

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**March 31, 2016**  
**(Unaudited)**

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**STATEMENT OF FINANCIAL POSITION**  
**(Unaudited)**

<i>As at (thousands of Canadian dollars)</i>	Notes	<b>March 31</b>	December 31
		<b>2016</b>	2015
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		<b>2,984</b>	203
Short-term investments		-	907
Trade and other receivables		<b>40</b>	5
Prepayments		<b>15</b>	23
Derivative assets	11	<b>514</b>	-
<b>Total current assets</b>		<b>3,553</b>	1,138
Non-current assets			
Investment property	3	<b>986</b>	997
<b>Total assets</b>		<b>4,539</b>	2,135
<b>LIABILITIES AND EQUITY</b>			
Current liabilities			
Trade and other payables		<b>619</b>	228
Deferred revenue	4	<b>1,745</b>	-
<b>Total current liabilities</b>		<b>2,364</b>	228
Non-current liabilities			
Employee benefits liability		<b>52</b>	50
Derivative liabilities	11	-	1,147
<b>Total liabilities</b>		<b>2,416</b>	1,425
Shareholder's equity			
Reserves		<b>577</b>	(1,085)
Retained earnings		<b>1,546</b>	1,795
<b>Total equity</b>		<b>2,123</b>	710
<b>Total liabilities and equity</b>		<b>4,539</b>	2,135

Commitments and contingencies (Note 13)

*See accompanying notes*

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**STATEMENT OF PROFIT AND COMPREHENSIVE INCOME**  
**(Unaudited)**

<i>For the period ended March 31 (thousands of Canadian dollars)</i>	Notes	<b>Three months ended</b>	
		<b>2016</b>	2015
Revenue		<b>5,558</b>	4,945 (Note 15)
Operating costs	8	<b>312</b>	200
Depreciation	3	<b>11</b>	11
Net finance (income) expense	9	<b>(3)</b>	(3)
Other (income) expense	10	<b>462</b>	350
Profit for the period		<b>4,776</b>	4,387
Other comprehensive income (loss) for the period		<b>1,662</b>	(1,483)
Total comprehensive income for the period		<b>6,438</b>	2,904

*See accompanying notes*

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**STATEMENT OF CHANGES IN EQUITY**  
(Unaudited)

<i>(thousands of Canadian dollars)</i>	Notes	Share Capital	Fair Value Reserve	Employee Benefit Reserve	Retained Earnings	Total
<b>Balance at January 1, 2016</b>		-	(1,148)	63	1,795	710
<b>Profit for the period</b>		-	-	-	4,776	4,776
<b>Other comprehensive income</b>						
Net change in fair value of cash flow hedge	6	-	2,137	-	-	2,137
Net change in the fair value of financial instruments reclassified to profit or loss	6	-	(475)	-	-	(475)
<b>Total comprehensive income for the period</b>		-	1,662	-	4,776	6,438
<b>Dividends paid</b>	7	-	-	-	(5,025)	(5,025)
<b>Balance at March 31, 2016</b>		-	514	63	1,546	2,123
Balance at January 1, 2015		-	(425)	59	1,597	1,231
Profit for the period		-	-	-	4,387	4,387
Other comprehensive income						
Net change in fair value of cash flow hedge	6	-	(1,108)	-	-	(1,108)
Net change in the fair value of financial instruments reclassified to profit or loss	6	-	(375)	-	-	(375)
<b>Total comprehensive (loss) income for the period</b>		-	(1,483)	-	4,387	2,904
<b>Dividends paid</b>		-	-	-	(4,162)	(4,162)
<b>Balance at March 31, 2015</b>		-	(1,908)	59	1,822	(27)

See accompanying notes

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**STATEMENT OF CASH FLOWS**  
**(Unaudited)**

<i>For the period ended March 31 (thousands of Canadian dollars)</i>	Notes	<b>Three months ended</b>	
		<b>2016</b>	2015
Cash provided from (used in)			
Operating activities			
Profit for the period		<b>4,776</b>	4,387
Adjusted for items not involving a cash flow:			
Depreciation	3	<b>11</b>	11
Employee benefits		<b>3</b>	2
Changes in non-cash working capital balances	14	<b>4,790</b>	4,400
<b>Net cash provided from operating activities</b>		<b>2,109</b>	(81)
Investing activities			
Additions to investment property	3	-	(4)
Decrease in short-term investments		<b>907</b>	905
<b>Net cash provided from investing activities</b>		<b>907</b>	901
Financing activity			
Dividends paid to Nalcor Energy		<b>(5,025)</b>	(4,162)
<b>Net cash used in financing activity</b>		<b>(5,025)</b>	(4,162)
<b>Net increase in cash and cash equivalents</b>		<b>2,781</b>	1,058
Cash and cash equivalents, beginning of period		<b>203</b>	1,862
<b>Cash and cash equivalents, end of period</b>		<b>2,984</b>	2,920
Interest received		<b>3</b>	8
Interest paid		<b>2</b>	2

*See accompanying notes*

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

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**1. DESCRIPTION OF BUSINESS**

Nalcor Energy – Bull Arm Fabrication Inc. (Bull Arm Fabrication) was incorporated under the Corporations Act of Newfoundland and Labrador (the Province). Bull Arm Fabrication is a 100% owned subsidiary of Nalcor Energy (Nalcor). Bull Arm Fabrication operates on a site leased from the Province for a term of 30 years for a nominal amount of \$1 per annum, which expires March 2022. Bull Arm Fabrication is Atlantic Canada's largest industrial fabrication site and has a fully integrated infrastructure to support large scale fabrication and assembly. Its facilities include onshore fabrication halls and shops, a dry dock and a deep water site. Bull Arm Fabrication's head office is located at 500 Columbus Drive, St. John's, Newfoundland and Labrador, A1B 0C9, Canada.

Revenue and profit of Bull Arm Fabrication are generated primarily through lease arrangements for use of Bull Arm Fabrication's assets and facilities. In September 2011, Bull Arm Fabrication signed a lease agreement with a third party for use of the Bull Arm Fabrication site and facilities. The site is currently used for the construction of a gravity based structure to be used in the Hebron oil field for a lease period of 2011 to 2017.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Statement of Compliance and Basis of Measurement**

These condensed interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting and have been prepared using accounting policies consistent with those used in the preparation of the annual audited financial statements for the year ended December 31, 2015.

These condensed interim financial statements do not include all of the disclosures normally found in Bull Arm Fabrication's annual audited financial statements and should be read in conjunction with the annual audited financial statements.

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments at fair value through profit or loss which have been measured at fair value. The condensed interim financial statements are presented in Canadian Dollars (CAD) and all values rounded to the nearest thousand, except when otherwise noted. The condensed interim financial statements were approved by Bull Arm Fabrication's Board of Directors on May 12, 2016.

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

**3. INVESTMENT PROPERTY**

<i>(thousands of Canadian dollars)</i>	Topside Module Hall Door	Visitor Center	Buildings	Other	Total
Cost					
Balance at January 1, 2015	1,123	659	89	100	1,971
Additions	-	-	-	24	24
Balance at December 31, 2015	1,123	659	89	124	1,995
<b>Balance at March 31, 2016</b>	<b>1,123</b>	<b>659</b>	<b>89</b>	<b>124</b>	<b>1,995</b>
Depreciation					
Balance at January 1, 2015	801	49	37	67	954
Depreciation	16	16	4	8	44
Balance at December 31, 2015	817	65	41	75	998
<b>Depreciation</b>	<b>4</b>	<b>4</b>	<b>1</b>	<b>2</b>	<b>11</b>
<b>Balance at March 31, 2016</b>	<b>821</b>	<b>69</b>	<b>42</b>	<b>77</b>	<b>1,009</b>
Carrying value					
Balance at January 1, 2015	322	610	52	33	1,017
Balance at December 31, 2015	306	594	48	49	997
<b>Balance at March 31, 2016</b>	<b>302</b>	<b>590</b>	<b>47</b>	<b>47</b>	<b>986</b>

As at March 31, 2016, the fair value measurement of the investment property is categorized as a Level 3 valuation. The fair value of investment property at March 31, 2016, is estimated to be \$30.1 million (December 31, 2015 - \$33.8 million). Due to the nature of the property and lack of comparable market data, the fair value of Bull Arm Fabrication's investment property is determined using the present value of future cash flows. Bull Arm Fabrication's estimates are based on cash flows estimated to occur between 2016 and 2031, discounted at a rate of 12.0%.

**4. DEFERRED REVENUE**

Deferred revenue consists of prepaid rent received from Bull Arm Fabrication's lessee. As at March 31, 2016, there was \$1.7 million in prepaid rent (December 31, 2015 - \$nil).

**5. EMPLOYEE BENEFITS LIABILITY**

**5.1 Pension Plan**

Employees participate in the Province's Public Service Pension Plan, a multi-employer defined benefit plan. The employer's contributions for the period ended March 31, 2016, of \$7,300 (2015 - \$6,600) were expensed as incurred.

**5.2 Other Benefits**

Bull Arm Fabrication provides group life insurance and healthcare benefits on a cost-shared basis to retired employees, and in certain cases, their surviving spouses, in addition to a severance payment upon retirement. There were no cash payments to beneficiaries for its unfunded other employee benefits in 2016 and 2015. An actuarial valuation was performed as at December 31, 2015, with an extrapolation to December 31, 2016.

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>Three months ended</b>	
	<b>2016</b>	2015
Component of benefit cost		
Current service cost	<b>2</b>	2
Interest cost	<b>1</b>	1
<b>Total benefit expense for the period</b>	<b>3</b>	3

**6. ACCUMULATED OTHER COMPREHENSIVE INCOME**

The components of, and changes in, accumulated other comprehensive income (loss) are as follows:

*Items that will not be reclassified to profit or loss:*

<i>(thousands of Canadian dollars)</i>	<b>Three months ended</b>	
	<b>2016</b>	2015
Employee benefits liability		
Balance, beginning of period	<b>63</b>	59
Net actuarial gains (losses) on defined benefit plans	-	-
<b>Balance, end of period</b>	<b>63</b>	59

*Items that may be reclassified to profit or loss:*

<i>(thousands of Canadian dollars)</i>	<b>Three months ended</b>	
	<b>2016</b>	2015
Cash flow hedges		
Balance, beginning of period	<b>(1,148)</b>	(425)
Fair value gains (losses) during the period	<b>2,137</b>	(1,108)
Reclassification adjustments for amounts recognized in profit or loss	<b>(475)</b>	(375)
<b>Balance, end of period</b>	<b>514</b>	(1,908)

**7. SHAREHOLDER'S EQUITY**

**7.1 Share Capital**

<i>As at (thousands of Canadian dollars)</i>	<b>March 31</b>	December 31
	<b>2016</b>	2015
Common shares without nominal or par value		
Authorized - 100		
Issued, fully paid and outstanding - 3	-	-

**7.2 Dividends Paid**

<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>Three months ended</b>	
	<b>2016</b>	2015
Declared and paid during the period	<b>5,025</b>	4,162



**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

**8. OPERATING COSTS**

	<b>Three months ended</b>	
<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>2016</b>	2015
Salaries and benefits expense	<b>216</b>	150
Maintenance and materials	<b>4</b>	6
Professional services	<b>32</b>	10
Cost recoveries	<b>35</b>	16
Other operating costs	<b>25</b>	18
	<b>312</b>	200

**9. NET FINANCE (INCOME) EXPENSE**

	<b>Three months ended</b>	
<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>2016</b>	2015
Finance income		
Interest on temporary investments	<b>(2)</b>	(2)
Other interest income	<b>(3)</b>	(3)
	<b>(5)</b>	(5)
Finance expense		
Other	<b>2</b>	2
	<b>2</b>	2
Net finance (income) expense	<b>(3)</b>	(3)

**10. OTHER (INCOME) EXPENSE**

	<b>Three months ended</b>	
<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>2016</b>	2015
Foreign exchange gain	<b>(13)</b>	(25)
Settlement of foreign exchange forward contracts	<b>475</b>	375
Other (income) expense	<b>462</b>	350

**11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

**11.1 Fair Value**

The estimated fair values of financial instruments as at March 31, 2016 and December 31, 2015 are based on relevant market prices and information available at the time. Fair value estimates are based on valuation techniques which are significantly affected by the assumptions used including the amount and timing of future cash flows and discount rates reflecting various degrees of risk. As such, the fair value estimates below are not necessarily indicative of the amounts that Bull Arm Fabrication might receive or incur in actual market transactions.

As a significant number of Bull Arm Fabrication's assets and liabilities do not meet the definition of a financial instrument, the fair value estimates below do not reflect the fair value of Bull Arm Fabrication as a whole.

Establishing Fair Value

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the nature of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. For assets and liabilities that are recognized at fair value on a recurring basis, Bull Arm Fabrication determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. There were no transfers between Level 1, 2 and 3 fair value measurement during the periods ended March 31, 2016 and December 31, 2015.

As at March 31, 2016 and December 31, 2015, Bull Arm Fabrication did not have any Level 3 instruments.

	Level	Carrying Value	Fair Value	Carrying Value	Fair Value
		March 31, 2016		December 31, 2015	
<i>(thousands of Canadian dollars)</i>					
Financial assets					
Derivative assets	2	514	514	-	-
Financial liabilities					
Derivative liabilities	2	-	-	1,147	1,147

The fair value of cash and cash equivalents, short-term investments, trade and other receivables and trade and other payables approximate their carrying values due to their short-term maturity.

The fair values of Level 2 financial instruments are determined using quoted prices in active markets, which in some cases are adjusted for factors specific to the asset or liability. Level 2 derivative instruments are valued based on observable commodity future curves, broker quotes or other publicly available data. Level 2 fair values of other risk management assets and liabilities and long-term debt are determined using observable inputs other than unadjusted quoted prices, such as interest rate yield curves and currency rates.

## 11.2 Risk Management

Bull Arm Fabrication is exposed to credit, liquidity and market price risks through its operating, investing and financing activities.

### Credit Risk

Bull Arm Fabrication is exposed to credit risk in the event of non-performance by counterparties to its financial instruments. Lease revenue is received from a global oil and gas company whose credit worthiness was assessed prior to execution of the lease and is monitored on an on-going basis. Bull Arm Fabrication has no history of collection issues.

Bull Arm Fabrication manages its investment credit risk exposure by restricting its investments to securities from Canadian Schedule 1 Chartered Banks.

### Liquidity Risk

Bull Arm Fabrication is exposed to liquidity risk with respect to its contractual obligations and financial liabilities. Short-term liquidity is provided through cash and cash equivalents on hand and funds from operations. All financial liabilities are current.

### Market Risk

Market risk refers primarily to the risk of loss resulting from changes in interest rates, foreign exchange rates and commodity prices. Bull Arm Fabrication is not exposed to any significant commodity price risk.

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

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*Interest Rates*

Exposure to changes in interest rates exists on investment income related to cash equivalents and short-term investment portfolios, which are classified as cash equivalents at March 31, 2016.

*Foreign Currency*

The fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rate between a foreign currency and the Canadian dollar. Bull Arm Fabrication is exposed to foreign exchange risk when it enters into transactions to procure goods and services denominated in a foreign currency. Bull Arm Fabrication's rental agreements are denominated in US Dollars (USD). Market risk associated with fluctuations in foreign exchange rates are managed consistent with Bull Arm Fabrication's Financial Risk Management Policy.

As at March 31, 2016, Bull Arm Fabrication has 11 remaining foreign exchange forward contracts, with a notional value of \$14.8 million USD and an average rate of \$1.33 CAD per USD. During 2016, \$0.5 million in losses have been included in other (income) expense related to forward contracts and \$1.7 million in unrealized gains have been included in other comprehensive income.

As at March 31, 2016, the fair value of the derivative asset as presented on the Statement of Financial Position was \$0.5 million. As at December 31, 2015, the fair value of the derivative liability was \$1.1 million.

**12. RELATED PARTY TRANSACTIONS**

Bull Arm Fabrication enters into various transactions with its parent and other affiliates. These transactions occur within the normal course of operations and are measured at the exchange amount, which is the amount of consideration agreed to by the related parties. Related parties with which Bull Arm Fabrication transacts are as follows:

Related Party	Relationship
Nalcor	100% shareholder of Bull Arm Fabrication
Newfoundland and Labrador Hydro (Hydro) The Province	Wholly owned subsidiary of Nalcor 100% shareholder of Nalcor

Routine operating transactions with related parties are settled at prevailing market prices under normal trade terms.

- (a) For the period ended March 31, 2016, Bull Arm Fabrication was charged \$8,200 (2015 - \$10,400) by Hydro for management and administrative services received.
- (b) For the period ended March 31, 2016, Bull Arm Fabrication was charged \$10,400 (2015 - \$nil) by Nalcor for business system and administrative services received.
- (c) As at March 31, 2016, Bull Arm Fabrication has a payable to Nalcor of \$86,500 (December 31, 2015 - \$55,800) related to intercompany operating costs.
- (d) As at March 31, 2016, Bull Arm Fabrication has a receivable from companies under common control of \$1,000 (December 31, 2015 - \$8,100 payable) related to intercompany operating costs.

**13. COMMITMENTS AND CONTINGENCIES**

- (a) Bull Arm Fabrication is subject to various legal proceedings and claims in the normal course of business. Although the outcome of such actions cannot be predicted with certainty, Management currently believes Bull Arm Fabrication's exposure to such claims and litigation, to the extent not covered by insurance policies or otherwise provided for, is not expected to materially affect the financial position of Bull Arm Fabrication.

**NALCOR ENERGY - BULL ARM FABRICATION INC.**  
**NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS (Unaudited)**

(b) The minimum lease payments associated with the lease arrangement of Bull Arm's assets and facilities over the next five years will be as follows:

<i>(millions of Canadian dollars)</i>	2016	2017	2018	2019	2020	Thereafter
Minimum lease payments	16.1	3.5	-	-	-	-

**14. SUPPLEMENTARY CASH FLOW INFORMATION**

<i>For the period ended March 31 (thousands of Canadian dollars)</i>	<b>Three months ended</b>	
	<b>2016</b>	<b>2015</b>
Trade and other receivables	<b>(35)</b>	1
Prepayments	<b>8</b>	4
Trade and other payables	<b>391</b>	(229)
Deferred revenue	<b>1,745</b>	143
Changes in non-cash working capital balances	<b>2,109</b>	(81)
Related to:		
Operating activities	<b>2,109</b>	(81)
	<b>2,109</b>	(81)

**15. COMPARATIVE FIGURES**

Certain comparative figures have been reclassified to conform to the basis of presentation adopted during the current reporting period. The changes have been summarized as follows:

<i>(thousands of Canadian dollars)</i>	Previously reported	Foreign exchange reclassification	<b>Reclassified balance</b>
Net finance (income) expense	347	(350)	<b>(3)</b>
Other (income) expense	-	350	<b>350</b>