Second Quarter 2019 **July 24, 2019**

TOROMONT ANNOUNCES RESULTS FOR THE SECOND QUARTER OF 2019 AND QUARTERLY DIVIDEND

Toromont Industries Ltd. (TSX: TIH) reported financial results for the second quarter ended June 30, 2019.

	Three months ended June 30			Six months ended June 30		
millions, except per share amounts	**2019**	2018	**% change**	**2019**	2018	**% change**
Revenues	**$ 978.3**	$ 961.3	**2%**	**$ 1,678.3**	$ 1,638.1	**2%**
Operating income	**$ 111.0**	$ 99.0	**12%**	**$ 169.8**	$ 148.2	**15%**
Net earnings	**$ 77.4**	$ 67.6	**14%**	**$ 116.7**	$ 98.4	**19%**
Basic earnings per share ("EPS")	**$ 0.95**	$ 0.83	**14%**	**$ 1.43**	$ 1.21	**18%**

The Company delivered solid results in the second quarter, continuing to leverage the strength of the larger organization in this second year of integration across the Equipment Group. Momentum in product support continued in both Groups on the larger and growing installed bases, while the investments to date in growing and diversifying the rental fleets across Eastern Canada are beginning to yield results.

Highlights:

Consolidated results

- Net earnings increased $9.8 million or 14% in the quarter versus a year ago to $77.4 million or $0.95 EPS.

- For the first half of the year, net earnings increased 19% and EPS up 18%. Adjusted to exclude the non-recurring gain recorded in the first quarter described in note 9 to the financial statements, net earnings and EPS both increased 15%.

Equipment Group

- Revenues were up $21.3 million or 2% to $895.5 million for the quarter on robust growth in product support, rentals and used equipment sales. New equipment sales were lower.

- Revenues were up $42.2 million or 3% to $1.5 billion year-to-date with similar trends as the quarter.

- Operating income was up $10.5 million or 11% to $104.5 million in the quarter on higher revenues and gross profit margins. Operating income margin increased 100 basis points ("bps") to 11.7%.

- Operating income was up $22.4 million or 16% to $162.1 million year-to-date, also on higher revenues and gross profit margins. Excluding the non-recurring item, operating income was up 12% and operating income margin increased 90 bps to 10.3%.

- Bookings increased $4.4 million or 1% in the quarter but were down $72.2 million or 9% year-to-date. Construction orders were strong in the quarter and year-to-date while decreases were reported in other market sectors. Backlogs of $403.4 million at the end of June 2019 were down $3.6 million or 1% from the end of June 2018. Substantially all of the backlog is expected to be delivered this year.

<u>CIMCO</u>

- Revenues decreased $4.3 million or 5% to $82.9 million for the quarter. Record product support revenues for a second quarter served to partially offset lower package sales in Canada and the US.

- Revenues decreased $2.0 million or 1% to $149.0 million year-to-date with similar trends as the quarter.

- Operating income was up $1.5 million or 30% to $6.6 million largely reflecting higher gross profit margins and was up 210 bps to 7.9% as a percentage of revenues.

- Operating income was down $0.8 million or 9% to $7.7 million year-to-date, largely on the lower revenues and gross profit margins. Operating income margin decreased 40 bps to 5.2%.

- Bookings were down $16.5 million or 27% in the quarter and $7.3 million or 6% year-to-date on lower Canadian orders, partially offset by higher US activity. Backlogs of $148.1 million were down $15.2 million or 9%, approximately two-thirds of which is expected to be realized as revenue this year.

<u>Financial Position</u>

- The Company maintained its very strong financial position. Leverage as represented by the net debt to total capitalization ratio was 26% at the end June 2019, compared to 18% at the end of December 2018 and 28% at the end of June 2018.

- The Board of Directors announced a quarterly dividend of 27 cents per common share, payable on October 2, 2019 to shareholders on record on September 6, 2019. The quarterly dividend was previously increased 17% to 27 cents per share effective with the dividend paid April 3, 2019.

- The Company continued its long track record of superior shareholder returns, delivering increased dividends, a 22.3% trailing twelve months return on opening shareholder' equity and a 22.5% trailing twelve months pre-tax return on capital employed.

- Toromont's share price of $62.07 at the end of June 2019, translated to a market capitalization of $5.1 billion and a total enterprise value of $5.6 billion.

Infrastructure investment and broader construction activity continue to present opportunities for the Equipment Group. Opportunities also exist for equipment supply into the mining sector over the longer-term, albeit slower to date this year. CIMCO continues to grow its product support, reflecting its strong presence and solid reputation as a leader in the key markets it serves. The diversity of Toromont's geographical landscape and markets served, extensive product and service offerings and financial strength combined with a disciplined operating culture, position the Company well for the long term.

Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") comments on the operations, performance and financial condition of Toromont Industries Ltd. ("Toromont" or the "Company") as at and for the three and six months ended June 30, 2019, compared to the preceding year. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements and related notes for the three and six months ended June 30, 2019, the annual MD&A contained in the 2018 Annual Report and the audited annual consolidated financial statements for the year ended December 31, 2018.

The unaudited interim condensed consolidated financial statements reported herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are reported in Canadian dollars. The information in this MD&A is current to July 24, 2019.

Additional information is contained in the Company's filings with Canadian securities regulators, including the Company's 2018 Annual Report and the 2019 Annual Information Form. These filings are available on SEDAR at www.sedar.com and on the Company's website at www.toromont.com.

Advisory

Information in this MD&A that is not a historical fact is "forward-looking information". Words such as "plans", "intends", "outlook", "expects", "anticipates", "estimates", "believes", "likely", "should", "could", "will", "may" and similar expressions are intended to identify statements containing forward-looking information. Forward-looking information in this MD&A reflects current estimates, beliefs, and assumptions, which are based on Toromont's perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. Toromont's estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and as such, are subject to change. Toromont can give no assurance that such estimates, beliefs and assumptions will prove to be correct. This MD&A also contains forward-looking statements about the recently acquired businesses.

Numerous risks and uncertainties could cause the actual results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: business cycles, including general economic conditions in the countries in which Toromont operates; commodity price changes, including changes in the price of precious and base metals; changes in foreign exchange rates, including the Cdn$/US$ exchange rate; the termination of distribution or original equipment manufacturer agreements; equipment product acceptance and availability of supply; increased competition; credit of third parties; additional costs associated with warranties and maintenance contracts; changes in interest rates; the availability of financing; potential environmental liabilities of the acquired businesses and changes to environmental regulation; failure to attract and retain key employees; damage to the reputation of Caterpillar, product quality and product safety risks which could expose Toromont to product liability claims and negative publicity; new, or changes to current, federal and provincial laws, rules and regulations including changes in infrastructure spending; and any requirement of Toromont to make contributions to the registered funded defined benefit pension plans, postemployment benefits plan or the multi-employer pension plan obligations in which it participates in and acquired in excess of those currently contemplated. Risks and uncertainties related to the 2017 significant acquisition could also cause the actual results to differ materially from the estimates beliefs and assumptions expressed or implied in the forward-looking statements, including but not limited to: changes in consumer and business confidence as a result of the change in ownership; the potential for liabilities assumed in the acquisition to exceed our estimates or for material undiscovered liabilities in the 2017 acquisition; the potential for third parties to terminate or alter their agreements or relationships with Toromont as a result of the acquisition; and risks related to integration of the acquired operations with those of Toromont including cost of integration and ability to achieve the expected benefits. Readers are cautioned that the foregoing list of factors is not exhaustive.

Any of the above mentioned risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied in the forward-looking information and statements included in this MD&A. For a further description of certain risks and uncertainties and other factors that could cause or contribute to actual results that are materially different, see the risks and uncertainties set out in the "Risks and Risk Management" and "Outlook" sections herein. Other factors, risks and uncertainties not presently known to Toromont or that Toromont currently believes are not material could also cause actual results or events to differ materially from those expressed or implied by statements containing forward-looking information.

Readers are cautioned not to place undue reliance on statements containing forward-looking information, which reflect Toromont's expectations only as of the date of this MD&A, and not to use such information for anything other than their intended purpose. Toromont disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

CONSOLIDATED OPERATING RESULTS

	Three months ended June 30				Six months ended June 30			
			Change				Change	
($ thousands, except per share amounts)	**2019**	2018	$	%	**2019**	2018	$	%
REVENUES	**$ 978,320**	$ 961,267	$ 17,053	2%	**$ 1,678,294**	$ 1,638,095	$ 40,199	2%
Cost of goods sold	**741,412**	736,401	5,011	1%	**1,270,725**	1,246,455	24,270	2%
Gross profit [1]	**236,908**	224,866	12,042	5%	**407,569**	391,640	15,929	4%
Selling and administrative expenses	**125,880**	125,886	(6)	-	**237,758**	243,445	(5,687)	(2%)
OPERATING INCOME [1]	**111,028**	98,980	12,048	12%	**169,811**	148,195	21,616	15%
Interest expense	**6,988**	7,719	(731)	(9%)	**13,907**	16,614	(2,707)	(16%)
Interest and investment income	**(2,208)**	(2,051)	(157)	8%	**(4,780)**	(4,230)	(550)	13%
Income before income taxes	**106,248**	93,312	12,936	14%	**160,684**	135,811	24,873	18%
Income taxes	**28,850**	25,702	3,148	12%	**44,025**	37,422	6,603	18%
NET EARNINGS	**77,398**	67,610	9,788	14%	**116,659**	98,389	18,270	19%
BASIC EARNINGS PER SHARE	**$ 0.95**	$ 0.83	$ 0.12	14%	**$ 1.43**	$ 1.21	$ 0.22	18%
KEY RATIOS:								
Gross profit margin [1]	**24.2%**	23.4%			**24.3%**	23.9%		
Selling and administrative expenses as a % of revenues	**12.9%**	13.1%			**14.2%**	14.9%		
Operating income margin [1]	**11.3%**	10.3%			**10.1%**	9.0%		
Income taxes as a % of income before income taxes	**27.2%**	27.5%			**27.4%**	27.6%		

(1) Described in the sections titled "Additional GAAP Measures and Non-GAAP Measures".

Revenues increased 2% in both the quarter and year-to-date on good growth in the Equipment Group. Reduced equipment and package sales were more than offset by gains in product support and higher rental income in the Equipment Group on the larger fleets.

Gross profit margin increased 80 basis points ("bps") to 24.2% in the quarter and 40 bps year-to-date to 24.3%. The Equipment Group reported higher margins in both the quarter and year-to-date. CIMCO's margins were higher in the quarter but down slightly year-to-date. Both Groups benefited from a favorable mix of product support revenues to total revenues.

Selling and administrative expenses in the quarter were relatively in line with last year and were 20 bps lower as a percentage of revenues at 12.9%. Mark-to-market adjustments on Deferred Share Units ("DSUs") favorably impacted expenses and served to offset higher compensation costs and allowances for doubtful accounts. On a year-to-date basis, selling and administrative expenses decreased $5.7 million or 2%. Adjusted to exclude the non-recurring gain described in note 9 to the financial statements, year-to-date expenses decreased $0.7 million (flat as a percentage) and were 40 bps lower as a percentage of revenues (14.5% versus 14.9%). Compensation costs, information technology related costs and mark-to-market adjustments on DSUs were higher, while allowances for doubtful accounts and customer support costs were lower.

Operating income increased $12.0 million or 12% in the quarter to $111.0 million and were up 100 bps to 11.3% as a percentage of revenues. Year-to-date, adjusted operating income was up $16.6 million or 11% to $164.8 million and was 80 bps higher as a percentage of revenues (9.8% versus 9.0% last year).

Interest expense decreased $0.7 million in the quarter and $2.7 million year-to-date on the lower average debt balances.

Interest income increased $0.2 million in the quarter and $0.6 million year-to-date. Higher interest income was earned on equipment on rent with a purchase option ("RPO") in both the quarter and year-to-date. Interest earned on cash balances was relatively in line in the quarter but higher on a year-to-date basis.

The effective income tax rate was 27.2% in the quarter and 27.4% year-to-date.

Net earnings increased $9.8 million or 14% to $77.4 million in the quarter and $18.3 million or 19% to $116.7 million year-to-date, with EPS tracking the respective percentage increases. Adjusted year-to-date net earnings and EPS were both up 15%.

Comprehensive income was $53.9 million in the quarter (2018 - $77.4 million) and $76.0 million year-to-date (2018 – $116.5 million). Comprehensive income includes an actuarial loss on post-employment benefit plans reflecting a lower weighted-average discount rate (3.9% at December 31, 2018 versus 3.0% at June 30, 2019). Comprehensive income also includes losses on foreign currency derivative contracts used for hedging purposes. These losses are expected to offset future gains on the underlying hedged items.

BUSINESS SEGMENT OPERATING RESULTS

The accounting policies of the segments are the same as those of the consolidated entity. Management evaluates overall business segment performance based on revenue growth, operating income relative to revenues and return on capital employed. Corporate expenses are allocated based on each segment's revenue. Interest expense and interest and investment income are not allocated.

Equipment Group

($ thousands)	Three months ended June 30 2019	2018	Change $	%	Six months ended June 30 2019	2018	Change $	%
Equipment sales and rentals								
New	**$ 314,557**	$ 358,016	$ (43,459)	(12%)	**$ 499,794**	$ 562,250	$ (62,456)	(11%)
Used	**99,240**	88,530	10,710	12%	**152,712**	141,600	11,112	8%
Rentals	**105,245**	91,697	13,548	15%	**186,327**	162,571	23,756	15%
Total equipment sales and rentals	**519,042**	538,243	(19,201)	(4%)	**838,833**	866,421	(27,588)	(3%)
Product support	**373,819**	333,206	40,613	12%	**685,378**	615,403	69,975	11%
Power generation	**2,596**	2,671	(75)	(3%)	**5,121**	5,267	(146)	(3%)
Total revenues	**$ 895,457**	$ 874,120	$ 21,337	2%	**$ 1,529,332**	$ 1,487,091	$ 42,241	3%
Operating income	**$ 104,455**	$ 93,927	$ 10,528	11%	**$ 162,128**	$ 139,722	$ 22,406	16%
KEY RATIOS:								
Product support revenues as a % of total revenues	**41.7%**	38.1%			**44.8%**	41.4%		
Operating income margin	**11.7%**	10.7%			**10.6%**	9.4%		
Group total revenues as a % of consolidated revenues	**91.5%**	90.9%			**91.1%**	90.8%		

The Equipment Group delivered excellent results on continued growth in product support and rentals, together with higher used equipment sales.

New equipment sales across the Group were adversely impacted by several factors, including: softer construction activity in most of Ontario, Manitoba and Atlantic Canada; caution in the mining sector on lower commodity prices and bearish market signals; and limited supplier availability of some models and customer project deferrals in the power systems sector.

Total equipment sales (new and used) decreased $32.7 million or 7% in the quarter and $51.3 million or 7% year-to-date. Sales into mining markets were down 4% in the quarter and 27% year-to-date against a tough prior year comparator, which included large deliveries. Construction sales were down 2% in the quarter and 1% year-to-date. Good growth continued in Quebec, Northern Ontario and the Arctic. Power System sales were down 24% in the quarter and 9% year-to-date, reflecting decreases across all segments except electric power. Material handling revenues and sales into agricultural markets – both smaller market opportunities for the Company - were down in the quarter and year-to-date.

Rental revenues were up $13.5 million or 15% in the quarter and $23.8 million or 15% year-to-date. Light equipment rentals increased 14% in the quarter and 15% year-to-date, with good growth across the entire territory. Power rentals were up 14% in the quarter and 10% year-to-date, on continued growth in Quebec and Atlantic Canada, partially offset by lower activity in Ontario which benefitted from certain one-time activity last year. Heavy equipment rentals were down 11% in the quarter, with lower activity in Atlantic Canada, Ontario and Manitoba more than offsetting good growth in Quebec. For the year-to-date, heavy equipment rentals were up 1% with growth in Northern and Central Ontario only. Material handling equipment rentals were relatively unchanged. Rental revenues from equipment on rent with a purchase option (“RPO”) were up 66% in the quarter and 46% year-to-date, benefitting from a larger fleet and strong demand signals. At June 30, 2019, the RPO fleet was $106.5 million versus $70.4 million at this time last year.

Product support revenues grew $40.6 million or 12% in the quarter and $70.0 million or 11% year-to-date on growth in both parts and service into most markets.

Gross profit margins increased 50 bps in the quarter and 40 bps year-to-date versus last year, largely due to a favorable sales mix of product support revenues to total revenues. Equipment margins were up slightly in the quarter and relatively unchanged on a year-to-date basis. Rental margins were relatively unchanged in both periods. Product support margins were lower in the quarter and year-to-date on sales mix of parts to service, together with certain favorable project closeouts recorded last year.

Selling and administrative expenses were down $0.6 million or 1% in the quarter, largely on lower customer support costs, partially offset by higher allowances for doubtful accounts. As a percentage of revenues, selling and administrative expenses decreased 40 bps to 12.6%. Year-to-date, adjusted selling and administrative expenses were down $0.7 million (flat as percentage), mainly as a result of lower allowances for doubtful account, partially offset by higher compensation and information technology related costs. Adjusted selling and administrative expenses were 50 basis points lower as a percentage of revenues (14.3% versus 14.8% last year).

Operating income increased in both the quarter and year-to-date on the higher revenues and gross profit margins. For the quarter, operating income was up $10.5 million or 11% to $104.5 million and was 100 bps higher as a percentage of revenues at 11.7%. Year-to-date, adjusted operating income increased $17.4 million or 12% and was up 90 bps to 10.3% as a percentage of revenues.

Bookings and Backlogs

($ millions)	**2019**	2018	$ change	% change
Bookings - three months ended June 30	**$ 427.4**	$ 423.0	$ 4.4	1%
Bookings - six months ended June 30	**$ 720.5**	$ 792.7	$ (72.2)	(9%)
Backlogs - as at June 30	**$ 403.4**	$ 407.0	$ (3.6)	(1%)

Bookings were up $4.4 million or 1% in the quarter. Strong construction orders (up 27%) were partially offset by lower power systems (down 37%), mining (down 50%), material handling (down 57%) and agriculture orders (down 20%).

On a year-to-date basis, bookings were down $72.2 million or 9%, as strong construction orders were more than offset by decreases in the other segments.

Backlogs of $403.4 million were down $3.6 million or 1%. At June 30, 2019, the total backlog related to construction (41%), power systems (34%), mining (14%), agriculture (7%) and material handling (4%), substantially all of which is expected to be delivered this year.

Bookings and backlogs can vary significantly from period to period on large project activities, especially in mining and power systems, the timing of orders and deliveries and the availability of equipment from either inventory or suppliers.

CIMCO

($ thousands)	Three months ended June 30 2019	2018	Change $	Change %	Six months ended June 30 2019	2018	Change $	Change %
Package sales	**$ 44,882**	$ 53,826	$ (8,944)	(17%)	**$ 76,409**	$ 89,445	$ (13,036)	(15%)
Product support	**37,981**	33,321	4,660	14%	**72,553**	61,559	10,994	18%
Total revenues	**$ 82,863**	$ 87,147	$ (4,284)	(5%)	**$ 148,962**	$ 151,004	$ (2,042)	(1%)
Operating income	**$ 6,573**	$ 5,053	$ 1,520	30%	**$ 7,683**	$ 8,473	$ (790)	(9%)
KEY RATIOS:								
Product support revenues as a % of total revenues	**45.8%**	38.2%			**48.7%**	40.8%		
Operating income margin	**7.9%**	5.8%			**5.2%**	5.6%		
Group total revenues as a % of consolidated revenues	**8.5%**	9.1%			**8.9%**	9.2%		

Package sales were down $8.9 million or 17% in the quarter and $13.0 million or 15% year-to-date. In Canada, these were lower by 7% both in the quarter and year-to-date as higher recreational sales were more than offset by lower industrial sales. Good growth was again achieved in Atlantic and Western Canada, but more than offset by the decreases in Ontario and Quebec, both of which experienced record second quarter sales last year. In the US, package sales were down 48% in the quarter with similar trends seen in Canada, while down 44% year-to-date with decreases in both market segments. Package revenues reflect the progress of project construction applying the percentage-of-completion method for revenue recognition, which results in a degree of variability as the timing of projects and construction schedules are largely under the control of third parties (contractors and end-customers).

Product support revenues were at record levels for a second quarter and first half of the year. In Canada, all regions increased to new highs for the respective periods and led to growth of 17% in the quarter and 21% year-to-date. In the US, new highs were also achieved for both periods and resulted in a 3% increase in the quarter and 8% year-to-date. The increased technician base contributed positively to the growth and recruitment remains a focus to further address strong demand signals in both Canada and the US.

Gross profit margins increased 360 bps in the quarter but were down 20 bps year-to-date. Package margins increased in the quarter but were down on a year-to-date basis. The increase in the quarter was due to improved execution. Year-to-date, competitive conditions continue to exert downward pressures on package margins, exacerbated by lower engineering recoveries due to the lower sales volume. Product support margins were lower in the quarter and year-to-date, largely attributable to the good pickups realized on project close-outs last year. The growing proportion of product support revenues to total revenues in both the quarter and year-to-date partially mitigated the impact of margin pressures.

Selling and administrative expenses were up $0.6 million or 5% in the quarter, mainly on higher allowances for doubtful accounts and compensation costs, partially offset by decreases in most other categories. On a year-to-date basis, selling and administrative expenses were relatively in line with last year, with decreases in most categories offsetting higher compensation costs. As a percentage of revenues, selling and administrative expenses were up 150 bps in the quarter (15.3% versus 13.8% last year) and 20 bps year-to-date (16.0% versus 15.8% last year).

Operating income increased $1.5 million or 30% in the quarter to a new second quarter high, largely reflecting the higher gross profit margins and were up 210 bps to 7.9% as a percentage of revenues. Year-to-date, operating income was down $0.8 million or 9%. Operating income margin was 5.2%, down 40 bps from a year ago.

Bookings and Backlogs

($ millions)	2019	2018	$ change	% change
Bookings - three months ended June 30	**$ 45.2**	$ 61.7	$ (16.5)	(27%)
Bookings - six months ended June 30	**$ 114.8**	$ 122.1	$ (7.3)	(6%)
Backlogs - as at June 30	**$ 148.1**	$ 163.3	$ (15.2)	(9%)

Bookings were down $16.5 million or 27% in the quarter. Recreational orders increased 41% on very strong activity in the US, partially offset by lower activity in Canada (down 32%). Industrial orders were down 51% with decreases in both Canada (down 50%) and the US (down 58%).

On a year-to-date basis, bookings were down $7.3 million or 6%. Recreational orders increased 44% with strong growth in the US (up 83%) and Canada (up 31%). Industrial orders were down 31% with decreases in both Canada (down 32%) and the US (down 22%).

Backlogs of $148.1 million were down $15.2 million or 9%. Industrial backlogs (down 36%) were lower in both Canada and the US, partially offset by higher recreational backlogs (up 47%) in both countries. Approximately two-thirds of the backlog is expected to be realized as revenue this year.

CONSOLIDATED FINANCIAL CONDITION

The Company maintained a strong financial position. At June 30, 2019, the ratio of net debt to total capitalization was 26%, compared to 18% at December 31, 2018 and 28% at June 30, 2018.

Non-cash Working Capital

The Company's investment in non-cash working capital was $485.3 million at June 30, 2019. The major components, along with the changes from June 30 and December 31, 2018, are identified in the following table.

	June 30	June 30	**Change**		December 31	**Change**	
As at ($ thousands)	**2019**	2018	**$**	**%**	2018	**$**	**%**
Accounts receivable	**$ 539,520**	$ 510,251	$ 29,269	6%	$ 522,462	$ 17,058	3%
Inventories	**1,069,704**	862,118	207,586	24%	873,507	196,197	22%
Other current assets	**11,881**	13,666	(1,785)	(13%)	9,932	1,949	20%
Accounts payable and accrued liabilities	**(931,781)**	(807,582)	(124,199)	15%	(916,300)	(15,481)	2%
Provisions	**(23,837)**	(23,115)	(722)	3%	(24,382)	545	(2%)
Income taxes receivable (payable)	**2,764**	(4,827)	7,591	nm	(28,368)	31,132	nm
Derivative financial instruments	**(12,554)**	15,456	(28,010)	nm	27,624	(40,178)	nm
Dividends payable	**(22,010)**	(18,686)	(3,324)	18%	(18,737)	(3,273)	17%
Deferred revenues and contract liabilities	**(148,383)**	(174,545)	26,162	(15%)	(136,244)	(12,139)	9%
Total non-cash working capital	**$ 485,304**	$ 372,736	$ 112,568	30%	$ 309,494	$ 175,810	57%

Accounts receivable increased 6% compared to June 30, 2018, reflecting a 2% increase in revenues in the quarter and slower collections. Days sales outstanding ("DSOs") increased 2 days to 47 days, with deteriorations in both the Equipment Group (up 2 days) and at CIMCO (up 11 days).

In comparison to December 31, 2018, accounts receivable increased 3% for similar reasons as the quarter. DSOs were 43 days at December 31, 2018.

Inventories at June 30, 2019 were 24% higher compared to June 30, 2018:

- Equipment Group inventories were up $210.3 million or 25%, with higher equipment (up $171.1 million or 32%), parts (up $33.9 million or 15%) and service work-in-process (up $5.3 million or 7%). The higher equipment and parts inventory levels were mainly attributable to improved availability from suppliers, together with certain inventory held in advance of customer specified delivery dates later in the year. Additionally, RPO inventories have increased significantly (up $36.1 million). The higher service work-in-process levels reflect busy shops and good demand given the large installed base.
- CIMCO inventories were down $2.7 million or 8%, mainly on lower work-in-process levels, reflecting project construction schedules.

Inventories at June 30, 2019 were 22% higher compared to December 31, 2018 with increases in both Groups:

- Equipment Group inventories were 22% higher with increases in all categories. Inventory levels are typically lowest at the end of a fiscal year due to seasonality, with inventories building during the year in advance of the busy selling period. RPO inventories were up $31.8 million or 43%.
- CIMCO inventories were up 46% on higher work-in-process.

Other current assets can vary period-over-period and mainly relates to prepaid expenses for property taxes and software licenses.

Accounts payable and accrued liabilities at June 30, 2019 were 15% higher than at June 30, 2018, principally due to transitional terms from suppliers related to inventory purchases and a higher DSU liability on the higher relative closing share price. Additionally, the adoption of *IFRS* 16 – Leases, in the current year resulted in the recognition of current lease liabilities, which were $6.6 million at June 30, 2019 (refer to note 1 of the notes to the unaudited interim condensed consolidated financial statements).

In comparison to December 31, 2018, accounts payable and accrued liabilities were up 2% for similar reasons as the quarter, partially offset by the payout of annual performance incentive bonuses.

Income taxes receivable (payable) reflects the difference between tax installments and current tax expense.

Derivative financial instruments represent the fair value of foreign exchange contracts. Fluctuations in the value of the Canadian dollar led to a cumulative net loss of $12.6 million as at June 30, 2019. This is not expected to affect net earnings as the unrealized losses will offset future gains on the related hedged items.

Dividends payable increased compared to June 30 and December 31, 2018, reflecting the higher dividend rate. The quarterly dividend rate was increased 17% from $0.23 per share to $0.27 per share, effective with the April 3, 2019 payment.

Deferred revenues and contract liabilities represent billings to customers in excess of revenue recognized.

- In the Equipment Group, these arise mainly due to progress billings from the sale of power and energy systems and long-term product support maintenance contracts, as well as on sales of equipment with residual value guarantees and customer deposits for machinery to be delivered in the future. At June 30, 2019, these were down 8% versus June 30, 2018, and up 5% versus December 31, 2018, largely related to the impact of progress billings and timing of customer deposits for deliveries later in the year.

- At CIMCO, these arise on progress billings from the sale of refrigeration packages. At June 30, 2019, these were down 36% versus June 30, 2018 and up 32% versus December 31, 2018, reflecting the relative activity levels seen in Canada and the US, and customer's construction schedules.

Employee Future Benefits

The Company completed the alignment of benefit programs across the Equipment Group in the first quarter of 2019, which on the whole, led to improved benefits for most employees in the acquired businesses and to increased administrative efficiencies for the Company. This will increase certain operating costs over ensuing years, however the impact is not expected to be significant in any given year. A single component of this comprehensive alignment program led to changes in the structure and elements of certain post-employment benefit plans, which resulted in a non-recurring curtailment gain of $5.0 million ($3.7 million after-tax) recorded in the first quarter ended March 31, 2019.

Legal and Other Contingencies

Due to the size, complexity and nature of the Company's operations, various legal matters are pending. Exposure to these claims is mitigated through levels of insurance coverage considered appropriate by management and by active management of these matters. In the opinion of management, none of these matters will have a material effect on the Company's consolidated financial position or results of operations.

Outstanding Share Data

As at the date of this MD&A, the Company had 81,533,398 common shares and 2,313,555 share options outstanding.

Dividends

The Company declared and paid the following dividends to common shareholders during the last eight quarters.

Record Date	Payment Date	Dividend Amount per Share	Dividends Paid in Total ($ millions)
September 8, 2017	October 2, 2017	$0.19	$14.9
December 8, 2017	January 3, 2018	$0.19	$15.4
March 9, 2018	April 2, 2018	$0.23	$18.6
June 8, 2018	July 3, 2018	$0.23	$18.7
September 7, 2018	October 2, 2018	$0.23	$18.7
December 7, 2018	January 3, 2019	$0.23	$18.7
March 8, 2019	April 3, 2019	$0.27	$22.0
June 7, 2019	July 3, 2019	$0.27	$22.0

LIQUIDITY AND CAPITAL RESOURCES

Sources of Liquidity

Toromont's liquidity requirements can be met through a variety of sources, including cash generated from operations, long and short-term borrowings and the issuance of common shares. Borrowings are obtained through a variety of senior debentures, notes payable and committed long-term credit facilities.

Toromont's debt portfolio is unsecured, unsubordinated and ranks pari passu.

The Company maintains a $500.0 million revolving credit facility, maturing in October 2022. No amounts were drawn on the facility at June 30, 2019, December 31, 2018 or June 30, 2018. Standby letters of credit utilized $30.2 million of the facility at June 30, 2019, $29.9 million at December 31, 2018 and $27.4 million at June 30, 2018.

The Company expects that continued cash flows from operations in 2019, together with cash on hand and currently available credit facilities will be more than sufficient to fund requirements for investments in working capital and capital assets.

Principal Components of Cash Flow

Cash from operating, investing and financing activities, as reflected in the Consolidated Statements of Cash Flows, are summarized in the following table:

	Three months ended June 30		Six months ended June 30	
($ thousands)	**2019**	2018	**2019**	2018
Cash, beginning of period	**$ 184,171**	$ 171,223	**$ 345,434**	$ 160,507
Cash, provided by (used in):				
Operating activities				
Operations	**112,466**	100,415	**185,109**	164,620
Change in non-cash working capital and other	**(25,726)**	91,858	**(194,218)**	194,905
Net rental fleet additions	**(62,817)**	(63,458)	**(106,639)**	(91,342)
	23,923	128,815	**(115,748)**	268,183
Investing activities	**(30,412)**	(6,835)	**(36,752)**	28,784
Financing activities	**(22,935)**	(13,583)	**(38,282)**	(177,962)
Effect of foreign exchange on cash balances	**(295)**	104	**(200)**	212
Decrease (increase) in cash in the period	**(29,719)**	108,501	**(190,982)**	119,217
Cash, end of period	**$ 154,452**	$ 279,724	**$ 154,452**	$ 279,724

Cash Flows from Operating Activities

Operating activities provided cash in the second quarter and used cash on a year-to-date basis.

The increased cash generated from operations for the quarter and year-to-date were as a result of the higher net earnings. The adoption of IFRS 16 – *Leases* on January 1, 2019, results in higher cash from operating activities as lease payments are presented under financing activities (refer to note 1 of the notes to the unaudited interim condensed consolidated financial statements).

Non-cash working capital and other used significant amounts of cash in the quarter and year-to-date, mainly as a result of lower accounts payable and accrued liabilities as amounts came due, lower deferred revenues and contract liabilities reflecting customer's construction schedules, lower income taxes payable and higher inventories, partially offset by higher changes in derivatives financial instruments.

Net rental fleet additions (purchases less proceeds of dispositions) were relatively in line in the quarter versus last year. On a year-to-date basis, the increase of 17% compared to last year reflects the strategic timing of investments to grow and diversify the rental fleet portfolio across the previously acquired territories.

The components and changes in non-cash working capital are discussed in more detail in this MD&A under the heading "Consolidated Financial Condition".

Cash Flows from Investing Activities

Investments in property, plant and equipment, net of disposition proceeds in the quarter ($30.5 million versus $6.8 million last year) accounted for the use of cash and were mainly attributed to increased investments in land and buildings for new and expanded branch facilities, service vehicles and information technology related infrastructure.

On a year-to-date basis, the $36.8 million use of cash in 2019 related to net investments in property, plant and equipment. Cash of $28.8 million provided last year reflected a $42.7 million final working capital adjustment received, stemming from the 2017 acquisition, partially offset by investments of $13.8 million in property, plant and equipment, net of disposition proceeds.

Cash Flows from Financing Activities

The Company paid dividends of $22.0 million or $0.27 per share (2018 - $18.6 million or $0.23 per share) during the second quarter and $40.7 million or $0.50 per share (2018 - $34.0 million or $0.42 per share) year-to-date.

The Company received $1.6 million (2018 - $5.1 million) in the quarter on the exercise of stock options and $8.4 million (2018 - $7.0 million) year-to-date.

Principal portion of lease liability payments resulting from the adoption of IFRS 16 – *Leases*, were $2.5 million for the quarter and $4.9 million year-to-date versus $nil for the comparable periods last year.

For the six months ended June 30, 2018, the significant use of cash, apart from the items highlighted above, was mainly due to the repayment of $150.0 million drawn on a term credit facility used to partially fund the 2017 acquisition.

OUTLOOK

The expansion of our territories to include Quebec and Atlantic Canada presents a great opportunity for the long-term performance of Toromont. It provides a substantial growth platform and strengthens our Company by providing a large contiguous and diverse operating landscape extending across all of Eastern and Central Canada and into the Far North. Effective execution will be required to realize on this significant potential for a greater combined presence in key Canadian economic sectors such as mining, construction and power systems, combined with the growing rental services, product support and material handling markets. Focus is currently on safety of our people, customer deliverables, business integration, operational excellence initiatives and transition to generate favorable long-term returns.

The Equipment Group’s parts and service business has realized significant growth in recent years, driven by the larger installed base of equipment, and provides increased stability and predictability in a variable business environment. The Company continues to hire technicians to address growing demand signals, including increased equipment rebuilds and readying used iron. Broader product lines, investment in rental equipment and developing product support technologies supporting remote diagnostics and telematics are expected to support longer-term growth.

Increased investment in rental fleets together with the inclusion of equipment lines utilized in the weaker shoulder and winter seasons, present the opportunities to grow and to stabilize seasonality.

Production at existing mine sites is generating meaningful product support opportunities and incremental equipment sales to facilitate mine expansion. Our substantially increased base of installed equipment is a good bell-weather for future product support activity.

CIMCO’s increasing installed base and long-term product support levels are positive signals for future growth trends. CIMCO has a wide product offering using natural refrigerants including innovative CO_2 solutions, which remains a differentiator in recreational markets. In industrial markets, CIMCO’s proven track record and strong geographical coverage provides continued growth opportunities.

The diversity of the markets served, expanding product offering and services, financial strength and disciplined operating culture position our Company for continued growth in the long term.

QUARTERLY RESULTS

The following table summarizes unaudited quarterly consolidated financial data for the eight most recently completed quarters. This quarterly information is unaudited but has been prepared on the same basis as the 2018 annual audited consolidated financial statements.

($ thousands, except per share amounts)	Q3 2018	Q4 2018	Q1 2019	**Q2 2019**
REVENUES				
Equipment Group	$ 800,128	$ 873,868	$ 633,875	**$ 895,457**
CIMCO	99,966	92,179	66,099	**82,863**
Total revenues	$ 900,094	$ 966,047	$ 699,974	**$ 978,320**
NET EARNINGS	$ 68,697	$ 84,898	$ 39,261	**$ 77,398**
PER SHARE INFORMATION:				
Basic earnings per share	$ 0.84	$ 1.04	$ 0.48	**$ 0.95**
Diluted earnings per share	$ 0.84	$ 1.03	$ 0.48	**$ 0.94**
Dividends paid per share	$ 0.23	$ 0.23	$ 0.23	**$ 0.27**
Weighted average common shares outstanding - basic (in thousands)	81,383	81,427	81,326	**81,510**

($ thousands, except per share amounts)	Q3 2017	Q4 2017	Q1 2018	Q2 2018
REVENUES				
Equipment Group	$ 488,020	$ 726,011	$ 612,971	$ 874,120
CIMCO	96,138	96,755	63,857	87,147
Total revenues	$ 584,158	$ 822,766	$ 676,828	$ 961,267
NET EARNINGS	$ 49,355	$ 59,136	$ 30,779	$ 67,610
PER SHARE INFORMATION:				
Basic earnings per share	$ 0.63	$ 0.73	$ 0.38	$ 0.83
Diluted earnings per share	$ 0.62	$ 0.72	$ 0.38	$ 0.83
Dividends paid per share	$ 0.19	$ 0.19	$ 0.19	$ 0.23
Weighted average common shares outstanding - basic (in thousands)	78,522	80,916	80,976	81,131

Interim period revenues and earnings historically reflect variability from quarter to quarter due to seasonality. The acquisition in the fourth quarter of 2017 also affects comparability on a year-over-year basis.

The Equipment Group has historically had a distinct seasonal trend in activity levels. Lower revenues are recorded during the first quarter due to winter shutdowns in the construction industry. The fourth quarter had typically been the strongest due in part to the timing of customers' capital investment decisions, delivery of equipment from suppliers for customer-specific orders and conversions of equipment on rent with a purchase option. This pattern is impacted by the timing of significant sales to mining and other customers, resulting from the timing of mine site development and access, and construction project schedules.

CIMCO has also had a distinct seasonal trend in results historically, due to timing of construction activity. Lower revenues are recorded during the first quarter on slower construction schedules due to winter weather. Revenues increase in subsequent quarters as construction schedules ramp up. This trend can be, and has been, impacted somewhat by significant governmental funding initiatives and significant industrial projects.

Historically, inventories have increased through the year to meet the expected demand for higher deliveries in the third and fourth quarters of the fiscal year. This seasonal sales trend also leads accounts receivable to be at their highest level at year end.

RISKS AND RISK MANAGEMENT

In the normal course of business, Toromont is exposed to risks that may potentially impact its financial results in any or all of its business segments. The Company and each operating segment employ risk management strategies with a view to mitigating these risks on a cost-effective basis. There have been no material change to the operating and financial risk assessment and related risk management strategies as described in the Company's 2018 Annual Report.

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

Accounting Policies

The significant accounting policies used in the preparation of the accompanying unaudited interim condensed consolidated financial statements are consistent with those used in the Company's 2018 audited annual consolidated financial statements, and described in note 1 therein, except as described in note 1 to the unaudited interim condensed consolidated financial statements for the three and six month periods ending June 30, 2019.

Estimates

The preparation of financial statements in conformity with IFRS requires estimates and assumptions that affect the results of operations and financial position. By their nature, these judgments are subject to an inherent degree of uncertainty and are based upon historical experience, trends in the industry and information available from outside sources. Management reviews its estimates on an ongoing basis. Different accounting policies, or changes to estimates or assumptions could potentially have a material impact, positive or negative, on Toromont's financial position and results of operations. There have been no material changes to the critical accounting estimates as described in Note 2 to the Company's 2018 audited annual consolidated financial statements, contained in the Company's 2018 Annual Report.

CONTROLS AND PROCEDURES

<u>Disclosure Controls and Procedures</u>

Management, under the supervision of the President and Chief Executive Officer ("CEO") and Executive Vice President and Chief Financial Officer ("CFO"), is responsible for establishing and maintaining disclosure controls and procedures, as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, and have designed such disclosure controls and procedures, or have caused it to be designed under their supervision, to provide reasonable assurance that material information with respect to Toromont is made known to them.

The CEO and the CFO, together with other members of management, have evaluated the effectiveness of the Company’s disclosure controls and procedures.

Based on that evaluation, the CEO and CFO concluded that the Company’s disclosure controls and procedures were effective as at June 30, 2019.

Internal Control over Financial Reporting

Management, under the supervision of the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined by National Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings,* and have designed such internal control over financial reporting, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements in accordance with IFRS.

There have been no changes in the design of the Company’s internal control over financial reporting during the three and six month periods ended June 30, 2019, that would materially affect, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, a projection of the evaluation of the effectiveness of internal control over financial reporting to future periods is subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to the financial statement preparation and presentation. Internal controls over financial reporting may not prevent all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

ADDITIONAL GAAP MEASURES

IFRS mandates certain minimum line items for financial statements and also requires presentation of additional line items, headings and subtotals when such presentation is relevant to an understanding of the Company’s financial position or performance. IFRS also requires the notes to the financial statements to provide information that is not presented elsewhere in the financial statements, but is relevant to understanding them. Such measures outside of the minimum mandated line items are considered additional GAAP measures. The Company’s consolidated financial statements and notes thereto include certain additional GAAP measures where management considers such information to be useful to the understanding of the Company’s results.

Gross Profit

Gross Profit is defined as total revenues less cost of goods sold.

Operating Income

Operating income is defined as net earnings before interest expense, interest and investment income and income taxes and is used by management to assess and evaluate the financial performance of its operating segments. Financing and related interest charges cannot be attributed to business segments on a meaningful basis that is comparable to other companies. Business segments do not correspond to income tax jurisdictions, and it is believed that the allocation of income taxes distorts the historical comparability of the performance of the business segments.

	Three months ended June 30		Six months ended June 30	
($ thousands)	**2019**	2018	**2019**	2018
Net earnings	**$ 77,398**	$ 67,610	**$ 116,659**	$ 98,389
plus: Interest expense	**6,988**	7,719	**13,907**	16,614
less: Interest and investment income	**(2,208)**	(2,051)	**(4,780)**	(4,230)
plus: Income taxes	**28,850**	25,702	**44,025**	37,422
Operating income	**$ 111,028**	$ 98,980	**$ 169,811**	$ 148,195

Net Debt to Total Capitalization and Equity

Net debt to total capitalization and equity are calculated as net debt divided by total capitalization and shareholders' equity, respectively, as defined below, and are used by management as measures of the Company's financial leverage.

Net debt is calculated as long-term debt plus current portion of long-term debt less cash. Total capitalization is calculated as shareholders' equity plus net debt.

The calculations are as follows:

As at ($ thousands)	**June 30 2019**	December 31 2018	June 30 2018
Long-term debt	**$ 645,005**	$ 644,540	$ 743,759
Current portion of long-term debt	**-**	1,022	2,010
less: Cash	**154,452**	345,434	279,724
Net debt	**490,553**	300,128	466,045
Shareholders' equity	**1,370,997**	1,327,679	1,213,944
Total capitalization	**$ 1,861,550**	$ 1,627,807	$ 1,679,989
Net debt to total capitalization	**26%**	18%	28%
Net debt to equity	**0.36:1**	0.23:1	0.38:1

NON-GAAP MEASURES

Management believes that providing certain non-GAAP measures provides users of the Company's consolidated financial statements with important information regarding the operational performance and related trends of the Company's business. By considering these measures in combination with the comparable IFRS measures set out below, management believes that users are provided a better overall understanding of the Company's business and its financial performance during the relevant period than if they simply considered the IFRS measures alone.
The non-GAAP measures used by management do not have any standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other issuers. Accordingly, these measures should not be considered as a substitute or alternative for net income or cash flow, in each case as determined in accordance with IFRS.

Working Capital

Working capital is defined as total current assets less total current liabilities. Management views working capital as a measure for assessing overall liquidity.

As at ($ thousands)	**June 30 2019**	December 31 2018	June 30 2018
Total current assets	**$ 1,778,321**	$ 1,779,100	$ 1,682,406
less: Total current liabilities	**1,138,565**	1,125,194	1,031,956
Working capital	**$ 639,756**	$ 653,906	$ 650,450

Non-Cash Working Capital

Non-cash working capital is defined as total current assets (excluding cash) less total current liabilities (excluding current portion of long-term debt).

As at ($ thousands)	**June 30 2019**	December 31 2018	June 30 2018
Total current assets	**$ 1,778,321**	$ 1,779,100	$ 1,682,406
less: Cash	**154,452**	345,434	279,724
	1,623,869	1,433,666	1,402,682
Total current liabilities	**1,138,565**	1,125,194	1,031,956
less: Current portion of long-term debt	**-**	1,022	2,010
	1,138,565	1,124,172	1,029,946
Non-cash working capital	**$ 485,304**	$ 309,494	$ 372,736

Market Capitalization & Total Enterprise Value

Market capitalization represents the total market value of the Company's equity. It is calculated by multiplying the market price of the Company's share by the total outstanding shares.

Total enterprise value represents the total value of the Company and is often used as a more comprehensive alternative to market capitalization. It is calculated by adding net debt (defined above) to market capitalization.

The calculations are as follows:

As at ($ thousands, except for share price)		**June 30 2019**		December 31 2018		June 30 2018
Outstanding common shares		**81,533**		81,226		81,280
x Ending share price	**$**	**62.07**	$	54.26	$	56.86
Market capitalization	**$**	**5,060,778**	$	4,407,344	$	4,621,571
Long-term debt	**$**	**645,005**	$	644,540	$	743,759
Current portion of long-term debt		**-**		1,022		2,010
less: Cash		**154,452**		345,434		279,724
Net debt	**$**	**490,553**	$	300,128	$	466,045
Total enterprise value	**$**	**5,551,331**	$	4,707,472	$	5,087,616

Significant item

A curtailment gain of $5.0 million ($3.7 million after tax) as described in note 9 of the notes to the interim condensed consolidated financial statements was recorded in the first quarter of 2019. It did not impact the second quarter and therefore adjusted for the reported results of the Company for the six months ended June 30, 2019 only. This item was not considered to be indicative of operational and financial trends, either by nature or amount and as such, a reconciliation adjusting for the impact of this item is shown below:

	Six months ended June 30, 2019					
($ thousands, except per share amounts)		**Reported**		Curtailment gain		**Adjusted - excluding curtailment gain**
Selling and administrative expenses	**$**	**237,758**	$	(5,000)	**$**	**242,758**
Operating income	**$**	**169,811**	$	5,000	**$**	**164,811**
Net earnings	**$**	**116,659**	$	3,700	**$**	**112,959**
Basic earnings per share ("EPS")	**$**	**1.43**	$	0.04	**$**	**1.39**

Key Performance Indicators ("KPIs")

Management uses key performance indicators to consistently measure performance against the Company's priorities across the organization. The Company's KPIs include gross profit margin, operating margin, order bookings and backlogs, return on capital employed and return on equity. Although some of these KPIs are expressed as ratios, they are non-GAAP financial measures that do not have a standardized meaning under IFRS and may not be comparable to similar measures used by other issuers.

Gross Profit Margin

This measure is defined as gross profit (defined above) divided by total revenues.

Operating Income Margin

This measure is defined as operating income (defined above) divided by total revenues.

Order Bookings and Backlogs

The Company's order bookings represent equipment unit orders that management believes are firm. Backlogs are defined as the retail value of equipment unit ordered by customers for future deliveries. Management uses order backlog as a measure of projecting future equipment deliveries. There are no directly comparable IFRS measures for order bookings or backlog.

Return on Capital Employed ("ROCE")

ROCE is utilized to assess both current operating performance and prospective investments. The trailing twelve months adjusted earnings numerator used for the calculation is income before income taxes, interest expense and interest income (excluding interest on rental conversions). The denominator in the calculation is the monthly average capital employed, which is defined as net debt plus shareholders' equity or total capitalization.

	Trailing twelve months ended		
	June 30	December 31	June 30
($ thousands)	**2019**	2018	2018
Net earnings	**$ 270,253**	$ 251,984	$ 206,880
plus: Interest expense	**27,936**	30,643	25,221
less: Interest and investment income	**(9,468)**	(8,918)	(6,781)
plus: Interest income - rental conversions	**3,726**	3,461	3,073
plus: Income taxes	**102,468**	95,865	78,041
Adjusted net earnings	**$ 394,915**	$ 373,035	$ 306,435
Average capital employed	**$ 1,753,283**	$ 1,720,921	$ 1,548,287
Return on capital employed	**22.5%**	21.7%	19.8%

Return on Equity ("ROE")

ROE is monitored to assess the profitability of the consolidated Company and is calculated by dividing trailing twelve months net earnings by opening shareholders' equity (adjusted for shares issued and redeemed during the period).

	Trailing twelve months ended		
	June 30	December 31	June 30
($ thousands)	**2019**	2018	2018
Net earnings	**$ 270,253**	$ 251,984	$ 206,880
Opening shareholders' equity (net of adjustments)	**$ 1,214,346**	$ 1,130,947	$ 1,010,461
Return on equity	**22.3%**	22.3%	20.5%

TOROMONT INDUSTRIES LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited)

($ thousands)	Note	June 30 2019	December 31 2018	June 30 2018
Assets				
Current assets				
Cash		**$ 154,452**	$ 345,434	$ 279,724
Accounts receivable		**539,520**	522,462	510,251
Inventories		**1,069,704**	873,507	862,118
Income taxes receivable		**2,764**	118	1,158
Derivative financial instruments	5	**-**	27,647	15,489
Other current assets		**11,881**	9,932	13,666
Total current assets		**1,778,321**	1,779,100	1,682,406
Property, plant and equipment	2	**430,141**	412,776	406,914
Rental equipment	2	**606,762**	541,530	522,132
Other assets	1	**45,020**	13,206	16,560
Deferred tax assets		**1,544**	1,610	234
Goodwill and intangible assets		**484,570**	486,309	488,754
Total assets		**$ 3,346,358**	$ 3,234,531	$ 3,117,000
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities	1	**$ 953,791**	$ 935,037	$ 826,268
Provisions		**23,837**	24,382	23,115
Deferred revenues and contract liabilities		**148,383**	136,244	174,545
Current portion of long-term debt	3	**-**	1,022	2,010
Derivative financial instruments	5	**12,554**	23	33
Income taxes payable		**-**	28,486	5,985
Total current liabilities		**1,138,565**	1,125,194	1,031,956
Deferred revenues and contract liabilities		**16,440**	17,247	18,035
Long-term lease liabilities	1	**26,166**	-	-
Long-term debt	3	**645,005**	644,540	743,759
Post-employment obligations	9	**147,421**	104,342	102,653
Deferred tax liabilities		**1,764**	15,529	6,653
Shareholders' equity				
Share capital		**467,924**	457,800	452,847
Contributed surplus		**14,061**	12,879	11,625
Retained earnings		**889,644**	851,049	745,539
Accumulated other comprehensive (loss) income		**(632)**	5,951	3,933
Shareholders' equity		**1,370,997**	1,327,679	1,213,944
Total liabilities and shareholders' equity		**$ 3,346,358**	$ 3,234,531	$ 3,117,000

See accompanying notes

TOROMONT INDUSTRIES LTD.

INTERIM CONDENSED CONSOLIDATED INCOME STATEMENTS

(Unaudited)

($ thousands, except share amounts)	Note	Three months ended June 30 2019	Three months ended June 30 2018	Six months ended June 30 2019	Six months ended June 30 2018
Revenues	11	**$ 978,320**	$ 961,267	**$ 1,678,294**	$ 1,638,095
Cost of goods sold		**741,412**	736,401	**1,270,725**	1,246,455
Gross profit		**236,908**	224,866	**407,569**	391,640
Selling and administrative expenses		**125,880**	125,886	**237,758**	243,445
Operating income		**111,028**	98,980	**169,811**	148,195
Interest expense	6	**6,988**	7,719	**13,907**	16,614
Interest and investment income	6	**(2,208)**	(2,051)	**(4,780)**	(4,230)
Income before income taxes		**106,248**	93,312	**160,684**	135,811
Income taxes		**28,850**	25,702	**44,025**	37,422
Net earnings		**$ 77,398**	$ 67,610	**$ 116,659**	$ 98,389
Earnings per share					
Basic	7	**$ 0.95**	$ 0.83	**$ 1.43**	$ 1.21
Diluted	7	**$ 0.94**	$ 0.83	**$ 1.42**	$ 1.20
Weighted average number of shares outstanding					
Basic	7	**81,510,292**	81,131,332	**81,418,746**	81,054,292
Diluted	7	**82,183,776**	81,949,920	**82,080,362**	81,843,309

See accompanying notes

TOROMONT INDUSTRIES LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three months ended June 30		Six months ended June 30	
($ thousands)	**2019**	2018	**2019**	2018
Net earnings	**$ 77,398**	$ 67,610	**$ 116,659**	$ 98,389
Other comprehensive income (loss), net of income taxes:				
Items that may be reclassified subsequently to net earnings:				
Foreign currency translation adjustments	**(184)**	176	**(375)**	460
Unrealized (losses) gains on derivatives designated as cash flow hedges	(4,343)	1,849	(9,072)	5,926
Income tax recovery (expense)	1,130	(485)	2,359	(1,547)
Unrealized (losses) gains on cash flow hedges, net of income taxes	**(3,213)**	1,364	**(6,713)**	4,379
Realized (gains) losses on derivatives designated as cash flow hedges	(79)	(1,613)	683	(1,492)
Income tax expense (recovery)	20	419	(178)	389
Realized (gains) losses on cash flow hedges, net of income taxes	**(59)**	(1,194)	**505**	(1,103)
Items that will not be reclassified subsequently to net earnings:				
Actuarial and other (losses) gains	(27,210)	12,871	(46,332)	19,526
Income tax recovery (expense)	7,211	(3,411)	12,278	(5,143)
Actuarial and other (losses) gains, net of income taxes	**(19,999)**	9,460	**(34,054)**	14,383
Other comprehensive (loss) income	**(23,455)**	9,806	**(40,637)**	18,119
Total comprehensive income	**$ 53,943**	$ 77,416	**$ 76,022**	$ 116,508

See accompanying notes

TOROMONT INDUSTRIES LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

		Three months ended June 30		Six months ended June 30	
($ thousands)	**Note**	**2019**	2018	**2019**	2018
Operating activities					
Net earnings		**$ 77,398**	$ 67,610	**$ 116,659**	$ 98,389
Items not requiring cash:					
Depreciation and amortization		**40,657**	35,662	**79,925**	69,341
Stock-based compensation		**1,458**	1,374	**2,916**	2,749
Post-employment obligations		**816**	(578)	**(3,253)**	844
Deferred income taxes		**(810)**	501	**760**	529
Interest accretion on repayment of term credit facility		**-**	-	**-**	511
Gain on sale of rental equipment and property, plant and equipment		**(7,053)**	(4,154)	**(11,898)**	(7,743)
		112,466	100,415	**185,109**	164,620
Net change in non-cash working capital and other	10	**(25,726)**	91,858	**(194,218)**	194,905
Additions to rental equipment	2	**(83,040)**	(70,497)	**(143,151)**	(105,325)
Proceeds on disposal of rental equipment		**20,223**	7,039	**36,512**	13,983
Cash provided by (used in) operating activities		**23,923**	128,815	**(115,748)**	268,183
Investing activities					
Additions to property, plant and equipment	2	**(30,755)**	(8,332)	**(37,242)**	(15,446)
Proceeds on disposal of property, plant and equipment		**243**	1,497	**438**	1,653
Increase (decrease) in other assets		**100**	-	**52**	42,577
Cash (used in) provided by investing activities		**(30,412)**	(6,835)	**(36,752)**	28,784
Financing activities					
Repayment of term credit facility		**-**	-	**-**	(150,000)
Repayment of senior debentures		**-**	-	**(1,022)**	(953)
Dividends	4	**(21,998)**	(18,636)	**(40,735)**	(34,015)
Cash received on exercise of stock options		**1,569**	5,053	**8,390**	7,006
Payment of lease liabilities	1	**(2,506)**	-	**(4,915)**	-
Cash used in financing activities		**(22,935)**	(13,583)	**(38,282)**	(177,962)
Effect of currency translation on cash balances		**(295)**	104	**(200)**	212
(Decrease) increase in cash		**(29,719)**	108,501	**(190,982)**	119,217
Cash, at beginning of period		**184,171**	171,223	**345,434**	160,507
Cash, at end of period		**$ 154,452**	$ 279,724	**$ 154,452**	$ 279,724

Supplemental cash flow information (note 10)

TOROMONT INDUSTRIES LTD.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Unaudited)

	Share Capital				Accumulated other comprehensive income			
($ thousands, except share numbers)	Number	Amount	Contributed surplus	Retained earnings	Foreign currency translation adjustments	Cash flow hedges	Total	Total
At January 1, 2019	**81,226,383**	**$ 457,800**	**$ 12,879**	**$ 851,049**	**$ 2,700**	**$ 3,251**	**$ 5,951**	**$ 1,327,679**
Net earnings	-	-	-	116,659	-	-	-	116,659
Other comprehensive loss	-	-	-	(34,054)	(375)	(6,208)	(6,583)	(40,637)
Total comprehensive income	-	-	-	82,605	(375)	(6,208)	(6,583)	76,022
Exercise of stock options	307,015	10,124	-	-	-	-	-	10,124
Stock-based compensation expense	-	-	2,916	-	-	-	-	2,916
Stock options exercised	-	-	(1,734)	-	-	-	-	(1,734)
Effect of stock compensation plans	307,015	10,124	1,182	-	-	-	-	11,306
Dividends	-	-	-	(44,010)	-	-	-	(44,010)
At June 30, 2019	**81,533,398**	**$467,924**	**$ 14,061**	**$ 889,644**	**$ 2,325**	**$ (2,957)**	**$ (632)**	**$ 1,370,997**
At January 1, 2018	80,949,819	$ 444,427	$ 10,290	$ 669,813	$ 1,911	$ (1,714)	$ 197	$ 1,124,727
Net earnings	-	-	-	98,389	-	-	-	98,389
Other comprehensive income	-	-	-	14,383	460	3,276	3,736	18,119
Total comprehensive income	-	-	-	112,772	460	3,276	3,736	116,508
Exercise of stock options	330,015	8,420	-	-	-	-	-	8,420
Stock-based compensation expense	-	-	2,749	-	-	-	-	2,749
Stock options exercised	-	-	(1,414)	-	-	-	-	(1,414)
Effect of stock compensation plans	330,015	8,420	1,335	-	-	-	-	9,755
Dividends	-	-	-	(37,046)	-	-	-	(37,046)
At June 30, 2018	81,279,834	$452,847	$ 11,625	$ 745,539	$ 2,371	$ 1,562	$ 3,933	$ 1,213,944

See accompanying notes

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
As at and for the three and six months ended June 30, 2019
(Unaudited)

($ thousands, except where otherwise indicated)

1. DESCRIPTION OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

Corporate Information

Toromont Industries Ltd. (the "Company" or "Toromont") is a limited company incorporated and domiciled in Canada whose shares are publicly traded on the Toronto Stock Exchange under the symbol TIH. The registered office is located at 3131 Highway 7 West, Concord, Ontario, Canada.

Toromont operates through two reportable segments: the Equipment Group and CIMCO. The Equipment Group includes one of the larger Caterpillar dealerships by revenue and geographic territory in addition to industry leading rental operations and an agricultural equipment business. CIMCO is a market leader in the design, engineering, fabrication and installation of industrial and recreational refrigeration systems. Both segments offer comprehensive product support capabilities. Toromont employs over 6,000 people in more than 150 locations.

Basis of Preparation

These interim condensed consolidated financial statements were prepared in accordance with International Accounting Standard ("IAS") 34 - *Interim Financial Reporting*. Accordingly, these interim condensed consolidated financial statements do not include all disclosures required for annual financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2018.

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements were the same as those that applied to the Company's consolidated financial statements as at and for the year ended December 31, 2018, except as noted below with respect to the adoption IFRS 16 – *Leases*.

These interim condensed consolidated financial statements are presented in Canadian dollars and all values are rounded to the nearest thousands, except where otherwise indicated.

These interim condensed consolidated financial statements were authorized for issue by the Audit Committee of the Board of the Directors on July 24, 2019.

The accounting policies adopted in the preparation of these interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual financial statements for the year ended December 31, 2018, except for the adoption of new standards effective as of January 1, 2019. The Company has not early-adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

IFRS 16 - *Leases* has been applied effective January 1, 2019. As required by IAS 34, the nature and effect of these changes are described below.

Several other amendments and interpretations apply for the first time in 2019, but do not have an impact on the interim condensed consolidated financial statements.

a) IFRS 16 - *Leases*

IFRS 16 – *Leases* supersedes IAS 17 – *Leases*, IFRIC 4 – *Determining whether an Arrangement contains a Lease*, SIC 15 – *Operating Leases - Incentives* and SIC 27 – *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for most leases under a single on–balance sheet model.

Lessor accounting is substantially unchanged from IAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in IAS 17. Therefore, IFRS 16 did not have an impact for leases where Toromont is the lessor.

Toromont applied IFRS 16 using the modified retrospective approach. Accordingly, the comparative information presented for 2018 has not been restated. The lease liabilities were recorded as the present value of the remaining lease payments discounted at the Company's incremental borrowing rate as at the date of application. The right-of-use assets were recorded at an amount equal to the lease liabilities, adjusted for any prepaid or accrued lease payments (nil).

Toromont elected to use the practical expedient on transition allowing the standard to be applied only to contracts that were previously identified as leases under IAS 17 and IFRIC 4 at the date of initial application. Toromont also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option ('short-term leases'), and lease contracts for which the underlying asset is of low value ('low-value assets').

Impact on the financial statements on transition

On transition to IFRS 16 at January 1, 2019, Toromont recognized additional right-of-use assets and additional lease liabilities of $33.8 million, respectively. There was no impact on retained earnings.

Lease liabilities for leases that were classified as operating leases were discounted using the incremental borrowing rate at January 1, 2019. The weighted average rate applied was 2.9%.

Summary of new accounting policies

Set out below are the new accounting policies upon adoption of IFRS 16, which have been applied from the date of initial application:

- *Right-of-use assets*

Toromont recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless Toromont is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

- *Lease liabilities*

At the commencement date of the lease, Toromont recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

The interest rate implicit in the lease is used, if readily determinable, to calculate the present value of lease payments. If not readily determinable, Toromont's incremental borrowing rate at the lease commencement date is used in the present value calculation. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

- *Short-term leases and leases of low-value assets*

Toromont applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for leases that are considered of low-value. Lease payments on short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis over the lease term.

- *Significant judgement in determining the lease term of contracts with renewal options*

Toromont determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Toromont applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. All relevant factors that create an economic incentive for it to exercise the renewal are considered. After the commencement date, Toromont reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew.

Amounts recognized in the statement of financial position and profit or loss

Activity within right-of-use assets and lease liabilities during the period was as follows:

	Right-of-use assets			Lease
	Properties	Vehicles	Total	liabilities
January 1, 2019	**$ 18,025**	**$ 15,740**	**$ 33,765**	**$ 33,765**
Additions	1,265	2,694	3,959	3,959
Depreciation expense	(2,288)	(2,870)	(5,158)	-
Payments	-	-	-	(4,915)
June 30, 2019	**$ 17,002**	**$ 15,564**	**$ 32,566**	**$ 32,809**

Right-of-use assets are included in other assets on the statement of financial position. The current portion of lease liabilities at June 30, 2019 of $6.6 million are included in accounts payable and accrued liabilities on the statement of financial position.

b) IFRIC 23 - *Uncertainty over Income Tax Treatment*

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12 - *Income Taxes*, specifically:

- Whether an entity considers uncertain tax treatments separately
- The assumptions an entity makes about the examination of tax treatments by taxation authorities
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
- How an entity considers changes in facts and circumstances

An entity has to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty needs to be followed. The adoption of this interpretation did not have an impact on the consolidated financial statements.

2. PROPERTY, PLANT AND EQUIPMENT AND RENTAL EQUIPMENT

Activity within property, plant and equipment and rental equipment during the period included:

	Three months ended June 30		Six months ended June 30	
	2019	2018	2019	2018
Additions				
Rental equipment	$ 83,040	$ 70,497	$ 143,151	$ 105,325
Property, plant and equipment	30,755	8,332	37,242	15,446
Total Additions	$ 113,795	$ 78,829	$ 180,393	$ 120,771
Disposals - NBV				
Rental equipment	$ 13,283	$ 3,341	$ 24,741	$ 6,803
Property, plant and equipment	131	1,041	311	1,090
Total Disposals - NBV	$ 13,414	$ 4,382	$ 25,052	$ 7,893
Depreciation				
Cost of goods sold	$ 31,618	$ 28,182	$ 61,801	$ 54,735
Selling and administrative expenses	5,320	5,729	10,762	11,145
Total Depreciation	$ 36,938	$ 33,911	$ 72,563	$ 65,880

3. LONG-TERM DEBT

	June 30 2019	December 31 2018	June 30 2018
7.06%, $15.0 million, due March 29, 2019 (1)	**$ -**	$ 1,022	$ 2,010
3.71%, $150.0 million, due September 30, 2025 (2)	**150,000**	150,000	150,000
3.84%, $500.0 million, due October 27, 2027 (2)	**500,000**	500,000	500,000
Senior debentures	**650,000**	651,022	652,010
$250.0 million term credit facility	**-**	-	100,000
	650,000	651,022	752,010
Debt issuance costs, net of amortization	**(4,995)**	(5,460)	(6,241)
Total long-term debt	**$ 645,005**	$ 645,562	$ 745,769
Less: Current portion of long-term debt	**-**	(1,022)	(2,010)
Non-current portion of long-term debt	**$ 645,005**	$ 644,540	$ 743,759

(1) Blended principal and interest payments payable semi-annually through to maturity.

(2) Interest payable semi-annually, principal due on maturity.

All debt is unsecured.

The Company maintains a $500.0 million committed revolving credit facility which matures in October 2022. Debt under the facility is unsecured and ranks pari passu with debt outstanding under Toromont's existing debentures. Interest is based on a floating rate, primarily bankers' acceptances and prime, plus applicable margins and fees based on the terms of the credit facility.

No amounts were drawn on the revolving credit facility at June 30, 2019, December 31, 2018 or June 30, 2018. Letters of credit utilized $30.2 million of the facility at June 30, 2019 (December 31, 2018 - $29.9 million and June 30, 2018 - $27.4 million).

4. SHARE CAPITAL

Normal Course Issuer Bid ("NCIB")

No shares were purchased and cancelled under the NCIB program during the three and six months ended June 30, 2019 and 2018.

Dividends

The Company paid dividends of $22.0 million or $0.27 per share during the three months ended June 30, 2019 (2018 - $18.6 million or $0.23 per share) and $40.7 million or $0.50 per share during the six months ended June 30, 2019 (2018 - $34.0 or $0.42 per share).

The quarterly dividend was increased on February 14, 2019, to $0.27 per share effective with the dividend paid on April 3, 2019.

5. FINANCIAL INSTRUMENTS

Financial Assets and Liabilities – Classification and Measurement

The following table highlights the carrying amounts and classifications of certain financial assets and liabilities:

	June 30 2019	December 31 2018	June 30 2018
Other financial liabilities:			
Current portion of long-term debt	**$ -**	$ 1,022	$ 2,010
Long-term debt	**$ 645,005**	$ 644,540	$ 743,759
Derivative financial instruments - asset (liability):			
Foreign exchange forward contracts	**$ (12,554)**	$ 27,624	$ 15,456

Fair Value of Financial Instruments

The fair value of derivative financial instruments is measured using the discounted value of the difference between the contract's value at maturity based on the contracted foreign exchange rate and the contract's value at maturity based on the comparable foreign exchange rate at period end under the same conditions. The financial institution's credit risk is also taken into consideration in determining fair value. The valuation is determined using Level 2 inputs which are observable inputs or inputs which can be corroborated by observable market data for substantially the full term of the asset or liability, most significantly foreign exchange spot and forward rates.

The fair value and carrying value of long-term debt is as follows:

Long-term debt	**June 30 2019**	December 31 2018	June 30 2018
Fair value	**$ 691,903**	$ 655,575	$ 760,325
Carrying value	**$ 650,000**	$ 651,022	$ 752,010

The fair value was determined using the discounted cash flow method, a generally accepted valuation technique. The discounted factor is based on market rates for debt with similar terms and remaining maturities and based on Toromont's credit risk. The Company has no plans to prepay these instruments prior to maturity. The valuation is determined using Level 2 inputs which are observable inputs or inputs which can be corroborated by observable market data for substantially the full term of asset or liability.

During the six month period ended June 30, 2019, there were no transfers between Level 1 and Level 2 fair value measurements.

Derivative Financial Instruments and Hedge Accounting

Foreign exchange contracts and options are transacted with financial institutions to hedge foreign currency denominated obligations related to purchases of inventory and sales of products. As at June 30, 2019, the Company was committed to USD purchase contracts with a notional amount of $598.5 million at an average exchange rate of $1.3286, maturing between July 2019 and December 2020. The Company was also committed to USD sell contracts with a notional amount of $6.8 million at an average exchange rate of $1.3136, maturing between April 2019 and April 2020.

Management estimates that a loss of $12.6 million (December 31, 2018 – gain of $27.6 million; gain of June 31, 2018 – $15.5 million) would be realized if the contracts were terminated on June 30, 2019. Certain of these forward contracts are designated as cash flow hedges, and accordingly, an unrealized loss of $4.0 million (December 31, 2018 – gain of $4.4 million; June 30, 2018 – gain of $2.1 million) has been included in other comprehensive income. These losses/gains are not expected to affect net income as the amounts will be reclassified to net income within the next eighteen months and will offset gains/losses recorded on the underlying hedged items, namely foreign-denominated accounts payable. Certain of those forward contracts are not designated as cash flow hedges but are entered into for periods consistent with foreign currency exposure of the underlying transactions. A loss of $8.6 million (December 31, 2018 – gain of $23.2 million; June 30, 2018 – gain of $13.4 million) on forward contracts not designated as hedges is included in net income, which offsets gains/losses recorded on the foreign-denominated items, namely accounts payable.

6. INTEREST INCOME AND EXPENSE

The components of interest expense were as follows:

	Three months ended June 30		Six months ended June 30	
	2019	2018	**2019**	2018
Credit facilities	**$ 453**	$ 1,273	**$ 869**	$ 3,194
Senior debentures	**6,286**	6,446	**12,544**	12,909
Interest accretion on repayment of term credit facility	**-**	-	**-**	511
Interest on lease liabilities	**249**	-	**494**	-
	$ 6,988	$ 7,719	**$ 13,907**	$ 16,614

The components of interest and investment income were as follows:

	Three months ended June 30		Six months ended June 30	
	2019	2018	**2019**	2018
Interest on conversion of rental equipment	**$ 990**	$ 657	**$ 1,927**	$ 1,663
Other	**1,218**	1,394	**2,853**	2,567
	$ 2,208	$ 2,051	**$ 4,780**	$ 4,230

7. EARNINGS PER SHARE

	Three months ended June 30		Six months ended June 30	
	2019	2018	**2019**	2018
Net earnings available to common shareholders	**$ 77,398**	$ 67,610	**$ 116,659**	$ 98,389
Weighted average common shares outstanding	**81,510,292**	81,131,332	**81,418,746**	81,054,292
Dilutive effect of stock option conversions	**673,484**	818,588	**661,616**	789,017
Diluted weighted average common shares outstanding	**82,183,776**	81,949,920	**82,080,362**	81,843,309
Earnings per share:				
Basic	**$ 0.95**	$ 0.83	**$ 1.43**	$ 1.21
Diluted	**$ 0.94**	$ 0.83	**$ 1.42**	$ 1.20

For the three and six months ended June 30, 2019, 573,400 (2018 – nil) outstanding share options were excluded from the calculation of diluted earnings per share as the impact would have been anti-dilutive.

8. STOCK BASED COMPENSATION

A reconciliation of the outstanding options was as follows:

	Six months ended June 30, 2019			Six months ended June 30, 2018		
	Number of Options		**Weighted Average Exercise Price**	Number of Options		Weighted Average Exercise Price
Options outstanding, January 1	**2,636,070**	**$**	**43.78**	2,628,036	$	34.85
Exercised [1]	**(307,015)**		**27.33**	(330,015)		21.23
Forfeited	**(15,500)**		**53.33**	(4,000)		46.84
Options outstanding, June 30	**2,313,555**	**$**	**45.90**	2,294,021	$	36.78
Options exercisable, June 30	**804,815**	**$**	**33.99**	793,221	$	28.19

[1] The weighted average share price at date of exercise for the six months ended June 30, 2019 was $67.90 (2018 - $57.76).

The following table summarizes stock options outstanding and exercisable as at June 30, 2019.

	Options Outstanding				**Options Exercisable**		
Range of Exercise Prices	**Number**	**Weighted Average Remaining Life (years)**		**Weighted Average Exercise Price**	**Number**		**Weighted Average Exercise Price**
$20.76	24,100	0.1	$	20.76	24,100	$	20.76
$23.40 - $26.79	418,180	4.8	$	25.59	330,960	$	25.35
$36.65 - $39.79	829,150	6.6	$	38.30	362,670	$	37.97
$53.88 - $66.22	1,042,125	8.7	$	60.67	87,085	$	53.88
	2,313,555	**7.1**	**$**	**45.90**	**804,815**	**$**	**33.99**

Deferred Share Unit Plan

A reconciliation of the DSU plan was as follows:

	Six months ended June 30, 2019			Six months ended June 30, 2018		
	Number of DSUs		**Value**	Number of DSUs		Value
Outstanding, January 1	**358,151**	**$**	**19,005**	426,279	$	23,417
Units taken or taken in lieu and dividends	**18,492**		**792**	17,928		999
Redemptions	**-**		**-**	(83,030)		(4,799)
Fair market value adjustment	**-**		**3,278**	-		798
Outstanding, June 30	**376,643**	**$**	**23,075**	361,177	$	20,415

The liability for deferred share units is recorded in accounts payable and accrued liabilities.

9. EMPLOYEE FUTURE BENEFITS

Employee future benefits expense included the following components:

	Three months ended June 30		Six months ended June 30	
	2019	2018	**2019**	2018
Defined benefit plans	**$ 3,346**	$ 4,409	**$ 7,161**	$ 8,829
Curtailment gain	**-**	-	**(5,000)**	-
Defined contribution plans	**3,264**	3,158	**6,975**	6,516
401(k) matched savings plans	**67**	75	**132**	154
	$ 6,677	$ 7,642	**$ 9,268**	$ 15,499

The Company completed the alignment of benefit programs across the Equipment Group in the first quarter of 2019, which on the whole, led to improved benefits for most employees in the acquired businesses and to increased administrative efficiencies for the Company. A single component of this comprehensive alignment led to changes in the structure and elements of certain post-employment benefit plans, which resulted in a non-recurring curtailment gain of $5.0 million ($3.7 million after-tax).

10. SUPPLEMENTAL CASH FLOW INFORMATION

	Three months ended June 30		Six months ended June 30	
	2019	2018	**2019**	2018
Net change in non-cash working capital and other				
Accounts receivable	**$ (73,301)**	$ (72,338)	**$ (17,058)**	$ (24,181)
Inventories	**(54,789)**	752	**(196,197)**	(84,594)
Accounts payable and accrued liabilities	**79,637**	145,095	**8,838**	280,755
Provisions	**(250)**	278	**(545)**	679
Deferred revenues and contract liabilities	**(1,486)**	12,295	**11,332**	36,701
Income taxes	**6,914**	9,992	**(31,132)**	4,623
Derivative financial instruments	**15,191**	(5,968)	**31,794**	(16,281)
Other	**2,358**	1,752	**(1,250)**	(2,797)
	$ (25,726)	$ 91,858	**$ (194,218)**	$ 194,905
Cash paid during the period for:				
Interest	**$ 13,009**	$ 13,464	**$ 13,658**	$ 15,296
Income taxes	**$ 22,745**	$ 14,910	**$ 74,496**	$ 31,943
Cash received during the period for:				
Interest	**$ 2,044**	$ 1,866	**$ 4,560**	$ 3,779

11. SEGMENTED INFORMATION

The Company has two reportable segments: the Equipment Group and CIMCO as described above in note 1, each supported by the corporate office. These segments are strategic business units that offer different products and services, and each is managed separately. The corporate office provides finance, treasury, legal, human resources and other administrative support to the segments and does not meet the definition of a reportable operating segment as defined in IFRS 8 – *Operating Segments*, as it does not earn revenue.

The accounting policies of each of the reportable segments are the same as the significant accounting policies described in the most recent annual audited consolidated financial statements.

Segment performance is assessed based on operating income, which is measured differently than income from operations in the consolidated financial statements. Corporate overheads are allocated to the segments based on revenue. Income taxes, interest expense, interest and investment income are managed at a consolidated level and are not allocated to the reportable operating segments. Current taxes, deferred taxes and certain financial assets and liabilities are not allocated to the segments as they are also managed on a consolidated level.

The aggregation of the operating segments is based on the economic characteristics of the business units. These business units are considered to have similar economic characteristics including nature of products and services, class of customers and markets served and similar distribution models.

No reportable segment is reliant on any single external customer.

The following tables set forth information by segment for the three and six month periods ended June 30, 2019 and 2018:

	Equipment Group		CIMCO		Consolidated	
Three months ended June 30	**2019**	2018	**2019**	2018	**2019**	2018
Equipment/package sales	**$ 413,797**	$ 446,546	**$ 44,882**	$ 53,826	**$ 458,679**	$ 500,372
Rentals	**105,245**	91,697	**-**	-	**105,245**	91,697
Product support	**373,819**	333,206	**37,981**	33,321	**411,800**	366,527
Power generation	**2,596**	2,671	**-**	-	**2,596**	2,671
Total revenues	**$ 895,457**	$ 874,120	**$ 82,863**	$ 87,147	**$ 978,320**	$ 961,267
Operating income	**$ 104,455**	$ 93,927	**$ 6,573**	$ 5,053	**$ 111,028**	$ 98,980
Interest expense					**6,988**	7,719
Interest and investment income					**(2,208)**	(2,051)
Income taxes					**28,850**	25,702
Net earnings					**$ 77,398**	$ 67,610

	Equipment Group		CIMCO		Consolidated	
Six months ended June 30	**2019**	2018	**2019**	2018	**2019**	2018
Equipment/package sales	**$ 652,506**	$ 703,850	**$ 76,409**	$ 89,445	**$ 728,915**	$ 794,795
Rentals	**186,327**	162,571	**-**	-	**186,327**	161,071
Product support	**685,378**	615,403	**72,553**	61,559	**757,931**	676,962
Power generation	**5,121**	5,267	**-**	-	**5,121**	5,267
Total revenues	**$ 1,529,332**	$ 1,487,091	**$ 148,962**	$ 151,004	**$ 1,678,294**	$ 1,638,095
Operating income	**$ 162,128**	$ 139,722	**$ 7,683**	$ 8,473	**$ 169,811**	$ 148,195
Interest expense					**13,907**	16,614
Interest and investment income					**(4,780)**	(4,230)
Income taxes					**44,025**	37,422
Net earnings					**$ 116,659**	$ 98,389

Operating income from rental operations was $11.4 million for the three months ended June 30, 2019 (2018 – $7.5 million) and $14.0 million for the six months ended June 30, 2019 (2018 - $6.6 million).

12. SEASONALITY OF BUSINESS

Interim period revenues and earnings historically reflect seasonality. For the Equipment Group, the first quarter is typically the weakest due to winter shutdowns in the construction industry while the fourth quarter has consistently been the strongest quarter due to higher conversions at the Caterpillar dealership of equipment on rent with a purchase option. For CIMCO, the fourth quarter tends to be the strongest due to higher activity in recreational markets in advance of the winter recreational season.

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