

Q3

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### THIRD QUARTER REPORT For the three and nine months ended September 30, 2014

## Financial and Operating Highlights

(\$ thousands, except per share data and operating information)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% change	2014	2013	% change
Revenue	583,299	542,951	7	1,719,074	1,561,967	10
Adjusted EBITDA <sup>1</sup>	137,295	123,123	12	394,501	373,251	6
Adjusted EBITDA per share <sup>1</sup>						
Basic	\$0.90	\$0.81	11	\$2.58	\$2.45	5
Diluted	\$0.89	\$0.80	11	\$2.57	\$2.43	6
Adjusted net income <sup>1</sup>	36,076	34,861	3	104,386	115,961	(10)
Adjusted net income per share <sup>1</sup>						
Basic	\$0.24	\$0.23	4	\$0.68	\$0.76	(11)
Diluted	\$0.24	\$0.23	4	\$0.68	\$0.76	(11)
Net income	26,505	33,699	(21)	102,158	101,970	–
Net income per share						
Basic	\$0.17	\$0.22	(23)	\$0.67	\$0.67	–
Diluted	\$0.17	\$0.22	(23)	\$0.67	\$0.66	2
Funds from operations <sup>1</sup>	132,187	105,923	25	359,629	334,402	8
Funds from operations per share <sup>1</sup>						
Basic	\$0.87	\$0.69	26	\$2.35	\$2.19	7
Diluted	\$0.86	\$0.69	25	\$2.34	\$2.18	7
Weighted average shares						
– basic (000s)	152,680	152,605	–	152,741	152,654	–
Weighted average shares						
– diluted (000s)	153,433	153,641	–	153,533	153,468	–
Drilling						
Number of marketed rigs						
Canada <sup>2</sup>	103	121	(15)	103	121	(15)
United States	110	117	(6)	110	117	(6)
International <sup>3</sup>	59	54	9	59	54	9
Operating days						
Canada <sup>2</sup>	3,780	3,799	(1)	10,807	10,726	1
United States	6,054	5,961	2	17,717	17,177	3
International <sup>3</sup>	2,710	2,979	(9)	8,690	8,496	2
Well Servicing						
Number of marketed rigs						
Canada	92	94	(2)	92	94	(2)
United States	44	45	(2)	44	45	(2)
Operating hours						
Canada	30,353	30,355	–	93,736	90,835	3
United States	32,033	27,529	16	91,493	75,203	22

<sup>1</sup> Adjusted EBITDA, Adjusted EBITDA per share, Adjusted net income, Adjusted net income per share, Funds from operations and Funds from operations per share are not measures that have any standardized meaning prescribed by International Financial Reporting Standards and, accordingly, may not be comparable to similar measures used by other companies. Non-GAAP measures are defined on page 3.

<sup>2</sup> Excludes coring rigs.

<sup>3</sup> Includes workover rigs.

## Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") for Ensign Energy Services Inc. and all of its subsidiaries and partnerships ("Ensign" or the "Company") should be read in conjunction with the unaudited interim consolidated financial statements for the period ended September 30, 2014, as well as the audited consolidated financial statements and the notes thereto for the year ended December 31, 2013, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). This MD&A and the interim consolidated financial statements and comparative information have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial measures presented in this MD&A are expressed in Canadian dollars unless otherwise indicated. This MD&A is dated November 6, 2014.

### Advisory Regarding Forward-Looking Statements

Certain statements in this document constitute forward-looking statements or information (collectively referred to herein as "forward-looking statements") within the meaning of applicable securities legislation. Forward-looking statements can be identified by the words "believe", "anticipate", "expect", "plan", "estimate", "target", "continue", "could", "intend", "may", "potential", "predict", "should", "will", "objective", "project", "forecast", "goal", "guidance", "outlook", "effort", "seeks", "schedule" or other expressions of a similar nature suggesting future outcome or statements regarding an outlook. Disclosure related to expected future commodity pricing, revenue rates, equipment utilization or operating activity levels, operating costs, capital expenditures and other future guidance provided throughout this MD&A, including, but not limited to, the information provided in the "Outlook" section regarding the general outlook for 2014, the "Outlook", "Funds from Operations and Working Capital" and "New Builds and Major Retrofits" sections regarding the new build program for 2014 and 2015, information provided in the "Financial Instruments" section regarding Venezuela and information provided in the "International Oilfield Services" section regarding Libya, constitutes forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks and the reader should not place undue reliance on these forward-looking statements as there can be no assurance that the plans, initiatives or expectations upon which they are based will occur.

The forward-looking statements are based on current expectations, estimates and projections about the Company and the industry in which the Company operates, which speak only as of the date such statements were made or as of the date of the report or document in which they are contained, and are subject to known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: general economic and business conditions which will, among other things, impact demand for and market prices of the Company's services and the ability of the Company's customers to pay accounts receivable balances; volatility of and assumptions regarding crude oil and natural gas prices; fluctuations in currency and interest rates; economic conditions in the countries and regions in which the Company conducts business; political uncertainty and civil unrest; ability of the Company to implement its business strategy; impact of competition; the Company's defense of lawsuits; availability and cost of labor and other equipment, supplies and services; ability of the Company and its subsidiaries to complete their capital programs; operating hazards and other difficulties inherent in the operation of the Company's oilfield services equipment; availability and cost of financing; timing and success of integrating the business and operations of acquired companies; actions by governmental authorities; government regulations and the expenditures required to comply with them (including safety and environmental laws and regulations and the impact of climate change initiatives on capital and operating costs); the adequacy of the Company's provision for taxes; and other circumstances affecting revenues and expenses.

The Company's operations and levels of demand for its services have been, and at times in the future may be, affected by political developments and by national, regional and local laws and regulations such as changes in taxes, royalties and other amounts payable to governments or governmental agencies and environmental protection

regulations. Should one or more of these risks or uncertainties materialize, or should any of the Company's assumptions prove incorrect, actual results may vary in material respects from those projected in the forward-looking statements. The impact of any one factor on a particular forward-looking statement is not determinable with certainty as such factors are interdependent upon other factors, and the Company's course of action would depend upon its assessment of the future considering all information then available.

For additional information refer to the "Risks and Uncertainties" section of this MD&A. Readers are cautioned that the foregoing list of important factors is not exhaustive. Unpredictable or unknown factors not discussed in this report could also have material adverse effects on forward-looking statements. Although the Company believes that the expectations conveyed by the forward-looking statements are reasonable based on information available to it on the date such forward-looking statements are made, no assurances can be given as to future results, levels of activity and achievements. Except as required by law, the Company assumes no obligation to update forward-looking statements should circumstances or the Company's estimates or opinions change.

### Non-GAAP Measures

This MD&A contains references to Adjusted EBITDA, Adjusted EBITDA per share, Adjusted net income, Adjusted net income per share, Funds from operations and Funds from operations per share. Adjusted EBITDA is defined as "income before interest, income taxes, depreciation, share-based compensation expense (recovery) and foreign exchange and other". Management believes that in addition to net income, Adjusted EBITDA is a useful supplemental measure as it provides an indication of the results generated by the Company's principal business activities prior to consideration of how these activities are financed, how the results are taxed in various jurisdictions, how the results are impacted by foreign exchange, or how the results are impacted by the accounting standards associated with the Company's share-based compensation plans.

Adjusted net income is defined as "net income before share-based compensation expense (recovery) and foreign exchange and other, tax-effected using an income tax rate of 35 percent". Adjusted net income is a useful supplemental measure as it provides an indication of the results generated by the Company's principal business activities prior to consideration of how the results are impacted by foreign exchange and how the results are impacted by the accounting standards associated with the Company's share-based compensation plans, net of income taxes. Funds from operations is defined as "cash provided by operating activities before the change in non-cash working capital". Funds from operations is a measure that provides additional information regarding the Company's liquidity and its ability to generate funds to finance its operations. Management utilizes this measure to assess the Company's ability to finance operating activities and capital expenditures.

Adjusted EBITDA, Adjusted EBITDA per share, Adjusted net income, Adjusted net income per share, Funds from operations and Funds from operations per share are not measures that have any standardized meaning prescribed by IFRS and accordingly, may not be comparable to similar measures used by other companies.

### Adjusted EBITDA:

(\$ thousands)	Three months ended September 30		Nine months ended September 30	
	2014	2013	2014	2013
Income before income taxes	40,489	50,633	156,035	160,466
Interest expense	5,327	4,741	16,215	13,400
Interest income	(315)	(302)	(774)	(1,013)
Depreciation	77,069	66,264	219,597	178,873
Share-based compensation	(7,362)	4,268	(7,660)	6,094
Foreign exchange and other	22,087	(2,481)	11,088	15,431
Adjusted EBITDA	137,295	123,123	394,501	373,251

**Adjusted net income:**

(\$ thousands)	Three months ended September 30 2014	2013	Nine months ended September 30 2014	2013
Net income	<b>26,505</b>	33,699	<b>102,158</b>	101,970
Share-based compensation, net of income taxes	<b>(4,785)</b>	2,775	<b>(4,979)</b>	3,961
Foreign exchange and other, net of income taxes	<b>14,356</b>	(1,613)	<b>7,207</b>	10,030
Adjusted net income	<b>36,076</b>	34,861	<b>104,386</b>	115,961

**Funds from operations:**

(\$ thousands)	Three months ended September 30 2014	2013	Nine months ended September 30 2014	2013
Net income	<b>26,505</b>	33,699	<b>102,158</b>	101,970
Non-cash items:				
Depreciation	<b>77,069</b>	66,264	<b>219,597</b>	178,873
Share-based compensation, net of cash paid	<b>(6,047)</b>	6,020	<b>(5,440)</b>	10,080
Unrealized foreign exchange and other	<b>20,898</b>	(4,032)	<b>11,173</b>	21,309
Accretion on long-term debt	<b>86</b>	82	<b>261</b>	244
Deferred income tax	<b>13,676</b>	3,890	<b>31,880</b>	21,926
Funds from operations	<b>132,187</b>	105,923	<b>359,629</b>	334,402

**Overview**

Revenue for the third quarter of 2014 was \$583.3 million, seven percent higher than revenue of \$543.0 million recorded in the third quarter of 2013. Revenue for the nine months ended September 30, 2014 was \$1,719.1 million, 10 percent higher than revenue of \$1,562.0 million for the nine months ended September 30, 2013. Adjusted EBITDA totaled \$137.3 million (\$0.90 per common share) in the third quarter of 2014, 12 percent higher than adjusted EBITDA of \$123.1 million (\$0.81 per common share) in the third quarter of 2013. For the first nine months of 2014, adjusted EBITDA was \$394.5 million (\$2.58 per common share), six percent higher than adjusted EBITDA of \$373.3 million (\$2.45 per common share) for the first nine months of 2013. Net income for the third quarter of 2014 decreased 21 percent to \$26.5 million (\$0.17 per common share) compared to net income of \$33.7 million (\$0.22 per common share) for the third quarter of 2013. Net income for the nine months ended September 30, 2014 was consistent at \$102.2 million (\$0.67 per common share) compared to net income of \$102.0 million (\$0.67 per common share) for the first nine months of 2013. Included in the current quarter earnings was the negative impact of a \$22.1 million foreign exchange and other loss, primarily due to the effect of a weakening Australian dollar on United States dollar debt in the Company's Australian operations. The foreign exchange and other loss for the nine months ended September 30, 2014 was \$11.1 million. Excluding the tax-effected impact of share-based compensation expense (recovery) and foreign exchange and other, adjusted net income for the third quarter of 2014 totaled \$36.1 million (\$0.24 per common share), three percent higher than adjusted net income of \$34.9 million (\$0.23 per common share) in the third quarter of 2013. For the nine months ended September 30, 2014 adjusted net income was \$104.4 million (\$0.68 per common share), 10 percent lower than adjusted net income of \$116.0 million (\$0.76 per common share) for the nine months ended September 30, 2013. Funds from operations increased 25 percent to \$132.2 million (\$0.87 per common share) in the third quarter of 2014 from \$105.9 million (\$0.69 per common share) in the third quarter of the prior year. For the nine months ended September 30, 2014, funds from operations increased by eight percent to \$359.6 million (\$2.35 per common share) compared to \$334.4 million (\$2.19 per common share) for the nine months ended September 30, 2013.

Gross margin increased to \$162.7 million (27.9 percent of revenue) for the third quarter of 2014 compared with gross margin of \$144.4 million (26.6 percent of revenue) for the third quarter of 2013. For the nine months ended September 30, 2014 gross margin increased to \$465.8 million (27.1 percent of revenue) compared to \$437.7 million (28.0 percent of revenue) for the nine months ended September 30, 2013. Third quarter margins improved as the level of required maintenance and start-up expenditures associated with additional equipment preparing for work later in 2014 reduced compared to the level of expenditures in the first half of 2014.

Working capital at September 30, 2014 was \$202.2 million, compared to a deficit of \$71.1 million at December 31, 2013. During the second quarter of 2014 the Company increased the amount available on its existing global revolving credit facility (the "Global Facility") from \$400.0 million to \$600.0 million. The expanded Global Facility has a three year term and will support the Company's recently expanded new build and major retrofit program. Available borrowings at September 30, 2014 were \$173.6 million compared to \$70.7 million at December 31, 2013. Working capital resources were mainly utilized in the first nine months of 2014 to support the ongoing new build and major retrofit program that delivered three new ADR® drilling rigs and completed four major retrofits to existing drilling rigs during the first nine months of 2014.

### Revenue and Oilfield Services Expense

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
<b>Revenue</b>						
Canada	161,730	161,079	–	498,885	502,520	(1)
United States	260,072	234,625	11	754,620	654,938	15
International	161,497	147,247	10	465,569	404,509	15
	583,299	542,951	7	1,719,074	1,561,967	10
Oilfield services expense	420,553	398,546	6	1,253,315	1,124,317	11
Gross margin	162,746	144,405	13	465,759	437,650	6
Gross margin percentage (%)	27.9	26.6		27.1	28.0	

Revenue for the three months ended September 30, 2014 increased seven percent to \$583.3 million compared to \$543.0 million for the comparable period in 2013. Revenue for the nine months ended September 30, 2014 increased 10 percent to \$1,719.1 million from revenue of \$1,562.0 million recorded for the nine months ended September 30, 2013. As a percentage of revenue, gross margin for the third quarter of 2014 increased to 27.9 percent (2013 – 26.6 percent) and decreased to 27.1 percent for the nine months ended September 30, 2014 (2013 – 28.0 percent). The gross margin percentage increase in the third quarter of the current year resulted from reduced repairs and maintenance expenditures as much of these expenditures were front-end loaded in the current year.

For the three months ended September 30, 2014 revenue strengthened for the United States and international operations compared to the three months ended September 30, 2013 and Canada held consistent. Similarly for the nine months ended September 30, 2014, when compared to the same period in the prior year, revenue generated in Canada was down only slightly, and United States and international revenue improved. Equipment fleet upgrades and stronger demand led to the increased revenue. Further, United States and international financial results were improved on translation to Canadian dollars by a seven percent increase in the average United States exchange rate against the Canadian dollar for the nine months ended September 30, 2014 compared to the same period of the prior year.

### Canadian Oilfield Services

Revenue was consistent at \$161.7 million for the three months ended September 30, 2014, compared with \$161.1 million for the three months ended September 30, 2013. For the nine months ended September 30, 2014, revenue decreased one percent to \$498.9 million compared to \$502.5 million for the same period in 2013. Canadian revenues accounted for 28 percent of the Company's total revenue in the third quarter of 2014, compared with 30 percent in the third quarter of 2013, and during the nine months ended September 30, 2014, Canadian revenues were 29 percent of total revenue (2013 – 32 percent).

The Company's Canadian operations recorded 3,780 drilling days in the third quarter of 2014, compared to 3,799 drilling days for the third quarter of 2013, a decrease of one percent. For the nine months ended September 30, 2014, the Company recorded 10,807 drilling days compared to 10,726 drilling days for the nine months ended September 30, 2013, an increase of one percent. Canadian well servicing hours remained consistent at 30,353 operating hours in the third quarter of 2014 compared with 30,355 operating hours in the corresponding period of 2013. For the nine months ended September 30, 2014, well servicing hours increased by three percent to 93,736 operating hours compared with 90,835 operating hours for the nine months ended September 30, 2013.

Revenue and operating days were mainly consistent in Canada in the current year third quarter compared to the prior year period. The 2013 second quarter acquisitions of assets from EGOC Enviro Group of Companies Ltd. ("EGOC") and Departure Energy Services Inc. ("Departure") helped to improve year-to-date financial results for the nine months ended September 30, 2014 compared to the same period of the prior year, however, reduced demand at the start of the current year, particularly for the oil sands coring division, offset this increase.

During the nine months ended September 30, 2014, the Company's Canadian operations added one retrofitted drilling rig transferred from the United States fleet to the Canadian fleet; added one new well servicing rig; decommissioned 14 inactive drilling rigs and four inactive well servicing rigs; and transferred two drilling rigs to the oil sands coring fleet and three retrofitted drilling rigs to Australia.

### United States Oilfield Services

The Company's United States operations recorded revenue of \$260.1 million in the third quarter of 2014, an 11 percent increase from the \$234.6 million recorded in the corresponding period of the prior year. During the nine months ended September 30, 2014, revenue of \$754.6 million was recorded, an increase of 15 percent from the \$654.9 million recorded for the nine months ended September 30, 2013. The Company's United States operations accounted for 45 percent of the Company's revenue in the third quarter of 2014 (2013 – 43 percent) and 44 percent of total revenue in the nine months ended September 30, 2014 (2013 – 42 percent). Drilling rig operating days increased by two percent to 6,054 drilling days in the third quarter of 2014 from 5,961 drilling days in the third quarter of 2013. For the nine months ended September 30, 2014, drilling days increased by three percent to 17,717 drilling days from 17,177 drilling days in the nine months ended September 30, 2013. Well servicing activity increased by 16 percent in the third quarter of 2014 to 32,033 operating hours from 27,529 operating hours in the third quarter of 2013. For the nine months ended September 30, 2014 well servicing activity increased 22 percent to 91,493 operating hours from 75,203 operating hours in the first nine months of 2013.

Growth in demand for oilfield services resulted in stronger operating and financial results in the United States operations for the three and nine months ended September 30, 2014 compared to the same periods of the prior year. As a result of new equipment added to the Company's United States fleet throughout 2013 and into 2014, revenue rates also improved in both the three and nine months ended September 30 of the current year compared to the same periods of the prior year. Financial results from the United States were positively impacted on translation to Canadian dollars by the strengthening of the United States dollar against the Canadian dollar in the first nine months of 2014 compared to the first nine months of 2013. For the nine months ended September 30, 2014 the

average United States dollar exchange rate increased by approximately seven percent to 1.09 when compared to the same period of the prior year.

An additional ADR® was added to the United States fleet in the first quarter of 2014 and one new well servicing rig was added in the third quarter of 2014. The Company's United States operations also decommissioned or disposed of seven inactive drilling rigs and two well servicing rigs and transferred one drilling rig to Canada in the first nine months of 2014.

### International Oilfield Services

The Company's international operations recorded revenue of \$161.5 million in the third quarter of 2014, a 10 percent increase over the \$147.2 million recorded in the corresponding period of the prior year. Similarly, international revenues for the nine months ended September 30, 2014, increased by 15 percent to \$465.6 million from \$404.5 million recorded for the nine months ended September 30, 2013. International operations contributed 27 percent of the Company's revenue in the third quarter of 2014 (2013 – 27 percent) and 27 percent of the Company's revenue in the first nine months of 2014 (2013 – 26 percent). International operating days for the three months ended September 30, 2014 totaled 2,710 drilling days compared with 2,979 drilling days in 2013, a decrease of nine percent. For the nine months ended September 30, 2014, international operating days totaled 8,690 drilling days compared with 8,496 drilling days for the nine months ended September 30, 2013, an increase of two percent.

Increased revenue from the Company's international operations was mainly a result of contributions from new build and retrofitted drilling rigs added to the international drilling rig fleet over the past nine months. In the first nine months of 2014, three retrofitted drilling rigs were transferred from the Canadian fleet to Australia and two new build ADRs were added in Australia. Challenges in the Middle East and North Africa experienced during the current year third quarter offset much of the increases from the drilling rigs recently added to the international fleet. Operations in Libya were suspended in the third quarter of 2014 due to an escalation of civil unrest within the country. The Company currently expects operations in Libya to resume in the near future.

Similar to the Company's United States operations, the translation of the financial results for the international operations were positively impacted by the strengthening of the United States dollar versus the Canadian dollar on translation into Canadian dollars for reporting purposes in the first nine months of 2014 compared to the first nine months of the prior year.

### Depreciation

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Depreciation	77,069	66,264	16	219,597	178,873	23

Depreciation expense totaled \$77.1 million for the third quarter of 2014 compared with \$66.3 million for the third quarter of 2013, an increase of 16 percent. Depreciation expense for the first nine months of 2014 was \$219.6 million, an increase of 23 percent over the \$178.9 million recorded for the first nine months of 2013. Increased depreciation reflects a mix of higher-valued equipment being utilized in the first nine months of 2014, new and retrofitted equipment being added to the Company's global fleet throughout the latter half of 2013 and into 2014 and the impact of the 2013 second quarter acquisitions of assets from EGO and Departure. In addition, a seven percent increase in the average United States dollar exchange rate against the Canadian dollar increased United States and international depreciation in the three and nine months ended September 30, 2014 compared to the same periods of the prior year.



**General and Administrative Expense**

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
General and administrative	<b>25,451</b>	21,282	20	<b>71,258</b>	64,399	11
% of revenue	<b>4.4</b>	3.9		<b>4.1</b>	4.1	

General and administrative expense increased 20 percent to \$25.5 million (4.4 percent of revenue) for the third quarter of 2014 compared with \$21.3 million (3.9 percent of revenue) for the third quarter of 2013. For the nine months ended September 30, 2014, general and administrative expense totaled \$71.3 million (4.1 percent of revenue) compared with \$64.4 million (4.1 percent of revenue) recorded for the nine months ended September 30, 2013, an increase of 11 percent. The overall increase in general and administrative expense in the current periods reflects the negative translational impact of a stronger United States dollar on United States and international administrative expenses and increased costs to support growing international operations.

**Share-Based Compensation (Recovery) Expense**

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Share-based compensation	<b>(7,362)</b>	4,268	(272)	<b>(7,660)</b>	6,094	(226)

Share-based compensation (recovery) expense arises from the Black-Scholes valuation accounting associated with the Company's share-based compensation plans, whereby the liability associated with share-based compensation is adjusted for the effect of granting and vesting of employee stock options and changes in the underlying price of the Company's common shares.

For the three months ended September 30, 2014, share-based compensation (recovery) expense was a recovery of \$7.4 million compared with an expense of \$4.3 million recorded in the third quarter of 2013. For the nine months ended September 30, 2014, share-based compensation was a recovery of \$7.7 million compared with an expense of \$6.1 million for the nine months ended September 30, 2013. The change in share-based compensation expense in the three and nine months ended September 30, 2014, compared to the same periods of 2013 was a result of the change in the fair value of the share-based compensation liability primarily resulting from movements in the price of the Company's common shares. The closing price of the Company's common shares was \$14.71 at September 30, 2014 (\$17.64 at September 30, 2013), compared with \$16.57 at June 30, 2014 (\$16.28 at June 30, 2013), \$16.34 at March 31, 2014 (\$17.32 at March 31, 2013) and \$16.73 at December 31, 2013 (\$15.37 at December 31, 2012).



## Interest Expense

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Interest expense	5,327	4,741	12	16,215	13,400	21
Interest income	(315)	(302)	4	(774)	(1,013)	(24)
	5,012	4,439	13	15,441	12,387	25

Interest is incurred on the Company's \$10.0 million Canadian-based revolving credit facility (the "Canadian Facility"), the expanded \$600.0 million Global Facility and the United States dollar \$300.0 million senior unsecured notes (the "Notes") issued in February 2012. The amortization of deferred financing costs associated with the issuance of the Notes was included in interest expense in both quarters.

Interest expense in the three and nine months ended September 30, 2014 increased over interest expense in the comparable periods of 2013 due to increased draws on the expanded Global Facility and the negative translational impact of a stronger United States dollar on United States and international interest expense in the current year. During the second quarter of 2014, the Company amended its existing Global Facility, increasing the amount available to \$600.0 million from \$400.0 million. The amended Global Facility has a term of three years.

## Foreign Exchange and Other (Loss)/(Gain)

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Foreign exchange and other	22,087	(2,481)	(990)	11,088	15,431	(28)

Included in this amount are foreign currency movements, mainly in the Company's subsidiaries that have functional currencies other than Canadian dollars. During the three months ended September 30, 2014, the Australian dollar weakened by approximately seven percent against the United States dollar causing a foreign currency loss on translation of the Company's United States dollar denominated debt into Australian dollars. During the nine months ended September 30, 2014, the Australian dollar weakened by approximately two percent against the United States dollar.

## Income Taxes

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Current income tax	308	13,044	(98)	21,997	36,570	(40)
Deferred income tax	13,676	3,890	252	31,880	21,926	45
	13,984	16,934	(17)	53,877	58,496	(8)
Effective income tax rate (%)	34.5	33.4		34.5	36.5	

The effective income tax rate for the three months ended September 30, 2014 was 34.5 percent compared with 33.4 percent for the three months ended September 30, 2013. The effective income tax rate for the nine months ended September 30, 2014 was 34.5 percent compared with 36.5 percent for the nine months ended September 30, 2013. The increase in the effective income tax rate in the current quarter when compared with the corresponding quarter in 2013 was due to the impact of foreign exchange translation losses for which the effective tax rate varies from statutory rates, offset by a higher proportion of taxable income earned in Canada.

## Financial Position

The following chart outlines significant changes in the consolidated statement of financial position from December 31, 2013 to September 30, 2014:

(\$ thousands)	Change	Explanation
Cash and cash equivalents	(56,128)	See consolidated statements of cash flows.
Accounts receivable	28,674	Increase was due to increased demand and revenue rates in certain regions in the third quarter of 2014 when compared to the fourth quarter of 2013 and an increase in the quarter-end foreign exchange rate on the consolidation of the Company's foreign subsidiaries.
Inventories and other	(12,377)	Decrease was due to normal course use of consumables and amortization of prepaid expenses, offset by additional inventory.
Property and equipment	297,245	Increase was due to additions from the current new build and major retrofit construction program and the impact of an increase in the quarter-end foreign exchange rate on the consolidation of the Company's foreign subsidiaries, offset by depreciation.
Accounts payable and accruals	26,262	Increase was due to increased operating activity in the third quarter of 2014 compared to the fourth quarter of 2013, the expansion of the Company's new build program in the current year and an increase in the quarter-end foreign exchange rate on the consolidation of the Company's foreign subsidiaries.
Operating lines of credit	(326,535)	Decrease was due to the renewal of the Company's Global Facility which now has a three year term.
Share-based compensation	(8,642)	Decrease was due to the decrease in the price of the Company's common shares as at September 30, 2014 compared with December 31, 2013.
Long-term debt	430,265	Increase was due to the renewal of the Company's expanded Global Facility which matures in 2017 and foreign exchange fluctuations on the United States dollar denominated long-term debt offset by repayments during the period.
Deferred income taxes	33,285	Increase was primarily due to accelerated tax depreciation of assets added during the current year.
Shareholders' equity	108,907	Increase was due to net income for the current year and the impact of foreign exchange rate fluctuations on net assets of foreign subsidiaries, offset by the amount of dividends declared in the first three quarters of 2014.

### Funds from Operations and Working Capital

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Funds from operations	<b>132,187</b>	105,923	25	<b>359,629</b>	334,402	8
Funds from operations per share	<b>\$0.87</b>	\$0.69	26	<b>\$2.35</b>	\$2.19	7
Working capital (deficit) <sup>1</sup>	<b>202,248</b>	(71,146)	n/m	<b>202,248</b>	(71,146)	n/m

<sup>1</sup> Comparative figure as of December 31, 2013.

n/m – Calculation not meaningful.

During the three months ended September 30, 2014, the Company generated funds from operations of \$132.2 million (\$0.87 per common share) compared with funds from operations of \$105.9 million (\$0.69 per common share) for the three months ended September 30, 2013, an increase of 25 percent. For the nine months ended September 30, 2014, the Company generated funds from operations of \$359.6 million (\$2.35 per common share), an eight percent increase over funds from operations of \$334.4 million (\$2.19 per common share) generated in the first nine months of 2013. This increase in the three and nine months ended September 30, 2014 compared to the same periods of the prior year was a result of increased demand in the United States, contributions from the upgrades to the Company's global equipment fleet over the past few quarters through the new build and major retrofit program and a strengthening in the United States dollar against the Canadian dollar, positively impacting United States and international operating results on translation to Canadian dollars.

At September 30, 2014, the Company had working capital of \$202.2 million, compared to a deficit of \$71.1 million at December 31, 2013. The Company's working capital resources were used in the current quarter to fund the ongoing new build and major retrofits construction program that as at September 30, 2014 is anticipated to deliver an additional 34 new build ADR® drilling rigs and seven major retrofits to existing drilling rigs. The Company expects funds generated by operations, combined with current and future credit facilities, to fully support current operating and capital requirements. The newly expanded revolving credit facilities provide for total borrowing of \$610.0 million, of which \$173.6 million was available at September 30, 2014.

### Investing Activities

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Acquisitions	–	–	–	–	(76,408)	(100)
Purchase of property and equipment	<b>(167,996)</b>	(88,951)	89	<b>(425,665)</b>	(235,313)	81
Net change in non-cash working capital	<b>4,956</b>	1,647	201	<b>2,822</b>	(2,842)	(199)
Cash used in investing activities	<b>(163,040)</b>	(87,304)	87	<b>(422,843)</b>	(314,563)	34

Purchases of property and equipment during the third quarter of 2014 totaled \$168.0 million (2013 – \$89.0 million). Purchases of property and equipment during the first nine months of 2014 totaled \$425.7 million (2013 – \$235.3 million). The purchase of property and equipment relates predominantly to expenditures made pursuant to the Company's ongoing new build and major retrofit program.

During the second quarter of 2013 the Company acquired the rental assets of EGOC and the directional drilling assets of Departure.

**Financing Activities**

(\$ thousands)	Three months ended September 30			Nine months ended September 30		
	2014	2013	% Change	2014	2013	% Change
Net increase (decrease) in debt facilities	<b>6,590</b>	(142)	(4,741)	<b>67,397</b>	78,057	(14)
Issue of capital stock	–	508	(100)	–	2,002	(100)
Purchase of shares held in trust	<b>(534)</b>	(559)	(4)	<b>(5,282)</b>	(5,917)	(11)
Dividends	<b>(18,019)</b>	(16,868)	7	<b>(54,056)</b>	(50,595)	7
Net change in non-cash working capital	<b>3,201</b>	2,995	7	<b>3,066</b>	2,876	7
Cash (used in) provided by financing activities	<b>(8,762)</b>	(14,066)	(38)	<b>11,125</b>	26,423	(58)

The Company's available debt facilities consist of an expanded \$600.0 million Global Facility and a \$10.0 million Canadian Facility. The Global Facility is available to the Company and certain of its wholly owned subsidiaries, and may be drawn in Canadian, United States or Australian dollars, up to the equivalent value of \$600.0 million Canadian dollars. The amount available under the Canadian Facility is \$10.0 million or the equivalent in United States dollars.

During the second quarter of 2014, the Company amended its existing Global Facility, increasing the amount available from \$400.0 million to \$600.0 million and extending the term for three years. Net draws of the Global Facility for the three and nine months ended September 30, 2014 were mainly used to fund the ongoing new build and major retrofit program that added three new ADR® drilling rigs to the Company's global fleet in the first nine months of 2014, one in the United States and two in Australia; as well as completed four major retrofits to existing drilling rigs, one in Canada and three in Australia. As of September 30, 2014, the Global Facility is primarily being used to fund the Company's current new build and major retrofit program and to support international operations.

On September 25, 2014 the Company received approval from the Toronto Stock Exchange to acquire for cancellation up to three percent of the Company's issued and outstanding common shares under a Normal Course Issuer Bid (the "Bid"). The Company may purchase up to 4,600,477 common shares for cancellation. The Bid commenced on September 29, 2014 and will terminate on September 28, 2015 or such earlier time as the Bid is completed or terminated at the option of the Company. As at September 30, 2014, no common shares have been purchased and cancelled pursuant to the Bid. Subsequent to September 30, 2014, to date 119,700 common shares were purchased at an average price of \$13.19 and cancelled pursuant to the Bid.

The Company previously had a Bid that commenced on June 25, 2013 and terminated on June 24, 2014, under which no common shares were purchased and cancelled.

During the first quarter of 2014, the Company secured a \$20.0 million uncommitted facility, solely for issuing letters of credit, primarily used for bidding on contracts in the normal course of business. As at September 30, 2014 no amounts were drawn on the facility.

## Financial Instruments

### Credit Risk

As part of the Company's international operations, it provides oilfield services in Venezuela pursuant to long-term contracts. As at September 30, 2014, the Company had net accounts receivable of approximately \$18.0 million for work performed in Venezuela, and in recent months a number of payments have been received by the Company. However, due to the continuing political unrest in Venezuela, there is and there can be no assurance that the Company will be successful in collecting all or any of such outstanding balance.

### New Builds and Major Retrofits

During the nine months ended September 30, 2014, the Company commissioned one new ADR® drilling rig in the United States; retrofitted one drilling rig transferred from the United States to Canada; commissioned two new ADR® drilling rigs in Australia; and retrofitted three drilling rigs transferred from Canada to Australia.

In response to contracts and advanced bid activity for Ensign's higher technology drilling rigs, the Company currently plans to construct 34 new build ADRs that will be delivered into its fleet through to the middle of 2016. Concurrent with the delivery of 10 of these new builds, designated as ADR®-850 ultra-deep tele-double drilling rigs, 10 existing Canadian drilling rigs will be decommissioned.

In Canada, the Company is continuing to transition from shallow drilling to deeper drilling, building new ADRs and upgrading existing drilling rigs for deeper resource plays in the Western Canada Sedimentary Basin. In the United States, the Company builds new ADRs for specific resource plays and has been upgrading existing drilling rigs for pad drilling operations. Internationally, the Company has been increasing its capabilities, through a combination of new ADRs and major retrofits of existing drilling rigs, to meet the requirements of specific markets. In addition, the Company is in discussions with numerous customers for the possible supply of a number of additional new drilling rigs that may be constructed and delivered into operations, beyond these 34 new ADR® drilling rigs currently set for delivery.

The estimated delivery schedule for new ADRs and major retrofits of existing drilling rigs currently under construction at September 30, 2014, and as approved by the Company's Board of Directors, is as follows:

	Estimated Delivery Date							Total
	Q4 2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016	
New Build ADRs	4	6	6	7	5	3	3	34
Major Retrofits	5	–	2	–	–	–	–	7
–	9	6	8	7	5	3	3	41

The delivery schedule is monitored continuously and the Company may modify its plans based on the changing demands of its customers. The Company is currently reviewing its new build program in the wake of recent reductions in the price for crude oil and the impact this may have on the demand for new oilfield service equipment in certain markets.

**Summary Quarterly Results**

(\$ thousands, except per share data)

	Q3-2014	Q2-2014	Q1-2014	Q4-2013
Revenue	<b>583,299</b>	511,581	624,194	536,044
Adjusted EBITDA	<b>137,295</b>	97,137	160,069	112,461
Adjusted EBITDA per share				
Basic	<b>\$0.90</b>	\$0.64	\$1.05	\$0.74
Diluted	<b>\$0.89</b>	\$0.63	\$1.04	\$0.73
Adjusted net income	<b>36,076</b>	14,352	53,958	27,947
Adjusted net income per share				
Basic	<b>\$0.24</b>	\$0.09	\$0.35	\$0.18
Diluted	<b>\$0.24</b>	\$0.09	\$0.35	\$0.18
Net income	<b>26,505</b>	15,242	60,411	26,895
Net income per share				
Basic	<b>\$0.17</b>	\$0.10	\$0.40	\$0.18
Diluted	<b>\$0.17</b>	\$0.10	\$0.39	\$0.18
Funds from operations	<b>132,187</b>	90,431	137,011	101,209
Funds from operations per share				
Basic	<b>\$0.87</b>	\$0.59	\$0.90	\$0.66
Diluted	<b>\$0.86</b>	\$0.59	\$0.89	\$0.66
	Q3-2013	Q2-2013	Q1-2013	Q4-2012
Revenue	542,951	437,874	581,142	530,106
Adjusted EBITDA	123,123	85,746	164,382	123,915
Adjusted EBITDA per share				
Basic	\$0.81	\$0.56	\$1.08	\$0.81
Diluted	\$0.80	\$0.56	\$1.07	\$0.81
Adjusted net income	34,861	14,484	66,617	48,367
Adjusted net income per share				
Basic	\$0.23	\$0.09	\$0.44	\$0.32
Diluted	\$0.23	\$0.09	\$0.43	\$0.32
Net income	33,699	3,284	64,987	48,489
Net income per share				
Basic	\$0.22	\$0.02	\$0.43	\$0.32
Diluted	\$0.22	\$0.02	\$0.42	\$0.32
Funds from operations	105,923	88,677	139,802	116,555
Funds from operations per share				
Basic	\$0.69	\$0.58	\$0.92	\$0.76
Diluted	\$0.69	\$0.58	\$0.91	\$0.76

*Certain prior period amounts have been restated to reflect current period presentation.*

Variability in the Company's quarterly results is driven primarily by the seasonal operating environment in Canada and fluctuations in crude oil and natural gas commodity prices. Financial and operating results for the Company's Canadian oilfield services division are generally strongest during the first and fourth quarters when the Company's customers conduct the majority of their drilling programs. Utilization rates typically decline during the third quarter as spring break-up weather conditions hinder mobility of the Company's equipment. Commodity prices ultimately drive the level of exploration and development activities carried out by the Company's customers and the resultant demand for the oilfield services provided by the Company.

The quarterly results may also be impacted by the Black-Scholes valuation accounting associated with the Company's share-based compensation plans, which can fluctuate significantly from quarter to quarter as a result of changes in the valuation inputs, as well as changes in foreign currencies against the functional currencies of the Company's operating entities. Management utilizes Adjusted EBITDA and Adjusted net income to assess results from the Company's principal business activities prior to the impact of share-based compensation and foreign exchange and other.

In addition to the seasonality noted above, the variability noted in the Company's quarterly results that occurred in the period beginning with the second quarter of 2012 and ending in early 2014 reflect reduced activity levels in North America, particularly in Canada, as the decrease in demand that started late in 2012 continued into 2013, partially offset by improvements from the Company's international operations. North American customers reduced their demand for oilfield services in reaction to uncertain global economic conditions and concerns regarding the economics of oil and natural gas projects. During the current year second quarter and continuing into the third quarter, activity levels began to pick up and upgrades to the Company's global equipment fleet helped the Company to benefit from the increased demand. The 2013 second quarter acquisitions of assets, to expand the Company's Canadian oilfield rentals and directional drilling capabilities, also helped to improve financial results in 2014. The financial results for the third quarter of 2014 were negatively impacted by the suspension of the Company's operations in Libya as a result of civil unrest within the country.

### Outstanding Share Data

The following common shares and stock options were outstanding as of November 6, 2014:

	Number	Amount (\$thousands)
Common shares	152,626,837	170,015
	Outstanding	Exercisable
Stock options	7,337,200	4,513,900

### Outlook

The spot prices for crude oil and natural gas have deteriorated substantially since the start of the third quarter of 2014. Data sourced from the United States Energy Information Administration ("EIA") indicates that the spot price for crude oil decreased approximately 26 percent from a WTI spot price of USD\$106.07 per barrel on June 30, 2014 to USD\$78.77 per barrel on November 3, 2014. The EIA data also shows that the spot price for natural gas decreased approximately 13 percent from a Henry Hub natural gas spot price of USD\$4.39 per million Btu on June 30, 2014 to USD\$3.82 per million Btu on November 3, 2014. There are many geo-political factors that might contribute to possible energy supply disruptions in the near future, but these global issues appear to be trumped by supply and demand fundamentals. The market currently perceives that the growth in crude oil and natural gas supply is exceeding the growth in global demand for energy in the face of tepid economic performance in many parts of the world.



Reduced crude oil and natural gas commodity prices have a direct negative effect on cash flows and project economics for oil and natural gas exploration and production companies and ultimately affect the demand for oilfield services. While continued relative weakness in North American natural gas prices is not a good thing for the industry, it is not totally unexpected given the apparent abundance of supply from the many resource plays and the difficulty exporting the product out of North America. However, the recent reduction in crude oil prices is of particular concern as the majority of the oilfield services activity in recent years continues to be directed at crude oil and liquids-rich projects, particularly in North America. The Company has not yet experienced any reduction in demand for oilfield services due to the recent reduction in commodity prices, but it is prudent to stay vigilant and prepare for reduced activity levels should commodity prices deteriorate further.

Against an increasingly uncertain background, utilization in the Company's Canadian operations has been improving over the past several quarters as the focus continues on the reconfiguration of the Canadian fleet for deeper, long-reach oil and liquids-rich resource play development. Subject to the aforementioned potential negative effects from a lower commodity price environment, the Company currently anticipates continued improvement in operating and financial performance from the Canadian operations as up to 18 new build drilling rigs and two major retrofits to existing drilling rigs are scheduled to be added over the next two years. Further, the Company is encouraged by recent announcements with respect to the future of proposed LNG export facilities on the west coast of Canada. The Company expects to benefit from the increased demand for oilfield services that will be required for the efficient development of western Canadian resource plays associated with such future LNG projects.

The operating and financial results from the Company's United States operations have continued to improve; however, the current uncertainty in commodity prices will likely result in a renewed focus on costs and specific project economics by the exploration and production companies served by the Company. The Company's fleet of technologically advanced equipment should provide the efficiencies needed to ensure a high level of utilization going forward, at least through the next several quarters. The majority of the Company's current ADR® 1500S new build program continues to be aimed at resource plays in the United States and 16 new build drilling rigs and three major retrofits to existing drilling rigs are expected to be delivered over the next two years.

An advantage of established geographic diversification is that the Company is not fully dependent on the North American market and its attendant regional issues. The international market generally takes a longer term approach to resource development and the demand for oilfield services does not react as quickly to changes in commodity prices, positive or negative. Accordingly, the Company expects that its international operations will continue with its upward trend in operating and financial results in a steady and measured manner. Currently, two major retrofits to existing drillings rigs are expected to be delivered over the next three months. There will continue to be challenges unique to particular regions, but the Company's operating experience makes it well equipped to manage through such challenges.

### **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

The Company is required to comply with National Instrument 52-109 *"Certification of Disclosure in Issuer's Annual and Interim Filings"*. This instrument requires that the Company disclose in the interim MD&A any changes in the Company's internal control over financial reporting that occurred during the most recent interim period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company confirms that no such changes occurred during the three months ended September 30, 2014.

## **Risks and Uncertainties**

### **Crude Oil and Natural Gas Prices**

The most significant factors affecting the business of the Company are crude oil and natural gas commodity prices. Commodity price levels affect the capital programs of energy exploration and production companies, as the price they receive for the crude oil and natural gas they produce has a direct impact on the cash flow available to them and the subsequent demand for oilfield services provided by the Company. Crude oil and natural gas prices have been volatile in recent years and may continue to be so as supply/demand fundamentals, weather conditions, government regulations, political and economic environments, pipeline capacity, storage levels and other factors outside of the Company's control continue to influence commodity prices. Demand for the Company's services in the future will continue to be influenced by commodity prices and the resultant impact on the cash flow of its customers, and may not be reflective of historical activity levels.

### **Competition and Industry Conditions**

The oilfield services industry is, and will continue to be, highly competitive. Contract drilling companies compete primarily on a regional basis and competition may vary significantly from region to region at any particular time. Most drilling and workover contracts are awarded on the basis of competitive bids, which result in price competition. Many drilling, workover and well servicing rigs can be moved from one region to another in response to changes in levels of activity, which can result in an oversupply of rigs in an area. In many markets in which the Company operates, the supply of rigs exceeds the demand for rigs, resulting in further price competition. Certain competitors are present in more than one of the regions in which the Company operates, although no one competitor operates in all of these areas. In Canada, the Company competes with several firms of varying size. In the United States there are many competitors with national, regional or local rig operations. Internationally, there are several competitors at each location where the Company operates and some of those international competitors may be better positioned in certain markets, allowing them to compete more effectively. There is no assurance that the Company will be able to continue to compete successfully or that the level of competition and pressure on pricing will not affect the Company's margins.

### **Foreign Operations**

The Company provides oilfield services throughout much of North America and internationally in a number of onshore drilling areas. The Canadian and United States regulatory regimes are generally stable and, typically, supportive of energy industry activity. Internationally, the Company's operations are subject to regulations in various jurisdictions and support for the oil and natural gas industry can vary in these jurisdictions. There are risks inherent in foreign operations such as unstable government regimes, civil and/or labor unrest, strikes, terrorist threats, regulatory uncertainty and complex commercial arrangements. Risks to the Company's operations include, but are not limited to, loss of revenue, expropriation and nationalization, restrictions on repatriation of income or capital, currency exchange restrictions, contract deprivation, force majeure events and the potential for trade and economic sanctions or other restrictions to be imposed by the Canadian government or other governments or organizations.

To mitigate these risks, the Company seeks to negotiate long-term service contracts for drilling services that ideally include early termination provisions and other clauses for the Company's protection. However, there is and there can be no assurance that the Company will be fully effective in mitigating foreign operation risks. Such risks could have material adverse impacts on the Company's financial condition and operating results.

### **Operating Risks and Insurance**

The Company's operations are subject to risks inherent in the oilfield services industry. Where available and cost-effective, the Company carries insurance to cover the risk to its equipment and people, and each year the Company reviews the level of insurance for adequacy. Although the Company believes its level of insurance coverage to be adequate, there can be no assurance that the level of insurance carried by the Company will be sufficient to cover all potential liabilities.

### **Foreign Exchange Exposure**

The Company's consolidated financial statements are presented in Canadian dollars. Operations in countries outside of Canada result in foreign exchange risk to the Company. The principal foreign exchange risk relates to the conversion of United States dollar denominated activity to Canadian dollars. The Canada/United States dollar exchange rate at September 30, 2014, was approximately 1.12 compared with 1.06 at December 31, 2013 and 0.99 at December 31, 2012. In addition, the Company has foreign exchange risk in relation to the conversion of United States dollar denominated debt to Australian dollars. The Australia/United States dollar exchange rate at September 30, 2014 was approximately 1.14, compared with 1.12 at December 31, 2013 and 0.96 at December 31, 2012.

Fluctuations in future exchange rates will impact the Canadian dollar equivalent of the results reported by foreign subsidiaries.

### **Changes in Laws and Regulations**

The Company and its customers are subject to numerous laws and regulations governing its operations and the exploration and development of crude oil and natural gas, including environmental regulations. Existing and expected environmental legislation and regulations may increase the costs associated with providing oilfield services, as the Company may be required to incur additional operating costs or capital expenditures in order to comply with any new regulations. The costs of complying with increased environmental and other regulatory changes in the future, such as royalty regime changes, may also have an adverse effect on the cash flows of the Company's customers and may dampen demand for oilfield services provided by the Company.

### **Litigation and Legal Proceedings**

From time to time, the Company is subject to litigation and legal proceedings that may include employment, tort, commercial and class action suits. Amounts claimed in such suits or actions may be material and accordingly decisions against the Company could have an adverse effect on the Company's financial condition or results of operations.

### **Access to Credit Facilities and Debt Capital Markets**

The Company and its customers require reasonable access to credit facilities and debt capital markets as an important source of liquidity. Global economic events, outside the control of the Company or its customers, may restrict or reduce the access to credit facilities and debt capital markets. Tightening credit markets may reduce the funds available to the Company's customers for paying accounts receivable balances and may also result in reduced levels of demand for the Company's services. Additionally, the Company relies on access to credit facilities, along with its reserves of cash and cash flow from operating activities, to meet its obligations and finance operating activities. The Company believes it has adequate bank credit facilities to provide liquidity.

### **New Build and Major Retrofit Schedule Delays**

As customer demand for oilfield service equipment increases, from time to time, the Company may undertake to increase its fleet through upgrades to rigs or through new construction. These projects are subject to risks of delay inherent in any large construction project resulting from numerous factors, including but not limited to shortages of equipment, materials or skilled labor; and unscheduled delays in the delivery of ordered materials and equipment. Project delays may affect the Company's ability to meet contractual commitments or incur penalties, as well as the timely commencement of operations of the Company's drilling and well servicing rigs following delivery.

### Workforce

The Company's operations are dependent on attracting, developing and maintaining a skilled workforce. During periods of peak activity levels, the Company may be faced with a lack of personnel to operate its equipment. The Company is also faced with the challenge of retaining its most experienced employees during periods of low utilization, while maintaining a cost structure that varies with activity levels. To mitigate these risks, the Company has developed an employee recruitment and training program, and continues to focus on creating a work environment that is safe for its employees.

### Seasonality and Weather

The Company's Canadian oilfield services operations are impacted by weather conditions that hinder the Company's ability to move heavy equipment. The timing and duration of "spring break-up", during which time the Company is prohibited from moving heavy equipment on secondary roads, restricts movement of equipment in and out of certain areas, thereby negatively impacting equipment utilization levels. Further, the Company's activities in certain areas in northern Canada are restricted to winter months when the ground is frozen solid enough to support the Company's equipment. This seasonality is reflected in the Company's operating results, as rig utilization is normally at its lowest during the second and third quarters of the year. The Company continues to mitigate the impact of Canadian weather conditions through expansion into markets not subject to the same seasonality and by working with customers in planning the timing of their drilling programs. In addition, volatility in the weather across all areas of the Company's operations can create additional risk and unpredictability in equipment utilization rates and operating results.

### Reliance on Key Management Personnel

The success and growth of the Company is dependent upon its key management personnel. The loss of services of such persons could have a material adverse effect on the business and operations of the Company. No assurance can be provided that the Company will be able to retain key management members.

### Technology

As a result of growing technical demands of resource plays, the Company's ability to meet customer demands is dependent on continuous improvement to the performance and efficiency of existing oilfield services equipment. There can be no assurance that competitors will not achieve technological advantages over the Company.

### Recent Accounting Pronouncements

On May 28, 2014 the IASB issued IFRS 15 – *Revenue from Contracts with Customers* ("IFRS 15") which has not yet been adopted by the Company. IFRS 15 replaces all current guidance on revenue recognition and is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. IFRS 15 provides a single comprehensive revenue recognition model for all contracts with customers and is based on the principal that revenue is recognized on the transfer of goods or services to customers at an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. IFRS 15 also includes new disclosure requirements. The Company has not yet begun the process of assessing the impact that the new standard will have on its financial statements or whether to early adopt.

On July 24, 2014 the IASB issued amendments to IFRS 9 – *Financial Instruments* ("IFRS 9") which have not yet been adopted by the Company. IFRS 9 amendments are effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Amendments to IFRS 9 introduce an expected credit loss model for the measurement of the impairment of financial assets and a new hedge accounting model. The Company has not yet begun the process of assessing the impact that the amendments will have on its financial statements or whether to early adopt.

# Consolidated Statements of Financial Position

Consolidated Statements of Financial Position

As at	September 30 2014	December 31 2013
<i>(Unaudited, in thousands of Canadian dollars)</i>		
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents <i>(Note 13)</i>	\$ 22,730	\$ 78,858
Accounts receivable	469,464	440,790
Inventories and other	54,470	66,847
Income taxes receivable	14,515	8,572
	561,179	595,067
<b>Property and equipment</b>	3,085,576	2,788,331
<b>Note receivable</b>	4,475	4,280
	<b>\$ 3,651,230</b>	<b>\$ 3,387,678</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts payable and accruals	\$ 333,409	\$ 307,147
Operating lines of credit <i>(Note 6)</i>	–	326,525
Dividends payable	18,019	18,019
Share-based compensation <i>(Note 10)</i>	7,503	14,522
	358,931	666,213
<b>Long-term debt</b> <i>(Note 6)</i>	747,672	317,407
<b>Share-based compensation</b> <i>(Note 10)</i>	1,370	2,993
<b>Deferred income taxes</b>	471,781	438,496
	1,579,754	1,425,109
<b>Shareholders' Equity</b>		
Share capital <i>(Note 8)</i>	170,148	168,155
Contributed surplus	816	4,614
Foreign currency translation reserve	87,675	25,065
Retained earnings	1,812,837	1,764,735
	2,071,476	1,962,569
	<b>\$ 3,651,230</b>	<b>\$ 3,387,678</b>

See accompanying notes to the interim consolidated financial statements.

## Consolidated Statements of Income

For the three and nine months ended September 30

September 30  
2014

Three months ended  
September 30  
2013

September 30  
2014

Nine months ended  
September 30  
2013

(Unaudited, in thousands of Canadian dollars,  
except per share data)

<b>Revenue</b>	<b>\$ 583,299</b>	<b>\$ 542,951</b>	<b>\$ 1,719,074</b>	<b>\$ 1,561,967</b>
<b>Expenses</b>				
Oilfield services	420,553	398,546	1,253,315	1,124,317
Depreciation	77,069	66,264	219,597	178,873
General and administrative	25,451	21,282	71,258	64,399
Share-based compensation	(7,362)	4,268	(7,660)	6,094
Foreign exchange and other	22,087	(2,481)	11,088	15,431
	<b>537,798</b>	<b>487,879</b>	<b>1,547,598</b>	<b>1,389,114</b>
<b>Income before interest and income taxes</b>	<b>45,501</b>	<b>55,072</b>	<b>171,476</b>	<b>172,853</b>
Interest income	315	302	774	1,013
Interest expense	(5,327)	(4,741)	(16,215)	(13,400)
<b>Income before income taxes</b>	<b>40,489</b>	<b>50,633</b>	<b>156,035</b>	<b>160,466</b>
<b>Income taxes</b>				
Current tax	308	13,044	21,997	36,570
Deferred tax	13,676	3,890	31,880	21,926
	<b>13,984</b>	<b>16,934</b>	<b>53,877</b>	<b>58,496</b>
<b>Net income</b>	<b>\$ 26,505</b>	<b>\$ 33,699</b>	<b>\$ 102,158</b>	<b>\$ 101,970</b>
<b>Net income per share (Note 9)</b>				
Basic	<b>\$ 0.17</b>	<b>\$ 0.22</b>	<b>\$ 0.67</b>	<b>\$ 0.67</b>
Diluted	<b>\$ 0.17</b>	<b>\$ 0.22</b>	<b>\$ 0.67</b>	<b>\$ 0.66</b>

See accompanying notes to the interim consolidated financial statements.

Consolidated Statements of Income

## Consolidated Statements of Comprehensive Income

	For the three and nine months ended September 30	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
<i>(Unaudited, in thousands of Canadian dollars)</i>					
<b>Net income</b>		<b>\$ 26,505</b>	<b>\$ 33,699</b>	<b>\$ 102,158</b>	<b>\$ 101,970</b>
<b>Other comprehensive income</b>					
<b>Item that may be subsequently reclassified to profit or loss</b>					
Foreign currency translation adjustment		<b>58,001</b>	5,433	<b>62,610</b>	28,995
<b>Comprehensive income</b>		<b>\$ 84,506</b>	<b>\$ 39,132</b>	<b>\$ 164,768</b>	<b>\$ 130,965</b>

See accompanying notes to the interim consolidated financial statements.



## Consolidated Statements of Changes in Equity

For the nine months ended September 30  
(Unaudited, in thousands of Canadian dollars)

	Share Capital	Contributed Surplus	Foreign Currency Translation Reserve	Retained Earnings	Total Equity
Balance, January 1, 2014	\$ 168,155	\$ 4,614	\$ 25,065	\$ 1,764,735	\$ 1,962,569
Net income	–	–	–	102,158	102,158
Other comprehensive income	–	–	62,610	–	62,610
Total comprehensive income	–	–	62,610	102,158	164,768
Dividends	–	–	–	(54,056)	(54,056)
Share-based compensation	–	3,477	–	–	3,477
Shares vested previously held in trust	7,275	(7,275)	–	–	–
Purchase of shares held in trust	(5,282)	–	–	–	(5,282)
<b>Balance, September 30, 2014</b>	<b>\$ 170,148</b>	<b>\$ 816</b>	<b>\$ 87,675</b>	<b>\$ 1,812,837</b>	<b>\$ 2,071,476</b>
Balance, January 1, 2013	\$ 164,670	\$ 4,811	\$ (16,007)	\$ 1,704,484	\$ 1,857,958
Net income	–	–	–	101,970	101,970
Other comprehensive income	–	–	28,995	–	28,995
Total comprehensive income	–	–	28,995	101,970	130,965
Dividends	–	–	–	(50,595)	(50,595)
Shares issued under employee stock option plan	2,418	–	–	–	2,418
Share-based compensation	–	5,952	–	–	5,952
Shares vested previously held in trust	7,564	(7,564)	–	–	–
Purchase of shares held in trust	(5,917)	–	–	–	(5,917)
<b>Balance, September 30, 2013</b>	<b>\$ 168,735</b>	<b>\$ 3,199</b>	<b>\$ 12,988</b>	<b>\$ 1,755,859</b>	<b>\$ 1,940,781</b>

See accompanying notes to the interim consolidated financial statements.

Consolidated Statements of Changes in Equity

# Consolidated Statements of Cash Flows

Consolidated Statements of Cash Flows

For the three and nine months ended September 30	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
<i>(Unaudited, in thousands of Canadian dollars)</i>				
<b>Cash provided by (used in)</b>				
<b>Operating activities</b>				
Net income	\$ 26,505	\$ 33,699	\$ 102,158	\$ 101,970
Items not affecting cash				
Depreciation	77,069	66,264	219,597	178,873
Share-based compensation, net of cash paid	(6,047)	6,020	(5,440)	10,080
Unrealized foreign exchange and other	20,898	(4,032)	11,173	21,309
Accretion on long-term debt	86	82	261	244
Deferred income tax	13,676	3,890	31,880	21,926
Net change in non-cash working capital <i>(Note 13)</i>	(35,106)	(40,485)	4,998	3,808
	97,081	65,438	364,627	338,210
<b>Investing activities</b>				
Purchase of property and equipment	(167,996)	(88,951)	(425,665)	(235,313)
Acquisitions	–	–	–	(76,408)
Net change in non-cash working capital <i>(Note 13)</i>	4,956	1,647	2,822	(2,842)
	(163,040)	(87,304)	(422,843)	(314,563)
<b>Financing activities</b>				
Net increase (decrease) in debt facilities	6,590	(142)	67,397	78,057
Issue of capital stock	–	508	–	2,002
Purchase of shares held in trust <i>(Note 8)</i>	(534)	(559)	(5,282)	(5,917)
Dividends <i>(Note 8)</i>	(18,019)	(16,868)	(54,056)	(50,595)
Net change in non-cash working capital <i>(Note 13)</i>	3,201	2,995	3,066	2,876
	(8,762)	(14,066)	11,125	26,423
<b>Net (decrease) increase in cash and cash equivalents</b>	(74,721)	(35,932)	(47,091)	50,070
<b>Effects of foreign exchange on cash and cash equivalents</b>	(1,259)	4,119	(9,037)	(2,352)
<b>Cash and cash equivalents</b>				
Beginning of period	98,710	112,739	78,858	33,208
End of period	\$ 22,730	\$ 80,926	\$ 22,730	\$ 80,926
<b>Supplemental information</b>				
Interest paid	\$ 3,026	\$ 1,669	\$ 12,641	\$ 9,088
Income taxes paid	\$ 11,073	\$ 18,599	\$ 27,940	\$ 53,322

See accompanying notes to the interim consolidated financial statements.

# Notes to the Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2014 and 2013

(Unaudited, in thousands of Canadian dollars, except share and per share data)

## 1. Nature of business

Ensign Energy Services Inc. is incorporated under the laws of the Province of Alberta, Canada. The address of its registered office is 1000, 400 – 5th Avenue S.W., Calgary, Alberta, Canada, T2P 0L6. Ensign Energy Services Inc. and its subsidiaries and partnerships (the “Company”) provide oilfield services to the crude oil and natural gas industry in Canada, the United States and internationally.

## 2. Basis of presentation

These interim consolidated financial statements are presented in Canadian dollars which is the Company’s functional currency.

These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34 - Interim Financial Reporting (“IAS 34”). The interim consolidated financial statements have been prepared following the same accounting policies and methods of computation as the consolidated financial statements for the year ended December 31, 2013. The disclosures provided below do not include all of the information required for full annual financial statements and should be read in conjunction with the Company’s annual consolidated financial statements and the notes thereto for the year ended December 31, 2013, which have been prepared in accordance with IFRS as issued by the IASB.

These interim consolidated financial statements were approved by the Company’s Board of Directors on November 6, 2014, after review by the Company’s Audit Committee.

## 3. Recent accounting pronouncements

On May 28, 2014 the IASB issued IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) which has not yet been adopted by the Company. IFRS 15 replaces all current guidance on revenue recognition and is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. IFRS 15 provides a single comprehensive revenue recognition model for all contracts with customers and is based on the principal that revenue is recognized on the transfer of goods or services to customers at an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. IFRS 15 also includes new disclosure requirements. The Company has not yet begun the process of assessing the impact that the new standard will have on its financial statements or whether to early adopt.

On July 24, 2014 the IASB issued amendments to IFRS 9 – Financial Instruments (“IFRS 9”) which have not yet been adopted by the Company. IFRS 9 amendments are effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. Amendments to IFRS 9 introduce an expected credit loss model for the measurement of the impairment of financial assets and a new hedge accounting model. The Company has not yet begun the process of assessing the impact that the amendments will have on its financial statements or whether to early adopt.

## 4. Seasonality of operations

The Company’s Canadian oilfield services operations are seasonal in nature and are impacted by weather conditions that may hinder the Company’s ability to access locations or move heavy equipment. The lowest activity levels are experienced during the second quarter of the year when road weight restrictions are in place and access to wellsites in Canada is reduced. In addition, operations in certain international jurisdictions may be subject to seasonal weather conditions.

## 5. Foreign operations

The Company provides oilfield services throughout much of North America and internationally in a number of onshore drilling areas. The Company’s foreign operations, with the general exception of operations in the United States and Australia, are subject to a number of risks and uncertainties such as unstable government regimes, civil and/or labor unrest, strikes, terrorist threats, regulatory uncertainty and complex commercial arrangements.

Operations in Libya were recently suspended due to an escalation of civil unrest within the country and there is uncertainty as to when operations may resume. The approximate carrying value of assets located in Libya is \$38,000 and the Company does not believe that at this time any impairment has occurred; management will continue monitoring the situation.

The Company's operations in Venezuela and Argentina are subject to certain restrictions with respect to the transfer of funds into or out of such countries; however, such restrictions are not considered significant to the Company at this time due to the relatively small size of the operations and certain contractual provisions that have been put in place designed to protect the Company.

## 6. Long-term debt

	September 30 2014	December 31 2013
Drawings on the Global Facility	\$ 412,927	\$ –
Senior unsecured notes		
Tranche A, due February 22, 2017, 3.43%	\$ 112,080	\$ 106,360
Tranche B, due February 22, 2019, 3.97%	112,080	106,360
Tranche C, due February 22, 2022, 4.54%	112,080	106,360
Unamortized deferred financing costs	(1,495)	(1,673)
	<b>\$ 747,672</b>	<b>\$ 317,407</b>

In June 2014, the Company amended its existing global revolving credit facility (the "Global Facility"), increasing the amount available from \$400,000 to \$600,000. Interest is incurred on the utilized balance of the amended Global Facility at prime interest rates plus 0.50 percent or bankers' acceptance rates/LIBOR plus 1.50 percent. The Global Facility matures June 20, 2017 and is unsecured.

Interest accrued on the senior unsecured notes (the "Notes") at September 30, 2014 was \$4,461 and has been included in accounts payable and accruals on the consolidated statement of financial position. The Company incurred financing costs associated with the Notes that are being deferred and amortized using the effective interest method.

During the first quarter of 2014, the Company secured a \$20,000 uncommitted facility, solely for issuing letters of credit, primarily used for bidding on contracts in the normal course of business. As at September 30, 2014 no amounts were drawn on the facility.

## 7. Income taxes

The consolidated effective income tax rates in respect of continuing operations for the three months ended September 30, 2014 and 2013 were 34.5 percent and 33.4 percent, respectively. The consolidated effective income tax rates in respect of continuing operations for the nine months ended September 30, 2014 and 2013 were 34.5 percent and 36.5 percent, respectively. The increase in the effective income tax rate in the current quarter was due to the impact of foreign exchange translation losses for which the effective tax rate varies from statutory rates, offset by a higher proportion of taxable income earned in Canada.

## 8. Share capital

### (a) Authorized

Unlimited common shares, no par value

Unlimited preferred shares, no par value, issuable in series

### (b) Issued, fully paid and outstanding

	Number of Common Shares	Amount
Opening balance – January 1, 2014	152,772,866	\$ 168,155
Changes in unvested shares held in trust	13,671	1,993
<b>Closing balance – September 30, 2014</b>	<b>152,786,537</b>	<b>\$ 170,148</b>

The total amount of unvested shares held in trust for share-based compensation plans as at September 30, 2014 was 562,559 (December 31, 2013 – 576,230).

**(c) Dividends**

During the three months ended September 30, 2014, the Company declared dividends of \$18,019 (2013 – \$16,868), being \$0.1175 per common share (2013 - \$0.1100 per common share). For the nine months ended September 30, 2014, the Company declared dividends of \$54,056 (2013 – \$50,595), being \$0.3525 per common share (2013 – \$0.3300 per common share).

**(d) Normal Course Issuer Bid**

On September 25, 2014 the Company received approval from the Toronto Stock Exchange to acquire for cancellation up to three percent of the Company's issued and outstanding common shares under a Normal Course Issuer Bid (the "Bid"). The Company may purchase up to 4,600,477 common shares for cancellation. The Bid commenced on September 29, 2014 and will terminate on September 28, 2015 or such earlier time as the Bid is completed or terminated at the option of the Company. As at September 30, 2014, no common shares have been purchased and cancelled pursuant to the Bid. Subsequent to September 30, 2014, to date 119,700 common shares were purchased and cancelled pursuant to the Bid.

The Company previously had a Bid that commenced on June 25, 2013 and terminated on June 24, 2014, under which no common shares were purchased and cancelled.

**9. Net income per share**

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

Diluted net income per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period adjusted for conversion of all potentially dilutive common shares. Diluted net income is calculated using the treasury share method, which assumes that all outstanding share options are exercised, if dilutive, and the assumed proceeds are used to purchase the Company's common shares at the average market price during the period.

	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
Net income attributable to common shareholders:				
Basic and diluted	\$ 26,505	\$ 33,699	\$ 102,158	\$ 101,970
Weighted average number of common shares outstanding:				
Basic	152,679,824	152,605,203	152,740,860	152,654,208
Potentially dilutive share-based compensation plans	752,860	1,036,214	791,991	813,570
Diluted	153,432,684	153,641,417	153,532,851	153,467,778

During the three months ended September 30, 2014, a total of 3,841,900 (2013 – 3,924,500) options were excluded from the calculation of diluted weighted average number of common shares outstanding as they were anti-dilutive. For the nine months ended September 30, 2014, a total of 3,822,200 options (2013 – 4,144,900) were excluded from the calculation of diluted weighted average number of common shares outstanding.

## 10. Share-based compensation

A summary of the Company's share option plan as of September 30, 2014 and the changes during the nine month period then ended, is presented below:

	Number of Share Options	Weighted Average Exercise Price
Outstanding – January 1, 2014	8,308,700	\$ 15.65
Exercised for cash	(485,200)	14.82
Forfeited	(479,300)	16.02
<b>Outstanding – September 30, 2014</b>	<b>7,344,200</b>	<b>\$ 15.68</b>
<b>Exercisable – September 30, 2014</b>	<b>4,078,800</b>	<b>\$ 15.46</b>

The following table lists the options outstanding at September 30, 2014:

Exercise Price	Options Outstanding	Average Vesting Remaining (in years)	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price
\$11.33 to \$14.28	1,563,300	1.25	\$14.00	1,196,400	\$14.00
\$14.29 to \$15.20	1,660,500	0.25	15.09	1,225,400	15.09
\$15.21 to \$16.67	2,344,500	4.04	16.06	570,900	15.98
\$16.68 to \$17.20	1,775,900	2.25	17.20	1,086,100	17.20
	7,344,200	2.16	\$15.68	4,078,800	\$15.46

### Share Appreciation Rights (SARs)

A summary of the Company's SARs plan as of September 30, 2014, and the changes during the nine month period then ended, is presented below:

	Number of SARs	Weighted Average Exercise Price
Outstanding – January 1, 2014	799,500	\$15.82
Exercised	(47,400)	14.05
Forfeited	(27,500)	16.05
<b>Outstanding – September 30, 2014</b>	<b>724,600</b>	<b>\$15.93</b>
<b>Exercisable – September 30, 2014</b>	<b>338,500</b>	<b>\$15.73</b>

The following table lists the SARs outstanding at September 30, 2014:

Exercise Price	SARs Outstanding	Average Vesting Remaining (in years)	Weighted Average Exercise Price	SARs Exercisable	Weighted Average Exercise Price
\$14.00 to \$15.32	195,600	1.09	\$14.18	141,700	\$14.18
\$15.33 to \$16.13	306,500	4.23	16.11	62,900	16.10
\$16.14 to \$17.20	222,500	2.25	17.20	133,900	17.20
	724,600	2.77	\$15.93	338,500	\$15.73

## 11. Segmented information

The Company determines its operating segments based on internal information regularly reviewed by management to allocate resources and assess performance. The Company operates in three geographic areas within one operating segment. Oilfield services are provided in Canada, the United States and internationally. The amounts related to each geographic area are as follows:

	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
<b>Revenue</b>				
Canada	\$ 161,730	\$ 161,079	\$ 498,885	\$ 502,520
United States	260,072	234,625	754,620	654,938
International	161,497	147,247	465,569	404,509
	<b>\$ 583,299</b>	<b>\$ 542,951</b>	<b>\$ 1,719,074</b>	<b>\$ 1,561,967</b>

Revenues are attributed to geographical areas based on the location in which the services are rendered.

	September 30 2014	December 31 2013
<b>Property and equipment, net</b>		
Canada	\$ 1,004,931	\$ 944,188
United States	1,453,011	1,355,712
International	627,634	488,431
	<b>\$ 3,085,576</b>	<b>\$ 2,788,331</b>

The segment presentation of property and equipment is based on the geographical location of the assets.

## 12. Expenses by nature

	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
Salaries, wages and benefits	\$ 224,687	\$ 216,975	\$ 685,185	\$ 645,076
Share-based compensation	(5,452)	6,844	(3,753)	12,395
Total employee costs	219,235	223,819	681,432	657,471
Depreciation	77,069	66,264	219,597	178,873
Purchased materials, supplies and services	219,407	200,277	635,481	537,339
Foreign exchange and other	22,087	(2,481)	11,088	15,431
Total expenses before interest and income taxes	<b>\$ 537,798</b>	<b>\$ 487,879</b>	<b>\$ 1,547,598</b>	<b>\$ 1,389,114</b>



### 13. Supplemental disclosure of cash flow information

#### (a) Non-cash working capital

	September 30 2014	Three months ended September 30 2013	September 30 2014	Nine months ended September 30 2013
Net change in non-cash working capital:				
Accounts receivable	\$ (37,554)	\$ (61,434)	\$ (13,718)	\$ (1,235)
Inventories and other	921	4,760	15,274	16,916
Accounts payable and accruals	19,988	36,500	11,779	4,131
Note receivable	(65)	(64)	(195)	(194)
Income taxes payable	(10,239)	(15,609)	(2,254)	(15,791)
Dividends payable	–	4	–	15
	\$ (26,949)	\$ (35,843)	\$ 10,886	\$ 3,842
Relating to:				
Operating activities	\$ (35,106)	\$ (40,485)	\$ 4,998	\$ 3,808
Investing activities	4,956	1,647	2,822	(2,842)
Financing activities	3,201	2,995	3,066	2,876
	\$ (26,949)	\$ (35,843)	\$ 10,886	\$ 3,842

#### (b) Cash and cash equivalents

	September 30 2014	December 31 2013
Cash	\$ 22,619	\$ 64,634
Cash equivalents	111	14,224
	\$ 22,730	\$ 78,858

### 14. Fair value measurements

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accruals and dividends payable approximate their carrying value due to the short-term maturity of these financial instruments. The fair value of the drawings on the Global Facility approximates its carrying value.

The estimated fair values of the non-interest bearing note receivable and senior unsecured notes have been determined based on available market information and appropriate valuation methods, including the use of discounted future cash flows using current rates for similar instruments with similar risks and maturities. The estimated fair values of the note receivable and senior unsecured notes approximate their carrying values.

Financial assets and liabilities recorded or disclosed at fair value in the consolidated statement of financial position are categorized using a three-level hierarchy that reflects the level of judgment associated with the inputs used to measure their fair value. The fair values of financial assets and liabilities included in Level 1 are determined by reference to unadjusted quoted prices in active markets for identical assets and liabilities. Fair values of financial assets and liabilities in Level 2 are based on inputs other than Level 1 quoted prices that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices). The fair values in Level 3 financial assets and liabilities are not based on observable market data.

The estimated fair value of the non-interest bearing note receivable was based on Level 1 inputs. The estimated fair value of senior unsecured notes was based on Level 2 inputs and was estimated using the risk free interest rates on government debt instruments of similar maturities, adjusted for estimated credit risk and market risk premiums.

## Corporate Information

### Corporate Management

**N. Murray Edwards**

Chairman

**Selby Porter**

Vice Chairman

**Robert H. Geddes**

President and  
Chief Operating Officer

**Ed Kautz**

President United States Operations

**Glenn Dagenais**

Executive Vice President Finance  
and Chief Financial Officer

**Brage Johannessen**

Executive Vice President International Operations

**Timothy Lemke**

Vice President Finance

**Robert Raimondo**

Vice President Health, Safety and Environment

**Rob Wilman**

Vice President Safety Analytics

**Suzanne Davies**

General Counsel and Corporate Secretary

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### Bankers

HSBC Bank Canada

Royal Bank of Canada

### Stock Exchange Listing

Toronto Stock Exchange

Symbol: ESI

### Auditors

PricewaterhouseCoopers LLP

### Legal Counsel

Burnet, Duckworth & Palmer LLP

### Transfer Agent

Computershare Trust Company of Canada



*"Performance Excellence – Second to None"*