



**ZEDCOR ENERGY INC.**

**ANNUAL INFORMATION FORM  
FOR THE YEAR ENDED DECEMBER 31, 2018**

**MARCH 26, 2019**

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## FORWARD-LOOKING STATEMENTS

This Annual Information Form of Zedcor Energy Inc. (“**Zedcor**” or the “**Corporation**”) contains forward looking statements and forward-looking information, as such terms are defined under applicable securities laws (collectively, “**forward-looking statements**”). These statements relate to future events or the Corporation’s future performance. All statements other than statements of historical fact may be forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue”, “intent”, or the negative of these terms or other comparable terminology. These forward-looking statements are only predictions. Actual events or results may differ materially. In addition, this Annual Information Form may contain forward-looking statements attributed to third party industry sources. Although the Corporation believes these publications and reports can be reasonably relied on, it has not independently verified any of the data or other statistical information contained therein, nor has it ascertained or validated the underlying economic or other assumptions. Undue reliance should not be placed on these forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur. Forward-looking statements in this Annual Information Form include, but are not limited to, statements with respect to:

- results of various projects of the Corporation;
- ability to lower cost structure in certain projects of the Corporation;
- growth expectations within the Corporation;
- the tax horizon and taxability of the Corporation;
- the Corporation’s acquisition strategy, the criteria to be considered in connection therewith and the benefits to be derived therefrom;
- the impact of Canadian federal and provincial governmental regulation on the Corporation;
- realization of the anticipated benefits of acquisitions and dispositions;
- expected levels of operating costs, general and administrative costs, costs of services and other costs and expenses;
- capital expenditure programs, future capital requirements and the timing and method of financing thereof;
- treatment under government regulation and taxation regimes;
- anticipated oilfield service activity levels;
- expectations regarding the Corporation’s ability to raise capital;
- reliance on, and relationships with, existing customers; and
- the Corporation’s dividend policy.

Although the Corporation believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The Corporation cannot guarantee future results, levels of activity, performance, or achievements. Moreover, neither the Corporation nor any other person assumes responsibility for the outcome of the forward-looking statements. Many of the risks and other factors are beyond the Corporation’s control, which could cause results to differ materially from those expressed in the forward-looking statements contained in this Annual Information Form. The risks and other factors include, but are not limited to:

- fluctuations in the price and demand for oil and natural gas;
- fluctuations in the level of oil and natural gas exploration and development activities;
- economic conditions in industry sectors that the Corporation is targeting for expansion;
- the effect of weather conditions on operations;
- the existence of competitive operating risks inherent in the Corporation's business;
- the ability of the Corporation to obtain an adequate supply of newly built equipment from manufacturers;
- the timing of completion of rental units to be deployed to the Corporation's customers;
- legislative and regulatory developments that may affect costs, revenues and global capital markets activity and general economic conditions in geographic areas where the Corporation operates;
- general economic conditions in Canada, the United States and globally including reduced availability of debt and equity financing generally;
- industry conditions;
- liabilities inherent in the Corporation's business operations;
- governmental regulation including environmental regulation;
- fluctuation in foreign exchange or interest rates;
- failure to realize anticipated benefits of acquisitions;
- stock market volatility and market valuations;
- competition for, among other things, capital, inventory and skilled personnel;
- identification of and competition for acquisition candidates;
- insufficient cash flows;
- increased third party credit risk;
- changes in income tax laws or changes in tax laws and incentive programs relating to the oil and natural gas industry; and
- the other factors considered under "Risk Factors" in this Annual Information Form.

With respect to forward-looking statements contained in this Annual Information Form, the Corporation has made assumptions regarding: future commodity prices; future exchange rates; the impact of increasing competition; conditions in general economic and financial markets; availability of skilled labour; current technology; cash flow; timing and amount of capital expenditures; effects of regulation by governmental agencies; future operating costs and the Corporation's ability to obtain financing on acceptable terms. Readers are cautioned that the foregoing list of factors is not exhaustive.

The above summary of assumptions and risks related to forward-looking information has been provided in this Annual Information Form in order to provide readers with a more complete perspective on the Corporation's future operations. Readers are cautioned that this information may not be appropriate for other purposes.

The forward-looking statements contained in this Annual Information Form are expressly qualified by this cautionary statement. The Corporation is not under any duty to update or revise any of the forward-looking statements except as expressly required by applicable securities laws.

## CORPORATE STRUCTURE

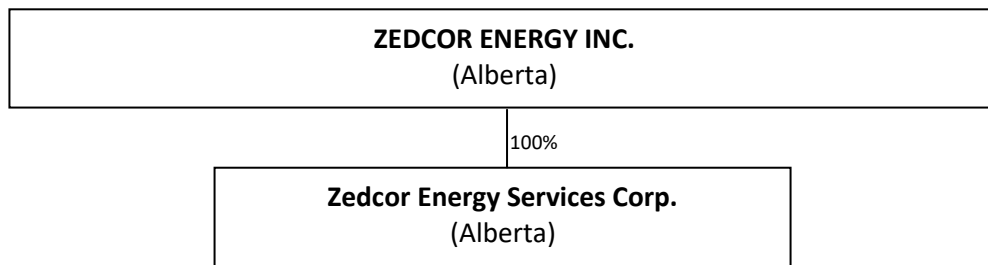
### Name, Address and Incorporation

The Corporation's principal and registered office is located at Suite 3000, 500 - 4<sup>th</sup> Avenue SW, Calgary Alberta T2P 2V6.

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**") on August 11, 2011. On October 1, 2011, the Corporation amended its articles to remove the restrictions against the transfer of securities. On February 1, 2016, the Corporation amended its articles to create 4,400,000 series 1 preferred shares (the "**Series 1 Preferred Shares**"). On June 22, 2016, the Corporation amended its articles to change the name of the Corporation from CERF Incorporated to Canadian Equipment Rentals Corp. On June 27, 2017, the Corporation amended its articles to change the name of the Corporation from Canadian Equipment Rentals Corp. to Zedcor Energy Inc.

### Intercorporate Relationships

The following diagram illustrates the organizational structure of the Corporation and its one (1) material subsidiary as of the date of this Annual Information Form:



## GENERAL DEVELOPMENT OF THE BUSINESS

### Three Year History

#### 2016

On January 1, 2016 TRAC Energy Services Ltd. and Winalta Inc. ("**Winalta**"), both being 100% owned by the Corporation, were amalgamated under the ABCA and continued under the name "TRAC Energy Services Ltd." ("**TRAC**").

On February 2, 2016, Zedcor completed the acquisition of all of the issued and outstanding shares of Zedcor Oilfield Rentals Ltd. ("**Zedcor Rentals**") (the "**Zedcor Acquisition**"). The purchase price for the Zedcor Acquisition was approximately \$21.0 million paid by the issuance of 3,049,958 common shares in the capital of the Corporation ("**Common Shares**") and by the issuance of 4,400,000 Series 1 Preferred Shares, both at a deemed price of \$0.70 per share, and by issuance of a vender take-back note to D.S.S. Holdings Inc. ("**D.S.S.**") for \$5.0 million (the "**VTB Note**") and the assumption of approximately \$10.8 million in debt. The Series 1 Preferred Shares are non-voting and non-transferable, have a stated value of \$0.70 (the "**Stated Value**") per share and a term of five years. The Series 1 Preferred Shares have a

cumulative cash dividend of 5% of the Stated Value commencing on January 31, 2017 until January 31, 2018 and a 10% cumulative cash dividend from January 31, 2018 thereafter, with dividend payments being subject to certain restrictions in the Credit Agreement, as amended. After January 31, 2019, the Series 1 Preferred Shares may be converted by the holder thereof into Common Shares at a conversion price of \$0.70 per share, subject to the right of Zedcor to redeem the Series 1 Preferred Shares prior to such conversion for a cash amount per share equal to the lesser of (i) \$2.00; and (ii) the current market price of the Common Shares. Zedcor shall have the right to redeem the Series 1 Preferred Shares at any time if the current market price of the Common Shares exceeds \$2.00 by either, at Zedcor's sole option, (i) payment of cash of \$2.00 per Series 1 Preferred Share; or (ii) through the issuance of 4,400,000 Common Shares, subject to certain adjustments. The Series 1 Preferred Shares may be redeemed at the end of the term, at Zedcor's sole option, for either (i) a cash amount per share equal to the lesser of \$2.00 and the current market price; or (ii) 4,400,000 Common Shares, subject to certain adjustments. The VTB Note is unsecured and subordinated to the indebtedness under the Credit Agreement, as amended. The VTB Note has a five-year term and a 5% annual interest rate, with interest payments subject to certain restrictions set out in the Credit Agreement, as amended.

On February 2, 2016, Zedcor entered into an agreement (the "**Second Amending Agreement**") to amend the credit agreement dated August 27, 2014 ("**Credit Agreement**") as amended by the agreement entered into on December 29, 2015 (the "**First Amending Agreement**") , which provided for among other things, the extension of the maturity date to August 27, 2018 and for certain changes to the two financial covenants set out therein. The Second Amending Agreement provided for, among other things, consent by the lenders to the Zedcor Acquisition, consent by the lenders to the issuance of the \$5.0 million VTB Note and consent by the lenders to the issuance of the Series 1 Preferred Shares. It also provided for certain changes to the two financial covenants set out in the Credit Agreement, as amended, and for a negative covenant to not declare or pay dividends on or before January 1, 2017.

On February 26, 2016 TRAC changed its name to "Zedcor Energy Services Corp." ("**Zedcor Corp.**").

On March 9, 2016 MCL Waste Systems & Environmental Inc. ("**MCL**"), a 100% owned subsidiary of the Corporation, entered into two long-term waste management contracts whereunder MCL would provide collection services to certain areas of the City of Edmonton and the City of Leduc and it would operate a landfill facility on behalf of the City of Lethbridge.

On March 31, 2016 the Corporation entered into a purchase and sale agreement with Zedcor Corp. whereunder the Corporation sold Zedcor Rentals as well as the indebtedness of Zedcor Rentals to Zedcor Corp.

On April 1, 2016 Zedcor Corp., being 100% owned by the Corporation, and Zedcor Rentals, being 100% owned by Zedcor Corp., were amalgamated under the ABCA and continued under the name "Zedcor Energy Services Corp." ("**Zedcor Corp.**").

On April 28, 2016 the Corporation entered into an agreement (the "**Third Amending Agreement**") to amend the Credit Agreement, as amended by the First Amending Agreement and the Second Amending Agreement. The Third Amending Agreement provided for, among other things, the amendment of the debt to EBITDA and interest coverage ratios.

On May 9, 2016 the Corporation completed the acquisition of all of the business and assets of Summit Star Energy Services Inc. ("**Summit Star**") for a purchase price of \$750,000 funded by the issuance of 1,713,318 Common Shares.

On June 22, 2016 the Corporation amended its articles to change its name from CERF Incorporated to “Canadian Equipment Rentals Corp.”.

On November 24, 2016 Zedcor entered into an agreement (the “**Fourth Amending Agreement**”) to amend the Credit Agreement, as amended by the First Amending Agreement, the Second Amending Agreement and the Third Amending Agreement. The Fourth Amending Agreement provided for, among other things, the lenders agreeing to forbear from demanding repayment or enforcing its security under the Credit Agreement, as amended.

On December 1, 2016 the Corporation completed the sale of 100% of the issued and outstanding shares of MCL to GFL Environmental Inc. for gross cash proceeds of approximately \$12.0 million.

On December 16, 2016 the Corporation entered into an agreement (the “**Fifth Amending Agreement**”) to amend the Credit Agreement, as amended by the First Amending Agreement, the Second Amending Agreement, the Third Amending Agreement and the Fourth Amending Agreement. The Fifth Amending Agreement provided for, among other things, management to continue to execute on the commitment to reduce the Corporation’s balance sheet leverage.

## *2017*

On February 9, 2017 the Corporation completed the sale of the assets of its 100% owned subsidiary 4-Way Equipment Rentals Corp. to Cooper Rentals Canada Inc. for gross cash proceeds of approximately \$8.5 million. On February 9, 2017 the name of 4-Way Equipment Rentals Corp. was changed to Zedcor Industrial Services Corp.

On February 28, 2017 the Corporation entered into an agreement (the “**Sixth Amending Agreement**”) to amend the Credit Agreement, as amended by the First Amending Agreement, the Second Amending Agreement, the Third Amending Agreement, the Fourth Amending Agreement and the Fifth Amending Agreement. The Sixth Amending Agreement provided, among other things, the Corporation with additional time to secure a refinancing solution that would result in the repayment of the existing amounts due to the lenders under the Credit Agreement, as amended.

On April 21, 2017 the Corporation entered into a Loan and Security Agreement (the “**Term Loan Agreement**”) with Maynbridge Capital Inc. (the “**Term Lender**”) providing for a term loan in the amount of \$20.4 million (the “**Term Loan**”).

On April 28, 2017 the Credit Agreement, as amended, was repaid in full and forthwith cancelled.

On April 28, 2017 the Corporation issued 3,651,501 share purchase warrants to the Term Lender, each warrant entitling the Term Lender to acquire one Common Share at an exercise price of \$0.25 per warrant (the “**Lender Warrants**”). The Lender Warrants expire on July 21, 2019.

On April 28, 2017 pursuant to a Shares for Debt Agreement dated April 27, 2017 between the Corporation and D.S.S. (the “**VTB Shares for Debt Agreement**”) the Corporation completed the conversion of \$2.5 million of the \$5.0 million owed by the Corporation to D.S.S. under the VTB Note in exchange for 1,000,000 Common Shares, representing a price of \$0.25 per share.

On April 28, 2017 Dean Swanberg provided a guarantee for the Term Loan in the amount of any outstanding loan amount thereunder greater than \$17.5 million, limited to \$2.5 million (the



“**Guarantee**”) in respect of which the Corporation agreed to pay Dean Swanberg a fee equal to 3% per annum of the amount of the Guarantee that remains outstanding from time to time (the “**Guarantee Fee**”).

On April 28, 2017 pursuant to a Shares for Debt Agreement dated April 27, 2017 between the Corporation and Dean Swanberg, the Corporation completed the conversion of the debt represented by the Guarantee Fee payable to Dean Swanberg whereunder Dean Swanberg agreed to subscribe for and purchase such number of Common Shares, on a monthly basis, that will result by setting off and exchanging the value of the Guarantee Fee payable at such time, at a price per share equal to the five-day volume weighted average trading price of the Common Shares on the TSX Venture Exchange (the “**TSXV**”) for the last five trading days of each calendar month immediately preceding such date.

On May 10, 2017 the Corporation entered into an operating loan agreement with a financial institution (the “**Operating Loan Agreement**”), providing for a \$1 million operating loan (the “**Operating Loan**”).

On June 27, 2017 the Corporation amended its articles to change its name from Canadian Equipment Rentals Corp. to Zedcor Energy Inc.

On June 27, 2017, as an ordinary resolution of the disinterested shareholders of the Corporation, the creation of Dean Swanberg, the controlling shareholder of D.S.S., as a new “Control Person” of the Corporation, as such term is defined in the policies of the TSXV, as a result of the issuance of Common Shares to D.S.S. in accordance with the terms of the VTB Shares for Debt Agreement, was approved and ratified.

On June 30, 2017 the Corporation commenced trading on the TSXV under the trading symbol “ZDC”.

## 2018

On March 28, 2018, the Corporation entered into an amended and restated Operating Loan Agreement (the “**Amended and Restated Loan Agreement**”) providing for aggregate credit facilities in the amount of \$13.5 million, comprised of a \$3 million operating loan facility, replacing the Operating Loan, a \$2.5 million non-revolving term loan facility, which was used to pay down the Term Loan, and an \$8 million equipment finance term loan facility (collectively, the “**\$13.5 Million Credit Facility**”). The operating loan facility is payable on demand by the lender, bears interest at a rate of prime plus 3.3% and is secured by the Corporation’s accounts receivable. The non-revolving term loan facility will mature on or about March 28, 2020, bears interest at a rate of prime plus 3.3% and is secured by a shareholder guarantee. The shareholder guarantee bears interest at a rate of 5.0% per annum and is paid monthly through the issuance of Common Shares. The equipment finance term loan facility is amortized over 36 months, bears interest at a rate of 6.1% and is repayable in equal monthly installments of principal and interest over the term. The equipment finance term loan facility is used to finance 75% of the cost of new equipment purchased, from time to time. The Amended and Restated Loan Agreement requires that the Corporation’s current ratio does not fall below 1.50:1.00, the debt service coverage ratio does not fall below 1.25:1.00 and the share value of the Common Shares pledged under the shareholder guarantee not be less than 1.25 times the value of the outstanding non-revolving term loan facility.

On March 28, 2018, the Corporation renewed the Term Loan Agreement in the amount of \$17.5 million (the “**Renewed Term Loan Agreement**”) for an additional six months with an option to renew for an additional six months at the satisfaction of the Term Lender. The Renewed Term Loan Agreement provided for interest at 12.75% and provided for six months of interest only payments, followed by six

months of principal and interest payments in the event that it is renewed. On March 28, 2018, the Corporation also entered into a Warrant Amendment Agreement (the “**Warrant Amendment Agreement**”) to increase the exercise price of the 3,651,501 Lender Warrants issued on April 27, 2017 to \$0.27 per share from \$0.25 per share and to extend the expiry date by one year to July 21, 2020. On March 28, 2018 Dean Swanberg was released from the Guarantee. All other covenants and collateral under the Renewed Term Loan Agreement remained the same.

On March 27, 2018 Dean Swanberg provided a guarantee in respect of the \$13.5 Million Credit Facility limited to the amount of \$2,500,000 ( the “**Swanberg Guarantee**”), in respect of which the Corporation agreed to pay Dean Swanberg a fee equal to 5% per annum of the amount of the Swanberg Guarantee ( the “**Swanberg Guarantee Fee**”). The April 27, 2017 Shares for Debt Agreement between the Corporation and Dean Swanberg was amended by an Amending Agreement dated March 28, 2018 whereunder the Swanberg Guarantee Fee was converted to debt and Dean Swanberg agreed to subscribe for and purchase such number of Common Shares , on a monthly basis, that will result by setting off and exchanging the value of the Swanberg Guarantee Fee payable at such time, at a price per share equal to the five-day volume weighted average trading price of the Common Shares on the TSXV for the last five trading days of each calendar month immediately preceding such date.

On September 28, 2018, the Corporation entered into an Amending Agreement to provide for a further renewal of the Renewed Term Loan Agreement in the amount of \$15.9 million (the “**Re-Renewed Term Loan Agreement**”) for an additional six months with an option to renew for an additional six months at the discretion of the Term Lender. The Re-Renewed Term Loan Agreement provides for interest at 12.75% and provides for six months of interest only payments, followed by six months of interest only payments in the event that it is renewed. The Corporation also entered into a Second Warrant Amendment Agreement which amended the exercise price of the previously issued Lender Warrants to \$0.20 per share from \$0.27 per share and extended the expiry date to January 21, 2021. All covenants and collateral remained the same.

On October 1, 2018, the Corporation issued the Term Lender an additional 248,209 Lender Warrants. Each such additional Lender Warrant entitles the Term Lender to acquire one Common Share in the Corporation at an exercise price of \$0.20 per share. These additional Lender Warrants expire on January 21, 2021.

#### *Activity during Current Financial Year*

On March 25, 2019, the Corporation amended and restated the Re-Renewed Term Loan Agreement in the amount of \$14.3 million (the “**Second Amended and Restated Term Loan Agreement**”) for an additional twelve months. The Second Amended and Restated Term Loan Agreement provides for interest at 12.75% and is serviced by twelve months of interest only payments. The Corporation also entered into a Third Warrant Amendment Agreement and into a warrant amendment agreement in respect of the 248,209 Lender Warrants issued on October 1, 2018, which amended the exercise price of all of the previously issued Lender Warrants to \$0.145 per share from \$0.20 per share and extended the expiry date to January 21, 2022. All covenants and collateral remain the same.

On March 25, 2019, the Corporation issued the Term Lender an additional 2,068 Lender Warrants. Each such Lender Warrant entitles the Term Lender to acquire one Common Share in the Corporation at an exercise price of \$0.145 per share. These additional Lender Warrants expire on January 21, 2022.

## Significant Acquisitions

Zedcor did not complete any “significant acquisitions” (as such term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*) during the financial year ended December 31, 2018.

## DESCRIPTION OF THE BUSINESS OF THE CORPORATION

### General

Zedcor is engaged in the rental of oilfield surface equipment, portable oilfield accommodations, and providing security and surveillance services using high resolution cameras affixed on either hybrid solar light towers or stationary infrastructure. The services are provided primarily to the Western Canadian oil and gas industry and construction industry.

Zedcor has a rental fleet which includes approximately 1,500 pieces of varied oilfield equipment. Zedcor’s operating office and primary rental facility is located in Leduc, Alberta and it has a sales office in Calgary, Alberta. Zedcor operates primarily in the Provinces of Alberta, British Columbia and Saskatchewan. Zedcor has employees located in Fort St. John, British Columbia, as well as in Grande Prairie, Leduc and Calgary, Alberta.

Zedcor’s rental fleet includes generators, light towers, light towers with surveillance cameras, rig matting, trash pumps, storage tanks, flare tanks, floc tanks, shale tanks, high wall tanks, and wheeled office trailers. The Corporation also provides three categories of accommodation rental offers namely: Wellsites, DGLs and IWSs. As at December 31, 2018, Zedcor’s fleet consisted of 213 Wellsites, 32 DGLs, and 4 IWSs. The units are put to work on day rates and, generally, revenues fluctuate based on peak utilization in the winter drilling season from December to March.

Wellsites are living and workspace environments for drilling consultants and engineers working on site. Wellsites are designed to work as both office and living quarters and are often moved along with the drilling rig. The purpose of a Wellsite is to allow vital members of the exploration, development or completion process to remain close to the central work site.

DGLs are work environments set up to allow geologists to conduct sampling and core recovery. These labs are external from the Wellsite, which eliminates the threat of toxic fumes and fire hazards within the confines of a living space. These units are highly mobile, provide a small footprint and make for added safety and efficiency for the job they are designed to complete.

IWSs are state of the art modular complexes that combine the efficiency and proximity of individual wellsite units with the communication and synergy advantages of having the vital staff of the project working and living together in one facility.

### *Specialized Skill and Knowledge*

Zedcor recognizes that the key to success in the oilfield rental business is to establish relationships with active customers in its core business areas. The Calgary sales team has created and continues to create relationships that have allowed Zedcor to adapt its rental fleet to better serve the clients’ needs. From its field office in Leduc, Alberta, Zedcor is able to provide field sales and timely field service as required.

Zedcor's customers include oil, gas and mineral exploration and production companies, drilling contractors, engineering, procurement, construction and consultancy companies, pipeline constructors, oilfield services companies and a variety of other contractor and subcontractor trades companies. Zedcor's marketing of its rental assets, customer relationship building and community involvement is conducted through in-house sales personnel.

Based on previous experience, Zedcor believes its products are advantageous to its customers based on several factors, including but not limited to:

- Age of equipment;
- Maintenance and cleanliness of equipment;
- Service personnel and response times;
- Availability and selection of equipment;
- Breadth of product offering to suit project requirements;
- Attention and responsiveness to client needs;
- Convenience of delivery and location of equipment;
- Competitive price offering; and
- Relationship and reputation with Zedcor point of contact.

Zedcor's products and services are priced according to each project's duration and requirements and often as short-term day rates.

Day rate contracts are set based on industry factors such as equipment availability, timing of project (summer/winter) and minimum duration guarantees. Zedcor charges higher rates for short-term rentals (less than three months) to account for the additional cost and wear associated with the turnaround of equipment on such a short-term basis and to encourage customers to enter longer term agreements. Accordingly, longer term contracts are offered with lower rates.

#### *Competitive Conditions*

The Alberta oilfield equipment rental business is highly competitive. The principal competitors of Zedcor include various public and private corporations. The principal competitive factors within the markets in which Zedcor operates are quality of service, equipment availability, breadth of equipment offering, equipment performance, safety standards and price. The principal barriers to entry in the oilfield equipment rental business are the high capital costs associated with the acquisition of a quality and diversified equipment base, the substantial infrastructure required, the recruitment of qualified personnel and the establishment of personal business contacts.

The Western Canadian market for workspace facility rentals has numerous competitors that include drilling contractors that also rent accommodation equipment, food services providers that rent facilities in conjunction with their primary services and manufacturers who offer both sales and rentals. Management of Zedcor believes that with its product offering, relationship base, high level of service and innovative focus, it is well positioned to service a wide range of customers.

The ability for Zedcor's existing asset base to maintain or increase revenue is dependent on its ability to keep its units out on rent at the highest rates obtainable from its customers. In order to realize this, Zedcor must maintain a high quality fleet in good condition that is diverse in variety and innovation in order to satisfy the various requirements of its customer base and Zedcor must continue to develop

strong, long-term relationships with its customer base through service, consistency and market knowledge.

### *New Products*

Zedcor intends to continue to expand its rental fleet and to offer a wider variety of innovative equipment to its rental customers, subject to available funding. In 2018 Zedcor purchased 63 solar light towers in order to service a growing need for this product line. Zedcor's security and surveillance division began in 2018 with the purchase of 67 solar light towers equipped with high resolution surveillance cameras. These solar light towers with surveillance cameras are being used to provide security and surveillance services for a pipeline replacement project and rig watch services. Any further growth of the rental fleet will be focused on the latest generation of light towers and any ancillary equipment that may be attached thereto, including surveillance cameras. To date, Zedcor has primarily focused on the oil and gas sector. However, the security and surveillance offering market reach is expanding into oil and gas midstream construction, commercial and residential construction and mining.

Zedcor relies on manufacturers for the supply of newly built equipment for its rental fleet. Zedcor has a strong relationship with a manufacturer that specializes in light towers, allowing Zedcor to procure light towers on a timely basis. The manufacturing segment of the modular facility industry is well structured in Western Canada with three large capacity manufacturers, several mid-sized manufacturers, and numerous small scale suppliers. Zedcor has a strong relationship with its manufacturer, which permits Zedcor to be able to procure production space despite general capacity constraints within the manufacturer.

### *Cycles*

Zedcor operates in the Western Canadian Sedimentary Basin, where the activity levels in the oilfield services industry are subject to the ability to move heavy equipment in the oil and natural gas fields. This mobility is dependent on weather conditions. As warm weather returns in the spring, the winter's frost coming up out of the ground renders many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out ("**spring breakup**"). In addition, many exploration and production areas in northern Canada are accessible only in the winter months when the ground is frozen hard enough to support heavy equipment ("**winter freeze up**"). The timing of winter freeze up and spring breakup affects the ability to move equipment in and out of these areas, which directly affects the activities of the exploration and development companies serviced by Zedcor.

Zedcor's primary customer base is in the oil and gas industry in Western Canada. This industry is highly subject to seasonality. Fleet rentals have historically experienced higher activity and demand in the winter months. This is due to the increase in exploration and infrastructure construction at remote northern sites where access is restricted during warmer months due to muskeg and wildlife conservation efforts.

### *Environmental Protection*

The Canadian oil and gas industry is regulated by a number of federal and provincial governmental bodies and agencies under a variety of complex federal and provincial legislation that sets forth numerous prohibitions and requirements with respect to planning and approval processes related to land use, sustainable resource management, waste management, responsibility for the release of presumed hazardous materials, protection of wildlife and the environment and the health and safety of

workers. Legislation provides for the restrictions and prohibitions on the transport of dangerous goods and the release or emission of various substances, including substances used and produced in association with certain oil and gas industry operations. The legislation addresses various permits, drilling, access road constructions, camp construction, well completion, installation of surface equipment, air monitoring, surface and ground water monitoring in connection with these activities, waste management and access to remote or environmentally sensitive areas.

The operations of Zedcor are subject to a variety of federal, provincial, and local laws, regulations, and guidelines, including laws and regulations relating to health and safety, the conduct of operations, the protection of the environment, the operation of equipment used in its operations and the transportation of materials and equipment Zedcor provides for its clients. Zedcor invests financial and managerial resources to ensure compliance with all applicable laws and regulations and will continue to do so in the future. Although such expenditures historically have not been material to Zedcor, such laws or regulations are subject to change. Accordingly, it is impossible for Zedcor to predict cost or impact of such laws and regulations on its future operations.

### *Employees*

Zedcor and its 100% owned subsidiary Zedcor Corp., currently employ 47 people on a full-time basis. Of these, four people are employed directly by Zedcor on a full-time basis, and Zedcor Corp. employs 43 people on a full-time basis. The personnel employed by Zedcor and Zedcor Corp. represent an experienced and qualified workforce including several senior staff members with considerable background in the oilfield equipment rental business, security and surveillance, and many long service employees.

### **Risk Factors**

The following information is a summary only of certain risk factors relating to the Corporation and should be read in conjunction with the detailed information appearing elsewhere in this Annual Information Form. Prospective investors should carefully consider the risk factors set out below and consider all other information contained in this Annual Information Form and in the Corporation's other public filings before making an investment decision. The risks set out below are not an exhaustive list, nor should be taken as a complete summary or description of all the risks associated with the Corporation's business and the oilfield surface equipment rental and portable oilfield accommodations rental business generally.

#### *Volatility in the Oil and Gas Industry*

Recent market events and conditions, including global oil and natural gas supply and demand slowing growth in emerging economies, market volatility and disruptions in Asia, and sovereign debt levels in various countries have caused significant weakness and volatility in commodity prices. North American crude oil price differentials continued to be volatile throughout 2018 which had an impact on crude oil prices for Canadian producers. These events and conditions have caused a significant decrease in the valuation of oil and gas companies and a decrease in confidence in the oil and gas industry. These difficulties have been exacerbated in Canada by the inability to get the necessary approvals to build pipelines and other facilities to provide better access to markets for the oil and gas industry in Western Canada has led to additional uncertainty and reduced confidence in the oil and gas industry in Western Canada. The foregoing factors affect many of the Corporation's customers and therefore decrease

demand for Zedcor's oilfield equipment rental products. This, in turn, will result in lower revenues and earnings for Zedcor's oilfield rentals division.

#### *Commodity Price Risk*

The downturn in oil and gas prices worldwide has had a direct impact on activities of many of Zedcor's customers. Low commodity prices for an extended period of time will result in continued reduced demand for many of Zedcor's oilfield rental services. This, in turn, will result in lower revenues and earnings for Zedcor's oilfield rentals division.

#### *Economic and Political Conditions*

Changes in economic conditions, including, without limitation, recessionary or inflationary trends, commodity prices, equity market levels or strength, consumer credit availability, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence could have a material adverse effect on Zedcor's business, financial condition, results of operations or cash flows. In addition, economic and business conditions in Zedcor's markets may be affected by disruptions in the financial markets caused by political or other events and such affects may adversely impact Zedcor's business, financial condition, and results of operations or cash flows.

Many of Zedcor's customers, have curtailed their capital spending due to macro-economic conditions and may experience difficulty in paying for services purchased. By allowing Zedcor to adapt to changing market conditions, exposure to such risk may be lessened. This has and will continue to be achieved by cost management strategies and expansion into other complementary sectors, such as security and surveillance, through new targeted marketing strategies.

#### *Competition*

Competition in the energy services industry is intense and growing. In addition to local competitors, Zedcor competes with national and international companies that have substantially greater personnel and financial resources, as well as better name recognition and larger customer bases. Also, given the potential size of the market, it is foreseeable that new competition with greater resources will be entering the marketplace on an on-going basis.

#### *Technology Risk*

Zedcor's ability to meet customer demands in respect of performance and cost will depend upon continuous improvements in services, and there can be no assurance that Zedcor will be successful in this regard or that Zedcor will have resources available to meet this continuing demand. Failure to meet this demand could have a material adverse effect on Zedcor's business, financial condition, results of operations and cash flows. No assurances can be given that Zedcor's competitors will not achieve technological advantages.

#### *No Long Term Rental Contracts*

The business operations of Zedcor depend on successful execution of performance based contracts. The key factors which determine whether a client continues to use Zedcor are service quality and availability, reliability and performance of equipment used to perform its services, technical knowledge

and experience, safety and competitive price. There can be no assurance that Zedcor's relationships with its customers will continue.

#### *Dependence on Major Customers*

Zedcor generates approximately 60% of its revenue from its top ten customers, and there can be no assurance that the current customers will continue their relationships with Zedcor. The loss of one or more major customers, or any significant decrease in services provided to a customer, prices paid or any other changes to the terms of service with customers, could have a material adverse effect on the financial results, cash flows, and the overall financial condition of Zedcor and Zedcor Corp.

#### *Reliance upon Management*

Executive management and other key personnel are essential to Zedcor's business. The loss of the services of any of these persons could have an adverse effect on the business. Zedcor's ability to develop its products and deliver services could be harmed if it is not able to recruit and retain qualified personnel. In order to address this risk, the Corporation is proactive in its human resource management and works to provide an attractive workplace environment for all employees.

#### *Dependence on Suppliers*

Failure of suppliers to deliver equipment in a timely and efficient manner could be detrimental to Zedcor's ability to keep customers and to expand. No assurances can be given that the Corporation will be successful in maintaining its required supply of equipment.

#### *Safety*

The services provided by the Corporation involve a number of hazards and risks on well-sites. To address these risks, the Corporation has developed and implemented safety and training programs. In addition, a comprehensive insurance and risk management program has been established to protect the Corporation's assets and operations.

#### *Capital Markets*

The Corporation, along with local, national and international companies with which it competes, has restricted access to capital, bank debt and equity. As such, the Corporation is dependent upon the lending capacity of many financial institutions which fluctuates depending on broad market conditions. As future capital expenditures will be financed out of funds generated from operations, borrowings and possible future equity sales, the Corporation's ability to do so is dependent on, among other factors, the overall state of capital markets and investor appetite for investments in the rental industry and the Corporation's securities in particular.

To the extent that external sources of capital become limited, unavailable or available on onerous terms, the Corporation's ability to make capital investments and maintain existing assets may be impaired, such that its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.



### *Future Capital Requirements*

Zedcor may require additional financing in order to grow and expand its operations. It is possible that required future financing will not be available or, if available, will not be available on favourable terms. If Zedcor issues Common Shares or other securities, including convertible securities, to finance its operations or expansion plans, shareholders may suffer dilution of their investment. If adequate funds are not available, or are not available on acceptable terms, the Corporation may not be able to take advantage of opportunities, or otherwise optimally respond to competitive pressures.

### *Impact of Future Financings on Market Price*

In order to finance future operations or acquisitions opportunities, the Corporation may raise funds through the issuance of Common Shares or the issuance of debt instruments or securities convertible into Common Shares. The Corporation cannot predict the size of future issuances of Common Shares or the issuance of debt instruments or other securities convertible into Common Shares or the effect, if any, that future issuances and sales of the Corporation's securities will have on the market price of the Common Shares.

### *Successfully Managing its Growth*

Zedcor's growth strategy will continue to place significant demands on its financial, operational and management resources. In order to continue its growth, Zedcor may need to add administrative, management and other personnel, and make additional investments in operations and systems. Zedcor cannot provide assurance that it will be able to find and train qualified personnel, or do so on a timely basis, or expand its operations and systems.

### *Adequacy of Insurance Coverage*

Zedcor seeks to obtain and maintain, at all times, insurance coverage in respect of its potential liabilities and the accidental loss of value of its assets from risks, in those amounts, with those insurers, and on those terms it considers appropriate, taking into account all relevant factors, including the practices of owners of similar assets and operations. However, not all risks are covered by insurance, and Zedcor cannot provide assurance that insurance will be available consistently or on an economically feasible basis or that the amounts of insurance will be sufficient to cover losses or claims that may occur involving its assets or operations.

### *Volatility of Market Price*

The market price of the Common Shares could be subject to significant fluctuation in response to variations in quarterly and yearly operating results, the success of Zedcor's business strategy and other factors. In addition, the stock market experiences price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of affected issuers. These fluctuations may adversely affect the market price of the Common Shares.

### *Uncertain Operating Conditions*

The Corporation's financial results will be affected by a number of factors. The primary factors affecting Zedcor's operating results are changes in oil and gas prices, technology, equipment costs, labour costs, overhead costs and quantity of customer orders. In addition to this, other factors having an impact on

results are competition; asset and capacity management; customer service effectiveness; and overall industry economic conditions. Variability of results can be caused by any one or any combination of these factors.

*Zedcor's Operations are Geographically Concentrated and Susceptible to Local Economies, Regulations and Seasonal Fluctuations.*

Zedcor's business operations are carried out primarily in the Provinces of British Columbia and Alberta and are susceptible to those markets' local economy, regulations and seasonal fluctuations. Seasonality may temporarily affect Zedcor's revenues and expenses. In general, the level of activity in the Canadian oilfield service industry is influenced by seasonal weather patterns. Wet weather and the spring thaw make the ground unstable. Consequently, municipalities and provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity at all levels of the oil and gas industry. Additionally, certain oil and gas producing areas are located in areas that are inaccessible other than during the winter months, because the ground surrounding the drilling sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in the activity levels of exploration, development and production companies and corresponding declines in the demand for goods and services of Zedcor.

*Potential Replacement of or Reduced Use of Products and Services*

Certain rental equipment of the Corporation may become obsolete or experience a decrease in demand through the introduction of competing products or new technologies that are lower in cost, exhibit enhanced performance characteristics or are determined by the market to be more preferable for a variety of reasons. The changes could have a material adverse effect on the Corporation's business, financial condition, results or operations and cash flows. Although the Corporation makes reasonable efforts to keep current with the changing market for oil and gas equipment rental services and technological and regulatory changes, there can be no assurance that the Corporation will be able to identify all changes to competing products and technology.

Failure of suppliers to deliver equipment in a timely and efficient manner could be detrimental to Zedcor's ability to keep customers and to expand. No assurances can be given that the Corporation will be successful in maintaining its required supply of equipment.

*Zedcor's Environmental Requirements*

Zedcor could be subject to legal action relating to compliance with environmental laws or regulations, and to civil claims from parties alleging some harm as a consequence of contamination, odours and other releases to the environment or other environmental matters (including the acts or omissions of its predecessors) for which Zedcor may be responsible.

In general, environmental, health and safety laws authorize federal, provincial or local environmental regulatory agencies (and in some cases, private citizens) to bring administrative or judicial actions for violations of environmental laws or to revoke or deny the renewal of a permit. Potential penalties for such violations may include, among other things, civil and criminal monetary penalties, imprisonment, permit suspension or revocation, and injunctive relief. These agencies may also attempt to revoke or deny renewal of Zedcor's permits or licenses for violations or alleged violations of environmental, health and safety laws or regulations. Under certain circumstances, citizens are also authorized to file lawsuits to compel compliance with environmental laws, regulations or permits under which Zedcor operates

and to impose monetary penalties. Surrounding landowners or community groups may also assert claims alleging environmental damage, personal injury or property damage in connection with Zedcor's operations.

Potential changes in requirements may result in increased operating costs and capital expenditures for oil and gas companies, thereby delaying or decreasing the demand for Zedcor's services.

Management is unable to predict the impact of potential emissions targets and it is possible that changes could adversely affect Zedcor's business, financial condition and results of operations. These regulations would likely result in higher operating costs for our customers in the region, putting further pressure on project economics, and may also impair the Corporation's ability to provide its services economically.

#### *Conflicts of Interest*

The directors of Zedcor may be or become engaged in different industries, both on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers may be in direct competition with the Corporation. Conflicts of interest, if any, which arise will be subject to and governed by the procedures prescribed by the ABCA.

#### *Climate Change Regulations*

Climate change policy is evolving at regional, national and international levels, and political and economic events may significantly affect the scope and timing of climate change measures that are ultimately put in place. The federal and certain provincial governments have implemented legislation aimed at incentivizing the use of alternative fuels and in turn reducing carbon emissions. The taxes placed on carbon emissions may have the effect of decreasing the demand for oil and natural gas products and at the same time, increasing the Corporation's operating expenses, each of which may have a material adverse effect on the Corporation's profitability and financial condition. Further, the imposition of carbon taxes puts the Corporation at a disadvantage with the Corporation's competitors who operate in jurisdictions where there are less costly carbon regulations. The adoption of such laws and regulations and the imposition of fees, taxes or other costs, could adversely affect oil and gas drilling activities which in turn could negatively impact Zedcor's business due to a reduction in demand for rental equipment. In addition to climate policy risk, the oil and gas industry faces physical risks attributable to a changing climate. Climate change is expected to increase the frequency of severe weather conditions, including high winds, heavy rainfall, extreme temperatures, flooding and wildfires, which may result in disruptions in operations or transportation interruptions which may lead to increased expenditures or reduced revenues for Zedcor.

#### *Access to Credit Markets*

Due to the nature of the Corporation's business it is necessary from time to time for the Corporation to access other sources of capital beyond its internally generated cash flow in order to fund the development and acquisition of its long term asset base. As part of this strategy, the Corporation obtains some of the necessary capital by incurring debt and therefore the Corporation is dependent to a certain extent on continued availability of the credit markets. The continued availability of the credit markets for Zedcor is primarily dependent on the state of the economy and the health of the banking industry in North America and abroad. There is risk that if the global economy and banking industry experience unexpected and/or prolonged deterioration, then Zedcor's access to credit markets may

contract or disappear altogether. The Corporation tries to mitigate this risk by dealing with reputable lenders and tries to structure its lending agreements to give it the most flexibility possible should these situations arise. However, the situations that may give rise to credit markets tightening or disappearing are beyond Zedcor's control.

Zedcor is also dependent to a certain extent on continued access to equity capital markets. The Corporation is listed on the TSXV and maintains an active investor relations program. Continued access to capital is dependent on Zedcor's ability to continue to perform at a level that meets market expectations.

#### *Credit Facility Risk*

The Corporation is required to comply with the covenants and other terms and conditions of the Second Amended and Restated Term Loan Agreement and with the terms and conditions of the Amended and Restated Loan Agreement. A breach by the Corporation of its obligations under either of the foregoing agreements or any circumstances reducing the funds available to the Corporation thereunder, could result in the requirement to repay a portion or all of the Corporation's indebtedness thereunder.

#### *Internal Controls*

Effective internal controls are necessary for Zedcor to provide reliable financial reports and to help prevent fraud. Although Zedcor will undertake a number of procedures in order to help ensure the reliability of its financial reports, including those imposed on it under Canadian securities laws, Zedcor cannot be certain that such measures will ensure that Zedcor will maintain adequate control over financial processes and reporting.

Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm Zedcor's results of operations or cause it to fail to meet its reporting obligations. If Zedcor or its independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in Zedcor financial statements and harm the trading price of the Common Shares.

#### *Dilution*

The Corporation may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Corporation which may be dilutive.

#### *Litigation*

In the normal course of the Corporation's operations, it may become involved in, named as party to, or be the subject of, various legal proceedings, tax proceedings, and legal actions, related to personal injuries, property damage, property tax, land rights, the environment and contract disputes. The outcome of outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the Corporation and as a result, could have a material adverse effect on the Corporation's assets, liabilities, business, financial condition and results of operations.

### *Breach of Confidentiality*

While discussing potential business relationships or other transactions with third parties, the Corporation may disclose confidential information relating to the business, operations or affairs of the Corporation. Although confidentiality agreements are signed by third parties prior to the disclosure of any confidential information, a breach could put the Corporation at competitive risk and may cause significant damage to its business. The harm to the Corporation's business from a breach of confidentiality cannot presently be quantified, but may be material and may not be compensable in damages. There is no assurance that, in the event of a breach of confidentiality, the Corporation will be able to obtain equitable remedies, such as injunctive relief, from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damages to its business that such a breach of confidentiality may cause.

### *Information Technology Systems and Cyber-Security*

The Corporation relies heavily on information technology, such as computer hardware and software systems, in order to properly operate its business. In the event the Corporation is unable to regularly deploy software and hardware, effectively upgrade systems and network infrastructure, and take other steps to maintain or improve the efficiency and efficacy of systems, the operation of such systems could be interrupted or result in the loss, corruption, or release of data, compromise confidential customer or employee information, result in the disruption of business, theft or extortion of funds, regulatory infractions, loss of competitive advantage and reputational damage. In addition, information systems could be damaged or interrupted by natural disasters, force majeure events, telecommunications failures, power loss, acts of war or terrorism, computer viruses, malicious code, physical or electronic security breaches, intentional or inadvertent user misuse or error, or similar events or disruptions. Any of these or other events could cause interruptions, delays, loss of critical and/or sensitive data or similar effects, which could have a material adverse impact on the protection of intellectual property, and confidential and proprietary information, and on the Corporation's business, financial condition, results of operations and cash flows.

In the ordinary course of business, the Corporation collects, uses and stores sensitive data, including intellectual property, proprietary business information and personal information of the Corporation's employees and third parties. Despite the Corporation's security measures, its information systems, technology and infrastructure may be vulnerable to attacks by hackers and/or cyberterrorists or breaches due to employee error, malfeasance or other disruptions. Any such breach could compromise information used or stored on the Corporation's systems and/or networks and, as a result, the information could be accessed, publicly disclosed, lost or stolen.

To date the Corporation has not experienced any material losses relating to cyber-attacks or other information security breaches. However, there can be no assurance that the Corporation will not incur such losses in the future. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties or other negative consequences, including disruption to the Corporation's operations and damage to its reputation, which could have a material adverse effect on the Corporation's business, financial condition, results of operations and cash flows. Although the Corporation maintains a risk management program, which includes an insurance component that may provide coverage for the operational impacts from an attack to, or breach of, Zedcor's information technology and infrastructure, including process control systems, the Corporation does not maintain stand-alone cyber insurance.

Furthermore, not all cyber risks are insurable. As a result, Zedcor's existing insurance may not provide adequate coverage for losses stemming from a cyber-attack to, or breach of, its information technology and infrastructure.

*Forward-Looking Statements may Prove Inaccurate*

Undue reliance should not be placed on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this Annual Information Form under the heading "Forward-Looking Statements".

## DIVIDENDS AND DISTRIBUTIONS

Zedcor declared the following quarterly cash dividends on its Common Shares in 2015:

<b>Date of Announcement</b>	<b>Record Date</b>	<b>Payment Date</b>	<b>Amount Per Common Share \$</b>	<b>Common Shares Outstanding #</b>	<b>Total Dividend \$</b>
March 30, 2015	April 8, 2015	April 15, 2015	0.06	36,252,502	2,175,150
June 25, 2015	July 8, 2015	July 15, 2015	0.06	36,300,248	2,178,014
September 30, 2015	October 8, 2015	October 15, 2015	0.02	36,374,148	727,482
December 22, 2015	January 7, 2016	January 15, 2016	0.02	36,380,459	727,609

On February 2, 2016 Zedcor announced that the board of directors of the Corporation (the "Board") suspended the Corporation's quarterly dividend until further notice, all in connection with the entering into of the Second Amending Agreement. Under the Term Loan Agreement, Zedcor shall not, without the prior written consent of the Term Lender, declare or pay any dividends. The amount of cash dividends to be paid on the Common Shares, if any, in addition to the foregoing consent requirement, is also subject to the discretion of the Board and will depend upon, among other things, cash flow from operations generated by Zedcor, financial requirements for Zedcor's operations and the execution of its growth strategy, fluctuations in working capital, the timing and amount of capital expenditures, debt service requirements and covenants, the terms and conditions of the Term Loan Agreement, statutory liquidity requirements under the ABCA and other factors beyond the control of Zedcor. Accordingly, there can be no guarantee that Zedcor will resume the payment of dividends.

## DESCRIPTION OF CAPITAL STRUCTURE

### General Description of Capital Structure

The authorized share capital of Zedcor consists of an unlimited number of Common Shares, an unlimited number of preferred shares and 4,400,000 Series 1 Preferred Shares in the capital of Zedcor. As of the date hereof 53,225,574 Common Shares and 4,400,000 Series 1 Preferred Shares are issued and outstanding. There are no preferred shares issued and outstanding as at the date of this Annual Information Form.

### *Common Shares*

The holders of the Common Shares are entitled:

- (a) to receive notice of and to attend and vote at all meetings of shareholders, except meetings at which only holders of a special class of shares are entitled to vote; to receive any dividend declared by Zedcor on that class of shares; provided that Zedcor shall be entitled to declare dividends on the preferred shares, or on any of such classes of shares without being obligated to declare any dividends on the Common Shares;
- (b) subject to the rights, privileges, restrictions and condition attaching to any other class of Zedcor's shares, to receive Zedcor's remaining property upon dissolution in equal rank with the holders of all other Common Shares of Zedcor; and
- (c) to the rights, privileges and restrictions normally attached to Common Shares.

### *Preferred Shares*

The preferred shares may be issued from time to time in one or more series, each series consisting of a number of preferred shares as determined by the Board who may also fix the designations, rights, privileges, restrictions and conditions attaching to each series of preferred shares.

The preferred shares of each series shall, with respect to the payment of dividends and distributions of assets in event of liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution Zedcor's assets among its shareholders for the purpose of winding-up its affairs, rank on a parity with the preferred shares of every other series and shall be entitled to preference over Zedcor's voting and non-voting Common Shares and the share of any other class ranking junior to the preferred shares of the series. If any cumulative dividends or amounts payable on the return of the capital in respect of a series of preferred shares are not paid in full, all series of preferred shares shall participate ratably in respect of accumulated dividends and return of capital.

### *Series 1 Preferred Shares*

The first series of Preferred Shares shall consist of 4,400,000 shares which shall be designated as Series 1 Preferred Shares and, in addition to the rights, privileges, restrictions and conditions attached to the preferred shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

The Series 1 Preferred Shares are non-voting and non-transferrable, have a Stated Value of \$0.70 per share and a term of five years. The Series 1 Preferred Shares have a cumulative dividend of 5% of the Stated Value commencing on January 31, 2017 until January 31, 2018 and a 10% cumulative dividend from January 31, 2018 thereafter, with dividend payments being subject to certain restrictions in the Credit Agreement, as amended, and at the discretion of the Board. The dividend can be settled at the discretion of the Corporation in either cash or through the issuance of Common Shares based on the conversion price of \$0.70.

After January 31, 2019 the Series 1 Preferred Shares may be converted by the holder thereof into the Corporation's Common Shares at a conversion price of \$0.70 per share subject to the right of the

Corporation to redeem the Series 1 Preferred Shares prior to such conversion for a cash amount per share equal to the lesser of: (i) \$2.00; and (ii) the current market price of the Common Shares.

## MARKET FOR SECURITIES

### Trading Price and Volume of Trading of Common

The following table sets forth the reported high and low sales prices (which are not necessarily the closing prices) and the trading volumes of the Common Shares of Zedcor on the TSXV as reported by sources Zedcor believes to be reliable for the periods indicated:

	Price Range (\$)			Trading Volume
	High	Low	Close	
<b><u>2018</u></b>				
January .....	0.250	0.150	0.210	495,316
February .....	0.240	0.210	0.230	150,844
March .....	0.300	0.220	0.290	551,359
April .....	0.340	0.220	0.230	391,935
May .....	0.260	0.200	0.220	205,150
June .....	0.265	0.185	0.230	373,498
July .....	0.250	0.200	0.200	901,912
August .....	0.220	0.160	0.175	720,703
September .....	0.195	0.150	0.150	133,900
October .....	0.150	0.120	0.150	438,795
November .....	0.150	0.075	0.095	684,582
December .....	0.130	0.075	0.110	324,179
<b><u>2019</u></b>				
January .....	0.120	0.060	0.070	391,888
February .....	0.130	0.075	0.130	159,346
March 1 to 26 .....	0.145	0.095	0.095	87,930

### Prior Sales

The following table sets forth, for each class of securities of the Corporation that is outstanding but not listed or quoted on a marketplace, the price at which securities of the class have been issued during the financial year ended December 31, 2018 and the number of securities of the class issued at that price and the date on which the securities were issued.



<b>Class of Securities</b>	<b>Issue Price on Exercise Price</b>	<b>Number of Securities Issued</b>	<b>Date of Issue</b>
	<b>\$</b>		
Lender Warrants <sup>(1)</sup>	0.20	3,651,501	April 21, 2017
Options <sup>(2)</sup>	0.25	575,000	January 15, 2018
Options <sup>(2)</sup>	0.25	925,000	April 3, 2018
Options <sup>(2)</sup>	0.25	225,000	June 19, 2018
Options <sup>(2)</sup>	0.25	75,000	August 16, 2018
Lender Warrants <sup>(3)</sup>	0.20	248,209	October 1, 2018
Options <sup>(2)</sup>	0.25	250,000	November 15, 2018

**Notes:**

- (1) The Lender Warrants were amended under a Second Warrant Amendment Agreement dated September 28, 2018 to decrease the exercise price from \$0.27 per share to \$0.20 per share and to extend the expiry time thereunder to January 21, 2021.
- (2) Stock options (“Options”) issued under the stock option plan of the Corporation.
- (3) Lender Warrants were issued to purchase Common Shares at an exercise price of \$0.20 per share with an expiry date of January 21, 2021.

As at the date of this Annual Information Form, the Corporation has 2,900,000 Options, 4,400,000 Series 1 Preferred Shares and 3,901,778 Lender Warrants issued and outstanding.

### **ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER**

As at the date of this Annual Information Form, the following Common Shares are held in escrow and no other securities are subject to a contractual restriction on transfer:

<b>Designation of Class</b>	<b>Number of Securities held in</b>	
	<b>Escrow</b>	<b>Percentage of Class</b>
Common Shares <sup>(1)</sup>	1,142,212	2.16%

**Note:**

- (1) These Common Shares are held in escrow pursuant to an escrow agreement dated May 6, 2016 among Summit Star, Zedcor and Computershare Trust Company of Canada, as escrow agent, and shall be held by the escrow agent for a period of three years from May 6, 2016, subject to the terms and conditions of the subject escrow agreement.

### **DIRECTORS AND OFFICERS**

#### **Name, Occupation and Security Holding**

The following table sets forth the name, province and country of residence of the current officers and directors of the Corporation, the periods during which they have served as officers or directors and their principal occupations for the past five years. The term of office of each director will expire at the end of the next annual meeting of shareholders of the Corporation.

Name, Province and Country of Residence	Positions and Offices with the Corporation	Principal Occupation during the Past Five years
Jan Campbell Alberta, Canada	Corporate Secretary since March 2016	Corporate Secretary of Zedcor since March 2016 and President of Comply Inc., a consulting firm which provides corporate secretarial services, since December 2005.
Kim Cotter Alberta, Canada	Chief Financial Officer since October 2018	Chief Financial Officer of Zedcor since October 2018. Prior thereto, Corporate Controller of Zedcor from February 2017 to October 2018. Prior thereto, Controller of Alberta Tubular Products Ltd. from May 2016 to February 2017. Prior thereto, Controller of Pivot Data Centres Inc. from May 2010 to December 2014.
Ian McKinnon Alberta, Canada	Director since January 2018	Independent businessman since 2018. President and Chief Executive Officer of Zedcor from January 2018 to May 2018. Prior thereto, President and Chief Executive Officer of Sundance Holdings Corporation, a private consulting firm, that provided management consulting services to the oil and gas industry since April, 2004.
Brian McGill <sup>(1)</sup> Alberta, Canada	Director since June 2018	Partner at Stawowski McGill since 2009 and with the firm since 2000, a company which provides advisory services, which includes corporate finance, structure, leadership and culture, to growing businesses primarily in the oil and gas services and manufacturing sector.
Bob Petryk <sup>(2)</sup> Alberta, Canada	Director since June 2018	Independent businessman. Since 2010 Mr. Petryk has provided operations management consultancy services for various junior oil and gas companies active domestically and internationally.
Andy Purves <sup>(1)(2)</sup> Alberta, Canada	Director since January 2018	Vice President, Oil & Gas – Major Clients at Stantec Inc. since August 2012.
Dean Shillington <sup>(1)</sup> British Columbia, Canada	Director since June 2017	President, Chief Executive Officer and Founder of Knightsbridge Capital Group which provides asset based, lending solutions, since January 2007 and Founder & CEO of Maynbridge Capital Corp. since January 2013.

Name, Province and Country of Residence	Positions and Offices with the Corporation	Principal Occupation during the Past Five years
Dean Swanberg <sup>(2)</sup> Alberta, Canada	Director since June 2017	Interim Chief Executive Officer of Zedcor since May 2018. Prior thereto, independent businessman since 2016. Prior thereto, President of Zedcor Oilfield Rentals Ltd. from April 2011 until the acquisition of Zedcor by Canadian Equipment Rentals Corp. on February 2, 2016. President of Swanberg Bros. Trucking LP, one of the largest transporters of drilling rigs in Western Canada, from May 2005 until October 2010.
Todd Ziniuk Alberta, Canada	Chief Operating Officer since December 2016	Chief Operating Officer of Zedcor since December 2016. Prior thereto, Acting Chief Operating Officer of Zedcor from March 2016 to December 2016. Prior thereto, General Manager of Zedcor Oilfield Rentals Ltd. from May 2010 to February 2016. Prior thereto, President of North American Tubular Ltd. from November 2009 to May 2012.

**Notes:**

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance, Nominating and Compensation Committee.

As of the date hereof, the directors and officers of the Corporation, as a group, beneficially own, control or direct, directly or indirectly, 13,923,006 Common Shares representing approximately 26.16% of the issued and outstanding Common Shares. The information as to the number of Common Shares beneficially owned and controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective directors and officers of the Corporation individually

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

To the knowledge of the officers and directors of the Corporation, except as described below, no director or executive officer of the Corporation is, or has been in the last ten years, a director, chief executive officer or chief financial officer of an issuer that, while that person was acting in that capacity: (a) was the subject of a cease trading order or similar order or any order that denied the issuer access to any exemptions under securities legislation, for a period of more than thirty consecutive days, (b) was subject to an event that resulted, after that person ceased to be a director or executive officer, in the issuer being the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than thirty consecutive days, or (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceeding, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. In addition, none of such persons has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets within the last ten years. No director of the Corporation has been the subject of any

penalties or sanctions imposed by a court relating to securities legislation or by securities regulatory authority or has entered into a settlement agreement with the securities regulator authority or been the subject of any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Ian McKinnon was a director of Envirovault Corporation (“**Envirovault**”), a private oilfield services company, until November 6, 2015. Envirovault was placed into receivership following an application by its creditors on November 6, 2015.

### **Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided for by the ABCA. Certain of the directors of the Corporation are directors or officers of other corporations.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

To the knowledge of the Corporation, there are no legal proceedings material to the Corporation to which the Corporation is or was a party to or of which any of its properties is or was the subject of, during the financial year ended December 31, 2018 nor are there any such proceedings known to the Corporation to be contemplated.

To the knowledge of the Corporation, there were no (i) penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the Corporation’s last financial year, (ii) other penalties or sanctions imposed by a court or regulatory body against the Corporation that would likely be considered important to a reasonable investor in making an investment decision, or (iii) settlement agreements entered into by the Corporation before a court relating to securities legislation or with a securities regulatory authority during the last financial year.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

There were no material interests, direct or indirect, of any directors or executive officers of the Corporation, any person or company which beneficially owns or controls or directs, directly or indirectly, more than 10% of the outstanding Common Shares of the Corporation, or any known associate or affiliate of such persons, in any transaction within the last three financial years of the Corporation, or during the current financial year which has materially affected or is reasonably expected to materially affect the Corporation, other than Dean Shillington, a director of the Corporation, who is the CEO of Maynbridge Capital Corp. which is party to the Second Amended and Restated Term Loan Agreement and the Share and Loan Purchase Agreement dated February 2, 2016 among D.S.S. Holdings Inc., Kelly Ziniuk, Todd Ziniuk, Dean Swanberg and the Corporation in respect of the Zedcor Acquisition and whereunder, among other matters, Zedcor acquired all of the issued and outstanding shares of Zedcor Rentals and the Corporation issued the Series 1 Preferred Shares and the VTB Note – See “*General Development of the Business – Three Year History – 2016.*”

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares of Zedcor is Computershare Trust Company of Canada at its principal offices in Calgary and Toronto.

## MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, there are no material contracts entered into by Zedcor since its formation that can reasonably be regarded as presently material, other than the following: (1) Second Amended and Restated Term Loan Agreement dated March 25, 2019 in respect of the Second Amended and Restated Term Loan entered into with the Term Lender and (2) Amended and Restated Loan Agreement dated March 28, 2018 – See “*General Development of the Business – Three Year History – 2017 and 2018*”.

## INTERESTS OF EXPERTS

There is no person or company whose profession or business gives authority to a statement made by such person or company and who is named as having prepared or certified a statement, report, valuation or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 *Continuous Disclosure Obligations* by the Corporation during, or related to, the year ended December 31, 2018 other than KPMG LLP Chartered Accountants (“**KPMG**”), the Corporation’s auditors. KPMG is independent with respect to the Corporation within the meaning of the Rules of Professional conduct of the Institute of Chartered Accountants of Alberta.

## ADDITIONAL INFORMATION

Additional information including directors’ and officers’ remuneration, principal holders of the Corporation’s Common Shares and options to purchase Common Shares, is contained in the Corporation’s management information circular prepared in connection with its most recent annual and special meeting of shareholders. Additional financial information is provided in the Corporation’s comparative financial statements and management’s discussion and analysis for the year ended December 31, 2018, which may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional copies of this Annual Information Form, the materials listed in the preceding paragraph and, any interim financial statements which have been issued by the Corporation will be available upon request by contacting the Corporate Secretary of the Corporation at its offices at Suite 3000, 500 – 4<sup>th</sup> Avenue SW, Calgary, Alberta T2P 2V6.