. There were no such transfers during the current period.

15. CHANGES IN WORKING CAPITAL ITEMS

The changes in non-cash operating working capital items during the three and nine months ended September 30, 2019, and the comparative period in 2018 are as follows:

	Three Months Ended		Nine Months Ended	
Periods Ended September 30	**2019**	2018	**2019**	2018
Accounts receivable, including long-term portion	**$ (26,605)**	$ (2,028)	**$ (39,128)**	$ (51,742)
Amounts due from customers on construction contracts	**(2,081)**	(2,737)	**(10,911)**	(8,450)
Inventory	**5,313**	(20,494)	**(24,854)**	(33,446)
Prepaid expenses and deposits, including long-term portion	**1,949**	4,269	**1,551**	(2,301)
Accounts payable and accrued expenses, including long-term portion	**21,411**	(28,099)	**34,799**	(5,173)
Income taxes receivable/payable	**481**	(420)	**(1,729)**	3,530
Deferred revenue, including long-term portion	**1,517**	2,200	**5,804**	467
Amounts due to customers on construction contracts	**657**	3,305	**(3,513)**	(559)
Net change in working capital items	**$ 2,642**	$ (44,004)	**$ (37,981)**	$ (97,674)

16. SUBSEQUENT EVENTS

Acquisition of LV Control

On October 4, 2019, the Corporation acquired all the shares of LV Control for up to $53.5 million. LV Control is an electrical and control systems integrator focused on the agricultural material handling segment with primary activities in grain handling, crop input, feed processing, and seed cleaning. The total purchase price before normal post closing adjustments included $42.1 million paid in cash at closing, shares of the Corporation issued at closing with a value of $5.4 million, and the ability to earn up to an additional $6.0 million of consideration if post-close targets are met.

Acquisition of AWI

On October 17, 2019, the Corporation acquired all the shares of AWI for up to US $18.0 million. AWI is a full-service glazier that operates in the northeastern United States, specializing in sales, consultation, design, engineering, installation, and service of pre-glazed fenestration products. The total purchase price before normal post closing adjustments included US $15.0 million paid in cash at closing and shares of the Corporation issued at closing with a value of US $3.0 million.

Bought Deal Financing of Common Shares

On October 29, 2019, the Corporation closed a bought deal financing of common shares, resulting in the issuance of 2,139,000 shares of the Corporation at $37.65 per share. This includes the full exercise of an overallotment option to purchase 279,000 shares, representing 15% of the size of the offering. The net proceeds of the offering were $76.5 million and were used repay debt.

New Credit Facility

On November 5, 2019, the Corporation entered into a new credit facility to increase its size to approximately $1.3 billion, obtain more favourable pricing, obtain more favourable covenants, and extend its term. The new credit facility includes improved pricing on both amounts borrowed under the facility and standby charges paid for the unutilized portion of the facility. The Corporation's maximum leverage ratio under the new facility has been increased to 4.0 times and the acquisition accordion feature was increased to $300 million from $100 million. The maturity of the facility has been extended to November 5, 2023.