SECURE energy

Condensed Consolidated Financial Statements (unaudited)

For the three months ended March 31, 2019

(Expressed in Canadian Dollars)

SECURE ENERGY SERVICES INC.
Consolidated Statements of Financial Position

($000's) (unaudited)	Notes	As at March 31, 2019	December 31, 2018
Assets			
Current assets			
Cash		**16,191**	7,928
Accounts receivable and accrued receivables		**270,939**	242,528
Inventories		**68,437**	70,097
Prepaid expenses and other current assets		**7,419**	10,868
		362,986	331,421
Property, plant and equipment	4	**1,188,644**	1,203,382
Right-of-use assets	5	**53,115**	-
Intangible assets		**32,788**	36,258
Goodwill		**11,127**	11,127
Deferred tax assets		**-**	1,313
Total Assets		**1,648,660**	1,583,501
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		**205,690**	168,121
Asset retirement obligations		**3,334**	2,978
Lease liabilities	7	**20,813**	7,223
		229,837	178,322
Long-term borrowings	6	**404,969**	412,919
Asset retirement obligations		**93,083**	87,707
Lease and other liabilities	7	**31,659**	9,464
Deferred tax liabilities		**52,602**	50,773
Total Liabilities		**812,150**	739,185
Shareholders' Equity			
Issued capital	8	**1,049,503**	1,031,189
Share-based compensation reserve		**50,937**	64,413
Foreign currency translation reserve		**30,885**	33,982
Deficit		**(294,815)**	(285,268)
Total Shareholders' Equity		**836,510**	844,316
Total Liabilities and Shareholders' Equity		**1,648,660**	1,583,501

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

SECURE ENERGY SERVICES INC.
Consolidated Statements of Comprehensive (Loss) Income

($000's except per share and share data) (unaudited)	Notes	For the three months ended March 31, 2019	2018
Revenue	12	**788,882**	705,445
Cost of sales	10	**748,976**	665,744
Gross margin		**39,906**	39,701
General and administrative expenses	10	**28,441**	25,019
Operating income		**11,465**	14,682
Interest, accretion and finance costs		**6,791**	3,856
Income before tax		**4,674**	10,826
Current tax expense		**298**	821
Deferred tax expense		**3,117**	3,928
Net income		**1,259**	6,077
Other comprehensive (loss) income			
Foreign currency translation adjustment		**(3,097)**	3,650
Total comprehensive (loss) income		**(1,838)**	9,727
Basic and diluted income per common share		**0.01**	0.04
Weighted average shares outstanding - basic	8	**160,440,879**	164,009,829
Weighted average shares outstanding - diluted	8	**163,456,268**	166,079,649

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

SECURE ENERGY SERVICES INC.
Consolidated Statements of Changes in Shareholders' Equity

($000's) (unaudited)	Note	Issued capital	Share-based compensation reserve	Foreign currency translation reserve	Deficit	Total Shareholders' Equity
Balance at January 1, 2019		**1,031,189**	**64,413**	**33,982**	**(285,268)**	**844,316**
Net income		-	-	-	1,259	**1,259**
Dividends declared	**8**	-	-	-	(10,806)	**(10,806)**
Foreign currency translation adjustment		-	-	(3,097)	-	**(3,097)**
Exercise of share units	**8**	19,207	(19,207)	-	-	**-**
Share-based compensation		-	5,731	-	-	**5,731**
Shares cancelled under normal course issuer bid ("NCIB")	**8**	(893)	-	-	-	**(893)**
Balance at March 31, 2019		**1,049,503**	**50,937**	**30,885**	**(294,815)**	**836,510**
Balance at January 1, 2018		**1,057,505**	**56,524**	**21,618**	**(261,155)**	**874,492**
Net income		-	-	-	6,077	6,077
Dividends declared		-	-	-	(11,057)	(11,057)
Foreign currency translation adjustment		-	-	3,650	-	3,650
Exercise of options and share units		12,455	(12,400)	-	-	55
Share-based compensation		-	5,316	-	-	5,316
Balance at March 31, 2018		**1,069,960**	**49,440**	**25,268**	**(266,135)**	**878,533**

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

SECURE ENERGY SERVICES INC.
Consolidated Statements of Cash Flows

		For the three months ended March 31,	
($000's) (unaudited)	**Notes**	**2019**	**2018**
Cash flows from (used in) operating activities			
Net income		**1,259**	6,077
Adjustments for non-cash items:			
Depreciation, depletion and amortization		**31,899**	27,294
Interest, accretion and finance costs		**6,791**	3,856
Current and deferred tax expense		**3,415**	4,749
Other non-cash loss (income)		**4,490**	(698)
Share-based compensation	**9**	**7,288**	5,628
Interest paid		**(5,212)**	(3,663)
Income taxes paid		**(2,333)**	(1,200)
Asset retirement costs incurred		**(906)**	(7)
Funds flow from operations		**46,691**	42,036
Change in non-cash working capital		**10,611**	(9,282)
Net cash flows from operating activities		**57,302**	32,754
Cash flows used in investing activities			
Purchase of property, plant and equipment		**(22,792)**	(56,581)
Change in non-cash working capital		**(76)**	(14,134)
Net cash flows used in investing activities		**(22,868)**	(70,715)
Cash flows (used in) from financing activities			
Shares issued, net of share issue costs	**8**	**-**	55
Repurchase and cancellation of shares under NCIB	**8**	**(893)**	-
(Repayment) draw on credit facilities	**6**	**(8,216)**	44,000
Lease liability principal payment		**(5,723)**	(1,256)
Dividends paid	**8**	**(10,806)**	(11,057)
Net cash flows (used in) from financing activities		**(25,638)**	31,742
Effect of foreign exchange on cash		**(533)**	303
Increase in cash		**8,263**	(5,916)
Cash, beginning of period		**7,928**	9,730
Cash, end of period		**16,191**	3,814

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

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION

Nature of Business

Secure Energy Services Inc. ("Secure") is incorporated under the Business Corporations Act of Alberta. Secure operates through a number of wholly-owned subsidiaries (together referred to as the "Corporation") which are managed through three operating segments which provide innovative, efficient and environmentally responsible fluids and solids solutions to the oil and gas industry.

The Midstream Infrastructure division owns and operates a network of facilities throughout western Canada and certain regions of the United States (U.S.). The Midstream Infrastructure division services include clean oil terminalling, rail transloading, pipeline transportation, crude oil storage and marketing, custom treating of crude oil, produced and waste water disposal, oilfield waste processing, and oil purchase/resale service. Secure provides these services at its full service terminals, full service rail facilities, crude oil pipelines, crude oil terminalling facilities, water disposal facilities, and landfills.

The Environmental Solutions division provides comprehensive environmental solutions, from initial project assessment and planning, to reclamation and remediation. The Environmental Solutions division also offers integrated fluid solutions which includes water management, recycling, pumping and storage solutions.

The Technical Solutions division provides customer focused product solutions for drilling, completion and production operations for oil and gas producers in western Canada.

In Canada, the level of activity in the oilfield is influenced by seasonal weather patterns. As warm weather returns in the spring, the winter's frost comes out of the ground (commonly referred to as "spring break-up"), rendering many secondary roads incapable of supporting heavy loads and as a result road bans are implemented prohibiting heavy loads from being transported in certain areas. This limits the movement of the heavy equipment required for drilling and well servicing activities, and the level of activity of the Corporation's customers may, consequently, be reduced. In the areas in which the Corporation operates, the second quarter has generally been the slowest quarter as a result of spring break-up. Historically, the Corporation's first, third and fourth quarters represent higher activity levels and operations. These seasonal trends typically lead to quarterly fluctuations in operating results and working capital requirements, which should be considered in any quarter over quarter analysis of performance.

Basis of Presentation

The condensed consolidated financial statements of Secure have been prepared by management in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB") in effect at the closing date of March 31, 2019. The condensed consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2018.

These condensed consolidated financial statements are recorded and presented in Canadian dollars ($), which is Secure's functional currency, and have been prepared on a historical cost basis, except for certain financial instruments and share-based compensation transactions that have been measured at fair value. All values are rounded to the nearest thousand dollars ($000's), except where otherwise indicated. Certain reclassifications of prior year amounts have been made to conform to the current year presentation and certain amounts in the condensed consolidated financial statements are not comparable to the prior periods due to the adoption of new IFRS as discussed in Note 3.

These condensed consolidated financial statements were approved by Secure's Board of Directors on April 29, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

Significant Accounting Policies

The significant accounting policies adopted in the preparation of these condensed consolidated financial statements are the same as those set out in the annual audited consolidated financial statements for the year ended December 31, 2018, except as described in Note 3. Unless otherwise stated, these policies have been consistently applied to all periods presented.

Significant Estimates and Judgments

The timely preparation of the Corporation's condensed consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported assets, liabilities, revenues, expenses, gains, losses, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The estimates and underlying assumptions are reviewed by management on an ongoing basis, with any adjustments recognized in the period in which the estimate is revised.

The key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities include those related to the determination of cash generating units, depreciation, depletion and amortization, recoverability of assets, asset retirement obligations and accretion, other provisions and contingent liabilities, inventories, share-based compensation, deferred income taxes, provision for doubtful accounts, and purchase price equations. Readers are cautioned that the preceding list is not exhaustive and other items may also be affected by estimates and judgments.

3. RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16 Leases

The Corporation adopted International Financial Reporting Standard 16, *Leases* ("IFRS 16" or the "new standard") as at the effective date of January 1, 2019 which replaced IAS 17, *Leases* ("IAS 17"). The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There was no impact to lessor accounting from the adoption of IFRS 16.

The Corporation elected the modified retrospective transition approach, which provides lessees a method for recording existing leases at adoption with no restatement of prior period financial information. Under this approach, a lease liability was recognized at January 1, 2019 in respect of leases previously classified as operating leases, measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at transition. The associated right-of-use assets were measured at amounts equal to the respective lease liabilities, subject to certain adjustments allowed under IFRS 16.

In addition, the Corporation elected to utilize practical expedients permitted under the transition guidance within the new standard, which amount other things, allowed the Corporation to apply a single discount rate to a portfolio of leases with reasonably similar characteristics, and rely on its assessment as to whether leases are onerous applying IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* immediately before the date of initial application as an alternative to performing an impairment review.

3. RECENT ACCOUNTING PRONOUNCEMENTS (continued)

Secure has also applied the recognition exemptions for low-value asset leases and short-term leases.

Adoption of the new standard at January 1, 2019 resulted in the recording of additional right-of-use assets and lease liabilities of $33.4 million and $35.9 million, respectively, related to office space, warehouses, surface land, rail cars and certain heavy equipment.

The new standard did not materially impact net income for the three months ended March 31, 2019 as the depreciation of right-of-use assets and interest and finance costs related to the lease liabilities recognized under IFRS 16 were mostly offset by reductions in operating lease expense, which were previously recognized in net income. The adoption of IFRS 16 had no impact on cash flows.

The following provides a comparison of the Corporation's accounting policies with respect to leases under IAS 17 and IFRS 16.

Policies applicable for the year ended December 31, 2018 (IAS 17)	Policies effective January 1, 2019 (IFRS16)
<u>Lessee</u> Finance leases, which transfer to the Corporation substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the commencement of the lease at the fair value of the leased assets or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in net income. Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Corporation will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term. Operating lease payments are recognized as an expense on a straight line basis in net income	<u>Lessee</u> Leases are recognized as a right-of-use asset and corresponding liability at the date of which the leased asset is available for use by the Corporation. Lease liabilities are initially measured at the present value of unpaid lease payments, less any lease incentives. Lease payments include fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. Lease payments are discounted using the Corporation's incremental borrowing rate where the rate implicit in the lease is not readily determinable. Right-of-use assets are initially measured at the amount of the lease liability, plus any lease payments made at or before the commencement date, any initial direct costs, and estimated cost for dismantling or restoring the asset. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

3. RECENT ACCOUNTING PRONOUNCEMENTS (continued)

Policies Applicable for the year ended December 31, 2018	Policies effective January 1, 2019
	The Corporation uses a single discount rate for a portfolio of leases with reasonably similar characteristics. Lease payments on short-term leases or leases on which the underlying asset is of low value are accounted for as expenses on a straight-line basis in the consolidated statement of operations.
Lessor Leases in contractual arrangements which transfer substantially all the risks and benefits of ownership of property the lessee are accounted for as finance leases, while all other leases are accounted for as operating leases. Finance leases are recorded as a net investment in a finance lease. The present value of minimum lease receivable under such arrangements are recorded as an investment in finance lease and the finance income is recognized in a manner that produces a consistent rate of return on the investment in the finance lease and is included in revenue. Operating lease income is recognized in the consolidated statements of operations as it is earned over the lease term. Secure has no net investments in finance leases as at March 31, 2019.	

4. PROPERTY, PLANT AND EQUIPMENT

During the three months ended March 31, 2019, $1.3 million ($1.8 million for the three months ended March 31, 2018) of directly attributable capitalized salaries and overhead were added to property, plant and equipment. There were no borrowing costs capitalized to property, plant and equipment for the three months ended March 31, 2019 ($0.3 million for the three months ended March 31, 2018).

($000's)	
Balance at December 31, 2018	**1,203,382**
Reclass capital leases [1]	(17,684)
Additions	23,515
Change in asset retirement cost	6,409
Disposals	(1,137)
Depreciation and depletion	(23,140)
Foreign exchange effect	(2,701)
Balance at March 31, 2019	**1,188,644**

[1] With the adoption of IFRS 16 at January 1, 2019, Secure has reclassified capital leases previously presented with Property, plant and equipment to Right-of-use assets.

5. RIGHT-OF-USE ASSETS

($000's)	Buildings	Rail Cars	Vehicles & Equipment	Other	Total
Cost					
IFRS 16 transition entry (note 3)	18,672	11,892	177	2,708	**33,449**
Reclass capital leases [1]	-	-	28,789	273	**29,062**
January 1, 2019	**18,672**	**11,892**	**28,966**	**2,981**	**62,511**
Additions	309	-	6,690	3	**7,002**
Disposals	-	-	(512)	-	**(512)**
Foreign exchange effect	-	(6)	-	-	**(6)**
March 31, 2019	**18,981**	**11,886**	**35,144**	**2,984**	**68,995**
Accumulated depreciation					
Reclass capital leases [1]	-	-	(11,140)	(238)	**(11,378)**
January 1, 2019	**-**	**-**	**(11,140)**	**(238)**	**(11,378)**
Depreciation	(1,492)	(1,805)	(1,599)	(10)	**(4,906)**
Disposals	-	-	404	-	**404**
March 31, 2019	**(1,492)**	**(1,805)**	**(12,335)**	**(248)**	**(15,880)**
Net book value:					
March 31, 2019	**17,489**	**10,081**	**22,809**	**2,736**	**53,115**
January 1, 2019	**18,672**	**11,892**	**17,826**	**2,743**	**51,133**

[1] As at January 1, 2019, Secure has reclassified capital leases previously presented with Property, plant and equipment to Right-of-use assets.

6. LONG-TERM BORROWINGS

($000's)	Mar 31, 2019	Dec 31, 2018
Amount drawn on credit facilities	**405,234**	413,450
Unamortized transaction costs	**(265)**	(531)
Total long-term borrowings	**404,969**	**412,919**
Credit facilities	**600,000**	600,000
Amount drawn on credit facilities	**(405,234)**	(413,450)
Letters of credit	**(38,503)**	(38,133)
Available amount	**156,263**	**148,417**

At March 31, 2019, the Corporation had a $470 million first lien credit facility ("First Lien Facility") with a syndicate of ten financial institutions and Canadian Chartered banks. The First Lien Facility was amended effective April 29, 2019; refer to subsequent events discussion in Note 13. In addition, the Corporation has a $130 million second lien credit facility ("Second Lien Facility") with a syndicate of three financial institutions and Canadian Chartered banks. At March 31, 2019, the full amount of the $130 million Second Lien Facility was drawn.

At March 31, 2019 and December 31, 2018, the Corporation was in compliance with all financial covenants contained in the lending agreements.

7. LEASE LIABILITIES

The Corporation incurs lease payments related to corporate and field offices, warehouses, rail cars, vehicles, equipment and surface leases. Leases are entered into and exist in coordination with specific business requirements which includes the assessment of the appropriate durations for the related leased assets. The Corporation has recognized lease liabilities in relation to all lease arrangements measured at the present value of the remaining lease payments, except for short-term leases and leases of low-value assets which have been charged to cost of sales and general and administrative expenses in these condensed consolidated statements of operations.

($000's)	
Balance at December 31, 2018	**15,557**
IFRS 16 transition entry (note 3)	35,943
Additions	6,902
Interest expense	600
Lease payments	(6,323)
Foreign exchange effect	(207)
Balance at March 31, 2019	**52,472**
Current portion	**20,813**
Non-current portion	**31,659**

8. SHAREHOLDERS' EQUITY

	Number of Shares	Amount ($000's)
Balance at December 31, 2018	**159,274,147**	**1,031,189**
Restricted Share Units (RSUs) and Performance Share Units (PSUs) exercised	2,294,827	-
Transfer from reserves in equity	-	19,207
Shares repurchased and cancelled under NCIB	(131,500)	(893)
Balance at March 31, 2019	**161,437,474**	**1,049,503**

As at March 31, 2019, there were 289,302 common shares of the Corporation held in escrow in conjunction with the Corporation's business acquisitions (December 31, 2018: 305,538).

The Corporation declared dividends to holders of common shares for the three months ended March 31, 2019 of $10.8 million (three months ended March 31, 2018: $11.1 million). Subsequent to March 31, 2019, the Corporation paid dividends to holders of common share of record on April 1, 2019 in the amount of $0.0225 per common share and declared dividends to holders of common shares in the amount of $0.0225 per common share which is payable on May 15, 2019 for shareholders of record on May 1, 2019.

On May 28, 2018, the Corporation commenced an NCIB, under which the Corporation may purchase for cancellation up to a maximum of 8,227,359 common shares of the Corporation. The NCIB will terminate on May 27, 2019 or such earlier date as the maximum number of common shares are purchased pursuant to the NCIB or the NCIB is completed or terminated at the Corporation's election. For the three months ended March 31, 2019, a total of 131,500 common shares at a cost of $0.9 million were purchased, cancelled and removed from share capital under the terms of the NCIB, representing an average purchase price of $6.79 per common share.

8. SHAREHOLDERS' EQUITY (continued)

The following reflects the share data used in the basic and diluted earnings per share computations:

	For the three months ended,	
	March 31, 2019	March 31, 2018
Weighted average number of shares - basic	160,440,879	164,009,829
Effect of dilution:		
Options, RSUs, and PSUs	3,015,389	2,069,820
Weighted average number of shares - diluted	**163,456,268**	**166,079,649**

The above table excludes the impact of 2,213,527 options for the three months ended March 31, 2019 (3,998,143 options for the three months ended March 31, 2018), as they are considered to be anti-dilutive.

9. SHARE-BASED COMPENSATION PLANS

The Corporation has a Unit Incentive Plan under which the Corporation may grant incentive units, comprised of Restricted Share Units ("RSUs") and Performance Share Units ("PSUs") to employees and consultants. During the three months ended March 31, 2019, Secure amended the terms of the Unit Incentive Plan to eliminate the ability to issue compensation share units and reduce the number of common shares reserved for issuance pursuant to the plan from 10% to 7%. The remaining terms of the Plan remain unchanged from those disclosed in the annual audited consolidated financial statements for the year ended December 31, 2018.

The Corporation has a deferred share unit ("DSU") plan for non-employee directors of the Corporation. The terms of this plan remain unchanged from those disclosed in the annual audited consolidated financial statements for the year ended December 31, 2018.

During the three months ended March 31, 2019, the Corporation eliminated the Corporation's Stock Option Plan, removing the Corporation's ability to issue new stock options. Outstanding options remain subject to the terms and conditions of the plan in effect at the time of the grant.

Incentive Units and DSUs

The following table summarizes the units outstanding:

	RSUs	PSUs	DSUs
Balance at December 31, 2018	**3,567,658**	**2,372,260**	**367,490**
Granted	1,411,480	817,234	94,784
Reinvested dividends	29,805	23,658	3,112
Redeemed for common shares	(1,399,601)	(895,226)	-
Forfeited	(89,493)	(8,857)	-
Balance at March 31, 2019	**3,519,849**	**2,309,069**	**465,386**

9. SHARE-BASED COMPENSATION PLANS (continued)

Options

A summary of the status of the Corporation's share options is as follows:

	Outstanding options	Weighted average exercise price ($)
Balance at December 31, 2018	4,303,023	13.75
Expired	(458,582)	18.37
Forfeited	(23,061)	17.64
Balance at March 31, 2019	**3,821,380**	**12.98**
Exercisable at March 31, 2019	**3,798,048**	13.00

The fair value of the RSUs, PSUs and DSUs issued is determined using the five day volume weighted average share price at the grant date.

As at March 31, 2019, $3.8 million (December 31, 2018: $2.6 million) was included in accounts payable and accrued liabilities for outstanding DSUs.

10. COST OF SALES AND GENERAL AND ADMINISTRATIVE EXPENSES

The following table disaggregates the Corporation's cost of sales and general and administrative ("G&A") expenses for the three months ended March 31, 2019 and 2018:

($000's)

For the three months ended March 31, 2019	Cost of sales	G&A Expenses	Total
Employee compensation and benefits	31,681	11,150	**42,831**
Share-based compensation	1,477	5,811	**7,288**
Depreciation, depletion and amortization	28,575	3,324	**31,899**
Business development expenses	-	2,188	**2,188**
Oil purchase/resale services expense	611,503	-	**611,503**
Other	75,740	5,968	**81,708**
Total	**748,976**	**28,441**	**777,417**

($000's)

For the three months ended March 31, 2018	Cost of sales	G&A Expenses	Total
Employee compensation and benefits	30,803	13,987	**44,790**
Share-based compensation	1,653	3,975	**5,628**
Depreciation, depletion and amortization	26,048	1,246	**27,294**
Business development expenses	-	1,306	**1,306**
Oil purchase/resale services expense	523,746	-	**523,746**
Other	83,494	4,505	**87,999**
Total	**665,744**	**25,019**	**690,763**

11. CONTRACTUAL OBLIGATIONS

As at March 31, 2019

	Payments due by period			
($000's)	**1 year or less**	**1-5 years**	**5 years and thereafter**	**Total**
Crude oil transportation [1]	35,534	143,519	90,924	**269,977**
Inventory purchases	9,057	-	-	**9,057**
Capital commitments	17,713	-	-	**17,713**
Total contractual obligations	**62,304**	**143,519**	**90,924**	**296,747**

[1] Crude oil transportation includes crude oil transportation volumes for pipeline throughput at certain pipeline connected full service terminals.

12. SEGMENT REPORTING

For management purposes, the Corporation is organized into divisions based on the nature of the services and products provided. Management monitors the operating results of each division separately for the purpose of making decisions about resource allocation and performance assessment.

The Corporation has three reportable operating segments, as described in Note 1. The Corporation also reports activities not directly attributable to an operating segment under Corporate. Corporate division expenses consist of public company costs, as well as salaries, share-based compensation, interest and finance costs and office and administrative costs relating to corporate employees and officers.

The Corporation disaggregates revenue from contracts with customers by type of service or good to reflect how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. The following table presents the financial performance by reportable segment and includes a measure of segment profit or loss regularly reviewed by management. Additionally, revenues have been disaggregated by type of service or good.

($000's) **Three months ended March 31, 2019**	**Midstream Infrastructure**	**Environmental Solutions**	**Technical Solutions**	**Corporate**	**Total**
Revenue from services	94,138	29,672	53,569	-	177,379
Oil purchase and resale service	611,503	-	-	-	611,503
Total revenue	705,641	29,672	53,569	-	788,882
Cost of sales excluding items listed separately below	(650,740)	(24,664)	(43,520)	-	(718,924)
Segment profit margin	54,901	5,008	10,049	-	69,958
G&A expenses excluding items listed separately below	(5,728)	(1,696)	(5,329)	(6,553)	(19,306)
Depreciation, depletion and amortization [1]	(21,936)	(2,700)	(6,065)	(1,198)	(31,899)
Share-based compensation [1]	-	-	-	(7,288)	(7,288)
Interest, accretion and finance costs	(474)	-	-	(6,317)	(6,791)
Earnings (loss) before tax	**26,763**	**612**	**(1,345)**	**(21,356)**	**4,674**

($000's) **Three months ended March 31, 2018**	**Midstream Infrastructure**	**Environmental Solutions**	**Technical Solutions**	**Corporate**	**Total**
Revenue from services	80,855	32,164	68,679	-	181,698
Oil purchase and resale service	523,747	-	-	-	523,747
Total revenue	**604,602**	**32,164**	**68,679**	**-**	**705,445**
Cost of sales excluding items listed separately below	(557,198)	(25,529)	(55,316)	-	(638,043)
Segment profit margin	**47,404**	**6,635**	**13,363**	**-**	**67,402**
G&A expenses excluding items listed separately below	(5,929)	(1,860)	(5,668)	(6,341)	(19,798)
Depreciation, depletion and amortization [1]	(18,718)	(2,742)	(5,515)	(319)	(27,294)
Share-based compensation [1]	-	-	-	(5,628)	(5,628)
Interest, accretion and finance costs	(413)	-	-	(3,443)	(3,856)
Earnings (loss) before tax	**22,344**	**2,033**	**2,180**	**(15,731)**	**10,826**

[1] Depreciation, depletion and amortization and share-based compensation have been allocated to cost of sales and general and administrative expenses on the condensed consolidated statements of comprehensive (loss) income based on function of the underlying asset or individual to which the charge relates.

12. SEGMENT REPORTING (continued)

($000's) As at March 31, 2019	Midstream Infrastructure	Environmental Solutions	Technical Solutions	Corporate	Total
Current assets	211,642	45,302	106,042	-	**362,986**
Property, plant and equipment	1,061,683	22,497	98,359	6,105	**1,188,644**
Right-of-use assets	21,429	11,802	13,901	5,983	**53,115**
Intangible assets	4,890	1,216	26,682	-	**32,788**
Goodwill	-	11,127	-	-	**11,127**
Total assets	1,299,644	91,944	244,984	12,088	**1,648,660**
Current liabilities	190,220	17,388	22,229	-	**229,837**
Total liabilities	348,692	25,332	33,157	404,969	**812,150**

($000's) As at December 31, 2018	Midstream Infrastructure	Environmental Solutions	Technical Solutions	Corporate	Total
Current assets	175,763	37,224	118,434	-	**331,421**
Property, plant and equipment	1,065,943	26,336	105,258	5,845	**1,203,382**
Intangible assets	5,255	1,399	29,604	-	**36,258**
Goodwill	-	11,127	-	-	**11,127**
Total assets	1,246,961	76,086	254,609	5,845	**1,583,501**
Current liabilities	138,621	19,016	20,685	-	**178,322**
Total liabilities	279,068	19,615	27,583	412,919	**739,185**

Geographical Financial Information

($000's)	Canada		U.S.		Total	
Three months ended March 31,	**2019**	2018	**2019**	2018	**2019**	2018
Revenue	**772,966**	688,197	**15,916**	17,248	**788,882**	705,445
As at March 31, 2019 and December 31, 2018	**2019**	2018	**2019**	2018	**2019**	2018
Total non-current assets	**1,153,232**	1,115,747	**132,442**	136,333	**1,285,674**	1,252,080

13. SUBSEQUENT EVENTS

Business Acquisition

On April 11, 2019, the Corporation acquired a 27% interest in a crude oil storage facility comprised of four above-ground 175,000 bbl tanks located in Cushing, Oklahoma ("the Facility"), and a 51% interest in an 80 acre parcel of undeveloped land adjacent to the Facility. The total purchase price of US$10.4 million was paid in cash at closing.

Over the next two years, Secure has the option to purchase the remaining 73% interest in the Facility for US$26.6 million.

Credit Facility Amendment

On April 29, 2019, Secure closed an amendment to its First Lien Facility with a syndicate of ten financial institutions and Chartered banks increasing the overall size of the facility from $470 million to $600 million.

The First Lien Facility has been amended to consist of a four-year $565 million revolving credit facility and a $35 million revolving operating facility with a maturity date of June 30, 2023. The First Lien Facility also includes an accordion feature, which, if exercised and approved by the Corporation's lenders, would increase the First Lien Facility by $100 million. The First Lien Facility is secured by a $1 billion floating charge debenture and negative pledge from the Corporation creating a security interest over all of the Corporation's present and after acquired personal property and floating charge over all of its present and after acquired real property.

13. SUBSEQUENT EVENTS (continued)

The First Lien Facility is subject to customary terms, conditions and covenants, including the following financial covenants:

- the Senior Debt to EBITDA ratio is not to exceed 3.5 to 1.0;
- the Total Debt to EBITDA ratio is not to exceed 5.0 to 1.0; and
- the EBITDA to Financing Charges ratio is not less than 2.5 to 1.0.

Senior Debt is defined in the lending agreement to include amounts drawn under the First Lien Facility and finance leases entered into by the Corporation as defined by IAS 17, less cash balances in excess of $5 million. Total Debt includes Senior Debt plus amounts drawn under the Corporation's Second Lien Facility, and should the Corporation issue any unsecured notes in the future, Total Debt would also include the principal amount of the notes. EBITDA is defined in the lending agreement as earnings before interest, taxes, depreciation, depletion and amortization, and is adjusted for non-recurring losses, any non-cash impairment charges and any other non-cash charges, and acquisitions on a pro-forma basis. Financing Charges are defined to include interest expense on Total Debt.

The Corporation also covenants the following:

- the aggregate principal amount of unsecured notes, if any, will not exceed $500 million; and
- the aggregate principal amount of any unsecured notes, principal amount outstanding under the First Lien Facility and the principal amount outstanding under Second Lien Facility will not exceed $1 billion.

Amounts borrowed under the First Lien Facility will bear interest at the Corporation's option of either the Canadian prime rate plus 0.45% to 2.00% or the banker acceptance rate plus 1.45% to 3.00%, depending, in each case, on the ratio of senior funded debt to EBITDA.

In addition, Secure entered into a new $75 million bilateral Letter of Credit Facility ("LC Facility") with a syndicate of two financial institutions and Chartered banks.

The First Lien Facility and the LC Facility are to be used for working capital, to refinance existing debt, for capital expenditures including acquisitions, and for general corporate purposes.

In connection with amending the First Lien Facility and obtaining the LC Facility, the Corporation incurred transaction costs in the amount of $1.4 million, of which the unamortized amount will be offset against the outstanding principal balance of the long-term borrowings. Unamortized costs of $0.2 million at March 31, 2019 relating to the original facility will be expensed in the three months ended June 30, 2019.

CORPORATE INFORMATION

DIRECTORS

Rene Amirault - Chairman
Brad Munro (1) (2) (3)
David Johnson (2)
Daniel Steinke (4)
Kevin Nugent (1) (3)
Michele Harradence (4)
Murray Cobbe (1) (4) (5)
Shaun Paterson (1) (4)
Richard Wise (2) (3)

1 Audit Committee
2 Compensation Committee
3 Corporate Governance and Nominating Committee
4 Health, Safety & Environment Committee
5 Lead Director

STOCK EXCHANGE

Toronto Stock Exchange
Symbol: SES

AUDITORS

KPMG LLP
Calgary, Alberta

LEGAL COUNSEL

Bennett Jones LLP
Calgary, Alberta

LEAD BANKERS

ATB Financial
National Bank of Canada

TRANSFER AGENT AND REGISTRAR

Odyssey Trust Company
Calgary, Alberta

OFFICERS

Rene Amirault
President & Chief Executive Officer

Chad Magus
Executive Vice President & Chief Financial Officer

Corey Higham
Executive Vice President, Midstream Infrastructure

George Wadsworth
Executive Vice President, Technical Solutions

David Mattinson
Executive Vice President, Environmental Solutions

Allen Gransch
Chief Operating Officer Midstream

Brian McGurk
Executive Vice President, Human Resources & Strategy

Mike Mikuska
Executive Vice President, Commercial & Transportation

David Engel
Executive Vice President, Technical Services