

**Badger Daylighting Ltd.**

**Interim Condensed Consolidated Financial Statements  
(unaudited)**

For the period ended June 30, 2012

**REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim condensed consolidated financial statements, the statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Corporation have been prepared by Badger Daylighting Ltd. management.

The Corporation's independent auditor has not performed a review of the accompanying unaudited interim condensed consolidated financial statements in accordance with standards established by the CICA for a review of interim financial statements by an entity's auditor.

**BADGER DAYLIGHTING LTD.**  
**Unaudited Interim Consolidated Statement of Financial Position**  
(Expressed in Canadian Dollars)

As at	Notes	June 30, 2012 \$	December 31, 2011 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents		31,810,817	2,622,191
Trade and other receivables		51,377,130	56,170,776
Prepaid expenses		378,849	1,183,571
Inventories		2,304,262	2,288,716
		85,871,058	62,265,254
<b>Non-current Assets</b>			
Property, plant and equipment		131,747,717	115,002,042
Intangible assets		6,550,511	6,599,513
		138,298,228	121,601,555
<b>Total Assets</b>		224,169,286	183,866,809
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current Liabilities</b>			
Trade and other payables		14,589,130	13,290,835
Income taxes payable		1,352,157	5,186,568
Dividends payable		1,047,764	919,159
Provisions	4	3,432,000	3,126,560
		20,421,051	22,523,122
<b>Non-current Liabilities</b>			
Long-term debt	5	45,214,757	46,554,454
Deferred taxation		26,747,979	25,408,079
		71,962,736	71,962,533
<b>Shareholders' Equity</b>			
Shareholders' capital	6	80,640,111	44,473,107
Contributed surplus	6	2,060,607	2,657,923
Accumulated other comprehensive loss	6	(781,237)	(1,004,022)
Retained earnings		49,866,018	43,254,146
		131,785,499	89,381,154
<b>Total Liabilities and Shareholders' Equity</b>		224,169,286	183,866,809

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

**BADGER DAYLIGHTING LTD.**  
**Unaudited Interim Consolidated Statement of Comprehensive Income**  
(Expressed in Canadian Dollars)

	Notes	For the six months ended		For the three months ended	
		June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
		\$	\$	\$	\$
Revenues	8	108,018,503	83,775,810	53,984,135	42,804,832
Direct costs		74,683,914	57,104,364	37,112,609	28,956,370
<b>Gross profit</b>		<b>33,334,589</b>	<b>26,671,446</b>	<b>16,871,526</b>	<b>13,848,462</b>
Depreciation of property, plant and equipment		8,636,155	6,815,629	4,467,236	3,491,300
Amortization of intangible assets		49,002	98,000	-	49,000
Selling, general and administrative		6,363,505	5,418,626	3,156,850	2,720,984
<b>Operating profit</b>		<b>18,285,927</b>	<b>14,339,191</b>	<b>9,247,440</b>	<b>7,587,178</b>
Gain on sale of property, plant and equipment		(82,856)	(52,026)	(65,061)	(25,218)
Reimbursement to Clean Harbors, Inc.		-	1,062,039	-	1,062,039
Finance cost		695,633	643,524	362,385	345,925
<b>Profit before tax</b>		<b>17,673,150</b>	<b>12,685,654</b>	<b>8,950,116</b>	<b>6,204,432</b>
Income tax expense		5,413,469	3,739,561	2,805,487	1,640,165
<b>Net profit for the period</b>		<b>12,259,681</b>	<b>8,946,093</b>	<b>6,144,629</b>	<b>4,564,267</b>
<b>Other comprehensive income (loss)</b>					
Exchange differences on translation of foreign operations		222,785	(1,625,487)	1,444,147	(206,995)
<b>Total comprehensive income for the period attributable to shareholders of the Corporation</b>		<b>12,482,466</b>	<b>7,320,606</b>	<b>7,588,776</b>	<b>4,357,272</b>
<b>Earnings per share</b>					
Basic	9	1.12	0.83	0.56	0.42
Diluted	9	1.12	0.83	0.56	0.42

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

## BADGER DAYLIGHTING LTD.

### Unaudited Interim Consolidated Statement of Changes in Equity

(Expressed in Canadian Dollars)

	Notes	Shareholders' capital \$	Contributed surplus \$	Accumulated other comprehensive loss \$	Retained earnings \$	Total equity \$
<b>As at January 1, 2011</b>		44,473,107	4,578,771	(2,112,889)	28,480,897	75,419,886
Net profit for the period		-	-	-	8,946,093	8,946,093
Other comprehensive income (loss) for the period		-	-	(1,625,487)	-	(1,625,487)
Share-based payment transactions		-	224,800	-	-	224,800
Options surrendered for cash		-	(2,191,648)	-	-	(2,191,648)
Dividends		-	-	-	(5,514,954)	(5,514,954)
<b>As at June 30, 2011</b>		44,473,107	2,611,923	(3,738,376)	31,912,036	75,258,690
<b>As at January 1, 2012</b>		44,473,107	2,657,923	(1,004,022)	43,254,146	89,381,154
Net profit for the period		-	-	-	12,259,681	12,259,681
Other comprehensive income (loss) for the period		-	-	222,785	-	222,785
Share-based payment transactions	6,7	-	58,000	-	-	58,000
Share options exercised	6	205,170	-	-	-	205,170
Options surrendered for cash	6,7	-	(655,316)	-	-	(655,316)
Shares issued pursuant to equity financing	6	35,961,834	-	-	-	35,961,834
Dividends		-	-	-	(5,647,809)	(5,647,809)
<b>As at June 30, 2012</b>		80,640,111	2,060,607	(781,237)	49,866,018	131,785,499

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

**BADGER DAYLIGHTING LTD.**  
**Unaudited Interim Consolidated Statement of Cash Flows**  
(Expressed in Canadian Dollars)

	For the six months ended		For the three months ended	
	June 30,	June 30,	June 30,	June 30,
	2012	2011	2012	2011
Notes	\$	\$	\$	\$
<b>Operating activities</b>				
Net profit for the period	12,259,681	8,946,093	6,144,629	4,564,267
Non-cash adjustments to reconcile profit from operations to net cash flows:				
Depreciation of property, plant and equipment	8,636,155	6,815,629	4,467,236	3,491,300
Amortization of intangible assets	49,002	98,000	-	49,000
Deferred income taxes	1,823,000	1,591,300	1,098,000	986,400
Share-based payment transaction expense	6,7 58,000	224,800	20,000	107,000
Equity-settled share plan settled in cash	6,7 (655,316)	(2,191,648)	(655,316)	(2,191,648)
Gain on sale of property plant and equipment	(82,856)	(52,026)	(65,061)	(25,218)
Unrealized foreign exchange (gain) loss on deferred tax	(483,100)	(371,853)	(160,864)	3,350
	21,604,566	15,060,295	10,848,624	6,984,451
Net change in non-cash working capital relating to operating activities	3,406,378	(4,103,405)	4,702,192	(3,935,697)
<b>Net cash flows from operating activities</b>	<b>25,010,944</b>	<b>10,956,890</b>	<b>15,550,816</b>	<b>3,048,754</b>
<b>Investing activities</b>				
Purchase of property, plant and equipment	(25,225,344)	(11,674,982)	(12,712,105)	(6,566,883)
Purchase of intangible assets	-	(275,000)	-	-
Proceeds from sale of property, plant and equipment	94,923	72,699	74,319	39,145
<b>Net cash flows used in investing activities</b>	<b>(25,130,421)</b>	<b>(11,877,283)</b>	<b>(12,637,786)</b>	<b>(6,527,738)</b>
<b>Financing activities</b>				
Proceeds from issuance of shares, net of issuance costs	6 35,961,834	-	35,961,834	-
Proceeds received on the exercise of share options	6 205,170	-	41,070	-
Proceeds from long-term debt	-	4,318,957	-	3,422,432
Repayment of long-term debt	(1,339,697)	(3,258,554)	(8,394,233)	(3,177,614)
Dividends paid to owners	(5,519,204)	(5,731,226)	(2,760,028)	(2,757,477)
<b>Net cash flows from (used in) financing activities</b>	<b>29,308,103</b>	<b>(4,670,823)</b>	<b>24,848,643</b>	<b>(2,512,659)</b>
Net increase (decrease) in cash and cash equivalents	29,188,626	(5,591,216)	27,761,673	(5,991,643)
Cash and cash equivalents, beginning of period	2,622,191	11,890,341	4,049,144	12,290,768
<b>Cash and cash equivalents, end of period</b>	<b>31,810,817</b>	<b>6,299,125</b>	<b>31,810,817</b>	<b>6,299,125</b>
Supplemental cash flow information:				
Interest paid	695,633	643,524	362,385	345,925
Income tax paid (recovered)	7,174,222	(38,947)	892,570	(3,263)

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

# **BADGER DAYLIGHTING LTD.**

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

Six months ended June 30, 2012  
(Unaudited – Expressed in Canadian Dollars)

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### **1 Incorporation and Operations**

Badger Daylighting Ltd. and its subsidiaries (together “Badger” or the “Corporation”) provide non-destructive excavating services to the utility, transportation, industrial, engineering, construction and petroleum industries in Canada and the United States. Badger is a publicly traded corporation. The address of the registered office is 1000, 635 – 8<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3M3.

The consolidated financial statements of the Corporation for the period ended June 30, 2012 were authorised for issue in accordance with a resolution of the directors on August 10, 2012.

### **2 Basis of Preparation**

#### **Statement of compliance**

These interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) and using the same accounting policies the Corporation used in its consolidated financial statements as at and for the year ending December 31, 2011.

The interim condensed consolidated financial statements should be read in conjunction with the Corporation’s annual consolidated financial statements for the year ended December 31, 2011, as well as the Corporation’s interim consolidated financial statements for the period ended March 31, 2012.

#### **Basis of measurement**

These consolidated financial statements have been prepared under the historical cost convention.

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

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

### **3 Recent accounting pronouncements**

The Corporation has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Corporation:

- i) IFRS 9, ‘Financial Instruments’ was issued in November 2009 as the first step in its project to replace IAS 39 ‘Financial Instruments: Recognition and Measurement’. IFRS 9 introduces new requirements for classifying and measuring financial assets that must be applied starting January 1, 2015, with early adoption permitted. The IASB intends to expand IFRS 9 during the intervening period to add new requirements for classifying and measuring financial liabilities, de-recognition of financial instruments, impairment and hedge accounting. The Corporation is currently assessing the impact of this standard.
- ii) IFRS 10, ‘Consolidated Financial Statements’ was issued in May 2011 and will supersede the consolidation requirements in SIC-12 ‘Consolidation – Special Purpose Entities’ and IAS 27 ‘Consolidated and Separate Financial Statements’ effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard also provides additional guidance to assist in the determination of control where this is difficult to assess. The Corporation has assessed this standard and determined that the standard will not have a material impact on the Corporation’s financial statements.

## BADGER DAYLIGHTING LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012

(Unaudited – Expressed in Canadian Dollars)

### 3 Recent accounting pronouncements (continued)

- iii) IFRS 11, 'Joint Arrangements' was issued in May 2011 and will supersede existing IAS 31, 'Joint Ventures' effective for annual periods beginning on or after January 1, 2013, with early application permitted. IFRS 11 provides for the accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The Corporation has assessed this standard and determined that the standard is not applicable to the Corporation.
- iv) IFRS 12, 'Disclosure of Interests in Other Entities' was issued in May 2011 and is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Corporation has assessed this standard and determined that the standard will result in additional disclosure relating to the Corporation's subsidiaries.
- v) IFRS 13 'Fair Value Measurement' which is effective prospectively for annual periods beginning on or after January 1, 2013. IFRS 13 replaces fair value measurement guidance contained in individual IFRSs, providing a single source of fair value measurement guidance. The standard provides a framework for measuring fair value and establishes new disclosure requirements to enable readers to assess the methods and inputs used to develop fair value measurements and for recurring valuations that are subject to measurement uncertainty and the effect of those measurements on the financial statements. The Corporation has assessed this standard and determined that the standard may result in additional disclosure.

### 4 Provisions

	Bonus	Performance	Deferred	Legal	Total
	\$	Trust Share Plan	Unit Plan	\$	\$
	\$	\$	\$	\$	\$
As at January 1, 2011	677,850	773,000	-	800,000	2,250,850
Arising during the year	2,035,830	214,865	1,603,000	-	3,853,695
Utilised	(1,190,120)	(987,865)	-	(800,000)	(2,977,985)
As at December 31, 2011	1,523,560	-	1,603,000	-	3,126,560
Arising during the period	1,130,094	-	1,026,000	-	2,156,094
Utilised	(1,758,654)	-	(92,000)	-	(1,850,654)
<b>As at June 30, 2012</b>	<b>895,000</b>	<b>-</b>	<b>2,537,000</b>	<b>-</b>	<b>3,432,000</b>

Upon the implementation of the Deferred Unit Plan, on November 10, 2011 the Performance Trust Share Plan was terminated (note 7).

### 5 Long-term debt

	June 30, 2012	December 31, 2011
	\$	\$
Extendable revolving credit facility	45,214,757	46,554,454

The Corporation has established a \$55,000,000 extendable revolving credit facility. The purpose of the credit facility is to finance the Corporation's capital expenditure program and for general corporate purposes. The credit facility bears interest, at the Corporation's option, at either the bank's prime rate [December 31, 2011 – 3.00%] or bankers' acceptance rate plus 1.25% [December 31, 2011 – 2.41%]. An additional stand-by fee calculated at an annual rate of 0.275% per annum is also required on the unused portion of the credit facility. This fee is expensed as incurred.



# BADGER DAYLIGHTING LTD.

## Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012  
(Unaudited – Expressed in Canadian Dollars)

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### 5 Long-term debt (continued)

The credit facility has no required principal repayment. The credit facility expires on June 23, 2013 and is renewable at the Corporation's option for an additional 364 day period, after which the entire amount must be repaid. If not renewed, interest is payable on the facility for 364 days after which the entire amount is to be repaid.

The extendable revolving credit facility is collateralized by a general security interest over the Corporation's assets, property and undertaking, present and future.

Under the terms of the credit facilities, the Corporation must comply with certain financial and non-financial covenants, as defined by the bank. Throughout 2012, and as at June 30, 2012, the Corporation was in compliance with all of these covenants.

As at June 30, 2012, the Corporation has issued letters of credit in the amount of approximately \$240,000. The outstanding letters of credit reduce the amount available under the extendable revolving credit facility.

At June 30, 2012, the Corporation had available \$9,545,243 (December 31, 2011 - \$13,445,546) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met.

### 6 Shareholders' capital and reserves

#### A) Authorized shares

An unlimited number of voting common shares are authorized without nominal or par value.

#### B) Issued and outstanding

	Number of Shares	Amount \$
At January 1, 2011 and December 31, 2011	10,813,631	44,473,107
Shares issued pursuant to equity financing, net of issuance costs	1,500,000	35,961,834
Shares issued pursuant to the share option plan	13,000	205,170
At June 30, 2012	<u>12,326,631</u>	<u>80,640,111</u>

On June 19, 2012, the Corporation completed an equity financing through the issuance of 1,500,000 common shares at a price of \$25.00 per common share for gross proceeds of \$37,500,000. The Corporation incurred share issue costs of \$1,538,166 (net of income taxes of \$526,500), in connection with the equity financing, including a commission fee paid to the underwriters of \$1,687,500 and professional and miscellaneous fees of \$377,166.

#### C) Accumulated other comprehensive loss

The accumulated other comprehensive loss is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

## BADGER DAYLIGHTING LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012

(Unaudited – Expressed in Canadian Dollars)

## 6 Shareholders' capital and reserves (continued)

### D) Contributed surplus

The contributed surplus reserve is used to recognise the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in contributed surplus is credited to share capital. Refer to Note 7 for further details of these plans.

	June 30, 2012	December 31, 2011
	\$	\$
Opening balance	2,657,923	4,578,771
Share-based payment transactions	58,000	270,800
Equity-settled share plan settled in cash	(655,316)	(2,191,648)
Closing balance	<u>2,060,607</u>	<u>2,657,923</u>

## 7 Share-based payment plans

### Share plan (equity-settled)

Under the Share Plan, directors, officers, employees and consultants of the Corporation are eligible to receive share options to acquire ordinary shares of the Corporation, with terms not to exceed 10 years from the date of the grant. The exercise price shall not be less than the closing price of the shares traded on the Toronto Stock Exchange on the first date preceding the date of the grant. Under the Share Plan, vesting periods are determined by the directors of the Corporation at the time of the grant. All share options granted through to June 30, 2012 vest equally over a period of three years from the date of grant. The maximum number of shares to be issued under this plan may not exceed 250,000 shares (previously 850,000 shares).

A summary of the share-based payment transactions for the period ended June 30, 2012 and the year ended December 31, 2011 are as follows:

	June 30, 2012		December 31, 2011	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding at beginning of period	187,750	19.00	768,280	16.96
Share options exercised	(13,000)	15.78	-	-
Options surrendered for cash	(52,375)	13.69	(568,530)	16.27
Forfeited	(6,000)	22.45	(12,000)	18.07
Outstanding at end of period	<u>116,375</u>	<u>21.59</u>	<u>187,750</u>	<u>19.00</u>

Pursuant to the share plan during the second quarter of 2012, the Corporation had 52,375 vested share options surrendered by employees in return for a cash settlement of \$655,316.

For the period ended June 30, 2012 the Corporation recorded compensation expense, included as part of selling, general and administrative expense, of \$58,000 (2011 - \$224,800) with an offsetting increase to contributed surplus in respect of the share options granted and outstanding as of June 30, 2012.

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

Six months ended June 30, 2012  
(Unaudited – Expressed in Canadian Dollars)

**7 Share-based payment plans (continued)**

**Performance Trust Share Plan (the “PTU” Plan)**

The Corporation established the PTU Plan to reward officers and employees. The number of shares earned is dependent upon the achievement of certain financial targets over a three-year period. The PTUs are earned over the same three-year period and vest on the third anniversary of the grant, at which time the holder is entitled to cash equal to the aggregate current market value of the number of shares subject to the PTUs. Dividends per PTU are added to the entitlement after the PTUs are earned. Compensation expense is based on the estimated fair value of the award determined at the end of each quarter and recognized on a straight-line basis throughout the term of the vesting period, with a corresponding increase to provisions. On May 13, 2008, May 15, 2009 and May 11, 2010, the Corporation granted awards pursuant to the plan. Upon implementation of the Deferred Unit Plan the PTU Plan was terminated. PTU’s which had been earned were transferred to deferred units.

**Deferred Unit Plan (cash-settled)**

In May 2011, the Corporation established the Deferred Unit Plan (“DUP”), which was approved by the shareholders at the September 22, 2011 Annual General Meeting. The DUP was established to reward officers and employees. Directors may also participate in the plan whereby they will be paid 60% to 100% of the annual retainer in the form of deferred units. Pursuant to the terms of the DUP, participants are granted deferred units with a value equivalent to the value of a Badger share. The deferred units granted earn additional deferred units for the dividends that would otherwise have been paid on the deferred units as if they instead had been issued as Badger shares on the date of the grant. The deferred units granted vest equally over a period of three years from the date of the grant. Upon vesting, the participant may elect to redeem the deferred units for an equal number of Badger shares or the cash equivalent. The DUP has been accounted for as a cash-settled plan.

The compensation expense is based on the estimated fair value of the deferred units outstanding at the end of each quarter and recognised using graded vesting throughout the term of the vesting period, with a corresponding increase to provisions. The Corporation has recorded a compensation expense of \$934,000 for the period ended June 30, 2012 (December 31, 2011 - \$1,034,865), which is included in selling, general and administrative expenses.

Changes in the number of deferred units under the Badger DUP were as follows:

	<b>Units</b>
At January 1, 2011	-
Granted	49,313
Transferred from PTU Plan	79,688
Dividends earned	2,177
<b>At December 31, 2011</b>	<b>131,178</b>
Granted	48,170
Dividends earned	2,280
Redeemed	(3,603)
Forfeited	(12,287)
<b>At June 30, 2012</b>	<b>165,738</b>
<b>Exercisable at June 30, 2012</b>	<b>47,103</b>

## BADGER DAYLIGHTING LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012

(Unaudited – Expressed in Canadian Dollars)

## 8 Revenues

	For the six months ended		For the three months ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
	\$	\$	\$	\$
Rendering of services	107,112,311	83,130,256	53,152,642	42,283,031
Truck placement fees	906,192	645,554	831,493	521,801
	<b>108,018,503</b>	<b>83,775,810</b>	<b>53,984,135</b>	<b>42,804,832</b>

## 9 Earnings per share

### Basic earnings per share (“EPS”)

Basic EPS is calculated by dividing profit or loss attributable to ordinary equity holders (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period. The denominator (number of units) is calculated by adjusting the shares in issue at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

The calculation of basic earnings per share for the six months ended June 30, 2012, was based on the profit available to common shareholders of \$12,259,681 (2011 - \$8,946,093), and a weighted average number of common shares outstanding of 10,913,005 (2011 – 10,813,631).

The calculation of basic earnings per share for the three months ended June 30, 2012, was based on the profit available to common shareholders of \$6,144,629 (2011 - \$4,564,267), and a weighted average number of common shares outstanding of 11,005,675 (2011 – 10,813,631).

The weighted average number of common shares is calculated as follows:

	For the six months ended		For the three months ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2010
Issued common shares outstanding, beginning of period	10,813,631	10,813,631	10,823,631	10,813,631
Effect of equity financing	90,659	-	181,319	-
Effect of share options exercised	8,715	-	725	-
Weighted average number of common shares, end of period	<b>10,913,005</b>	<b>10,813,631</b>	<b>11,005,675</b>	<b>10,813,631</b>

### Diluted EPS

Diluted EPS is calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential shares. The effects of anti-dilutive potential shares are ignored in calculating diluted EPS. All options are considered anti-dilutive when the Corporation is in a loss position.

The calculation of diluted earnings per share for the six months ended June 30, 2012, was based on a weighted average number of common shares outstanding after adjustment for the effects of all dilutive potential common shares of 10,927,198 (2011 – 10,837,392).

The calculation of diluted earnings per share for the three months ended June 30, 2012, was based on a weighted average number of common shares outstanding after adjustment for the effects of all dilutive potential common shares of 11,021,738 (2011 – 10,836,289).

## BADGER DAYLIGHTING LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012

(Unaudited – Expressed in Canadian Dollars)

#### 9 Earnings per share (continued)

The weighted average number of dilutive potential common shares is calculated as follows:

	For the six months ended		For the three months ended	
	June 30, 2012	June 30, 2011	June 30, 2012	June 30, 2011
Weighted average number of common shares (basic)	10,913,005	10,813,631	11,005,675	10,813,631
Effect of share options	14,193	23,761	16,063	22,658
Weighted average number of common shares (diluted)	10,927,198	10,837,392	11,021,738	10,836,289

For the six and three months ended June 30, 2012, there were no options (2011 – 110,375) excluded from the diluted weighted average number of common shares calculation. The average market value of the Corporation's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

#### 10 Segment reporting

The Corporation operates in two geographic/reportable segments providing non-destructive excavating services to each of these segments. The following is selected information for the periods ended June 30, 2012 and 2011 based on these geographic segments.

Each segment is responsible for its operating results.

For six months ended:	June 30, 2012			June 30, 2011		
	Canada (\$)	U.S. (\$)	Total (\$)	Canada (\$)	U.S. (\$)	Total (\$)
Revenues	58,673,672	49,344,831	108,018,503	51,078,364	32,697,446	83,775,810
Direct costs	37,103,081	37,580,833	74,683,914	31,629,485	25,474,879	57,104,364
Depreciation of property, plant and equipment	4,319,949	4,316,206	8,636,155	4,031,717	2,783,912	6,815,629
Amortization of intangible assets	49,002	-	49,002	98,000	-	98,000
Selling, general and administrative	5,061,816	1,301,689	6,363,505	4,467,602	951,024	5,418,626
Profit before tax	11,542,524	6,130,626	17,673,150	10,348,449	2,337,205	12,685,654

  

For three months ended:	June 30, 2012			June 30, 2011		
	Canada (\$)	U.S. (\$)	Total (\$)	Canada (\$)	U.S. (\$)	Total (\$)
Revenues	27,730,812	26,253,323	53,984,135	24,874,248	17,930,584	42,804,832
Direct costs	17,479,846	19,632,763	37,112,609	14,834,671	14,121,699	28,956,370
Depreciation of property, plant and equipment	2,209,944	2,257,292	4,467,236	2,037,478	1,453,822	3,491,300
Amortization of intangible assets	-	-	-	49,000	-	49,000
Selling, general and administrative	2,453,504	703,346	3,156,850	2,238,916	482,068	2,720,984
Profit before tax	5,293,685	3,656,431	8,950,116	5,478,877	725,555	6,204,432

## BADGER DAYLIGHTING LTD.

### Notes to the Interim Condensed Consolidated Financial Statements

Six months ended June 30, 2012

(Unaudited – Expressed in Canadian Dollars)

## 10 Segment reporting (continued)

Selected Consolidated Statement of Financial Position Information

	Canada (\$)	U.S. (\$)	Total (\$)
<b>As at June 30, 2012</b>			
Property, plant and equipment	65,209,896	66,537,821	131,747,717
Intangible assets	6,550,511	-	6,550,511
Total assets	132,036,626	92,132,660	224,169,286
<b>As at December 31, 2011</b>			
Property, plant and equipment	57,651,769	57,350,273	115,002,042
Intangible assets	6,599,513	-	6,599,513
Total assets	100,078,941	83,787,868	183,866,809

Selected Consolidated Statement of Cash Flows Information

For six months ended:	June 30, 2012			June 30, 2011		
	Canada (\$)	U.S. (\$)	Total (\$)	Canada (\$)	U.S. (\$)	Total (\$)
Additions to non-current assets:						
Property, plant and equipment	12,561,723	12,663,621	25,225,344	2,761,150	8,913,832	11,674,982
Intangible assets	-	-	-	275,000	-	275,000
<b>For three months ended:</b>						
Additions to non-current assets:						
Property, plant and equipment	6,158,469	6,553,636	12,712,105	1,452,209	5,114,674	6,566,883
Intangible assets	-	-	-	-	-	-

## 11 Subsequent events

During April, 2012 the Corporation executed a non-binding letter of intent whereby it will acquire service rights and operating assets from certain of its agents for cash consideration of \$2,635,000. The date the transaction will be completed is not known at this time.