

Interim Consolidated Financial Statements of

BRITISH COLUMBIA FERRY SERVICES INC.

Six months ended September 30, 2015 and 2014

(unaudited)

BRITISH COLUMBIA FERRY SERVICES INC.

Interim Consolidated Statements of Financial Position (unaudited)
(Expressed in thousands of Canadian dollars)

| | As at | |
|---|--------------------|----------------|
| | September 30, 2015 | March 31, 2015 |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | 107,291 | 65,574 |
| Restricted short-term investments (note 3 (b)) | 32,236 | 32,496 |
| Other short-term investments | 86,005 | 62,098 |
| Trade and other receivables | 19,400 | 19,490 |
| Prepaid expenses | 11,427 | 6,177 |
| Inventories | 25,700 | 25,393 |
| | 282,059 | 211,228 |
| Non-current assets | | |
| Loan receivable | 24,515 | 24,515 |
| Land lease | 30,917 | 31,146 |
| Property, plant and equipment (note 5) | 1,512,615 | 1,524,692 |
| Intangible assets (note 6) | 71,352 | 65,031 |
| | 1,639,399 | 1,645,384 |
| Total assets | 1,921,458 | 1,856,612 |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | 30,833 | 57,401 |
| Interest payable on long-term debt | 18,361 | 18,329 |
| Deferred revenue | 16,120 | 16,957 |
| Derivative liabilities | 4,506 | 4,433 |
| Current portion of long-term debt (note 3) | 24,000 | 24,000 |
| Current portion of accrued employee future benefits | 2,400 | 2,400 |
| Current portion of obligations under finance lease | 1,481 | 1,309 |
| Provisions | 49,536 | 48,065 |
| | 147,237 | 172,894 |
| Non-current liabilities | | |
| Accrued employee future benefits | 18,503 | 18,800 |
| Long-term debt (note 3) | 1,229,905 | 1,241,699 |
| Obligations under finance lease | 42,765 | 43,514 |
| Other liabilities | 1,500 | 1,500 |
| | 1,292,673 | 1,305,513 |
| Total liabilities | 1,439,910 | 1,478,407 |
| Equity | | |
| Share capital | 75,478 | 75,478 |
| Contributed surplus | 25,000 | 25,000 |
| Retained earnings | 392,481 | 289,177 |
| Total equity before reserves | 492,959 | 389,655 |
| Reserves (note 9 (a)) | (11,411) | (11,450) |
| Total equity including reserves | 481,548 | 378,205 |
| Total liabilities and equity | 1,921,458 | 1,856,612 |
| Commitments (note 5 (b)) | | |

BRITISH COLUMBIA FERRY SERVICES INC.

Interim Consolidated Statements of Comprehensive Income (unaudited)

(Expressed in thousands of Canadian dollars)

| | Three months ended September 30 | | Six months ended September 30 | |
|---|------------------------------------|-----------------|----------------------------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenue | | | | |
| Vehicle and passenger fares | 192,580 | 179,641 | 335,924 | 311,013 |
| Ferry service fees | 54,526 | 54,195 | 95,785 | 99,242 |
| Retail | 30,229 | 28,557 | 51,555 | 48,501 |
| Federal-Provincial Subsidy Agreement | 7,183 | 7,089 | 14,365 | 14,178 |
| Fuel (rebates) surcharges | (2,126) | 5,786 | (3,752) | 10,148 |
| Regulated other income | 7,236 | 6,122 | 11,307 | 9,521 |
| Other income | 2,857 | 2,777 | 5,000 | 4,673 |
| Total revenue | 292,485 | 284,167 | 510,184 | 497,276 |
| Expenses | | | | |
| Operations | 124,441 | 125,359 | 236,671 | 240,383 |
| Maintenance | 13,570 | 12,468 | 34,162 | 29,117 |
| Administration | 8,236 | 8,020 | 16,220 | 15,633 |
| Cost of retail goods sold | 11,911 | 11,157 | 20,562 | 19,146 |
| Depreciation and amortization | 35,816 | 35,612 | 70,927 | 70,846 |
| Total operating expenses | 193,974 | 192,616 | 378,542 | 375,125 |
| Operating profit | 98,511 | 91,551 | 131,642 | 122,151 |
| Net finance and other expenses | | | | |
| Net finance expense (note 10) | | | | |
| Finance income | 1,456 | 969 | 2,353 | 2,036 |
| Finance expenses | (15,248) | (16,124) | (30,490) | (33,836) |
| Net finance expense | (13,792) | (15,155) | (28,137) | (31,800) |
| (Loss) gain on disposal and revaluation of property, plant and equipment, intangible assets and inventory | (212) | 23 | (201) | (44) |
| Net finance and other expenses | (14,004) | (15,132) | (28,338) | (31,844) |
| Net earnings | 84,507 | 76,419 | 103,304 | 90,307 |
| Other comprehensive loss (note 9 (b)) | | | | |
| Items not to be reclassified to net earnings | - | (2,890) | - | (2,890) |
| Items to be reclassified to net earnings | (3,543) | - | (85) | (2,396) |
| Total other comprehensive loss | (3,543) | (2,890) | (85) | (5,286) |
| Total comprehensive income | 80,964 | 73,529 | 103,219 | 85,021 |

BRITISH COLUMBIA FERRY SERVICES INC.

Interim Consolidated Statements of Cash Flows (unaudited)

(Expressed in thousands of Canadian dollars)

| | Six months ended September 30 | |
|--|-------------------------------|-----------------|
| | 2015 | 2014 |
| Cash flows from operating activities | | |
| Net earnings | 103,304 | 90,307 |
| Items not affecting cash | | |
| Net finance expense | 28,137 | 31,800 |
| Depreciation and amortization | 70,927 | 70,846 |
| Loss on disposal and revaluation of property, plant and equipment, intangible assets and inventory | 201 | 44 |
| Other non-cash adjustments to property, plant and equipment | (54) | (1,781) |
| Changes in | | |
| Accrued employee future benefits | (297) | 205 |
| Derivative liabilities recognized in net earnings | (12) | (14) |
| Provisions | 1,471 | (5,139) |
| Long-term land lease | 229 | 229 |
| Accrued interest costs | 609 | 246 |
| Total non-cash items | 101,211 | 96,436 |
| Movements in operating working capital | | |
| Trade and other receivables | 90 | 3,958 |
| Prepaid expenses | (5,250) | (5,027) |
| Inventories | (307) | (2,125) |
| Accounts payable and accrued liabilities | (26,568) | (15,529) |
| Deferred revenue | (837) | 222 |
| Change in non-cash working capital | (32,872) | (18,501) |
| Change attributable to capital asset acquisitions | 18,917 | 7,103 |
| Change in non-cash operating working capital | (13,955) | (11,398) |
| Cash generated from operating activities | 190,560 | 175,345 |
| Interest received | 1,769 | 1,827 |
| Interest paid | (32,791) | (36,167) |
| Net cash generated by operating activities | 159,538 | 141,005 |

See accompanying notes to the interim consolidated financial statements.

BRITISH COLUMBIA FERRY SERVICES INC.

Interim Consolidated Statements of Cash Flows (unaudited)

(Expressed in thousands of Canadian dollars)

| | Six months ended September 30 | |
|---|-------------------------------|----------------|
| | 2015 | 2014 |
| Cash flows from financing activities | | |
| Proceeds from issuance of bonds | - | 200,000 |
| Repayment of long-term debt | (12,000) | (258,250) |
| Repayment of finance lease obligations | (577) | (557) |
| Deferred financing costs incurred | - | (1,315) |
| Hedge losses on interest rate forward contracts | - | (7,652) |
| Net cash used in financing activities | (12,577) | (67,774) |
| Cash flows from investing activities | | |
| Proceeds from disposal of property, plant and equipment | 146 | 72 |
| Purchase of property, plant and equipment and intangible assets | (81,743) | (56,531) |
| Decrease of debt service reserves | 260 | 3,046 |
| Net (purchase of) proceeds from short-term investments | (23,907) | 24,971 |
| Net cash used in investing activities | (105,244) | (28,442) |
| Net increase in cash and cash equivalents | 41,717 | 44,789 |
| Cash and cash equivalents, beginning of period | 65,574 | 71,365 |
| Cash and cash equivalents, end of period | 107,291 | 116,154 |

BRITISH COLUMBIA FERRY SERVICES INC.

Interim Consolidated Statements of Changes in Equity (unaudited)

(Expressed in thousands of Canadian dollars)

| | Share capital | Contributed surplus | Retained earnings | Total equity before reserves | Reserves (note 9 (a)) | Total equity including reserves |
|--|---------------|---------------------|-------------------|------------------------------|-----------------------|---------------------------------|
| Balance as at March 31, 2014 | 75,478 | 25,000 | 246,142 | 346,620 | (1,691) | 344,929 |
| Net earnings for the six months ended September 30, 2014 | - | - | 90,307 | 90,307 | - | 90,307 |
| Other comprehensive loss for the six months ended September 30, 2014 | - | - | - | - | (5,286) | (5,286) |
| Hedge losses reclassified to net earnings | - | - | - | - | 105 | 105 |
| Balance as at September 30, 2014 | 75,478 | 25,000 | 336,449 | 436,927 | (6,872) | 430,055 |
| Balance as at March 31, 2015 | 75,478 | 25,000 | 289,177 | 389,655 | (11,450) | 378,205 |
| Net earnings for the six months ended September 30, 2015 | - | - | 103,304 | 103,304 | - | 103,304 |
| Other comprehensive loss for the six months ended September 30, 2015 | - | - | - | - | (85) | (85) |
| Hedge losses reclassified to net earnings | - | - | - | - | 124 | 124 |
| Balance as at September 30, 2015 | 75,478 | 25,000 | 392,481 | 492,959 | (11,411) | 481,548 |

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

Six months ended September 30, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars)

British Columbia Ferry Services Inc. (the “Company”) was incorporated under the *Company Act (British Columbia)* by way of conversion on April 2, 2003, and now validly exists under the *Business Corporations Act (British Columbia)*. The Company’s primary business activity is the provision of coastal ferry services in British Columbia.

The Company is subject to the *Coastal Ferry Act* (the “Act”) as amended, which came into force on April 1, 2003. Its common share is held by the B.C. Ferry Authority (the “Authority”), a corporation without share capital, and it is regulated by the British Columbia Ferries Commissioner (the “Commissioner”) to ensure that rates are fair and reasonable and to monitor service levels.

The Company’s business is seasonal in nature, with the highest activity in the summer (second quarter) and the lowest activity in the winter (fourth quarter), due to the high number of leisure travellers and their preference for travel during the summer months. The Company also takes advantage of the low activity during the winter months to perform a significant portion of the required annual maintenance on vessels and terminals.

1. Accounting policies:

Except as described in note 1(e), the same accounting policies and methods of computation are followed in the interim consolidated financial statements as compared with the annual consolidated financial statements for the year ended March 31, 2015.

(a) Basis of preparation:

British Columbia Ferry Services Inc. is domiciled in Canada. The address of the Company’s registered office is Suite 500, 1321 Blanshard Street, Victoria, BC Canada, V8W 0B7. These interim consolidated financial statements as at and for the six months ended September 30, 2015 and 2014 comprise the Company and its subsidiaries (together referred to as the “Group”).

(b) Statement of compliance:

These interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and its interpretations and comply with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*.

These interim consolidated financial statements should be read in conjunction with the Group’s annual consolidated financial statements and the notes thereto for the year ended March 31, 2015.

These interim consolidated financial statements were approved by the Board of Directors on November 20, 2015.

(c) Basis of measurement:

These interim consolidated financial statements have been prepared using the historical cost method, with the exception of the following assets and liabilities which are measured at fair value: land, derivatives, and cash and cash equivalents.

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

Six months ended September 30, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars)

1. Accounting policies (continued):

(d) Functional and presentation currency:

These interim consolidated financial statements are presented in Canadian dollars ("Cdn") which is the Group's functional currency. All tabular financial data is presented in Canadian dollars rounded to the nearest thousand.

(e) Property, plant and equipment:

Property, plant and equipment, excluding land assets, are valued at cost plus direct overhead and financing costs, less depreciation and impairment. The cost includes the initial estimate of retirement obligations. Land is valued at fair value at each year-end using the annual assessed values for property tax purposes as being representative of the fair values of these assets.

The cost of self-constructed assets includes expenditures on materials, direct labour, financing costs and an allocated proportion of project overheads. When parts of an item of property, plant and equipment have different estimated useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The cost of replacing an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the item will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the item of property, plant and equipment and are recognized in net earnings or loss. The costs of the day-to-day servicing of items of property, plant and equipment are recognized in net earnings or loss as incurred.

Where components of an asset have different estimated useful lives, depreciation is calculated on each separate component. Depreciation commences when an asset is available for use. Estimates of remaining useful lives and residual values are reviewed annually and adjusted if appropriate.

The Group revised its estimate of the useful lives of vessel hulls from 40 to 45 years. This change has been applied prospectively effective April 1, 2015, and will result in a decrease in depreciation expense of approximately \$1.9 million for the year ending March 31, 2016.

Property, plant and equipment, including assets under finance leases, are depreciated on a straight-line basis over the estimated useful lives of the assets at the following rates:

| Asset class | Estimated useful life |
|---------------------------------------|-----------------------|
| Vessel hulls | 3 to 45 years |
| Vessel propulsion and utility systems | 3 to 30 years |
| Marine structures | 20 to 40 years |
| Buildings | 20 to 40 years |
| Equipment and other | 3 to 20 years |

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)
Six months ended September 30, 2015 and 2014
(Tabular amounts expressed in thousands of Canadian dollars)

2. Future accounting changes:

IFRS 9 Financial Instruments (2014):

On July 24, 2014, the International Accounting Standards Board (IASB) issued the completed version of IFRS 9. IFRS 9 (2014) introduces a new expected credit loss model for calculating impairment, and incorporates the guidance on the classification and measurement of financial assets and the final general hedge accounting requirements originally published in IFRS 9 (2013). The mandatory effective date of IFRS 9 (2014) is for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted. The Group does not expect the application of IFRS 9 (2014) to have a significant impact on its consolidated financial statements.

IFRS 15 Revenue from Contracts with Customers:

IFRS 15 *Revenue from Contracts with Customers* will replace IAS 11 *Construction Contracts* and IAS 18 *Revenue*. It provides a single, principles based five-step model to be applied to all contracts with customers. IFRS 15 also requires entities to provide users of financial statements with more informative and relevant disclosures. IFRS 15 was issued in May 2014 and the effective date is for annual periods beginning on or after January 1, 2017. Earlier application is permitted. On July 22, 2015, the IASB confirmed a one-year deferral of the effective date. The Group does not expect the application of IFRS 15 to have a significant impact on its consolidated financial statements.

Amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets:

The IASB has issued *Clarification of Acceptable Methods of Depreciation and Amortization*. The amendments clarify that a revenue-based depreciation method is not considered to be an appropriate manifestation of consumption because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments apply prospectively and are effective for annual periods beginning on or after January 1, 2016. Early adoption is permitted. The application of these amendments will not have any impact on the Group's consolidated financial statements.

Disclosure Initiative (Amendments to IAS 1 Presentation of Financial Statements):

The IASB published clarification to IAS 1 *Presentation of Financial Statements*. The *Disclosure Initiative* comprises several smaller projects to improve presentation and disclosure requirements in existing International Financial Reporting Standards. The amendments are effective for periods beginning on or after January 1, 2016. Early adoption is permitted. The Group does not expect the application of these amendments to have a significant impact on its consolidated financial statements.

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

Six months ended September 30, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars)

3. Loans:

| Long-term debt: | As at | |
|---|--------------------|------------------|
| | September 30, 2015 | March 31, 2015 |
| 6.25% Senior Secured Bonds, Series 04-4, due October 2034 (effective interest rate of 6.41%) | 250,000 | 250,000 |
| 5.02% Senior Secured Bonds, Series 07-1, due March 2037 (effective interest rate of 5.06%) | 250,000 | 250,000 |
| 5.58% Senior Secured Bonds, Series 08-1, due January 2038 (effective interest rate of 5.62%) | 200,000 | 200,000 |
| 4.70% Senior Secured Bonds, Series 13-1, due October 2043 (effective interest rate of 4.75%) | 200,000 | 200,000 |
| 4.29% Senior Secured Bonds, Series 14-1, due April 2044 (effective interest rate of 4.45%) | 200,000 | 200,000 |
| 12 Year Loan, maturing March 2020 | | |
| Tranche A (effective interest rate of 5.17%) | 33,750 | 37,500 |
| Tranche B (floating interest rate of 1.07% at September 30, 2015) | 22,500 | 22,500 |
| 12 Year Loan, maturing June 2020 | | |
| Tranche A (effective interest rate of 5.18%) | 35,625 | 39,375 |
| Tranche B (floating interest rate of 1.08% at September 30, 2015) | 22,500 | 22,500 |
| 2.95% Loan, maturing January 2021 (effective interest rate of 3.08%) | 49,500 | 54,000 |
| | 1,263,875 | 1,275,875 |
| Less: Deferred financing costs and unamortized bond discounts | (9,970) | (10,176) |
| Current portion | (24,000) | (24,000) |
| Total | 1,229,905 | 1,241,699 |

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

Six months ended September 30, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars)

3. Loans (continued):

(a) Credit facility:

There were no draws on the \$155.0 million credit facility as at September 30, 2015 and as at March 31, 2015. There was no interest expense related to this facility during the six months ended September 30, 2015 and September 30, 2014. Letters of credit outstanding against this facility at September 30, 2015 totalled \$0.3 million (March 31, 2015: \$0.3 million).

(b) Debt service reserves:

Debt service coverage (earnings before interest, taxes, depreciation, amortization, and rent) is required to be at least 1.25 times the debt service cost and debt service reserves are required to be maintained for long-term debt equal to not less than six months forecast debt service, to be increased under certain conditions.

As at September 30, 2015, the debt service coverage ratio was 3.09 and debt service reserves of \$32.2 million were held in short-term investments and have been classified as restricted short-term investments on the statements of financial position (March 31, 2015: \$32.5 million).

In addition, there are other covenants contained in the Master Trust Indenture ("MTI") (May 2004) available at www.SEDAR.com. The Group was in compliance with all of its covenants at September 30, 2015.

4. Financial instruments:

The carrying values of the Group's financial instruments approximate fair value as at September 30, 2015 and March 31, 2015 for all financial instruments except for long-term debt:

| | As at September 30, 2015 | | As at March 31, 2015 | |
|--|--------------------------|-------------------|----------------------|-------------------|
| | Carrying Value | Approx Fair Value | Carrying Value | Approx Fair Value |
| Long-term debt, including current portion ^{1,2,3} | 1,253,905 | 1,488,441 | 1,265,699 | 1,622,645 |

¹ Carrying value is measured at amortized cost using the effective interest rate method.

² Fair value is calculated by discounting the future cash flows of each debt issue at the estimated yield to maturity for the same or similar issues at the date of the statement of financial position, or by using available quoted market prices.

³ Classified in level 2 as the significant measurement inputs used in the valuation models are indirectly observable in active markets (derived from prices).

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

Six months ended September 30, 2015 and 2014

(Tabular amounts expressed in thousands of Canadian dollars)

4. Financial instruments (continued):

The following items shown in the consolidated statements of financial position at September 30, 2015 and March 31, 2015 are carried at fair value on a recurring basis using level 1 or 2 inputs. There were no financial assets and liabilities at September 30, 2015 and at March 31, 2015, valued using level 3 inputs.

| | As at September 30, 2015 | | As at March 31, 2015 | |
|-------------------------------|--------------------------|---------|----------------------|---------|
| | Level 1 | Level 2 | Level 1 | Level 2 |
| Asset (liability): | | | | |
| Cash ¹ | 64,023 | - | 37,880 | - |
| Cash equivalents ¹ | 6,668 | - | 2,508 | - |
| Derivatives ² | - | (4,506) | - | (4,433) |
| | 70,691 | (4,506) | 40,388 | (4,433) |

¹ Classified in level 1 as the measurement inputs are derived from observable, unadjusted quoted prices in active markets for identical assets.

² Classified in level 2 as the significant measurement inputs used in the valuation models are indirectly observable in active markets (derived from prices).

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates cannot be determined with precision as they are subjective in nature and involve uncertainties and matters of judgment. Where market prices are not available, fair values are estimated using discounted cash flow analysis based on the Group's current borrowing rate for similar borrowing arrangements.

No amounts have been reclassified into or out of fair value classifications in the six months ended September 30, 2015. Financial assets have been pledged as security for liabilities under the MTI.

As at September 30, 2015, all financial instruments measured at fair value (excluding derivatives) have been classified as level 1 in the fair value hierarchy with quoted prices in active markets.

During the six months ended September 30, 2015, no profits resulting from the use of valuation techniques used to measure level 2 or 3 instruments in the fair value hierarchy (i.e. those with no active market price) have been recognized.

The Group may use derivative instruments to hedge its exposure to fluctuations in fuel prices, interest rates and foreign currency exchange rates. The fair value of commodity derivatives reflects only the value of the commodity derivatives and not the offsetting change in value of the underlying future purchase of fuel. These fair values reflect the estimated amounts that the Group would receive or pay should the derivative contracts be terminated at the stated dates.

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)
Six months ended September 30, 2015 and 2014
(Tabular amounts expressed in thousands of Canadian dollars)

5. Property, plant and equipment:

(a) Continuity of property, plant and equipment:

| | Vessels | Berths, buildings & equipment under finance lease | Berths, buildings & equipment | Land under finance lease | Land | Construction in progress | Total |
|---|------------------|---|-------------------------------------|--------------------------------|---------------|-----------------------------|------------------|
| Cost: | | | | | | | |
| Balance at March 31, 2015 | 1,227,689 | 599,099 | 80,537 | 5,559 | 15,895 | 65,585 | 1,994,364 |
| Additions | - | - | - | - | - | 55,375 | 55,375 |
| Disposals | (5,324) | (827) | (280) | - | - | (100) | (6,531) |
| Transfers from construction in progress | 23,246 | 14,709 | 5,756 | - | - | (43,711) | - |
| Balance at September 30, 2015 | 1,245,611 | 612,981 | 86,013 | 5,559 | 15,895 | 77,149 | 2,043,208 |
| Accumulated depreciation: | | | | | | | |
| Balance at March 31, 2015 | 341,377 | 95,528 | 32,767 | - | - | - | 469,672 |
| Depreciation for the period | 48,799 | 13,655 | 4,794 | - | - | - | 67,248 |
| Disposals | (5,221) | (827) | (279) | - | - | - | (6,327) |
| Balance at September 30, 2015 | 384,955 | 108,356 | 37,282 | - | - | - | 530,593 |
| Net carrying value: | | | | | | | |
| As at March 31, 2015 | 886,312 | 503,571 | 47,770 | 5,559 | 15,895 | 65,585 | 1,524,692 |
| As at September 30, 2015 | 860,656 | 504,625 | 48,731 | 5,559 | 15,895 | 77,149 | 1,512,615 |

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)
Six months ended September 30, 2015 and 2014
(Tabular amounts expressed in thousands of Canadian dollars)

5. Property, plant and equipment (continued):

(b) Other disclosures - property, plant and equipment:

During the six months ended September 30, 2015, financing costs capitalized during construction amounted to \$1.5 million (September 30, 2014: \$0.6 million) with an average capitalization rate of 5.05% (September 30, 2014: 5.35%). In addition to the construction in progress referenced above, the contractual commitments at September 30, 2015 for assets to be constructed totalled \$173.4 million (March 31, 2015: \$184.6 million). These contractual commitments include \$140.1 million of the total contract value of \$165 million for construction of the three new Salish Class vessels.

The Government of Canada, through the Shore Power Technology for Ports Program, agreed to provide funding to help offset the costs of shore power upgrades at certain of the Group's terminals. The Group expects to receive a total of \$1.9 million under this program, of which \$1.6 million was received and recorded as a reduction of the cost of property, plant and equipment. The remaining \$0.3 million is still outstanding.

During the three months ended September 30, 2015, the Group received \$0.2 million (September 30, 2014: \$0.2 million) of rental income earned from buildings held for leasing purposes and during the six months ended September 30, 2015, the Group received \$0.5 million (September 30, 2014: \$0.5 million). These buildings have a cost and accumulated depreciation of \$11.9 million and \$2.0 million respectively, as at September 30, 2015.

During the three months ended September 30, 2015, the *Queen of Chilliwack* (decommissioned during the year ended March 31, 2015), was sold.

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)
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(Tabular amounts expressed in thousands of Canadian dollars)

6. Intangible assets:

(a) Continuity of intangible assets:

| | Acquired software, licenses & rights | Internally developed software & website | Construction in progress | Total |
|---|---|--|-----------------------------|----------------|
| Cost: | | | | |
| Balance at March 31, 2015 | 31,706 | 11,516 | 48,635 | 91,857 |
| Additions | - | - | 10,000 | 10,000 |
| Transfers from construction in progress | 5,825 | - | (5,825) | - |
| Balance at September 30, 2015 | 37,531 | 11,516 | 52,810 | 101,857 |
| Accumulated amortization: | | | | |
| Balance at March 31, 2015 | 17,390 | 9,436 | - | 26,826 |
| Amortization for the period | 2,689 | 990 | - | 3,679 |
| Balance at September 30, 2015 | 20,079 | 10,426 | - | 30,505 |
| Net carrying value: | | | | |
| As at March 31, 2015 | 14,316 | 2,080 | 48,635 | 65,031 |
| As at September 30, 2015 | 17,452 | 1,090 | 52,810 | 71,352 |

(b) Other disclosures - intangible assets:

Capitalized financing costs during construction for intangible assets for the six months ended September 30, 2015 totalled \$1.1 million (September 30, 2014: \$0.9 million) with an average capitalization rate of 5.05% (September 30, 2014: 5.35%).

During the six months ended September 30, 2015, intangible assets totalling \$9.8 million (September 30, 2014: \$9.1 million) were acquired and \$0.2 million (September 30, 2014: \$nil) were internally developed.

BRITISH COLUMBIA FERRY SERVICES INC.

Notes to the Interim Consolidated Financial Statements (unaudited)

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(Tabular amounts expressed in thousands of Canadian dollars)

7. Financial risk management:

Fuel price risk:

The Group is exposed to risks associated with changes in the market price of marine diesel fuel. The Group may manage its exposure to fuel price volatility by entering into hedging instruments with certain financial intermediaries in order to reduce price volatility and add a fixed component to the inherent floating nature of fuel prices. Fuel price hedging instruments are used solely for the purpose of reducing fuel price risk, not for generating trading profits. Gains and losses resulting from fuel forward contracts are recognized as a component of fuel costs. Pursuant to the Group's Financial Risk Management Policy, the term of the contracts is not to extend beyond the greater of three years or the end of the fourth performance term ending March 31, 2020. This policy also limits hedging, to a maximum of 95% of anticipated monthly fuel consumption for the immediately following 12 month period; 90% of anticipated monthly fuel consumption for the 12 month period thereafter; 85% of anticipated monthly fuel consumption for the period thereafter to the end of the 36 month period; and to 70% of anticipated monthly fuel consumption for the period between 36 months and the end of the fourth performance term.

During the year ended March 31, 2015, the Group entered into Ultra-low Sulfur Diesel (ULSD) fuel swap contracts with a notional value of \$62.3 million, and during the three months ended September 30, 2015 the Group entered into ULSD fuel swap contracts with a notional value of \$47.9 million to reduce its exposure to changes in the ULSD and foreign exchange risk components associated with forecast diesel fuel purchases and applied hedge accounting to these contracts. The notional value of the fuel swap contracts outstanding as at September 30, 2015 was \$70.7 million.

As at September 30, 2015, the unrealized hedge loss on these contracts was \$4.5 million (note 7 (a)). The effective portion of this unrealized loss of \$4.5 million has been recognized in other comprehensive income. A realized loss of \$3.2 million has been recognized in net earnings during the six months ended September 30, 2015. There was no hedge ineffectiveness for the six months ended September 30, 2015.

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7. Financial risk management (continued):

| | Fiscal 2016 | Fiscal 2017 | Fiscal 2018 | Total |
|--------------------------------------|-------------------|-------------------|-------------|---------|
| Cash flow hedges | | | | |
| Fuel price risk | | | | |
| Fuel contracts (litres in thousands) | 34,780 | 76,200 | 4,550 | 115,530 |
| Contract price range (\$/litre) | \$0.6324-\$0.6708 | \$0.5797-\$0.6098 | \$0.5595 | |

- (a) As at September 30, 2015, the Group's derivative liabilities of \$4.5 million included foreign exchange forward contracts and fuel swap contracts.

Fuel swap contracts as at September 30, 2015:

| | Nominal amount of the hedging instrument | Carrying amount of the hedging instrument - liability | Item location | Fair value changes used for calculating hedge ineffectiveness | | |
|------------------|--|---|------------------------------------|---|---------------------|--------------|
| | | | | Cash flow hedge reserve | Hedging instruments | Hedged items |
| Cash flow hedges | | | | | | |
| Fuel price risk | 70,704 | (4,539) | Included in derivative liabilities | 4,539 | 4,539 | 4,547 |

- (b) Hedging losses:

| | Three months ended September 30 | | Six months ended September 30 | |
|--|---------------------------------|-----------|-------------------------------|----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Hedging losses recognized in cash flow hedge reserve: | | | | |
| Interest rate forward contracts | - | - | - | (2,396) |
| Fuel swap contracts (note 9 (a)) | (436) | - | (3,263) | - |
| | (436) | - | (3,263) | (2,396) |
| Hedging losses reclassified from cash flow hedge reserve: | | | | |
| Interest rate forward contracts – amortization of hedge loss | 62 | 63 | 124 | 106 |
| Fuel swap contracts – loss recognized in net earnings (note 9 (a)) | 2,600 | - | 3,178 | - |
| | 2,662 | 63 | 3,302 | 106 |
| Net change in cash flow hedge reserve | 2,226 | 63 | 39 | (2,290) |

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8. Accrued employee future benefits:

During the three months ended September 30, 2015, the Group recognized total defined benefit costs of \$0.4 million (September 30, 2014: \$0.4 million) and during the six months ended September 30, 2015, the Group recognized total defined benefit costs of \$0.8 million (September 30, 2014: \$0.8 million).

During the year ended March 31, 2015, a loss of \$2.9 million was recognized in other comprehensive income to reflect the actuarial valuation of the liability at March 31, 2014, for the retirement and death benefit plans.

9. Other comprehensive loss:

(a) Continuity of reserves:

| | Land revaluation reserves | Employee future benefit revaluation reserves | Fuel swaps reserves | Interest rate forward contracts reserves | Total |
|---|---------------------------------|---|------------------------|---|----------|
| Balance at March 31, 2015 | 2,997 | (2,786) | (4,454) | (7,207) | (11,450) |
| Derivatives designated as cash flow hedges: | | | | | |
| Net change in fair value | - | - | (3,263) | - | (3,263) |
| Realized losses | - | - | 3,178 | - | 3,178 |
| Amortization of losses (note 7 (b)) | - | - | - | 124 | 124 |
| | - | - | (85) | 124 | 39 |
| Balance at September 30, 2015 | 2,997 | (2,786) | (4,539) | (7,083) | (11,411) |

(b) Other comprehensive loss:

| | Three months ended September 30 | | Six months ended September 30 | |
|--|------------------------------------|----------------|----------------------------------|----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Items to be reclassified to net earnings: | | | | |
| Hedge losses on interest rate forward contracts (note 7 (b)) | - | - | - | (2,396) |
| Hedge losses on fuel swaps | (3,543) | - | (85) | - |
| Items not to be reclassified to net earnings: | | | | |
| Actuarial losses on defined benefit plans (note 8) | - | (2,890) | - | (2,890) |
| Total other comprehensive loss | (3,543) | (2,890) | (85) | (5,286) |

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10. Net finance expense:

| | Three months ended September 30 | | Six months ended September 30 | |
|---|------------------------------------|--------|----------------------------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Finance expenses | | | | |
| Long-term debt | 15,882 | 16,171 | 31,664 | 33,778 |
| Short-term debt | 77 | 67 | 159 | 154 |
| Finance leases | 485 | 497 | 974 | 996 |
| Amortization of deferred financing costs and bond discounts | 165 | 169 | 330 | 388 |
| Interest capitalized in the cost of qualifying assets | (1,361) | (780) | (2,637) | (1,480) |
| Total finance expenses | 15,248 | 16,124 | 30,490 | 33,836 |
| Finance income | (1,456) | (969) | (2,353) | (2,036) |
| Total | 13,792 | 15,155 | 28,137 | 31,800 |

11. Economic effect of rate regulation:

The Group is regulated by the Commissioner to ensure, among other things, that tariffs are fair and reasonable. Under the terms of the Act, the tariffs the Group charges its customers are subject to price caps. The Commissioner may, under certain circumstances, allow increases in price caps over the set levels.

In January 2014 the IASB issued IFRS 14, *Regulatory Deferral Accounts*. IFRS 14 is an interim standard that addresses the accounting for regulatory deferral accounts; however, it does not allow the recognition of regulatory assets and regulatory liabilities that result from the regulated price cap setting process for entities that have already transitioned to IFRS. The Group's transition date to IFRS was April 1, 2011. As a result, the Group is not permitted to recognize its regulatory assets and regulatory liabilities in its consolidated statements of financial position.

Regulatory assets generally represent incurred costs that have been deferred for purposes of rate regulation because they are probable of future recovery in tariffs. Regulatory liabilities represent obligations to customers which will be settled in the future. Management continually assesses whether the Group's regulatory assets are probable of future recovery by considering such factors as applicable regulatory changes. Management believes the regulatory assets at September 30, 2015 detailed below are probable of future recovery and that the obligations represented by the regulatory liabilities will be settled in the future.

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11. Economic effect of rate regulation (continued):

If the Group was permitted under IFRS to recognize the effects of rate regulation, the following regulatory assets and regulatory liabilities would be shown on the consolidated statements of financial position:

| Regulatory accounts | As at | |
|--|--------------------|----------------|
| | September 30, 2015 | March 31, 2015 |
| Deferred fuel costs : | | |
| Balance – beginning of period | (448) | 6,150 |
| Fuel costs (under) over set price | (3,924) | 9,107 |
| Rebates (surcharges) | 3,752 | (13,195) |
| Fuel price risk recoveries payable to (receivable from) the Province | 28 | (1,200) |
| Other payments from the Province | (613) | (1,310) |
| Balance – end of period | (1,205) | (448) |
| Tariffs in excess of price cap (a) | - | (1,013) |
| Performance term submission costs | 41 | 82 |
| Total of regulatory accounts | (1,164) | (1,379) |
| Total regulatory liabilities | (1,164) | (1,379) |
| Current regulatory liabilities | 41 | (931) |
| Total long term regulatory liabilities | (1,205) | (448) |

(a) Tariffs in excess of price cap:

The Act contains provisions which ensure that if tariffs charged by the Group exceed established price caps, the excess amounts collected will be returned to customers through future tariffs. Tariffs charged to customers were below established price caps at September 30, 2015.

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11. Economic effect of rate regulation (continued):

If the Group was permitted under IFRS to recognize the effects of rate regulation and to record regulatory assets and regulatory liabilities, total comprehensive income for the three months ended September 30, 2015 would have been \$1.7 million higher (September 30, 2014: \$2.1 million lower) and during the six months ended September 30, 2015, total comprehensive income would have been \$0.2 million higher (September 30, 2014: \$3.3 million lower) as detailed below:

| | Three months ended September 30 | | Six months ended September 30 | |
|--|---------------------------------------|----------------|-------------------------------------|----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Effect of rate regulation on total comprehensive income | | | | |
| Regulatory accounts: | | | | |
| Deferred fuel costs | (188) | (2,105) | (757) | (3,210) |
| Performance term submission costs | (21) | (21) | (41) | (41) |
| Tariffs in excess of price cap | 1,891 | - | 1,013 | - |
| Total increase (decrease) in total comprehensive income | 1,682 | (2,126) | 215 | (3,251) |

12. Related party transactions:

In accordance with the Act, the Group is responsible for paying any expenses that are incurred by the Authority, without charge. During the six months ended September 30, 2015, the Group paid \$69,504 (September 30, 2014: \$69,851) of such expenses.

The Province of British Columbia owns the Group's 75,477 non-voting preferred shares, but has no voting interest in either the Group or the Authority.

13. Subsequent event:

On November 12, 2015, the Group entered into a loan agreement with KfW IPEX-Bank GmbH, a German export credit bank. This loan agreement is secured under the MTI and allows for three loans of up to \$45.3 million each. These amortizing loans will be repaid over a 12-year term and bear an interest rate of 2.09% per annum. The net proceeds from the loans will partially finance the Group's purchase of the three new Salish Class vessels.