Management's Discussion and Analysis

2018 Third Quarter Report

Contents

The following Management's Discussion and Analysis ("MD&A") was prepared and approved by the Board of Directors (the "Board") of Gibson Energy Inc. ("we", "our", "us", "its", "Gibson Energy", "Gibson" or the "Company") as of November 6, 2018 and should be read in conjunction with the unaudited condensed consolidated financial statements and related notes of Gibson Energy for the three and nine months ended September 30, 2018 and 2017, the audited consolidated financial statements and related notes for the years ended December 31, 2017 and 2016, which were prepared under International Financial Reporting Standards ("IFRS") as set out in the Handbook of the Canadian Institute of Chartered Professional Accountants and as issued by the International Accounting Standards Board ("IASB"), also referred to as GAAP, and the MD&A for the year ended December 31, 2017. The unaudited condensed consolidated financial statements referred to above include all adjustments of a normal recurring nature necessary for the fair statement of the Company's financial position as of September 30, 2018, its results of operations for the three and nine months ended September 30, 2018 and 2017, and its cash flows for the three and nine months ended September 30, 2018 and 2017. The unaudited condensed consolidated financial statements do not include all the annual disclosures required by IFRS and should be read in conjunction with the annual audited consolidated financial statements and related notes for the fiscal year ending December 31, 2017. Certain reclassifications of prior year amounts have been made to conform to the current year presentation and current information presented are not comparable due to the adoption of new IFRS and the presentation of continuing operations separately from discontinued operations as discussed in note 3 and note 4 of our Q3 2018 unaudited condensed consolidated financial statements. The results for the interim periods are not necessarily indicative of the results to be expected for any future period or for the fiscal year ending December 31, 2018. Amounts are stated in Canadian dollars in thousands unless otherwise noted. Additional information about Gibson Energy, is available on SEDAR at www.sedar.com and on our website at www.gibsonenergy.com.

This MD&A contains forward-looking statements and non-GAAP measures and readers are cautioned that this MD&A should be read in conjunction with the Company's disclosure under "Forward-Looking Statements" and "Non-GAAP Financial Measures" included at the end of this MD&A.

BUSINESS OVERVIEW

Gibson is a Canadian-based oil infrastructure company with its principal businesses consisting of the storage, optimization, processing, and gathering of crude oil and refined products. Headquartered in Calgary, Alberta, the Company's operations are focused around its core terminal assets located at Hardisty and Edmonton, Alberta, and also include the Moose Jaw Facility and an infrastructure position in the United States (U.S.).

SELECTED FINANCIAL INFORMATION

	Three months ended September 30		Nine months ended September 30	
	2018	2017 [1]	2018	2017 [1]
Continuing operations				
Revenue [1, 4]	$ 2,130,022	$ 1,293,863	$ 5,531,984	$ 4,009,201
Segment profit [4]	142,227	51,265	333,518	190,371
Net income (loss) [4]	6,822	(5,410)	33,849	(10,475)
Basic income (loss) per share [4]	0.05	(0.04)	0.24	(0.07)
Diluted income (loss) per share [4]	0.05	(0.04)	0.23	(0.07)
Adjusted EBITDA [3,4]	140,448	42,762	323,314	160,726
Distributable cash flow [3,4,6]	81,015	30,887	180,937	110,516
Dividends declared	47,588	47,081	142,622	141,213
Cash flow from operating activities [4]	118,239	(9,497)	265,042	137,901
Growth capital expenditures [4]	$ 63,702	$ 46,618	$ 139,453	$ 94,893
Combined operations [2]				
Combined Adjusted EBITDA [2, 3,4]	$ 146,625	$ 55,708	$ 349,604	$ 209,001
Distributable cash flow [3,4,6]	$ 85,155	$ 38,949	$ 198,394	$ 106,918

	Last twelve months - as at September 30,	
	2018	**2017**
Ratios [5]		
Total and senior debt leverage ratio	2.9	3.6
Interest coverage ratio	6.0	3.4

[1] *The current period results include the impacts from the adoption of new accounting standards as discussed on page 32. Comparative information has not been restated and, therefore, may not be comparable.*

[2] *See definition of non-GAAP measures on pages 19 to 22 and 35. Combined Adjusted EBITDA and Combined distributable cash flow, represents the aggregated results of both continuing and discontinued operations.*

[3] *See pages 20 to 21 and 27 to 28 for a reconciliation of Adjusted EBITDA to segment profit and distributable cash flow to cash flow from operations, respectively.*

[4] *Comparative period information has been represented to reflect the impact of discontinued operations.*

[5] *Refer to page 26 and 32 for more information on the ratio calculation and impact of new accounting standards on covenant calculations.*

[6] *The distributable cash flow calculation was revised during Q3 2018 and comparative information has been restated, refer to pages 27 for details.*

2018 REVIEW

Financial highlights

- Segment profit for the Infrastructure segment increased by $14 million and $32 million to $76 million and $212 million, for the three and nine months ended September 30, 2018 compared to $62 million and $180 million, for the three and nine months ended September 30, 2017 due to additional tankage entering service at the beginning of 2018 under take-or-pay, stable fee-based contracts.
- Segment profit for the Wholesale segment increased by $79 million and $118 million to $68 million and $130 million, for the three and nine months ended September 30, 2018 compared to a loss of $10 million and profit of $12 million, for the three and nine months ended September 30, 2017 due to higher margins earned from crude marketing and the refined product businesses, and the impact of the adoption of IFRS 16 – Leases (“IFRS 16”) as noted in the “Accounting Policies” section.
- Segment profit from continuing operations increased to $142 million and $334 million for the three and nine months ended September 30, 2018 compared to $51 million and $190 million for the three and nine months ended September 30, 2017 driven by stronger performance from Infrastructure, Wholesale, and the impact of the adoption of IFRS 16 – Leases (“IFRS 16”) as noted in the “Accounting Policies” section.
- Distributable cash flow from combined operations increased to $85 million and $198 million for the three and nine months ended September 30, 2018, compared to $39 million and $107 million for the three and nine months ended September 30, 2017.
- Distributable cash flow from combined operations during the trailing twelve months of $272 million resulted in a payout ratio of approximately 70%. As at September 30, 2018, the total and senior debt leverage ratio was 2.9.
- Adjusted EBITDA from continuing operations increased to $140 million and $323 million for the three and nine months ended September 30, 2018 compared to $43 million and $161 million for the three and nine months ended September 30, 2017 due to higher segment profits from the Infrastructure and Wholesale business segments and the impact from the adoption of IFRS 16 as noted in the “Accounting Policies” section.
- Net income from continuing operations increased by $12 million and by $44 million for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017.
- In the third quarter of 2018, the Company declared a dividend of $0.33 per common share. Total dividends declared for the three and nine months ended September 30, 2018 were $48 million and $143 million, respectively.

Capital expenditure highlights

- During the three and nine months ended September 30, 2018, the Company incurred total growth capital expenditures of $64 million and $139 million on construction of new tanks and related infrastructure at the Hardisty and Edmonton Terminals, and the Viking Pipeline project ("Viking Pipeline").
- On January 3, 2018 the Company placed into service a total of 800,000 barrels of crude oil storage tank capacity and related pipeline connection infrastructure at the Edmonton Terminal.
- On February 21, 2018, the Company announced the sanction of the $50 million Viking Pipeline.
- On August 8, 2018, the Company announced an additional $200 to $250 million of growth capital opportunities, consisting of the following:
  - Sanction of one million barrels of new tankage at the Hardisty Terminal related to the second phase of development at the Top of the Hill portion of the Hardisty Terminal;
  - The expansion of the Moose Jaw Facility; and
  - The acceleration of the U.S. strategy through investments made in and around its existing Pyote gathering system.

Disposition of non-core businesses

- On January 30, 2018, the Company announced its new corporate strategy and plans for the sale of its non-core businesses, including NGL Wholesale, Canadian Truck Transportation, non-core Canadian Environmental Services and non-core U.S. Injection Stations and Truck Transportation assets. On May 3, 2018, the Company completed the sale of its U.S. Environmental Services business for gross proceeds of $123 million (US$96 million). The Company classified its Canadian Truck Transportation assets as held for sale and discontinued operations during the third quarter of 2018 and continues with a target of concluding the non-core divestiture process by mid-2019. Aggregate proceeds from the sale of non-core businesses have been and are expected to be reinvested into the core infrastructure business through funding future growth capital expenditures.

Capital Structure

- On April 11, 2018 the Company extended the maturity date of its unsecured revolving credit facility ("Revolving Credit Facility") from March 2022 to March 2023, and among other revisions, the maximum consolidated senior debt leverage ratio and the maximum consolidated total debt leverage ratio were revised to 4.85 to 1.0 until the end of the 2018 fiscal year, 4.50 to 1.0 for the 2019 fiscal year and 4.0 to 1.0 thereafter.
- On August 30, 2018 S&P Global ratings raised its long-term issuer credit and senior unsecured debt ratings on the Company to "BB+" from "BB".

Accounting standards

- As disclosed in note 3 of the Q3 2018 condensed consolidated financial statements, the Company has adopted certain new accounting standards as at January 1, 2018. These standards have been applied retrospectively using the modified retrospective approach, which does not require restatement of prior period financial information and applies the standard prospectively effective January 1, 2018. Accordingly, comparative information, including non-GAAP measures, included herein are not restated for the impact of these standards. Where the impact was material, the amounts have been quantified for comparative analysis purposes in the respective sections of this document. Refer to "Accounting Policies" section for further details.

SUBSEQUENT EVENTS

Dividend

- On November 6, 2018, the Board declared a quarterly dividend of $0.33 per common share for the fourth quarter on its outstanding common shares. The dividend is payable on January 17, 2019 to shareholders of record at the close of business on December 31, 2018.

Growth Capital Update

- On October 15, 2018, the Company announced the sanction of one million barrels of new tankage at the Hardisty Terminal, underpinned by a long-term agreement with an investment grade, senior oil sands customer. Accordingly, the Company has increased its 2018 growth capital expenditure budget to be in the range of $275 million to $325 million with the additional capital spending during the current year from the sanction of the third phase of development at the Top of the Hill portion of the Hardisty Terminal.

PROJECT DEVELOPMENTS AND MARKET OUTLOOK

Major growth projects

The Company continues to progress on its major growth projects within its Infrastructure segment, including the construction of 3.1 million barrels of tankage at Hardisty and the Viking Pipeline. All major projects are expected to be completed within or ahead of initial timelines. The following represents key activities with respect to major growth projects over 2018:

- On January 3, 2018, the Company placed into service the 800,000 barrels of crude oil storage tanks and related pipeline connection infrastructure at the Edmonton Terminal.
- On February 21, 2018, the Company announced the sanction of the $50 million Viking Pipeline. Consistent with Gibson's intention to expand its pipeline gathering network by leveraging existing storage, optimization capabilities and access to egress pipelines at its Hardisty Terminal, the Viking Pipeline will extend the reach of the existing Provost Pipeline to support development by several regional producers. The 120-km pipeline will have an initial capacity of 13,300 bbl/d, with the potential to expand to an estimated 25,000 bbl/d in the future. The Viking Pipeline is expected to be in service in Q1 2019 and is underpinned by shippers through take-or-pay commitments with an area of dedication.
- On August 8, 2018, the Company secured an additional $200 to $250 million of growth capital opportunities, consisting of the sanction of one million barrels of new tankage at the Hardisty Terminal expected to be placed in service in the fourth quarter of 2019, the acceleration of the U.S. strategy through the extension of the Pyote gathering system and the expansion of the Moose Jaw Facility.
- On October 15, 2018, the Company announced the sanction of one million barrels of new tankage at the Hardisty Terminal, underpinned by a long-term agreement with an investment grade, senior oil sands customer. The construction of two new 500,000 barrel tanks represents the third phase of development at the Top of the Hill portion of the Hardisty Terminal, and will leverage certain infrastructure built as part of the prior phases. The third phase is expected to be in service in the first quarter of 2020. In aggregate the three phases currently under construction will add seven new tanks, representing an incremental 3.1 million barrels of storage and approximately 35% expansion of the Hardisty Terminal.

In addition to the projects discussed, the Company continues to make progress with commercial development opportunities at both Hardisty and Edmonton including the previously announced sanction of construction of the 1.1 million barrels of crude oil storage capacity and related pipeline connection infrastructure at the Company's Hardisty Terminal, expected to be placed in service in the first quarter of 2019. The success of these projects will enable us to add additional storage and connection infrastructure for the Company's customers.

Market outlook

Gibson regularly evaluates its long-range strategic plan in order to assess the implications of emerging industry trends. These industry trends have the ability to affect Gibson's business and prospects over the short-term (generally less than two years) and the medium to long-term (generally two to five years).

There are a number of factors that affect customers' views of market access over the short and medium term, particularly in the Western Canadian Sedimentary Basin (the "WCSB"). These views, in addition to commodity prices, impact capital expenditure programs and ultimately the growth in production that creates a meaningful portion of opportunities at the Hardisty and Edmonton terminals, as well as services that support those assets:

- In the short-term, crude oil pricing, location and quality disconnects, combined with the existing shortage of pipeline takeaway capacity from the WCSB, increase demand for terminal services as well as the use of crude by rail as a solution for market access. The Company believes that increased reliance on storage during periods of limited egress, especially during pipeline upsets, may lead customers to consider increasing their available storage. Additionally, wider differentials improve margins at the Moose Jaw Facility, and typically provide increased opportunities within the Crude Wholesale business.
- Global heavy oil demand and prices may experience transitory volatility associated with the International Marine Organization's (IMO) Annex VI regulation, which will reduce the maximum sulfur content of marine fuels from 3.5% to 0.5% beginning January 1, 2020. To maintain compliance, marine shippers would typically need to either install sulfur scrubbers or switch to lower sulfur fuels such as diesel or LNG. Depending on the implementation and marine shipper compliance to these changes, there may be potential impacts to refinery demand for a period of time, leading to decreased prices for the high sulfur crude oils typical of Canada's oil sands.
- Over the medium to long-term, as market access becomes more certain and technology development and cost reductions continue to decrease supply costs, the supply of Canadian heavy crude oil from the oil sands should start to grow more rapidly as additional brownfield and greenfield oil sands projects are sanctioned and brought on stream, resulting in increased demand for terminal services and diluent in the WCSB.
- There are currently three large pipeline projects at various stages of development and/or regulatory approval that have the potential to impact the Company over the short, medium and long-term. The wider differentials resulting from limited egress out of Western Canada are supportive of parts of the business over the short-term, but over the long-term, the Company would expect to realize a greater benefit from incremental egress as it would encourage additional oil sands development, creating the opportunity to grow tankage at the Company's Hardisty and Edmonton Terminals, which are either connected or in close proximity to the respective starting points of these pipeline projects. There is a risk that these projects may be substantially delayed or cancelled.
    - Enbridge Inc.'s proposed replacement of its Line 3 pipeline would provide increased access to the largest refining markets in the U.S. and Eastern Canada, and the Company's Hardisty Terminal is already connected to deliver to the upgraded Line 3.
    - TransCanada Corporation's Keystone XL project would also provide increased access to large refining markets in the U.S. If placed into service, the Company's Hardisty Terminal would be connected to the pipeline.
    - The Government of Canada's Trans Mountain Expansion project would increase the volume of western Canadian crude reaching the west coast, which offers access to Californian and international markets. The starting point of the pipeline is adjacent to the Company's Edmonton Terminal, which has an existing connection to the Trans Mountain terminal.

Recent increases in oil price and improving cost efficiencies have resulted in improved project economics for Gibson's producer customers. These factors have also supported modest increases in capital programs being announced by a number of North American producers, as well as certain companies providing more visibility to the market regarding their intentions to advance both brownfield and greenfield oil sands projects.

Price fluctuations between crude oil types can create incremental margin opportunities in multiple areas of the Company's operations. Crude price differentials remain wide and the Company remains attentive to potential opportunities.

RESULTS OF CONTINUING OPERATIONS

The Company's senior management evaluates segment performance based on a variety of measures depending on the particular segment being evaluated, including profit, volumes, operating expenses, profit per barrel and replacement capital requirements. The Company defines segment profit as revenues less cost of sales (excluding depreciation, amortization and impairment expense) and operating expenses. Revenues presented by segment in the table below include inter-segment revenue, as this is considered more indicative of the level of each segment's activity. Profit by segments excludes depreciation, amortization, accretion, impairment charges, stock based compensation and corporate expenses, as senior management looks at each period's earnings before corporate expenses and non-cash items, such as depreciation, amortization, accretion, impairment charges and stock based compensation, as one of the Company's important measures of segment performance.

The following is a discussion of the Company's segmented results of operations for the three and nine months ended September 30, 2018 and 2017 and the following table sets forth revenue and profit by segment for those periods:

	Three months ended September 30		Nine months ended September 30	
	2018[1]	**2017**[1]	**2018**[1]	**2017**[1]
Segment revenue				
Infrastructure	$ 112,234	$ 85,205	$ 296,096	$ 254,211
Logistics	8,847	17,138	35,369	58,096
Wholesale	2,206,436	1,318,211	5,776,444	4,103,002
Total segment revenue	2,327,517	1,420,554	6,107,909	4,415,309
Revenue – inter-segmental	(197,495)	(126,691)	(575,925)	(406,108)
Total revenue – external	2,130,022	1,293,863	5,531,984	4,009,201
Segment profit				
Infrastructure	75,527	61,987	211,777	179,539
Logistics	(1,678)	(475)	(7,896)	(1,095)
Wholesale	68,378	(10,247)	129,637	11,927
Total segment profit	142,227	51,265	333,518	190,371
General and administrative	8,285	8,266	23,558	27,041
Depreciation and impairment	63,425	25,015	117,895	76,248
Right-of-use asset depreciation	13,097	-	32,825	-
Amortization and impairment	2,452	11,670	7,724	20,442
Impairment of goodwill	18,500	-	20,479	-
Stock based compensation	692	5,385	11,074	14,752
Debt extinguishment costs	-	11,785	-	63,122
Foreign exchange loss (gain)	(2,542)	(8,948)	4,046	(20,670)
Net interest expense	18,792	17,315	56,420	59,740
Income (loss) before income tax	19,526	(19,223)	59,497	(50,304)
Income tax expense (recovery)	12,704	(13,813)	25,648	(39,829)
Net income (loss) from continuing operations	$ 6,822	$ (5,410)	$ 33,849	$ (10,475)

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on continuing operations. In addition, Comparative period segment information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements).*

The exclusion of depreciation, amortization and impairment expense could be viewed as limiting the usefulness of segment profit as a performance measure because it does not take into account, in current periods, the implied reduction in value of the Company's capital assets (such as, tanks, pipelines, plant and equipment, rolling stock and disposal wells) caused by use, aging and wear and tear. Repair and maintenance expenditures that do not extend the useful life, improve the efficiency or expand the operating capacity of the Company's capital assets are charged to operating expense as incurred.

The Company's segment analysis involves an element of judgment relating to the allocations between segments. Inter-segment sales, cost of sales and operating expenses are eliminated on consolidation. Transactions between segments and within segments are valued at prevailing market rates. The Company believes that the estimates with respect to these allocations and rates are reasonable.

INFRASTRUCTURE

The Infrastructure segment is comprised of a network of oil infrastructure assets that include oil terminals, rail loading and unloading facilities, injection stations, gathering pipelines and processing facilities that collect, store and process oil and other liquid hydrocarbon production and related products before eventual distribution to end-use markets. The primary facilities within this segment include the terminals located at Hardisty and Edmonton, which are the principal hubs for aggregating and exporting oil and refined products out of the WCSB; gathering pipelines, which are connected to the Hardisty Terminal, an infrastructure position located in the U.S.; and a crude oil processing facility in Moose Jaw, Saskatchewan (the "Moose Jaw Facility"). The Moose Jaw Facility is impacted by maintenance turnarounds typically occurring within the spring period.

The following tables set forth the operating results from the Company's Infrastructure segment for the three and nine months ended September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
Volumes (barrels in thousands)	**2018[1]**	**2017[1]**	**2018[1]**	**2017[1]**
Terminals and facilities				
Hardisty Terminal	81,879	66,635	230,825	189,528
Edmonton Terminal	12,188	5,025	23,659	15,477
Moose Jaw Facility	1,554	1,579	4,190	4,041
PRD Terminals	4,107	2,100	11,138	9,842
Injection Stations	2,800	4,245	6,417	14,979
Total terminals and facilities	102,528	79,584	276,229	233,867

	Three months ended September 30		Nine months ended September 30	
	2018[1]	**2017[1]**	**2018[1]**	**2017[1]**
Revenue				
Hardisty Terminals	$ 56,682	$ 50,638	$ 163,449	$ 151,232
Edmonton Terminals	30,379	12,863	65,098	39,175
Moose Jaw Facility	9,844	9,850	29,534	29,547
PRD Terminals	12,977	11,008	34,684	31,436
Injection Stations	2,352	846	3,331	2,821
Revenue	112,234	85,205	296,096	254,211
Operating expenses and other	36,707	23,218	84,319	74,672
Segment profit	$ 75,527	$ 61,987	$ 211,777	$ 179,539

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on pages 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on continuing operations. In addition, Comparative period segment information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements).*

Operational performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Hardisty Terminal volumes increased 23% and 22%, respectively. The increase in both comparative periods was largely driven by the addition of infrastructure connections which provided for higher throughput volumes from certain customers primarily driven by additional volumes from Fort Hills, higher customer's contract tankage volumes, increased traffic from the Hardisty Unit Rail Facility ("HURC") facility, and higher trucked volumes.

Edmonton Terminal volumes increased by 143% and 53%, respectively. The increase in both comparative periods was mainly due to the commissioning of two new tanks and common infrastructure at the Edmonton Terminal in January of 2018.

Moose Jaw Facility volumes were consistent and increased by 4%, respectively. The increase in the nine month comparative period was primarily due to the impact of higher processing activity due to lower turnaround time in the current periods and higher throughput efficiency to support higher refined product volumes.

PRD Terminal volumes increased by 96% and 13%, respectively. The increase was mainly due to higher facility activity levels in the Company's WCSB service areas, particularly in the Alberta Montney.

Injection Station volumes decreased by 34% and 57%, respectively. The decrease in the nine months ended comparative period was due to the termination of the injection station access agreement with The Company's largest customer in November 2017.

Financial performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Revenue at the Hardisty Terminal increased by $6.0 million and $12.2 million, respectively, which was largely driven by the increase in a contract customer's tankage usage, supported by additional take-or-pay, stable fee-based arrangements and higher revenues earned from trucked volumes and revenues related to common infrastructure, including additional volumes from Fort Hills.

Revenue at the Edmonton Terminal increased by $17.5 million and $25.9 million, respectively. The increase was primarily due to the receipt of additional revenue related to a contractual amendment regarding a future capital commitment and the increase in revenue from the commissioning of the two new tanks and related common infrastructure in Q1 2018 which are supported by take-or-pay, stable fee-based arrangements. Additionally, the increase in revenue was supported by the commissioning of the Heartland sulfur facility in the current period.

PRD Terminal revenues increased by $2.0 million and $3.2 million, respectively. The increase was mainly due to higher facility activity levels in the Company's WCSB service areas, particularly in the Alberta Montney, as well as higher revenues from recovered oil.

There was no material change in the revenue for the Moose Jaw Facility.

Injection Station revenues increased by $1.5 million and $0.5 million, respectively. The increase was mainly due to locational pricing differential opportunities and new rental service arrangements.

Segment profit increased by $13.5 million and $32.2 million, respectively. As described above, the increase was primarily due to the increased revenues from the Hardisty and Edmonton Terminals. The segment profit increase was also supported by lower operating costs due to the focus on cost reduction initiatives, partially offset by higher salaries and benefit costs relating to the addition of rail loading operators, and higher environmental remediation costs, including an accrual for potential costs related to a regulatory matter.

Capital expenditures

Below is the summary of Infrastructure capital expenditures for the three and nine months ended September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Growth capital	$ 63,635	$ 46,229	$ 139,058	$ 92,285
Replacement capital	$ 3,815	$ 4,295	$ 11,157	$ 9,788
Acquisitions	$ 71,844	$ -	$ 71,844	$ -

The increase in growth capital expenditures for the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017 primarily relates to an increase in activity to construct additional tanks and related infrastructure at the Hardisty Terminal as well as the Viking Pipeline in the current period.

Replacement capital includes purchases that replace existing assets as necessary to maintain current service levels or replace assets that no longer have a useful economic life. The increase in the nine months comparative period was primarily due to annual turnaround projects completed at the Moose Jaw Facility, as well as maintenance activities completed at the Hardisty Terminal.

Acquisitions relates to an agreement to acquire, develop and operate a pipeline gathering network adjacent to the existing Pyote system in the U.S. as noted on page 5.

LOGISTICS

The Logistics segment represents the U.S Truck Transportation business due to Canadian Truck Transportation business being classified as a discontinued operation during the third quarter of 2018. Accordingly, this segment includes logistical services that enable crude production to access fixed midstream infrastructure. Specifically, this segment provides truck transportation services that allow the Company to service its customers' needs between the wellhead and the end market and includes providing hauling services for crude for many of North America's leading oil and gas producers.

The following tables set forth operating results from the Company's Logistics segment for the three and nine months September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
Volumes (barrels in thousands)	**2018[1]**	**2017[1]**	**2018[1]**	**2017[1]**
U.S. crude and other products	2,583	6,472	13,297	20,417

	Three months ended September 30		Nine months ended September 30	
	2018[1]	**2017[1]**	**2018[1]**	**2017[1]**
Revenue	$ 8,847	$ 17,138	$ 35,369	$ 58,096
Cost of sales	6,103	12,469	24,456	41,415
Operating expenses and other	4,422	5,144	18,809	17,776
Segment loss	$ (1,678)	$ (475)	$ (7,896)	$ (1,095)

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on pages 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on continuing operations. In addition, Comparative period segment information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements).*

Operational performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

U.S. crude and other product hauling barrels decreased by 60% and 35%, respectively. The decrease was primarily attributable. to the limited availability of drivers and the trucking fleet driven by higher competition for drivers as well as due to the Company's decision to exit certain basins staring in 2017. Trucking volume with other customers are gradually increasing, however are not yet sufficient to overcome the overall effect of the decline with the former largest customer in November of 2017.

Financial performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

U.S. crude and other revenue decreased by 48% and 39%, respectively. The decrease was primarily driven by lower volumes as discussed above.

Segment profit decreased substantially for both periods. The decrease was mainly due to decline in the U.S. crude hauling profit as a result of one-time expenses such as severance, relocation, and office move costs and the loss in volumes as discussed above.

WHOLESALE

The Wholesale segment includes the purchasing, selling, storing and optimization of hydrocarbon products, including crude oil, NGLs, road asphalt, roofing flux, frac oils, light and heavy straight run distillates, combined vacuum gas oil ("CVGO"), and an oil-based mud product. This segment earns margins by providing aggregation services to producers and/or by capturing quality, locational or time-based arbitrage opportunities. This segment also contributes to the Company's overall margins by driving volumes to the Infrastructure and Logistics segments.

The Wholesale segment is exposed to commodity price fluctuations arising between the time contracted volumes are purchased and the time they are sold, as well as being exposed to pricing differentials between different geographic markets and/or hydrocarbon qualities. These risks are managed by purchasing and selling products at prices based on the same or similar indices or benchmarks, and through physical and financial contracts that include energy-related forward contracts, swaps, futures, options and other hedging instruments. Fair values of these derivative contracts fluctuate depending on the commodity prices and can impact the segment profits in the form of realized or unrealized gains and losses, often offset by physical inventories, that can change significantly period over period.

Canadian road asphalt activity, related to Refined Products, is affected by the impact of weather conditions on road construction. Road asphalt demand peaks during the summer months when most of the road construction activity in Canada takes place. In the off-peak demand months for road asphalt, the demand for roofing flux continues. Demand for wellsite fluids is dependent on overall well drilling and completion activities, with activity normally the busiest in the winter months. Demand for propane and other NGLs is also highest in the colder months of the year.

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
WTI average price ($USD/bbl)	$69.50	$48.21	$66.75	$49.47
WCS differential ($USD/bbl)	22.25	9.94	21.93	11.88
Average foreign exchange rates CAD dollar to U.S. dollar	1.31	1.25	1.29	1.31
Propane average price ($USD/U.S. gallon)	0.85	0.75	0.81	0.65
Butane average price ($USD/U.S. gallon)	1.10	0.95	1.00	0.86

The following tables set forth operating results from the Company's Wholesale segment for the three and nine months ended September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
Volumes (barrels in thousands)	2018[1]	2017[1]	2018[1]	2017[1]
Crude and diluent	33,892	29,401	92,285	84,530
Propane and other NGL	2,066	2,179	7,130	7,630
Refined products	1,207	1,220	3,295	2,968
Total	37,165	32,800	102,710	95,128

	Three months ended September 30		Nine months ended September 30	
	2018[1]	2017[1]	2018[1]	2017[1]
Revenue				
Crude and diluent	$ 1,954,815	$ 1,121,510	$ 5,046,237	$ 3,484,415
Propane and other NGL	117,902	93,660	391,862	355,941
Refined products	133,719	103,041	338,345	262,646
Total revenue	2,206,436	1,318,211	5,776,444	4,103,002
Cost of sales	2,130,877	1,322,521	5,627,635	4,071,743
Operating expenses and other	7,181	5,937	19,172	19,332
Segment profit (loss)	$ 68,378	$ (10,247)	$ 129,637	$ 11,927

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on continuing operations.*

Operational performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Sales volumes for crude and diluent increased by 15% and 9%, respectively. The increase was mainly due to additional opportunities to bring volumes into the Company's integrated assets, primarily attributable to the addition of new storage tanks and common infrastructure added in 2018.

Sales volumes for propane and other NGLs decreased by 5% and 7%, respectively primarily due to lower demand in Eastern U.S. markets, with the nine month year to date results also being impacted by the constraint of rail service in the market place in the first quarter.

Sales volumes for refined products were consistent and increased by 11%, respectively. The increase was primarily due to higher available volumes from the Moose Jaw Facility driven by higher efficiency which supported increased sales volumes for drilling fluids and roofing asphalt. Sales volumes for drilling fluids have increased principally as a result of increased WCSB and U.S. drilling activity, and the ability of the Company to gain market share in the Permian and Niobrara-Denver Julesburg basins, while the increase in sales volumes for roofing asphalt is supported by the Company's ability to gain market share within the roofing asphalt market due to the closure of certain competing refineries in the U.S.

Financial performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Revenue for crude and diluent increased by 74% and 45%, respectively. The increase was largely due to higher average crude oil prices, and the increase in volumes in the current period as discussed above.

Revenue for propane and other NGLs increased by 26% and 10% respectively mainly due to higher propane and butane prices during the current year period, partially offset by lower volumes.

Revenue for Refined Products increased by 30% and 29%, respectively. The increase was primarily due to higher volumes sold for drilling fluids and roofing asphalt as discussed above as well as higher average crude oil prices which supported the increase in prices for these products.

Segment profit increased significantly in both periods. The increase was attributable to higher refined product margins driven by a greater proportion of higher margin product sales, and by a higher crude price differential which supported lower cost of sales in the current period. The increase was also driven by higher crude margins due to more favorable light-to-heavy crude pricing spreads and locational differentials. Additionally, the increase was due to lower rail car lease expenses of $9.3 million and $31.3 million in the three and nine months ended September 30, 2018, respectively, as a result of the adoption of IFRS 16 as discussed under "Accounting Policies" section. These increases were offset by lower margins earned on propane and other NGLs due to regional pricing constraints at a certain number of distribution hubs and by higher losses from related financial instruments, including WTI differential hedging losses.

EXPENSES

General and administrative ("G&A"), excluding depreciation and amortization

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
General and administrative	$ 8,285	$ 8,266	$ 23,558	$ 27,041

The quarter over quarter decrease was primarily due to lower head office lease costs and the nine month comparative period decrease was due to lower payroll costs due to the continuing impact of our headcount rationalization efforts from 2017 and lower head office lease costs. The lease cost impact due to the adoption of IFRS 16, as noted in the "Accounting Policies" section, was $2.0 million and $6.2 million in the three and nine months ended September 30, 2018, respectively.

Goodwill impairment

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Goodwill impairment	$ 18,500	$ -	$ 20,479	$ -

The increase was primarily due to impact of impairment related to assets held for sale.

Depreciation and impairment

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Depreciation and impairment	$ 63,425	$ 25,015	$ 117,895	$ 76,248

The increase was primarily due to impact of impairment related to assets held for sale and depreciation on asset additions in the current period partially offset by asset dispositions.

Right-of-use asset depreciation

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Right-of-use depreciation	$ 13,097	$ -	$ 32,825	$ -

The right of use depreciation represents the impact of the adoption of IFRS 16 as noted in the "Accounting Policies" section where the right-of-use assets are and depreciated over the lease term.

Amortization and impairment

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Amortization and impairment	$ 2,452	$ 11,670	$ 7,724	$ 20,442

The decrease in both comparative periods was driven by the impact of certain intangible assets becoming fully amortized in prior year periods.

Stock based compensation

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Stock based compensation	$ 692	$ 5,385	$ 11,074	$ 14,752

The quarter over quarter decrease was primarily due to lower RSU expense in the current quarter and the recognition of mark to market gain of $4.1 million compared to a mark to market gain of $1.8 million related to equity swaps in the comparative period. The nine month comparative decrease was primarily driven by the impact of the recognition of mark to market gain of $3.2 million compared to mark to market expense of $1.8 million related to equity swaps in the comparative period.

Debt extinguishment costs

During the three months and nine months ended September 30, 2017 the Company incurred debt extinguishment costs related to the repayment of $211.1 million principal amount of 7.00% Senior Unsecured Notes (the "C$ Notes") and U.S.$338.8 million principal amount of 6.75% Senior Unsecured Notes (the "US$ Notes") (collectively the "Retired Notes") of $2.0 million and $51.3 million, respectively.

Foreign exchange (gains) loss not affecting segment profit

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
Unrealized foreign exchange (gain) loss on the movement in exchange rates on U.S. dollar Revolving Credit Facility and long-term debt	$ (30)	$ (9,979)	$ (9)	$ (19,367)
Realized foreign exchange loss (gain) on settlement of U.S. dollar Revolving Credit Facility and long-term debt	32	-	4,411	(2,710)
Corporate foreign exchange (gain) loss	(2,544)	1,031	(356)	1,407
Total foreign exchange (gain) loss	$ (2,542)	$ (8,948)	$ 4,046	$ (20,670)

At September 30, 2018, the gains and losses recorded are primarily driven by the favorable and unfavorable movements in exchange rates on the translation of corporate foreign exchange, while at September 30, 2017, the gains and losses were primarily driven by the favorable and unfavorable movements in exchange rates on the translation of the Company's U.S dollar denominated long-term debt and corporate foreign exchange.

Net interest expense

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
Net interest expense	$ 18,792	$ 17,315	$ 56,420	$ 59,740

The quarter over quarter net interest expense increased due to higher finance lease interest costs of $1.6 million due to IFRS 16 adoption as noted in the "Accounting Policies" section. The nine months ended September 30, 2017 net interest expense decrease was due to lower interest expense related to long-term debt and higher capitalized interest amounts related to our long-term capital projects, partially offset by finance lease interest costs of $5.1 million due to IFRS 16 adoption and by higher interest costs related to the Revolving Credit Facility.

Income taxes

	Three months ended September 30		Nine months ended September 30	
	2018	2017	2018	2017
Current income tax expense (recovery)	$ 22,278	$ (8,963)	$ 37,782	$ (20,910)
Deferred income tax recovery	(9,574)	(4,850)	(12,134)	(18,919)
Total tax provision (recovery)	$ 12,704	$ (13,813)	$ 25,648	$ (39,829)

Income tax expense from continuing operations was $12.7 million and $25.6 million for the three and nine months ended September 30, 2018 compared to an income tax recovery $13.8 million and $39.8 million, respectively for the three and nine months ended September 30, 2017. The main driver for the increase in income tax expense for both comparative periods was the impact of higher taxable earnings. The quarter over quarter deferred income tax recovery increase was primarily due to an impairment taken against property, plant and equipment. The nine months comparative period deferred income tax recovery decreased primarily due to the impact of realized and unrealized amounts relating to the net capital gains arising from foreign exchange movements, including repayments, on the Company's U.S. dollar denominated long-term debt in the prior period.

RESULTS OF DISCONTINUED OPERATIONS

During the nine months ended September 30, 2018, the Company completed the assessment of various disposal groups that met the criteria under IFRS 5 – *Non-Current Assets Held for Sale and Discontinued Operations* ("IFRS 5") as held for sale and/or discontinued operations (refer to note 3 in the Q3 2018 condensed consolidated financial statements).

Canadian Truck Transportation business

During Q3 2018, Canadian Truck Transportation business met the criterion for discontinued operation and held for sale. This business was historically reported under the Logistic segment.

The Canadian Truck Transportation business includes a suite of logistical wellsite services that enable oil and liquids production to access fixed midstream infrastructure. This segment provides truck transportation and related services that allow the Company to service its customers' needs between the wellhead and the end market, and includes providing hauling services for crude, condensate, propane, butane, asphalt, methanol, sulfur, petroleum coke, emulsion, waste water and drilling fluids for many of Canada's leading oil and gas producers. For certain services and geographical regions, the activity is generally the lowest in the winter months when daylight hours are shorter.

The following tables set forth operating results from the Canadian Truck Transportation for the three and nine months September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
Volumes (barrels in thousands)	**2018[1]**	**2017[1]**	**2018[1]**	**2017[1]**
Crude and other products	11,485	11,046	33,144	34,844

	Three months ended September 30		Nine months ended September 30	
	2018[1]	**2017[1]**	**2018[1]**	**2017[1]**
Revenue	$ 54,269	$ 57,182	$ 160,903	$ 178,480
Cost of sales	48,092	51,541	143,885	161,157
Segment profit	6,177	5,641	17,018	17,323
Depreciation and amortization	3,268	5,586	13,481	17,183
Finance costs and other income, net	96	-	200	-
Income before taxes	2,813	55	3,337	140
Income tax expense	729	15	898	38
Net income from discontinued operations, after tax	$ 2,084	$ 40	$ 2,439	$ 102

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on pages 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on continuing operations. In addition, Comparative period segment information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements).*

Operational performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Crude and other product hauling barrels increased by 4% and decreased by 5%, respectively. The quarter over quarter increase was primarily due to higher levels of hauling activity in the Fort McMurray and Northern Alberta regions attributable to the higher oil sands production activity as a result of Fort Hills. The quarter over quarter increase in crude, and sulfur volumes hauled was partially offset by lower LPG mix volumes in the current quarter. The nine month year to date decrease in LPG mix, petroleum coke, and asphalt volumes hauled was partially offset by higher sulfur and crude volumes in the period.

Financial performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Crude and other product revenue decreased by 5% and 10%, respectively. The quarter over quarter decrease was primarily due to lower hauling rates related to LPG mix and sulfur partially offset by higher volumes hauled, as discussed above. The nine month year to date period decrease was primarily due to lower volumes as discussed above. Water hauling revenues was also impacted by poor weather conditions.

Segment profit increased by 10% and was consistent for the three and nine months ended, respectively. The quarter over quarter increase was mainly due to lower operating expenses largely due to the continuation of the reduction in payroll related costs associated with overall headcount reductions.

U.S. Environmental Services business

On May 3, 2018, the Company completed the sale of its U.S. Environmental Services business for adjusted gross proceeds of $123.3 million (US$96 million).

The U.S. Environmental Services business included the provision of environmental and production services, such as emulsion hauling and treating, water hauling and disposal services and oilfield waste management, as well as industrial lift, exploration support services and accommodation facilities to the oil and gas industry. The U.S Environmental Services business was reported historically within Company's Infrastructure, Logistics and Other reportable segments. Operating results related to the segment have been included in net income from discontinued operations in the condensed consolidated statements of operations. Comparative period balances of the condensed consolidated statements of operations and cash flows have been restated.

The following tables set forth operating results from discontinued operations of the U.S. Environmental Services business for the three and nine months ended September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
	2018 [2]	2017 [1]	2018 [2]	2017 [1]
Revenue				
Water hauling and disposal	$ -	$ 25,694	$ 42,207	$ 74,558
Other products and services	-	34,817	51,074	95,885
Total revenue	-	60,511	93,281	170,443
Cost of sales	-	53,207	84,043	153,127
Segment profit	-	7,304	9,238	17,316
Depreciation and amortization	-	12,297	3,493	38,889
Finance costs and other, net	-	67	309	210
(Loss) income before taxes	-	(5,060)	5,436	(21,783)
Income tax (recovery) provision	-	(1,933)	1,448	(8,228)
Net (loss) income from discontinued operations, after tax	-	(3,127)	3,988	(13,555)
After tax (loss) gain on sale [2, 3]	(6,554)	-	94,706	-
(Loss) gain on discontinued operations, after tax	$ (6,554)	$ (3,127)	$ 98,694	$ (13,555)

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable throughout the discussion on discontinued operations. In addition, Comparative period segment information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements).*
2. *The Company derecognized the U.S. Environmental Services segment effective May 3, 2018. Accordingly, results for nine months ending September 30, 2018 represent the activity for the period January 1, 2018 to May 2, 2018.*
3. *The cash proceeds of $123.3 million and transaction costs of $13.6 million have been presented within investing activities from discontinued operations on the Company's condensed consolidated statement of cash flows. Adjustment in Q3 2018 represents post-close purchase price adjustments and cost related to the sale.*

Operational and financial performance

In the three and nine months ended September 30, 2018 compared to the three and nine months ended September 30, 2017:

Revenue decreased by $60.5 million and $77.2 million, respectively, and segment profit decreased by $7.3 million and $8.1 million, respectively. The decrease in both comparative periods is a result of current period being shorter than the prior period due to the sale of the business effective May 3, 2018. There was no contribution to results from this business during the three month ended September 30, 2018.

Depreciation decreased by $12.3 million and $35.4 million, respectively driven mainly by the timing of the classification of assets held for sale in the current period which results in the cessation of recognition of depreciation expense effective Q1 2018.

Industrial Propane business

During Q1 2017, the Company sold its Industrial Propane business for proceeds of $433.1 million resulting in recognition of a post-tax gain on sale of $150.6 million. Accordingly, the results for the three and nine months ended September 30, 2017 represent activity for the period between January 1, 2017 and February 28, 2017. During this period the Company had total revenues of $58.3 million, segment profit of $13.6 million, and net income after tax of $157.8 million (see note 4 in the Q2 2018 condensed consolidated financial statements).

Income taxes

Including the tax impact of gain on discontinued operations, net income tax was a provision of $0.8 million and $14.8 million for the three and nine months ended September 30, 2018 compared to a recovery of $2.6 million and a provision of $22.4 million for the three and nine months ended September 30, 2017, as disclosed in note 10 in the Q3 2018 condensed consolidated financial statements. The quarter over quarter change in current tax recovery was due to the inclusion of the Canadian Truck Transportation in discontinued operations while the nine months comparative period decrease in tax expense was due to the recognition of taxes payable on the gain on sale of the retail propane business in 2017. The nine months comparative period increase in deferred tax expense was due primarily due to the utilization of tax assets to offset the gain on the sale of the business.

Cash flow summary – Discontinued operations

The following table summarizes the sources and uses of funds for the three and nine months ended September 30, 2018 and 2017 from discontinued operations:

	Three months ended September 30,		Nine months ended September 30,	
	2018[1]	2017[2]	2018[1]	2017[2]
	(in thousands)			
Statement of Cash Flows				
Cash flows provided by (used in):				
Operating activities	$ 7,662	$ 14,742	$ 26,359	$ 14,166
Investing activities	(6,389)	(6,322)	108,553	419,652
Financing activities	$ (392)	$ -	$ (2,646)	$ -

1. *The Company derecognized the U.S. Environmental Services business effective May 3, 2018. Accordingly, cash flow related to this business for the nine months ending September 30, 2018 represent the activity for the period January 1, 2018 to May 2, 2018. Additionally, results for the three and nine months period include cash flows related to Canadian Truck Transportation business.*
2. *The three months activity relate to the U.S. Environmental Services business and Canadian Truck Transportation business, while the nine months activity related to the sale of the Industrial Propane business, U.S. Environmental Services business and Canadian Truck Transportation business.*

Cash provided by operating activities

Cash provided by operating activities in the three and nine months ended September 30, 2018 was $7.6 million and $26.4 million, respectively compared to cash provided by operating activities of $14.7 million and cash used in operating activities of $14.2 million in the three and nine months ended September 30, 2017. The change in both comparative periods was primarily due to the timing of discontinued operations classification and completion of sale of business as noted above. Additionally, the change in working capital requirements related to the sale of the U.S. Environmental Services business and Industrial Propane business were driven by the fact that the Company is no longer required to fund working capital post the sale of those businesses.

Cash (used in) provided by investing activities

Cash used in investing activities was $6.4 million and cash provided by investing activities was $108.6 million for the three and nine months ended September 30, 2018, compared to cash used in investing activities of $6.3 million and provided by operating activities of $419.7 million in the three and nine months ended September 30, 2017. The change was primarily due to the cash proceeds received on the sale of the U.S. Environmental Services business in Q2 2018 and the cash proceeds received on the sale of the Industrial Propane business in Q1 2017.

Cash used in financing activities

Cash used in financing activities was $0.4 million and $2.6 million for the three and nine months ended September 30, 2018, compared to $nil and $nil in the three and nine months ended September 30, 2017. The year over year increase was primarily due to the adoption of IFRS 16, as noted in the "Accounting Policies" section, which requires the recognition of net lease payments under financing activities.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a summary of the Company's quarterly results for each of the last eight quarters:

	2018 [1]			2017 [1]				2016 [1]
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Continuing operations								
Revenue	$2,130,022	$1,716,612	$1,685,350	$1,651,904	$1,293,863	$1,366,823	$ 1,348,515	$ 1,317,008
Net income (loss)	6,822	15,242	11,785	(60,782)	(5,410)	(4,507)	(583)	(25,882)
Adjusted EBITDA [(2)]	140,448	96,113	86,753	68,475	42,762	52,525	65,439	73,077
Earnings (loss) per share								
Basic	$0.05	$ 0.11	$ 0.08	$ (0.43)	$(0.04)	$ (0.01)	$ (0.02)	$ (0.18)
Diluted	$0.05	$ 0.10	$ 0.08	$ (0.43)	$(0.04)	$ (0.01)	$ (0.02)	$ (0.18)
Discontinued operations								
Revenue	$47,922	$ 66,222	$ 120,137	$ 114,983	$ 110,331	$ 113,373	$ 159,343	$ 157,401
Net (loss) income	(4,470)	122,693	(17,090)	(25,765)	(6,233)	(1,016)	148,431	(10,925)
Adjusted EBITDA [(2)]	6,177	5,386	14,727	13,796	12,946	13,862	21,467	24,142
Earnings (loss) per share								
Basic	$(0.03)	$0.85	$ (0.12)	$ (0.18)	$(0.04)	$ (0.03)	$ 1.06	$ (0.10)
Diluted	$(0.03)	$0.84	$ (0.12)	$ (0.18)	$(0.04)	$ (0.03)	$ 1.04	$ (0.10)
Combined operations								
Revenue [(3)]	$2,177,944	$1,782,834	$1,805,487	$1,766,887	$1,404,194	$1,480,196	$ 1,507,858	$ 1,474,409
Net income (loss)	2,352	137,935	(5,305)	(86,547)	(11,643)	(5,523)	147,848	(36,807)
Adjusted EBITDA [(2)]	146,625	101,499	101,480	82,271	55,708	66,387	86,906	97,219
Earnings (loss) per share								
Basic	$0.02	$0.96	$ (0.04)	$ (0.61)	$ (0.08)	$ (0.04)	$ 1.04	$ (0.28)
Diluted	$0.02	$0.94	$ (0.04)	$ (0.61)	$ (0.08)	$ (0.04)	$ 1.02	$ (0.28)

(1) *Comparative period information was represented to reflect the results of continuing operations separately from discontinued operations (see note 4 of the unaudited condensed consolidated financial statements). Furthermore, the 2018 period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable.*

(2) *Adjusted EBITDA is defined as net income (loss) before interest expense, income taxes, depreciation, amortization, other non-cash expenses and charges deducted in determining consolidated net income (loss), including movement in the unrealized gains and losses on the Company's financial instruments, stock based compensation expense, impairment of long-term assets and asset write-downs. It also removes the impact of foreign exchange movements in the Company's U.S. dollar denominated long-term debt, debt extinguishment expenses and adjustments that are considered unusual, non-recurring or non-operating in nature. Combined Adjusted EBITDA includes results from continuing and discontinued operations, while Adjusted EBITDA from continuing operations only includes results from continuing operations.*

(3) *Revenue from combined operations represents the aggregated results of both continuing and discontinued operations and is not a measure recognized under IFRS and does not have standardized meanings prescribed by IFRS.*

The Company presents Combined Adjusted EBITDA, and Adjusted EBITDA from continuing operations and discontinued operations because it considers these to be important supplemental measures of the Company's performance and believes these measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in industries with similar capital structures. Combined Adjusted EBITDA and Adjusted EBITDA from continuing and discontinued operations have limitations as analytical tools, and readers should not consider this item in isolation, or as a substitute for an analysis of the Company's results as reported under IFRS. Some of these limitations are:

- Adjusted EBITDA and Combined Adjusted EBITDA:
  - excludes certain income tax payments that may represent a reduction in cash available to the Company;
  - includes the impact from the adoption of IFRS 16 effective January 1, 2018 without restating the prior periods;
  - does not reflect the Company's cash expenditures, or future requirements for capital expenditures or contractual commitments;
  - does not reflect changes in, or cash requirements for, the Company's working capital needs; and
  - does not reflect the significant interest expense, or the cash requirements necessary to service interest payments on the Company's debt, including the Debentures, and Notes (as defined herein) and the Revolving Credit Facility (as defined herein);
- Although depreciation, amortization and impairment are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in the industry may calculate Combined Adjusted EBITDA and Adjusted EBITDA differently than the Company does, limiting its usefulness as a comparative measure.

Because of these limitations, Combined Adjusted EBITDA and Adjusted EBITDA should not considered to be a measure of discretionary cash available to the Company to invest in the growth of the Company's business. The Company compensates for these limitations by relying primarily on the Company's IFRS results and using Combined Adjusted EBITDA and Adjusted EBITDA only as supplemental measures.

The following tables reconciles segment profit to Combined Adjusted EBITDA and Adjusted EBITDA for continuing operations, discontinued operations and combined operations for each of the last eight quarters and for the twelve months ended September 30, 2018 and 2017:

	Three months ended (restated[3])				Twelve months ended (restated[3])
	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2018
Continuing operations					
Segment profit	$ 142,227	$ 95,802	$ 95,489	$ 71,431	$ 404,949
Interest income	367	485	294	500	1,646
Foreign exchange gain (loss) – corporate	2,542	(2,357)	170	755	1,110
General and administrative	(8,285)	(6,804)	(8,468)	(22,316)	(45,873)
Net unrealized loss (gain) from financial instruments (1)	3,597	8,987	(732)	19	11,871
Restructuring, severance and other costs (2)	-	-	-	18,086	18,086
Adjusted EBITDA	$ 140,448	$ 96,113	$ 86,753	$ 68,475	$ 391,789
Discontinued operations					
Segment profit and adjusted EBITDA	$ 6,177	$ 5,386	$ 14,727	$ 13,796	$ 40,086
Combined operations					
Segment profit	$ 148,404	$ 101,188	$ 110,216	$ 85,227	$ 445,035
Interest income	367	485	294	500	1,646
Foreign exchange gain (loss) – corporate	2,542	(2,357)	170	755	1,110
General and administrative	(8,285)	(6,804)	(8,468)	(22,316)	(45,873)
Net unrealized loss (gain) from financial instruments (1)	3,597	8,987	(732)	19	11,871
Restructuring, severance and other costs (2)	-	-	-	18,086	18,086
Combined Adjusted EBITDA	$ 146,625	$ 101,499	$ 101,480	$ 82,271	$ 431,875

	Three months ended (restated[3]) September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	Twelve months ended (restated[3]) September 30, 2017
Continuing operations					
Segment profit	$ 51,265	$ 60,170	$ 78,936	$ 76,784	$ 267,155
Interest income	320	299	665	144	1,428
Foreign exchange (loss) gain – corporate	(1,031)	152	(528)	885	(522)
General and administrative	(6,428)	(13,155)	(9,305)	(8,482)	(37,370)
Net unrealized loss (gain) from financial instruments (1)	(1,364)	4,059	(4,329)	(602)	(2,236)
Restructuring, severance and other costs (2)	-	1,000	-	4,348	5,348
Adjusted EBITDA	$ 42,762	$ 52,525	$ 65,439	$ 73,077	$ 233,803
Discontinued operations					
Segment profit and adjusted EBITDA	$ 12,946	$ 13,862	$ 21,467	$ 24,142	$ 72,417
Combined operations					
Segment profit	$ 64,211	$ 74,032	$ 100,403	$ 100,926	$ 339,572
Interest income	320	299	665	144	1,428
Foreign exchange (loss) gain – corporate	(1,031)	152	(528)	885	(522)
General and administrative	(6,428)	(13,155)	(9,305)	(8,482)	(37,370)
Net unrealized loss (gain) from financial instruments (1)	(1,364)	4,059	(4,329)	(602)	(2,236)
Restructuring, severance and other costs (2)	-	1,000	-	4,348	5,348
Combined Adjusted EBITDA	$ 55,708	$ 66,387	$ 86,906	$ 97,219	$ 306,220

1. *Reflects the exclusion of the movement in the mark-to-market valuation of financial instruments used in risk management activities. The Company uses crude oil and NGL priced futures, options and swaps to manage the exposure to commodities price movements and foreign currency forward contracts and options to manage foreign exchange risks, although the Company does not formally designate these financial instruments as hedges for accounting purposes. Accordingly, the unrealized gains or losses on these financial instruments are recorded directly to the income statement. Management believes that this adjustment better correlates the effect of risk management activities to the underlying operating activities to which they relate.*
2. *Represents the restructuring and severance costs incurred related to a headcount rationalization review, and executive payroll related costs.*
3. *Comparative periods were restated to reflect the results of continuing operations separately from discontinued operations. Furthermore, the 2018 period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable.*

The results of Adjusted EBITDA are driven by segment profit for the respective reportable segments as well as the adjustments discussed above in the tables. For more details on the specific factors driving the periodic movements in segment profit, refer to the results of continuing and discontinued operations included in this MD&A. The following identifies the key drivers in segment profitability over the last eight quarters:

Infrastructure – The Infrastructure segment has progressively commissioned new storage capacity and related infrastructure, with 800,000 barrels of additional capacity and related take-or-pay and stable fee-based cash flows added in 2018. This increase in capacity was primarily driven by the sustained demand for crude terminalling and storage services combined with the effective operation, including cost management, of its current Hardisty and Edmonton Terminals and has provided for the gradual increase in segment profits.

Logistics – The Logistics segment provides transportation which includes providing hauling services for crude for many of the United States leading oil and gas producers. Accordingly, the segment's results have been impacted by the increase in crude oil prices which has elevated production and exploration activities thus raising available demand from these producers. Additionally, decline in volumes due to loss of a major customer coupled with continued competition and availability of drivers within the Company's service areas specific to the segment's U.S. operating areas has impacted the ability of the Company to deliver consistent results in this segment.

Wholesale – The Wholesale segment earns margins by capturing; quality, locational or time-based arbitrage opportunities related to the purchasing; selling, storing, and optimization of hydrocarbon products, including crude oil and refined products. Accordingly, this segment has experienced commodity price fluctuations including in the pricing differentials between different geographic markets and product grades, most notably related to crude oil and other NGL. These risks have been managed by purchasing and selling products through physical and financial contracts that include energy-related derivatives which have both supported and reduced segment profits from quarter to quarter in the form of realized or unrealized gains and losses. The three and nine month 2018 results also include the impacts of lower rail car lease expenses as a result of the adoption of IFRS 16 as noted in the "Accounting Policies" section.

Adjusted EBITDA for continuing, discontinued, and combined operations is presented in the table above because the Company believes it facilitates investors' use of operating performance comparisons from period to period and company to company by backing out potential differences caused by variations in capital structures (affecting relative interest expense and foreign exchange differences on the Company's long-term debt and Debentures), the book amortization of intangibles (affecting relative amortization expense) and the age and book value of property, plant and equipment (affecting relative depreciation expense). The Company also presents Adjusted EBITDA because it believes such measure is frequently used by securities analysts, investors and other interested parties as measures of financial performance. Adjusted EBITDA, as presented herein, is not a recognized measure under IFRS and should not be considered as an alternative to operating income or net income as measures of operating results or an alternative to cash flows as measures of liquidity. Adjusted EBITDA is defined as consolidated net income (loss) before interest expense, income taxes, depreciation, amortization, other non-cash expenses and charges deducted in determining consolidated net income (loss), including movement in the unrealized gains and losses on the Company's financial instruments, stock based compensation expense, impairment of long-term assets and asset write-downs. It also removes the impact of foreign exchange movements in the Company's U.S. dollar denominated long-term debt, debt extinguishment expenses and other adjustments that are considered unusual, non-recurring or non-operating in nature.

The Company's calculation of Adjusted EBITDA may not be comparable to such calculations used by other companies. In addition, in evaluating Adjusted EBITDA, readers should be aware that in the future the Company may incur expenses similar to those eliminated in the presentation herein.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity Sources

The Company's primary liquidity and capital resource needs are to fund ongoing capital expenditures, growth opportunities, and its dividend. In addition, the Company must service its debt, including interest payments, and finance working capital needs. The Company's short-term and long-term liquidity needs are met through cash flow from operations, its revolving credit facility, and debt and equity financings.

As at September 30, 2018, the Company had a positive working capital position, with an available cash balance of $39.9 million, and the ability to utilize borrowings under the Revolving Credit Facility. Also, the anticipated proceeds from the sale of non-core businesses are expected to reduce debt and lower net debt to Adjusted EBITDA ratios which will allow the Company to fund its ongoing capital expenditures, debt service requirements, dividend payments, and working capital needs. Accordingly, over the short-term the Company expects to maintain sufficient liquidity sources to fund its ongoing capital expenditures, debt service requirements, dividend payments and working capital needs.

Over the medium to long term, the proceeds from the sale of non-core businesses are expected to reduce debt resulting in lower net debt to Adjusted EBITDA ratios. Combined with the Company's extended maturity profile and low interest cost of the Company's debt, this will provide support for the Company's funding of liquidity requirements on a long-term basis. While the Company remains confident in its ability to execute these divestitures, there are no assurances that the timing, the amount of proceeds from the sale of non-core businesses and the execution of planned capital programs will occur as planned. Please refer Company's disclosure under "Forward-Looking Information" included at the end of this MD&A.

Cash flow summary – Continuing operations

The Company's operating cash flow is generally impacted by the overall profitability within the Company's segments, the Company's ability to invoice and collect from customers in a timely manner and the Company's ability to efficiently implement the Company's growth strategy and manage costs.

The following table summarizes the Company's sources and uses of funds for the three and nine months ended September 30, 2018 and 2017 from continuing operations:

	Three months ended September 30,		Nine months ended September 30,	
	2018 [1]	2017 [1]	2018 [1]	2017 [1]
	(in thousands)			
Statement of Cash Flows				
Cash flows provided by (used in):				
Operating activities	$ 118,239	$ (9,497)	$ 265,042	$ 137,901
Investing activities	(81,154)	(35,355)	(154,224)	(102,926)
Financing activities	$ (37,426)	$ 23,756	$ (235,554)	$ (487,791)

1. *The current period results include the impacts from the adoption of new accounting standards as discussed on page 31. Comparative information has not been restated and, therefore, may not be comparable.*

Cash provided by operating activities

Cash provided by operating activities was $118.2 million and $265.0 million in the three and nine months ended September 30, 2018, compared to cash used in operating activities of $9.5 million and cash provided by operating activities of $137.9 million in the three and nine months ended September 30, 2017. The quarter over quarter increase was due to higher segment profit related to the Infrastructure and Wholesale segments (refer to the respective section in "Results of Continuing Operations" for more details). The nine month comparative period increase was primarily due to higher segment profit related to the Infrastructure and Wholesale segments, as well as an income tax refund of $13.5 million in the current year compared to $0.9 million in the prior period. Additionally, cash from operating activities increased by $11.9 million and $38.6 million during the three and nine months ended September 30, 2018, respectively, due to the adoption of IFRS 16 whereby the lease payments are classified as financing activities. These increases were supported by lower cash used to fund working capital of $19.8 million in the current period compared to cash used to fund working capital of $53.9 million in the prior period, primarily driven by higher inventory purchases in the prior period.

Cash provided by operating activities and working capital requirements for the Wholesale segment is strongly influenced by the amount of inventory purchased and subsequently held in storage, as well as by the commodity prices at which inventory is bought and sold. Commodity prices and inventory demand fluctuate over the course of the year in relation to general market forces and seasonal demand for certain products like propane, and, accordingly, working capital requirements related to inventory also fluctuate with changes in commodity prices and demand. The primary drivers of working capital requirements are the collection of amounts related to sales of products such as crude oil, propane, NGLs, asphalt and other products and fees for services associated with the Company's Logistics and Infrastructure segments. Offsetting these collections are payments for purchases of crude oil and other products, primarily within the Wholesale segment, and other expenses. Historically, the Wholesale segment has been the most variable with respect to generating cash flows and working capital due to the impact of crude oil price levels and the volatility that price changes and crude oil grade basis changes have on the cash flows and working capital requirements of this segment. Working capital is also influenced by the timing of certain financing activities related to the credit facility, interest payments on debt, as well as payments of dividends as discussed below under cash used in financing activities.

Cash used in investing activities

Cash used in investing activities consists primarily of capital expenditures. Cash used in investing activities was $81.2 million and $154.2 million in the three and nine months ended September 30, 2018, compared to $35.4 million and $102.9 million in the three and nine months ended September 30, 2017. Cash used in investing activities largely relates to capital expenditures which continued to progress towards construction over 2018. For a summary of capital expenditures for the respective segments, see "Capital expenditures" included throughout this MD&A.

Cash used in financing activities

Cash used in financing activities was $37.4 million and $235.6 million in the three and nine months ended September 30, 2018 compared to cash provided by financing activities of $23.8 million and cash used in financing activities of $487.8 million in the three and nine months ended September 30, 2017. The change was due to the payment of net interest of $30.9 million and $65.7 million and the payment of dividends of $47.6 million and $142.3 million in the three and nine months ended September 30, 2018, compared to the net repayment of debt of $744.2 million, payment of net interest of $28.4 million and $83.6 million and dividends of $47.1 million and $140.9 million in the three and nine months ended September 30, 2017. Due to the adoption of IFRS 16, payments related to finance leases of $11.8 million and $38.6 million during three and nine months ended September 30, 2018 are classified as financing activities. In addition, the Company received net proceeds on credit facilities of $52.7 million and $10.4 million in the three and nine months ended September 30, 2018 compared to net proceeds of $140.0 million and $140.0 million in the three and nine months ended September 30, 2017.

Capital expenditures and acquisitions

The following table summarizes growth and replacement capital expenditures for the three and nine months ended September 30, 2018 and 2017:

	Three months ended September 30		Nine months ended September 30	
	2018	**2017**	**2018**	**2017**
Growth capital (1)	$ 63,702	$ 46,618	$ 139,453	$ 94,893
Replacement capital (2)	5,811	4,793	15,621	11,914
Acquisition (3)	71,844	-	71,844	-
Total	$ 141,357	$ 51,411	$ 226,918	$ 106,807

(1) Growth capital expenditures in the three and nine months ended September 30, 2018 include Other and Corporate expenditures of $0.1 million and $0.3 million, respectively, compared to $0.4 million and 2.6 million in the three and nine months ended September 30, 2017. These expenditures mainly relate to growth capital expenditure costs associated with the Company's information and operational systems. The remainder of the growth capital expenditures have been discussed in continuing and discontinued operations earlier in the MD&A.

(2) Replacement capital expenditures in the three and nine months ended September 30, 2018 include Other and Corporate expenditures of $0.5 million and $2.2 million, respectively compared to $0.5 million and $1.7 million in the three and nine months ended September 30, 2017. These expenditures mainly relate to replacement costs associated with the Company's information and operational systems. The remainder of the replacement capital expenditures have been discussed in continuing and discontinued operations earlier in the MD&A.

(3) Acquisition relates to an agreement to acquire, develop and operate a pipeline gathering network within the U.S. Infrastructure business.

2018 Capital expenditure program

The Company is progressing its capital investment program for 2018 as previously disclosed. However, certain capital projects are subject to general economic, financial, competitive, legislative, regulatory and other factors, some of which are beyond the Company's control and could impact the Company's ability to complete such activities as planned.

On August 8, 2018, the Company secured an additional $200 to $250 million of growth capital opportunities, consisting of the sanction of one million barrels of new tankage at the Hardisty Terminal, the acceleration of the U.S. strategy through the extension of the Pyote gathering system and the expansion of the Moose Jaw Facility. Additionally, on October 15, 2018, the Company announced the sanction of one million barrels of new tankage at the Hardisty Terminal, underpinned by a long-term agreement with an investment grade, senior oil sands customer. Accordingly, the Company has increased its 2018 growth capital expenditure budget to be in the range of $275 million to $325 million. Additionally, as part of the Company's review of opportunities to reduce cash costs, Gibson has also decreased its expectation of replacement capital for 2018 to be approximately $25 million.

Capital structure

	As at	
	September 30, 2018	December 31, 2017
Revolving Credit Facility	$ 245,000	$ 230,180
$300 million 5.375% Notes due July 15, 2022	300,000	300,000
$600 million 5.25% Notes due July 15, 2024	600,000	600,000
Unamortized issue discount and debt issue costs	(10,875)	(12,061)
$100 million Debentures 5.25% due July 15, 2021 (liability component) (1)	89,765	89,765
Total debt outstanding	1,223,890	1,207,884
Cash and cash equivalents	(39,942)	(32,138)
Net debt (2)	1,183,948	1,175,746
Total share capital (including Debentures – equity component)	1,949,749	1,939,126
Total capital	$ 3,133,697	$ 3,114,872

(1) The Debentures are included in the above total capital calculation in accordance with the Company's view of its capital structure which includes shareholders' equity, long-term debt, the Debentures, the Revolving Credit Facility and working capital. The Debentures and associated interest payments are excluded from the definition of net debt included in the consolidated senior and total debt covenant ratios as well as the consolidated interest coverage covenant ratio.

(2) As at September 30, 2018, net debt excludes lease liabilities of $104.9 million (December 31, 2017 – nil) that arose as a result of the adoption of IFRS 16 as discussed under "Accounting Policies" section.

Notes

During 2017, the Company completed a tender offer on its Retired Notes and also issued the $600 million 5.25% Notes. The indentures governing the terms of the $600 million 5.25% Notes and the $300 million 5.375% notes (collectively "Notes") including the supplemental indenture thereto, contain certain redemption options whereby the Company can redeem all or part of the Notes at prices set forth in the applicable Indenture from proceeds of an equity offering or on the dates specified in the Indentures. In addition, the holders of Notes have the right to require the Company to redeem the Notes at the redemption prices set forth in the respective indebtedness in the event of a change in control or in the event certain asset sale proceeds are not re-invested in the time and manner specified in the applicable Indenture.

Debentures

On June 2, 2016, the Company issued $100.0 million aggregate principal amount of debentures (the "Debentures") at a price of $1,000 per Debenture for net proceeds of approximately $96.3 million, including debt issuance costs of $3.7 million. The Debentures, issued at par, bear interest at a rate of 5.25% per annum, payable semi-annually on January 15 and July 15 in each year commencing January 15, 2017, mature on July 15, 2021, and may be redeemed, in certain circumstances, on or after July 15, 2019. The Debentures are convertible at the holder's option into common shares at any time prior to the earlier of July 15, 2021 and the business day immediately preceding the date fixed for redemption by the Company at a conversion price of $21.65 per common share, being a ratio of approximately 46.1894 common shares per $1,000 principal amount of the Debenture. The Debentures are subordinated to the Company's senior indebtedness.

Credit facility

The Revolving Credit Facility, proceeds of which are available to provide financing for working capital, fund capital expenditures and other general corporate purposes, has an extendible term of five years, expiring on March 31, 2023. The Revolving Credit Facility permits letters of credit, swingline loans and borrowings in Canadian dollars and U.S. dollars. Borrowings under the Revolving Credit Facility bear interest at a rate equal to Canadian Prime Rate or U.S. Base Rate or U.S. LIBOR or Canadian Bankers Acceptance Rate, as the case may be, plus an applicable margin. The applicable margin for borrowings under the Revolving Credit Facility is subject to step up and step down based on the Company's total debt leverage ratio. In addition, the Company must pay standby fees on the unused portion of the Revolving Credit Facility and customary letter of credit fees equal to the applicable margins determined in a manner similar to the interest. In addition, the Company has three bilateral demand letter of credit facilities totaling $150.0 million. The Company had $245.0 million drawn on its $560.0 million Revolving Credit Facility as of September 30, 2018 and had issued letters of credit totaling $69.8 million under its bilateral demand letter of credit facilities as at September 30, 2018.

The Revolving Credit Facility contains certain covenants, including financial covenants requiring the Company to maintain ratios of maximum consolidated senior and total debt leverage as well as to maintain a minimum interest coverage ratio. Effective March 31, 2018, the Company amended certain covenants related to its Revolving Credit Facility including, amongst other revisions, revising the maximum consolidated senior and the maximum consolidated total debt leverage ratios to 4.85 to 1.0 for the 2018 fiscal year, 4.5 to 1.0 for 2019 fiscal year and 4.0 to 1.0 thereafter. Furthermore, the maturity date of our Revolving Credit Facility was extended from March 2022 to March 2023.

In addition, the Company is also required to maintain a minimum interest coverage ratio of no less than 2.5 to 1.0. The consolidated senior debt ratio represents the ratio of all senior debt obligations to Pro Forma Adjusted EBITDA. The consolidated total debt ratio represents the ratio of total debt to Pro Forma Adjusted EBITDA. The consolidated interest coverage ratio represents the ratio of Pro Forma Adjusted EBITDA to consolidated cash interest expense.

As at September 30, 2018, the Company was in compliance with the financial ratios with the senior debt leverage ratio at 2.9 to 1.0, total debt leverage ratio at 2.9 to 1.0, and the interest coverage ratio at 6.0 to 1.0. If the Company fails to comply with the financial covenants, the lenders may declare an event of default. An event of default resulting from a breach of a financial covenant may result, at the option of lenders holding a majority of the loans, in an acceleration of repayment of the principal and interest outstanding and a termination of the Revolving Credit Facility. Both the leverage ratio and interest coverage ratio are based on calculations using proforma adjusted EBITDA calculated in accordance with the Company's debt agreements. Pro Forma Adjusted EBITDA differs from Adjusted EBITDA, as discussed earlier, in that it also includes the pro forma effect of acquisitions and divestitures that took place in each fiscal year as if the acquisitions and divestitures took place at the beginning of the fiscal year in which such acquisition or divestiture occurred. See "Accounting Policies" section for discussion on adoption of new accounting standard which did not have a material impact on the covenants calculations.

The Notes and the Revolving Credit Facility contain non-financial covenants that restrict, subject to certain thresholds, some of the Company's activities, including the Company's ability to dispose of assets, incur additional debt, pay dividends, create liens, make investments and engage in specified transactions with affiliates. The Notes and the Revolving Credit Facility also contain customary events of default, including defaults based on events of bankruptcy and insolvency, non-payment of principal, interest or fees when due, breach of covenants, change in control and material inaccuracy of representations and warranties, subject to specified grace periods. As of September 30, 2018, the Company was in compliance with all of its covenants under the Notes and the Revolving Credit Facility.

Dividends

The Company is currently paying quarterly dividends to holders of common shares. The amount and timing of any future dividends payable by Gibson will be at the discretion of the Board and to be established on the basis of, among other things, Gibson's earnings, financial requirements for operations, the satisfaction of a solvency calculation and the terms of the Company's debt agreements. In addition, in connection with Company's dividend policy, after each fiscal year end the Board will formally review the annual dividend amount. In the three ended September 30, 2018, the Company declared a dividend of $0.33 per share for a total dividend of $47.6 million, of which the entire amount was paid in cash on October 17, 2018.

Distributable cash flow

Distributable cash flow is not a standard measure under IFRS and, therefore, may not be comparable to similar measures reported by other entities. Distributable cash flow from continuing and combined operations is used to assess the level of cash flow generated and to evaluate the adequacy of internally generated cash flow to fund dividends and is frequently used by securities analysts, investors and other interested parties. Changes in non-cash working capital are excluded from the determination of distributable cash flow because they are primarily the result of fluctuations in product inventories or other temporary changes. Replacement capital expenditures are deducted from distributable cash flow as there is an ongoing requirement to incur these types of expenditures. Lease payments are also deducted for the period starting January 1, 2018 due to the adoption of IFRS 16 as noted in the "Accounting Policies" section. The Company may deduct or include additional items in its calculation of distributable cash flow; these items would generally, but not necessarily, be items of an unusual, non-recurring, or non-operating in nature. The Company has currently reflected non-recurring items relating to severance costs in distributable cash flow to approximate the internally generated cash flow available to the Company within its normal operating cycle. The Company has provided the distributable cash flow from combined operations on a trailing twelve-month basis to reflect the total cash flow available to fund dividends which includes cash available from discontinued operations.

The following is a reconciliation of distributable cash flow from combined operations to its most closely related IFRS measure, cash flow from operating activities for the twelve months ended September 30, 2018 and three and nine months ended September 30, 2018 and 2017.

Continuing operations	**Twelve months ended September 30, 2018**	**Twelve months ended September 30, 2017 (restated)[1]**
Cash flow from operating activities	$ 302,396	$ 159,474
Adjustments:		
Changes in non-cash working capital	68,181	72,554
Replacement capital	(24,718)	(17,280)
Cash interest expense, including capitalized interest	(69,160)	(80,037)
Lease payments (2)	(38,598)	-
Current income tax	(23,633)	8,407
Other charges(3)	18,086	5,347
Distributable cash flow from continuing operations	$ 232,554	$ 148,465

Combined operations		
Cash flow from operating activities	$ 336,715	$ 206,955
Adjustments:		
Combined changes in non-cash working capital	71,702	74,752
Combined replacement capital	(27,784)	(25,996)
Cash interest expense, including capitalized interest	(69,160)	(80,037)
Lease payments (2)	(41,282)	-
Current income tax	(26,830)	(21,935)
Other charges (3)	18,086	5,347
Working capital adjustment (4)	10,503	-
Distributable cash flow from combined operations	$ 271,950	$ 159,086
Dividends declared to shareholders	$ 189,879	$ 187,985

Continuing operations	Three months ended September 30 2018	2017 (restated)[1]	Nine months ended September 30 2018	2017 (restated)[1]
Cash flow from operating activities	$ 118,239	$ (9,497)	$ 265,042	$ 137,901
Adjustments				
Changes in non-cash working capital	19,771	53,916	59,656	20,255
Replacement capital	(5,811)	(5,304)	(15,621)	(11,947)
Cash interest expense, including capitalized interest	(17,077)	(16,659)	(51,760)	(56,560)
Other changes (3)	-	-	-	1,000
Lease payments (2)	(11,829)	-	(38,598)	-
Current income tax	(22,278)	8,431	(37,782)	19,867
Distributable cash flow from continuing operations	$ 81,015	$ 30,887	$ 180,937	$ 110,516

Combined operations	Three months ended September 30 2018	2017 (restated)[1]	Nine months ended September 30 2018	2017 (restated)[1]
Cash flow from operating activities	$ 125,901	$ 5,245	$ 291,401	$ 152,067
Adjustments				
Changes in non-cash working capital	18,599	47,644	58,138	38,583
Replacement capital	(5,849)	(6,344)	(17,124)	(17,631)
Cash interest expense, including capitalized interest	(17,077)	(16,659)	(51,760)	(56,560)
Other charges (3)	-	-	-	1,000
Lease payments (2)	(12,259)	-	(41,282)	-
Current income tax	(24,160)	9,063	(40,979)	(10,541)
Distributable cash flow from continuing operations	$ 85,155	$ 38,949	$ 198,394	$ 106,918
Dividends declared to shareholders	$ 47,588	$ 47,081	$ 142,622	$ 141,213

(1) During the third quarter of 2018, the Company revised its distributable cash flow calculations whereby income taxes were adjusted to include the impact of current income taxes, instead of cash taxes paid (refunds). In management's view the revised calculation provides a more representative measure of distributable cash flow to the users of the MD&A.

(2) Due to the adoption of IFRS 16, lease payments are shown within cash flow from financing activity effective January 1, 2018. Therefore, distributable cash flow has been adjusted to deduct lease payments for the period starting January 1, 2018 to make the calculations consistent with the prior periods.

(3) Represents restructuring, severance and executive payroll related costs incurred during the respective periods.

(4) Represents a one-time adjustment related to working capital at the close of Industrial Propane segment sale whereby $10.5 million cash balance was required to be left in the businesses prior to close and was repaid back to the Company as part of the sale proceeds. Absent this requirement, the cash flow from operations would have been higher and cash flow from investing activity would be lower by the same amount.

Dividends declared in the twelve months ended September 30, 2018 were $189.9 million, of which the entire amount was paid in cash. In the twelve months ended September 30, 2018, dividends declared represented 70% of the combined distributable cash flow generated.

Contractual obligations and contingencies

The following table presents, at September 30, 2018, the Company's obligations and commitments to make future payments under contracts and contingent commitments:

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Long-term debt	$ 900,000	$ -	$ -	$ 300,000	$ 600,000
Convertible debentures	100,000	-	-	100,000	-
Interest payments on long-term debt and Debentures	259,532	52,875	105,750	74,657	26,250
Credit facilities	245,000	-	-	245,000	-
Lease obligations	133,721	41,517	40,709	25,741	25,754
Total contractual obligations	$ 1,638,253	$ 94,392	$ 146,459	$ 745,398	$ 652,004

Contingencies

The Company is involved in various claims and actions arising in the course of operations and is subject to various legal actions and exposures. Although the outcome of these claims is uncertain, the Company does not expect these matters to have a material adverse effect on the Company's financial position, cash flows or operational results. If an unfavorable outcome were to occur, there exists the possibility of a material adverse impact on the Company's consolidated net income or loss in the period in which the outcome is determined. Accruals for litigation, claims and assessments are recognized if the Company determines that the loss is probable and the amount can be reasonably estimated. The Company believes it has made adequate provision for such legal claims. While fully supportable in the Company's view, some of these positions, if challenged may not be fully sustained on review.

The Company is subject to various regulatory and statutory requirements relating to the protection of the environment. These requirements, in addition to the contractual agreements and management decisions, result in the recognition of estimated decommissioning obligations and environmental remediation. Estimates of decommissioning obligations and environmental remediation costs can change significantly based on such factors as operating experience and changes in legislation and regulations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial performance or financial condition.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares. As at September 30, 2018, there were 144.2 million common shares outstanding and no preferred shares outstanding. In addition, under the Company's equity incentive plan, there were an aggregate of 2.3 million restricted share units, performance share units and deferred share units outstanding and 3.0 million stock options outstanding as at September 30, 2018.

At September 30, 2018, awards available to grant under the equity incentive plan were approximately 9.1 million.

As at November 5, 2018, 144.5 million common shares, 2.1 million restricted share units, performance share units and deferred share units and 2.8 million stock options were outstanding.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is involved in various commodity related marketing activities that are intended to enhance the Company's operations and increase profitability. These activities often create exposure to price risk between the time contracted volumes are purchased and sold and to foreign exchange risk when contracts are in different currencies (Canadian dollar versus U.S. dollar). The Company is also exposed to various market risks, including volatility in (i) crude oil, refined products, natural gas and NGL prices, (ii) interest rates, (iii) currency exchange rates and (iv) equity prices. The Company utilizes various derivative instruments from time to time to manage commodity price, interest rate, currency exchange rate, and equity price exposure and, in certain circumstances, to realize incremental margin during volatile market conditions. The Company's commodity trading and risk management policies and procedures are designed to establish and manage to an approved level of value at risk. The Company has a Commodity Risk Management Committee that has direct responsibility and authority for the Company's risk policies and the Company's trading controls and procedures. Additionally, certain aspects of corporate risk management are handled within the Risk Management Group. The Company's approved strategies are intended to mitigate risks that are inherent in the Company's core businesses of aggregating, marketing and distribution. To hedge the risks discussed above the Company engages in risk management activities that the Company categorizes by the risks the Company is hedging and by the physical product that is creating the risk. The following discussion addresses each category of risk.

Commodity Price Risk. The Company hedges its exposure to price fluctuations with respect to crude oil, refined products, natural gas and NGLs, and expected purchases and sales of these commodities (relating primarily to crude oil, roofing flux, propane sales and purchases of natural gasoline). The derivative instruments utilized consist primarily of futures and option contracts traded on the New York Mercantile Exchange, the Intercontinental Exchange and over-the-counter transactions, including swap and option contracts entered into with financial institutions and other energy companies. The Company's policy is to transact only in commodity derivative products for which the Company physically transacts, and to structure the Company's hedging activities so that price fluctuations for those products do not materially affect the net cash the Company ultimately receives from its commodity related marketing activities.

Although the Company seeks to maintain a position that is substantially balanced within the Company's various commodity purchase and sales activities, the Company may experience net unbalanced positions as a result of production, transportation and delivery variances as well as logistical issues associated with inclement weather conditions.

The intent of the Company's risk management strategy is to hedge the Company's margin. However, the Company has not designated nor attempted to qualify for hedge accounting. Thus, changes in the fair values of all of the Company's derivatives are recognized in earnings and result in greater potential for earnings volatility.

The fair value of futures contracts is based on quoted market prices obtained from the Chicago Mercantile Exchange. The fair value of swaps and option contracts is estimated based on quoted prices from various sources, such as independent reporting services, industry publications and brokers. These quotes are compared to the contract price of the swap, which approximates the gain or loss that would have been realized if the contracts had been closed out at the period end. For positions where independent quotations are not available, an estimate is provided, or the prevailing market price at which the positions could be liquidated is used. No such positions existed as at September 30, 2018 and September 30, 2017. All derivative positions offset existing or anticipated physical exposures. Price-risk sensitivities were calculated by assuming 15% volatility in crude oil and NGL related prices, regardless of term or historical relationships between the contractual price of the instruments and the underlying commodity price. In the event of an increase or decrease in prices, the fair value of the Company's derivative portfolio would typically increase or decrease, offsetting changes in the Company's physical positions. A 15% favorable change would increase the Company's net income by $15.3 million and $8.5 million as of September 30, 2018 and 2017, respectively. A 15% unfavorable change would decrease the Company's net income by $15.3 million and $8.8 million as of September 30, 2018 and 2017, respectively. However, these changes may be offset by the use of one or more risk management strategies.

Interest rate risk. The Company's long-term debt, excluding the Revolving Credit Facility, accrues interest at fixed interest rates and accordingly, changes in market interest rates do not expose the Company to future interest cash outflow variability. At September 30, 2018, the Company had $245.0 million drawn under the Revolving Credit Facility which is subject to interest rate risk, as borrowings bear interest at a rate equal to, at the Company's option, either the Canadian Prime Rate, U.S. LIBOR, U.S. Base Rate or Canadian Bankers' Acceptance Rate, plus an applicable margin based on the Company's total leverage ratio. At current balances and rates the interest rate risk is not significant.

Currency exchange risks. The Company's monetary assets and liabilities in foreign currencies are translated at the period-end rate. Exchange differences arising from this translation are recorded in the Company's statement of operations. In addition, currency exposures can arise from revenues and purchase transactions denominated in foreign currencies. Generally, transactional currency exposures are naturally hedged (i.e., revenues and expenses are approximately matched), but, where appropriate, are covered using forward exchange contracts. All of the foreign currency forward exchange contracts entered into by the Company, although effective hedges from an economic perspective, have not been designated as hedges for accounting purposes, and therefore any gains and losses on such forward exchange contracts impact the Company's earnings. A 5% unfavorable change in the value of the Canadian dollar relative to the U.S. dollar would affect the fair value of the Company's outstanding forward currency contracts and options and would decrease the Company's net income by $4.9 million and $2.3 million as at September 30, 2018 and 2017, respectively. A 5%

favorable change would increase the Company's net income by $4.9 million and $2.4 million as at September 30, 2018 and 2017, respectively. The Company expects to continue to enter into financial derivatives, primarily forward contracts, to reduce foreign exchange volatility.

As at September 30, 2018, the Company had $nil U.S. dollar denominated debt as part of its draw on its Revolving Credit Facility. Due to the repayment of US$ Notes in 2017 and repayment of U.S dollar Revolving Credit Facility in 2018, the Company has nominal debt in foreign currency and as such the currency risk is minimal.

Equity price risk. The Company has equity price and dilution exposure to shares that it issues under its stock based compensation programs. Gibson uses equity derivatives to manage volatility derived from its stock based compensation programs. These contracts will mature at the prevailing share prices in accordance with the specific maturities of each contract over a three-year period. As at September 30, 2018 and 2017, the Company estimates that a 10% increase in the Company's share price would have resulted in an increase in the Company's income of $2.2 million and $1.9 million, respectively. A corresponding decrease in the Company's share price would decrease the Company's net income by $2.2 million and $1.9 million, respectively.

ACCOUNTING POLICIES

Critical accounting policies and estimates

The preparation of condensed consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions. Predicting future events is inherently an imprecise activity and, as such, requires the use of judgment. Actual results may vary from estimates in amounts that may be material to the financial statements. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the Company's condensed consolidated financial statements. The Company's critical accounting policies and estimates are discussed in the Company's Annual 2017 MD&A dated March 5, 2018 as filed on SEDAR.

Initial adoption of accounting policies

<u>*New and amended standards adopted by the Company:*</u>

The Company adopted the following new and revised standards, along with any consequential amendments. These changes were made in accordance with applicable transitional provisions.

- IFRS 2 – Share-based payments ("IFRS 2"), has been amended to address (i) certain issues related to the accounting for cash settled awards, and (ii) the accounting for equity settled awards that include a "net settlement" feature in respect of employee withholding taxes. IFRS 2 is effective for annual periods beginning on or after January 1, 2018. The Company has determined that the adoption of this interpretation did not have a material impact on its consolidated financial statements.

- IFRIC 22 – Foreign currency transactions and advance consideration ("IFRIC 22"), provides guidance on how to determine the date of the transaction when an entity either pays or receives consideration in advance for foreign currency-denominated contracts. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018. The Company has determined that the adoption of this interpretation did not have a material impact on its consolidated financial statements.

- IAS 28 – Interests in associates and joint ventures ("IAS 28"), has been amended to clarify that an entity applies IFRS 9, including its impairment requirements, to long-term interests in associate or joint venture to which the equity method is not applied. The amendment to IAS 28 is effective for years beginning on or after January 1, 2018. The Company has determined that the adoption of this interpretation did not have a material impact on its consolidated financial statements.

- The annual improvements process addresses issues in the 2014-2016 reporting cycles include changes to IFRS 1 – First time adoption of IFRS, IFRS 7 – Financial instruments: Disclosures, IAS 19 – Employee benefits, IFRS 10 – Consolidated financial statements and IAS 28 – Investment in associates and joint ventures. This improvement is effective for periods beginning on or after January 1, 2018. The adoption of these improvements did not have a material impact on the condensed consolidated financial statements.

Adoption of IFRS 16, IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15") and IFRS 9, "Financial Instruments" ("IFRS 9")

As disclosed in the Q1 2018 Condensed Consolidated Financial Statements, the Company has evaluated the impact of IFRS 9, IFRS 15, and IFRS 16 and adopted all three standards as at January 1, 2018.

The Company has taken pro-active measures to review the impacts of the adoption of these standards on our debt covenants including certain amendments to our covenants which provides an option to adjust for the impact of these standards or to provide a grandfathering approach. Currently the Company includes the lease liability in the total debt balance and uses the new accounting standards as a basis to calculate the covenants. Accordingly, the impact of adoption is not considered material on the Company's debt covenant calculations.

On January 1, 2018, the Company's policies and business practices were updated to reflect the changes required by the adoption of these new standards (refer to note 3 in the Q1 2018 Condensed Consolidated Financial Statements for the update policies).

IFRS 16 is effective for years beginning on or after January 1, 2019, however the Company has adopted IFRS 16 effective January 1, 2018, concurrent with the adoption date of IFRS 9, and IFRS 15. These standards have been applied retrospectively using the modified retrospective approach. The modified retrospective approach does not require restatement of prior period financial information as it recognizes the cumulative effect as an adjustment to opening retained earnings and applies the standard prospectively. Accordingly, comparative information in the Company's balance sheet, statement of operations, and cash flow statements is not restated.

For the three months and nine months ended September 30, 2018, the following is a summary of material impacts on the results from continuing and discontinued operations:

- Segment profit from continuing operations increased by $9.6 million and $32.3 million, respectively, segment profit from discontinued operations increased by $0.4 million and $2.6 million, respectively, and G&A expenses decreased by $2.0 million and $6.2 million, respectively with a total increase of $11.9 million and $38.6 million, respectively in Adjusted EBITDA.

- This was substantially offset by the additional depreciation charge on the right-of use-assets and interest expense for the lease liabilities.

In addition, the impacts of IFRS 9, 15 and 16, including the new accounting policies adopted as at January 1, 2018 on the balance sheet are as follows:

	As reported as at December 31, 2017	**Adjustments**	**Footnote**	**Restated balance as at January 1, 2018**
Accounts receivable	$ 494,901	$ 484	(i)	$ 495,385
Inventories	169,957	4,765	(ii)	174,722
Trade payables and accrued charges	(500,662)	3,329	(ii & iii)	(497,333)
Right-of-use asset	-	170,548	(iii)	170,548
Contract liabilities	-	(12,676)	(ii)	(12,676)
Deferred revenue	(7,013)	7,013	(ii)	-
Lease liability – current portion	-	(43,490)	(iii)	(43,490)
Lease liability – non-current portion	-	(129,344)	(iii)	(129,344)
Retained deficit (earnings)	1,251,416	(629)	(i & ii)	1,250,787
Total	$ 1,408,599	$ -		$ 1,408,599

Footnotes

(i) Financial instruments

The Company carries the following categories of financial assets subject to IFRS 9's expected credit losses model:

- *Trade receivables*
- *Net investments in finance leases*

The Company has revised its impairment methodology under IFRS 9 for the above noted classes of assets and applied the simplified approach on all trade receivables which requires the use of the lifetime expected loss provisions for expected credit losses. For lease receivables, the Company used the general approach which requires the recognition of twelve-month expected loss provisions for expected credit losses on lease receivables subject to credit risk as at January 1, 2018. Where such lease receivables have had a significant increase in credit risk since initial recognition but no objective evidence of impairment, lifetime expected loss provisions are used with interest calculated on the gross carrying amount of the receivable balance. Where objective evidence of impairment exists, interest is calculated on the carrying amount, net of the impairment. At September 30, 2018, there were no material changes to the credit risk on lease receivables.

There was no impact to the classification of the Company's financial assets from the adoption of IFRS 9.

(ii) Revenue recognition

In previous reporting periods, wholesale product revenues associated with the sales of roofing flux products owned by the Company were recognized at the time of shipment when the risk of ownership and loss are passed to the customer. Under IFRS 15, where the revenue contract provides a right to invoice prior to the physical delivery of the product, the Company will defer such revenues and recognize a contract liability, until such time when the product has been physically delivered and the transfer of control has occurred.

(iii) Leases

On adoption of IFRS 16, the Company has recognised lease liabilities in relation to all lease arrangements measured at the present value of the remaining lease payments from commitments disclosed as at December 31, 2017, adjusted by commitments in relation to arrangements not containing leases, short-term and low-value leases, discounted using the Company's incremental borrowing rate as of January 1, 2018. The associated right-of-use assets were measured at the amount equal to the lease liability on January 1, 2018, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of transition, with no impact on retained earnings.

New standards and interpretations issued but not yet adopted:

- The annual improvements IAS 19 – *Employee benefits* ("IAS 19"), has been amended to (i) require current service cost and net interest for the period after the re-measurement to be determined using the assumptions used for the re-measurement, and (ii) clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The amendment to IAS 19 is effective for the years beginning on or after January 1, 2019. The Company is currently assessing the impact of this amendment.

DISCLOSURE CONTROLS & PROCEDURES

Based on the evaluation of the design and operating effectiveness of the Company's disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), the Chief Executive Officer and the Chief Financial Officer concluded that Gibson's DC&P and ICFR were effective as at September 30, 2018.

During the three and nine months ended September 30, 2018, there have been no changes made to Gibson ICFR that materially affected or are reasonably likely to materially affect, it's ICFR.

RISK FACTORS

For a detailed discussion of the risks and trends that could affect the financial performance of the Company and the steps Gibson takes to mitigate these risks, see the December 31, 2017 MD&A and Annual Information Form, which is available on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

Certain statements contained in this MD&A constitute forward-looking information, as such term is defined under applicable Canadian securities laws ("forward-looking information"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking information. The use of any of the words ''anticipate'', ''plan'', ''contemplate'', ''continue'', "aim", "target", "must", "commit", ''estimate'', ''expect'', ''intend'', ''propose'', ''might'', ''may'', ''will'', ''shall'', ''project'', ''should'', ''could'', ''would'', ''believe'', ''predict'', ''forecast'', ''pursue'', ''potential'' and ''capable'' and similar expressions are intended to identify forward-looking information. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. No assurance can be given that these expectations will prove to be correct and such forward-looking information included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. In particular, this MD&A contains forward-looking information pertaining to the following:

- *realization of anticipated benefits from reorganization and headcount rationalization efforts;*
- *realization of perceived benefits and ability to close the sale of assets and businesses as per the Company's plans;*
- *timing, the amount of proceeds from sale of non-core businesses, the closing thereof, along with the execution of planned capital programs;*
- *achieving the targets including but not limited to segment profits, payout ratio and leverage ratio as discussed under the strategy section;*
- *the addition or disposition of assets and changes in the services to be offered by the Company;*
- *the Company's projections relating to target segment profit, distributable cash flow, distributable cash flow per share, and total cash flow;*
- *the Company's projections relating to target leverage and payout ratios;*
- *the Company's investment in new equipment, technology, facilities and personnel;*
- *the Company's growth strategy to expand in existing and new markets including the anticipated benefits from the Company's basin strategy;*
- *the availability of sufficient liquidity for planned growth;*
- *new technology and drilling methodology being deployed towards conventional and unconventional production within the Company's operating areas;*
- *uncertainty and volatility relating to crude prices and price differentials between crude oil streams and blending agents;*
- *increased crude oil production and exploration activity on shore in North America, including from the Canadian oil sands;*
- *the expansion of midstream infrastructure in North America to handle increased production and expansion of capacity in the U.S. refining complex to handle heavier crude oil from the WCSB;*
- *the effect of competition in regions of North America and its impact on downward pricing pressure and regional crude oil price differentials among crude oil grades and locations;*
- *the effect of market volatility on the Company's marketing revenues and activities;*
- *the Company's ability to pay down and retire indebtedness;*
- *the Company's plans for additional strategic acquisitions, capital expenditures or other similar transactions, including the costs thereof;*
- *in-service dates for new storage capacity and new projects being constructed by the Company;*
- *the Company's planned hedging activities;*
- *the Company's projections of commodity purchase and sales activities;*
- *the Company's projections of currency and interest rate fluctuations;*
- *The Company's projections with respect to the adoption and implementation of new accounting standards and policies;*
- *the realization of anticipated benefits from the implementation of cost saving measures;*
- *the Company's projections of dividends; and*
- *the Company's dividend policy.*

With respect to forward-looking information contained in this MD&A, assumptions have been made regarding, among other things:

- *future growth in world-wide demand for crude oil and petroleum products;*
- *crude oil prices;*
- *no material defaults by the counterparties to agreements with the Company;*
- *the Company's ability to obtain qualified personnel, owner-operators, lease operators and equipment in a timely and cost-efficient manner;*
- *the regulatory framework governing taxes and environmental matters in the jurisdictions in which the Company conducts and will conduct its business;*
- *changes in credit ratings applicable to the Company;*
- *operating costs;*
- *future capital expenditures to be made by the Company;*
- *the Company's ability to obtain financing for its capital programs on acceptable terms;*
- *the Company's future debt levels;*
- *the impact of increasing competition on the Company;*
- *the impact of future changes in accounting policies on the Company's consolidated financial statements;*
- *the Company's ability to successfully implement the plans and programs disclosed in the Company's new strategy;*
- *the Company's ability to divest of its non-core businesses on acceptable terms, and the timing therefore; and*
- *the Company's ability to transition to a focused oil infrastructure growth company.*

In addition, this MD&A may contain forward-looking information attributed to third party industry sources. The Company does not undertake any obligations to publicly update or revise any forward-looking information except as required by applicable Canadian securities laws. Actual results could differ materially from those anticipated in forward-looking information as a result of numerous risks and uncertainties including, but not limited to, the risks and uncertainties described in "Forward-Looking Information" and "Risk Factors" included in the Company's Annual Information Form dated March 5, 2018 as filed on SEDAR at www.sedar.com and available on the Gibson website at www.gibsonenergy.com.

NON-GAAP FINANCIAL MEASURES

This MD&A refers to certain financial measures that are not determined in accordance with IFRS. Combined Revenue, Combined Segment Profit, Adjusted EBITDA from continuing operations and discontinued operations, Adjusted EBITDA from combined operations, Pro Forma Adjusted EBITDA from continuing operations, Pro Forma Adjusted EBITDA from discontinued operations and combined operations, distributable cash flow from continued and combined operations are not measures recognized under IFRS and do not have standardized meanings prescribed by IFRS and, therefore, may not be comparable to similar measures reported by other entities. Management considers these to be important supplemental measures of the Company's performance and believes these measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in industries with similar capital structures. See "Results of Continuing Operations" and "Results of Discontinued Operations"" for a reconciliation of Segment Profit to net income (loss), the IFRS measure most directly comparable to Segment Profit. See "Summary of Quarterly Results" for a reconciliation of Adjusted EBITDA from continuing, discontinued, and combined operations to Segment Profit from continuing, discontinued and combined operations. Distributable cash flow from continuing and combined operations is used to assess the level of cash flow generated from ongoing operations and to evaluate the adequacy of internally generated cash flow to fund dividends. See ''Distributable Cash Flow" for a reconciliation of distributable cash flow to cash flow from operations, the IFRS measure most directly comparable to distributable cash flow.

Readers are encouraged to evaluate each adjustment and the reasons the Company considers it appropriate for supplemental analysis. Readers are cautioned, however, that these measures should not be construed as an alternative to net income (loss) determined in accordance with IFRS as an indication of the Company's performance.