

# CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(thousands of Canadian dollars) (unaudited)

As at	Note	June 30, 2015	December 31, 2014
<b>Assets</b>			
Cash and cash equivalents		-	901
Trade and other receivables		8,897	7,083
Prepaid expenses		283	275
Total current assets		9,180	8,259
Participation surveys in progress	5	-	36
Seismic data library	6	58,060	66,468
Property and equipment		583	663
Other		56	56
Total non-current assets		58,699	67,223
Total assets		67,879	75,482
<b>Liabilities and Shareholders' Equity</b>			
Operating line of credit	7	2,478	-
Accounts payable and accrued liabilities		1,019	1,772
Deferred revenue		718	1,191
Total current liabilities		4,215	2,963
Long-term debt	7	5,426	5,367
Deferred income tax liabilities	8	8,002	8,574
Other long-term payable		68	177
Total non-current liabilities		13,496	14,118
Total liabilities		17,711	17,081
<b>Shareholders' Equity</b>			
Share capital	9	78,161	78,782
Contributed surplus		2,070	2,399
Deficit		(30,063)	(22,780)
Total shareholders' equity		50,168	58,401
Total liabilities and shareholders' equity		67,879	75,482

See accompanying notes to condensed consolidated interim financial statements.

# CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS

(thousands of Canadian dollars, except per share data)  
(unaudited)

		Three months ended June 30,		Six months ended June 30,	
	Note	2015	2014	2015	2014
<b>Revenue</b>					
Data library sales		<b>6,461</b>	7,321	<b>7,777</b>	12,827
Participation surveys		-	-	<b>3,220</b>	-
Total revenue		<b>6,461</b>	7,321	<b>10,997</b>	12,827
<b>Operating expenses</b>					
Amortization of seismic data library		<b>5,303</b>	5,842	<b>12,595</b>	11,674
Salaries, internal commissions and benefits		<b>1,004</b>	1,227	<b>1,806</b>	2,299
Other selling, general and administrative costs		<b>569</b>	764	<b>1,299</b>	1,493
Depreciation		<b>46</b>	61	<b>92</b>	125
Total operating expenses		<b>6,922</b>	7,894	<b>15,792</b>	15,591
Results from operating activities		<b>(461)</b>	(573)	<b>(4,795)</b>	(2,764)
Financing expenses		<b>145</b>	256	<b>282</b>	501
Interest income		-	(5)	<b>(1)</b>	(8)
Net financing costs		<b>145</b>	251	<b>281</b>	493
<b>Loss before income taxes</b>		<b>(606)</b>	(824)	<b>(5,076)</b>	(3,257)
Current income tax		-	-	-	-
Deferred income tax expense (reduction)	8	<b>434</b>	(212)	<b>(689)</b>	(825)
Income tax expense (reduction)		<b>434</b>	(212)	<b>(689)</b>	(825)
<b>Net loss and comprehensive loss</b>		<b>(1,040)</b>	(612)	<b>(4,387)</b>	(2,432)
<b>Net loss per share, basic and diluted</b>	11	<b>(0.02)</b>	(0.01)	<b>(0.08)</b>	(0.04)

See accompanying notes to condensed consolidated interim financial statements.

## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

<i>(thousands of Canadian dollars, except number of shares) (unaudited)</i>	Number of shares issued (repurchased)	Share capital	Contributed surplus	Deficit	Total equity
Balance at January 1, 2014	59,349,120	81,673	2,399	(18,110)	65,962
Net loss for the period	-	-	0	(2,432)	(2,432)
Share-based compensation	-	-	193	-	193
Settlement of vested long-term incentive plan award	-	-	(397)	-	(397)
Tax effect of equity-settled share-based compensation	-	-	(65)	-	(65)
Normal course issuer bid	(35,000)	(48)	-	(69)	(117)
Dividends paid	-	-	-	(2,373)	(2,373)
Balance at June 30, 2014	59,314,120	81,625	2,130	(22,984)	60,771

	Note	Number of shares issued (repurchased)	Share capital	Contributed surplus	Deficit	Total equity
Balance at January 1, 2015		<b>57,247,843</b>	<b>78,782</b>	<b>2,399</b>	<b>(22,780)</b>	<b>58,401</b>
Net loss for the period		-	-	-	(4,387)	(4,387)
Share-based compensation		-	-	72	-	72
Settlement of vested long-term incentive plan award		-	-	(325)	-	(325)
Tax effect of equity-settled share-based compensation		-	-	(117)	-	(117)
Normal course issuer bid		<b>(421,400)</b>	<b>(580)</b>	-	<b>(648)</b>	<b>(1,228)</b>
Shares cancelled and related dividends	9	<b>(29,754)</b>	<b>(41)</b>	41	28	28
Dividends paid	9	-	-	-	(2,276)	(2,276)
Balance at June 30, 2015		<b>56,796,689</b>	<b>78,161</b>	<b>2,070</b>	<b>(30,063)</b>	<b>50,168</b>

See accompanying notes to condensed consolidated interim financial statements.

# CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(thousands of Canadian dollars) (unaudited)

For the six months ended June 30

2015

2014

## Cash flows provided by (used in):

### Operating:

Net loss and comprehensive loss	(4,387)	(2,432)
Adjustment for:		
Amortization of seismic data library	12,595	11,674
Depreciation	92	125
Loss on disposition of capital assets	2	2
Income tax expense (reduction)	(689)	(825)
Equity-settled share-based compensation	72	193
Net financing costs	281	493
Interest paid	(190)	(407)
Interest received	1	8
Income Tax received	-	3,576
<b>Funds from operations</b>	<b>7,777</b>	<b>12,407</b>

Net change in non-cash working capital	(1,416)	(4,122)
Cash provided by operating activities	<b>6,361</b>	<b>8,285</b>

### Financing:

Normal course issuer bid	(1,228)	(117)
Shares purchased for equity-settled share-based payments	(325)	(393)
Repayment of long-term debt	-	(6,100)
Dividends paid	(2,276)	(2,373)
Dividend recovery from share cancellation	28	-
Cash used in financing activities	<b>(3,801)</b>	<b>(8,983)</b>

### Investing:

Additions to seismic data library through participation surveys	(3,968)	-
Seismic data digitization and related costs	(183)	(367)
Additions to property and equipment	(14)	(21)
Net change in non-cash working capital	(1,774)	(2)
Cash used in investing activities	<b>(5,939)</b>	<b>(390)</b>

Decrease in cash and cash equivalents	<b>(3,379)</b>	<b>(1,088)</b>
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Cash and cash equivalents, beginning of period	<b>901</b>	<b>1,745</b>
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<b>Cash and cash equivalents (operating line of credit), end of period</b>	<b>(2,478)</b>	<b>657</b>
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See accompanying notes to condensed consolidated interim financial statements.

# NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

INFORMATION AS AT JUNE 30, 2015,  
DECEMBER 31, 2014 AND FOR THE  
THREE AND SIX MONTHS ENDED  
JUNE 30, 2015 AND 2014.

(Tabular amounts in thousands of Canadian dollars, except per share data, numbers of shares and other exceptions as indicated).

## 1 | REPORTING ENTITY

Pulse Seismic Inc. (the Company) was incorporated under the Canada Business Corporations Act and is a publicly-listed company on the Toronto Stock Exchange (TSX), trading under the symbol PSD and on the OTCQX International, trading under the symbol PLSDF. The Company's registered office is in Calgary, Alberta. The Company is a provider of seismic data to the energy sector in western Canada.

## 2 | BASIS OF PRESENTATION

### (A) STATEMENT OF COMPLIANCE

The condensed consolidated interim financial statements were prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting. They were prepared by the Company's management and were approved by the Board of Directors on July 29, 2015. The condensed consolidated interim financial statements were reviewed, not audited, by the Company's auditors

### (B) BASIS OF PRESENTATION

The condensed consolidated interim financial statements include the accounts of the Company's wholly-owned subsidiaries.

### (C) BASIS OF MEASUREMENT

The condensed consolidated interim financial statements were prepared on the historical cost basis.

### (D) FUNCTIONAL AND PRESENTATION CURRENCY

The condensed consolidated interim financial statements are presented in Canadian dollars, the Company's functional currency. All financial information presented is rounded to the nearest thousand, except for per share data, number of shares and other exceptions as indicated.

### (E) BASIS OF CONSOLIDATION

#### (i) Joint operations

Certain of the Company's seismic data library assets are jointly owned with others. The condensed consolidated interim financial statements include the Company's share in the joint assets, joint liabilities, expenses incurred and income earned from the joint operations.

#### (ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the condensed consolidated interim financial statements.

### (F) USE OF ESTIMATES AND JUDGMENTS

Preparing the condensed consolidated interim financial statements in accordance with International Financial Reporting Standards (IFRS) required management to make estimates and judgements that affected the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the reporting date, and the revenue and expense amounts attributed to the reporting period. Significant items subject to such estimates and judgments include the identification of cash-generating units (CGU), the anticipated number of long-term incentive plan share awards that will vest, the amount of short-term incentive plan accrual, the useful life and

recoverable amount of the seismic data library, the stage of completion of participation surveys in progress, the amount of current income tax expected for the year and the recognition of deferred tax assets. Actual results could differ from those estimates.

The significant judgments made by management in applying the accounting policies and the key sources of estimation uncertainty in preparing the condensed consolidated interim financial statements were the same as those applied to the audited consolidated financial statements as at and for the year ended December 31, 2014.

The Company is aware that the Canada Revenue Agency (CRA) may revise the way it assesses the income tax amortization of certain seismic data library costs. No policy document has been issued by the CRA and therefore the Company is unable to calculate the impact that future changes might have on the Company's income tax calculations, carry-forward balances or consolidated financial statements.

#### **(G) INCOME TAXES**

Income tax expense or reduction is recognized based on management's best estimate of the weighted-average annual income tax rate expected for the full financial year multiplied by the pre-tax income or loss in the interim reporting period. Current income tax for the interim periods is calculated by prorating the estimated full-year amount to be incurred or recovered, based on the Company's annual forecast.

### **3 | SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies adopted by the Company are described in the audited consolidated financial statements for the year ended December 31, 2014.

A number of new standards, amendments and interpretations have been issued by the International Accounting Standards Board but are not yet effective for the year ended December 31, 2015. The new standards, amendments and interpretations were not applied in preparing the condensed consolidated interim financial statements. None is expected to have a significant effect on the consolidated financial statements, except for:

- > IFRS 15, *Revenue from Contracts with Customers*, which provides guidance on revenue recognition and relevant disclosures. The standard provides a single, principles-based five-step model to be applied to all contracts with customers. IFRS 15 was issued in May 2014 and applies to annual reporting periods beginning on or after January 1, 2017, with early adoption permitted. The new standard will also result in enhanced disclosure about revenue.

After review, Pulse's management concluded that IFRS 15 would affect the Company's policy for recognizing participation survey revenue. Pulse currently recognizes revenue on participation surveys based on percentage of completion. With the amended standard, participation survey revenue can only be recognized in the financial statements when the survey is complete in all respects, meaning the risks and rewards of the final product have been passed on to the customer. Pulse will therefore have to adjust its revenue recognition policy accordingly and may choose to adopt the standard before January 2017. With this adjustment, the lag between the progressive recognition of participation survey revenue and initial amortization upon survey completion will disappear.

### **4 | SEASONALITY OF THE BUSINESS**

Revenue fluctuations are a normal part of the seismic data library business and data library sales can vary significantly from quarter to quarter. Traditional data library sales in the fourth quarter have often been stronger than in other quarters, with seismic data sales being triggered as oil and natural gas companies finalize capital expenditures near year-end. Third-quarter traditional data library sales are often lower than in other quarters due to slower business conditions during the summer months. Both traditional and transaction-based data library sales can, however, occur at any time during any quarter. This is due to the nearly continual changes in general oil and natural gas industry conditions, increased demand for seismic data covering a specific area or play, timing of

public offerings of petroleum and natural gas rights (land sales), as well as merger-and-acquisition, joint venture and asset disposition activity by the Company's clients.

Participation survey revenue also varies significantly from quarter to quarter. The majority of new 3D seismic data is typically acquired under frozen ground conditions from November to March. Summer seismic programs can only be completed in certain areas that have drier ground conditions and can be easily accessed without environmental harm. In addition, the size and pre-funding levels of individual participation surveys can vary significantly.

## 5 | PARTICIPATION SURVEYS IN PROGRESS

As at	June 30, 2015	December 31, 2014
<b>Cost</b>		
Opening balance, January 1	36	-
Cost incurred	3,968	36
Transferred to seismic data library	(4,004)	-
Closing balance	-	36

The Peco South 3D survey was delivered during the first quarter of 2015.

## 6 | SEISMIC DATA LIBRARY

As at	June 30, 2015	December 31, 2014
<b>Cost</b>		
Opening balance, January 1	434,527	433,794
Acquisitions through purchases and related cost	183	733
Transferred from participation surveys in progress	4,004	-
Closing balance	438,714	434,527
<b>Amortization</b>		
Opening balance, January 1	368,059	345,552
Amortization for the period	12,595	22,507
Closing balance	380,654	368,059
<b>Carrying amount at end of period</b>	<b>58,060</b>	<b>66,468</b>

## 7 | LONG-TERM DEBT

As at	June 30, 2015	December 31, 2014
Secured revolving bank loan	5,500	5,500
Less deferred financing costs	74	133
Long-term debt, net of deferred financing cost	5,426	5,367

The Company has a \$50.0 million revolving term credit facility of which up to \$5.0 million can be used as an operating line of credit.

There are no regularly scheduled principal payments on the credit facility. Voluntary prepayments are permitted in whole or part at any time without premium or penalty. There was no repayment made during the first six months and at June 30, 2015, the Company had \$42.0 million available for future draws. The credit facility matures on February 13, 2018.

On July 21, 2015, after collecting two large accounts receivable, the Company repaid \$3.5 million of long-term debt and repaid the \$2.5 million owing on its operating line of credit.

Interest on the syndicated revolving bank loan is calculated based on the lender's prime rate, bankers' acceptance rate or LIBOR, plus an applicable margin based on the covenant ratio of total debt to adjusted earnings before interest, tax, depreciation and amortization (adjusted EBITDA). At June 30, 2015 the interest rate on the long-term debt was 2.9 percent (December 31, 2014 – 3.5 percent).

The Company pays a standby fee based on the daily undrawn balance of the credit facility and an applicable margin based on the covenant ratio of total debt to adjusted EBITDA.

The credit facility is secured by a charge on all of the assets of the Company and its material subsidiaries. It also includes two financial covenants. The first financial covenant is total debt to adjusted EBITDA not to exceed a ratio of 2.50:1. The ratio was 0.23:1 at June 30, 2015. The second financial covenant is interest coverage ratio to be at least 3:1 at all times. The ratio was 59:1 at June 30, 2015. The Company was in compliance with both covenants at June 30, 2015.

## 8 | PROVINCIAL CORPORATE INCOME TAX RATE

The Alberta government introduced changes that increased the provincial corporate income tax rate from 10% to 12% effective July 1, 2015. The impact of this rate change has been recognized in the current quarter.

## 9 | EQUITY

### (A) SHARE CAPITAL

On February 25, 2015, the Company enforced a sunset clause included in a plan of arrangement between two predecessor companies and directed its transfer agent to cancel 29,754 common shares held for former shareholders of these two predecessor companies and return all dividends held for the former shareholders.

### (B) DIVIDENDS

On March 3, 2015, the Company declared a quarterly dividend of \$0.02 per common share. The dividend was paid on April 10, 2015 to shareholders of record at the close of business on March 27, 2015.

On May 6, 2015, the Company declared a quarterly dividend of \$0.02 per common share. The dividend was paid on June 19, 2015 to shareholders of record at the close of business on June 5, 2015.

On July 29, 2015, the Company declared a quarterly dividend of \$0.02 per common share. The estimated dividend of \$1.1 million will be paid on September 18, 2015 to shareholders of record at the close of business on September 4, 2015.

## 10 | SHARE BASED PAYMENTS

The long-term incentive plan (LTIP) awards consist of Restricted Share Units (RSUs) and Performance Share Units (PSUs), with members of the Company's Board of Directors being granted RSUs only. Upon vesting, each RSU and PSU entitles the holder to one common share of the Company. RSUs and PSUs have accompanying dividend-equivalent rights and, therefore, additional RSUs and PSUs are issued to reflect dividends declared on the common shares.

On March 31, 2015 one-third of the awards which were eligible to vest were RSUs and two-thirds were PSUs. Based on the Company's performance in 2014 and the predetermined performance measures, 4 percent or 13,389 of the eligible PSUs vested. RSUs vest automatically based upon time and, consequently, all of the eligible RSUs vested automatically on March 31, 2015.

To satisfy its obligation, in April 2015 the Company provided \$350,000 to the plan's trustee to purchase common shares on the open market for the total after-tax number of cash- and equity-settled RSUs and PSUs that vested on

March 31, 2015. The related payroll taxes of \$211,000 were paid in May 2015 to settle the fully accrued cash-settled portion of the share-based payment liabilities.

In the condensed consolidated interim statement of comprehensive loss for the six months ended June 30, 2015, the Company recognized \$82,000 (six months ended June 30, 2014 –\$100,000) in compensation expense related to the LTIP in salaries, internal commissions and benefits. The equity-settled portion was \$72,000 (six months ended June 30, 2014 –\$193,000) and the cash-settled portion was \$10,000 (six months ended June 30, 2014 – reduction of \$93,000). At June 30, 2015 the obligation related to the cash-settled portion of the LTIP was \$166,000 with \$98,000 included in accounts payable and accrued liabilities and \$68,000 included in other long-term liabilities.

The following is a summary of the continuity of the Company's LTIP during the three and six months ended June 30, 2015 and 2014:

RSUs	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Outstanding, beginning of period	559,981	628,108	427,359	505,221
Granted	-	12,029	133,520	134,916
Settled	(175,060)	(180,640)	(175,060)	(180,640)
Dividend-equivalent share units	5,826	5,704	5,826	5,704
Cancelled or forfeited	(2,793)	(30,895)	(3,691)	(30,895)
Outstanding, end of period	387,954	434,306	387,954	434,306

PSUs	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Outstanding, beginning of period	859,047	702,600	658,896	791,156
Granted	-	-	201,950	189,034
Settled	(10,910)	(1,566)	(10,910)	(1,566)
Dividend-equivalent share units	8,892	8,923	8,892	8,923
Cancelled or forfeited	(270,616)	(34,570)	(272,415)	(312,160)
Outstanding, end of period	586,413	675,387	586,413	675,387

## 11 | EARNINGS PER SHARE

### (A) BASIC EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended June 30, 2015 was based on the net loss attributable to common shareholders of \$4.4 million (six months ended June 30, 2014 – net loss of \$2.4 million) and a weighted average number of common shares outstanding of 56,932,213 (six months ended June 30, 2014 – 59,330,197), calculated as follows

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Common shares outstanding at beginning of period	56,882,889	59,314,120	57,247,843	59,349,120
Effect of common shares purchased and cancelled during period	(8,504)	-	(315,630)	(18,923)
Weighted average number of common shares (basic)	56,874,385	56,314,120	56,932,213	59,330,197

### (B) DILUTED EARNINGS PER SHARE

The Company does not have any dilutive securities.

## 12 | FINANCIAL INSTRUMENTS

### FAIR VALUES

The fair values of cash and cash equivalents, accounts receivable and accounts payable approximate their carrying amounts largely due to their short-term maturities. The fair value of the long-term debt approximates the carrying value because interest charges under the bank loan are based on current rates offered on similar loans.

## 13 | MAJOR CUSTOMERS

Data library sales to two customers represented approximately \$5.8 million of the Company's total data library sales for the three and six months ended June 30, 2015.

Participation survey revenue was earned from one customer for the six months ended June 30, 2015.