



**MARTINREA INTERNATIONAL INC.  
INTERIM CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2018**

# Martinrea International Inc.

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# Martinrea International Inc.

## Interim Condensed Consolidated Balance Sheets

(in thousands of Canadian dollars) (unaudited)

	Note	March 31, 2018	December 31, 2017
<b>ASSETS</b>			
Cash and cash equivalents		\$ 81,395	\$ 71,193
Trade and other receivables	2	649,222	556,049
Inventories	3	424,964	376,972
Prepaid expenses and deposits		19,040	15,504
Income taxes recoverable		7,359	12,979
<b>TOTAL CURRENT ASSETS</b>		<b>1,181,980</b>	<b>1,032,697</b>
Property, plant and equipment	4	1,333,513	1,282,624
Deferred income tax assets		155,336	142,173
Intangible assets	5	70,139	68,414
Other assets	6	14,029	15,265
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,573,017</b>	<b>1,508,476</b>
<b>TOTAL ASSETS</b>		<b>\$ 2,754,997</b>	<b>\$ 2,541,173</b>
<b>LIABILITIES</b>			
Trade and other payables	7	\$ 846,954	\$ 741,549
Provisions	8	5,477	5,048
Income taxes payable		36,370	34,429
Current portion of long-term debt	9	20,640	24,795
<b>TOTAL CURRENT LIABILITIES</b>		<b>909,441</b>	<b>805,821</b>
Long-term debt	9	656,904	629,222
Pension and other post-retirement benefits		63,939	65,258
Deferred income tax liabilities		72,180	82,373
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>793,023</b>	<b>776,853</b>
<b>TOTAL LIABILITIES</b>		<b>1,702,464</b>	<b>1,582,674</b>
<b>EQUITY</b>			
Capital stock	10	713,425	713,425
Contributed surplus		42,155	41,981
Accumulated other comprehensive income		132,696	94,268
Retained earnings		164,257	108,825
<b>TOTAL EQUITY</b>		<b>1,052,533</b>	<b>958,499</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$ 2,754,997</b>	<b>\$ 2,541,173</b>

### Contingencies (note 16)

See accompanying notes to the interim condensed consolidated financial statements.

On behalf of the Board:

"Robert Wildeboer" Director

"Scott Balfour" Director

# Martinrea International Inc.

## Interim Condensed Consolidated Statements of Operations

(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Note	Three months ended March 31, 2018	Three months ended March 31, 2017
<b>SALES</b>		\$ 963,900	\$ 1,000,550
Cost of sales (excluding depreciation of property, plant and equipment)		(783,859)	(849,785)
Depreciation of property, plant and equipment (production)		(35,612)	(32,550)
Total cost of sales		(819,471)	(882,335)
<b>GROSS MARGIN</b>		<b>144,429</b>	<b>118,215</b>
Research and development costs		(6,684)	(6,815)
Selling, general and administrative		(56,342)	(52,599)
Depreciation of property, plant and equipment (non-production)		(2,446)	(2,259)
Amortization of customer contracts and relationships		(530)	(540)
Gain on sale of land and building	4	-	5,698
Gain on disposal of property, plant and equipment		14	333
<b>OPERATING INCOME</b>		<b>78,441</b>	<b>62,033</b>
Finance expense		(6,501)	(5,844)
Other finance income	13	1,972	631
<b>INCOME BEFORE INCOME TAXES</b>		<b>73,912</b>	<b>56,820</b>
Income tax expense	11	(17,953)	(13,353)
<b>NET INCOME FOR THE PERIOD</b>		<b>\$ 55,959</b>	<b>\$ 43,467</b>
Non-controlling interest		-	135
<b>NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>		<b>\$ 55,959</b>	<b>\$ 43,602</b>
Basic earnings per share	12	\$ 0.65	\$ 0.50
Diluted earnings per share	12	\$ 0.64	\$ 0.50

See accompanying notes to the interim condensed consolidated financial statements.

# Martinrea International Inc.

## Interim Condensed Consolidated Statements of Comprehensive Income

(in thousands of Canadian dollars) (unaudited)

	Three months ended March 31, 2018	Three months ended March 31, 2017
<b>NET INCOME FOR THE PERIOD</b>	\$ 55,959	\$ 43,467
<b>Other comprehensive income (loss), net of tax:</b>		
<b>Items that may be reclassified to net income</b>		
Foreign currency translation differences for foreign operations	39,433	(4,690)
Change in fair value of investments	(1,005)	-
<b>Items that will not be reclassified to net income</b>		
Remeasurement of defined benefit plans	2,075	(535)
<b>Other comprehensive income (loss), net of tax</b>	40,503	(5,225)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	\$ 96,462	\$ 38,242
<b>Attributable to:</b>		
Equity holders of the Company	96,462	38,377
Non-controlling interest	-	(135)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	\$ 96,462	\$ 38,242

See accompanying notes to the interim condensed consolidated financial statements.

# Martinrea International Inc.

## Interim Condensed Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars) (unaudited)

Equity attributable to equity holders of the Company								
	Capital stock	Contributed surplus	Accumulated other comprehensive income	Retained earnings/ (accumulated deficit)	Total	Non-controlling interest	Total equity	
<b>BALANCE AT DECEMBER 31, 2016</b>	\$ 710,510	\$ 42,660	\$ 117,048	\$ (40,020)	\$ 830,198	\$ (522)	\$ 829,676	
Net income for the period	-	-	-	43,602	43,602	(135)	43,467	
Compensation expense related to stock options	-	36	-	-	36	-	36	
Dividends (\$0.03 per share)	-	-	-	(2,598)	(2,598)	-	(2,598)	
Exercise of employee stock options	284	(82)	-	-	202	-	202	
<u>Other comprehensive income (loss), net of tax</u>								
Remeasurement of defined benefit plans	-	-	-	(535)	(535)	-	(535)	
Foreign currency translation differences	-	-	(4,690)	-	(4,690)	-	(4,690)	
<b>BALANCE AT MARCH 31, 2017</b>	710,794	42,614	112,358	449	866,215	(657)	865,558	
Net income for the period	-	-	-	115,941	115,941	(142)	115,799	
Change in non-controlling interest	-	-	-	(1,849)	(1,849)	799	(1,050)	
Compensation expense related to stock options	-	87	-	-	87	-	87	
Dividends (\$0.09 per share)	-	-	-	(7,790)	(7,790)	-	(7,790)	
Exercise of employee stock options	2,631	(720)	-	-	1,911	-	1,911	
<u>Other comprehensive income (loss), net of tax</u>								
Remeasurement of defined benefit plans	-	-	-	2,074	2,074	-	2,074	
Foreign currency translation differences	-	-	(26,047)	-	(26,047)	-	(26,047)	
Change in fair value of investments	-	-	7,957	-	7,957	-	7,957	
<b>BALANCE AT DECEMBER 31, 2017</b>	713,425	41,981	94,268	108,825	958,499	-	958,499	
Net income for the period	-	-	-	55,959	55,959	-	55,959	
Compensation expense related to stock options	-	174	-	-	174	-	174	
Dividends (\$0.03 per share)	-	-	-	(2,602)	(2,602)	-	(2,602)	
<u>Other comprehensive income (loss), net of tax</u>								
Remeasurement of defined benefit plans	-	-	-	2,075	2,075	-	2,075	
Foreign currency translation differences	-	-	39,433	-	39,433	-	39,433	
Change in fair value of investments	-	-	(1,005)	-	(1,005)	-	(1,005)	
<b>BALANCE AT MARCH 31, 2018</b>	\$ 713,425	\$ 42,155	\$ 132,696	\$ 164,257	\$ 1,052,533	\$ -	\$ 1,052,533	

See accompanying notes to the interim condensed consolidated financial statements.

# Martinrea International Inc.

## Interim Condensed Consolidated Statements of Cash Flows

(in thousands of Canadian dollars, except per share amounts) (unaudited)

	Three months ended March 31, 2018	Three months ended March 31, 2017
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES:</b>		
Net Income for the period	\$ 55,959	\$ 43,467
Adjustments for:		
Depreciation of property, plant and equipment	38,058	34,809
Amortization of customer contracts and relationships	530	540
Amortization of development costs	2,947	3,196
Unrealized gains on foreign exchange forward contracts	(1,304)	(1,696)
Unrealized loss on derivative instruments (note 6)	767	-
Finance expense	6,501	5,844
Income tax expense	17,953	13,353
Gain on sale of land and building (note 4)	-	(5,698)
Gain on disposal of property, plant and equipment	(14)	(333)
Deferred and restricted share units expense	302	98
Stock options expense	174	36
Pension and other post-retirement benefits expense	1,177	1,138
Contributions made to pension and other post-retirement benefits	(643)	(500)
	122,407	94,254
Changes in non-cash working capital items:		
Trade and other receivables	(72,686)	(57,646)
Inventories	(36,415)	(18,549)
Prepaid expenses and deposits	(3,079)	(2,044)
Trade, other payables and provisions	100,176	119,595
	110,403	135,610
Interest paid (excluding capitalized interest)	(6,933)	(5,120)
Income taxes paid	(31,678)	(23,452)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>\$ 71,792</b>	<b>\$ 107,038</b>
<b>FINANCING ACTIVITIES:</b>		
Increase in long-term debt	19,689	-
Repayment of long-term debt	(5,279)	(26,959)
Dividends paid	(2,602)	(2,591)
Exercise of employee stock options	-	202
<b>NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES</b>	<b>\$ 11,808</b>	<b>\$ (29,348)</b>
<b>INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment*	(71,453)	(87,339)
Capitalized development costs	(2,992)	(3,523)
Investment in NanoXplore Inc. (note 6)	(680)	-
Proceeds on disposal of land and building (note 4)	-	9,872
Proceeds on disposal of property, plant and equipment	770	458
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>\$ (74,355)</b>	<b>\$ (80,532)</b>
Effect of foreign exchange rate changes on cash and cash equivalents	957	(274)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>10,202</b>	<b>(3,116)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>71,193</b>	<b>59,165</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 81,395</b>	<b>\$ 56,049</b>

\*As at March 31, 2018, \$42,761 (December 31, 2017 - \$63,877) of purchases of property, plant and equipment remain unpaid and are recorded in trade and other payables and provisions.

See accompanying notes to the interim condensed consolidated financial statements.

# Martinrea International Inc.

## Notes to the Interim Condensed Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts) (unaudited)

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Martinrea International Inc. (the "Company") was formed by the amalgamation under the Ontario Business Corporations Act of several predecessor Corporations by articles of amalgamation dated May 1, 1998. The Company is a leader in the development and production of quality metal parts, assemblies and modules, fluid management systems and complex aluminum products focused primarily on the automotive sector.

### 1. BASIS OF PREPARATION

#### (a) Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting' ("IAS" 34) as issued by the International Accounting Standards Board ("IASB"), and on a basis consistent with the accounting policies disclosed in the Company's annual audited consolidated financial statements for the year ended December 31, 2017, except as outlined in note 1(d).

#### (b) Basis of presentation

These interim condensed consolidated financial statements include the accounts of Martinrea International Inc. and its subsidiaries. The notes presented in these interim condensed consolidated financial statements include in general only significant changes and transactions occurring since the Company's last year end, and are not fully inclusive of all disclosures required by IFRS for annual financial statements. These interim condensed consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements, including the notes thereto, for the year ended December 31, 2017.

#### (c) Presentation currency

These interim condensed consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand, except per share amounts and where otherwise indicated.

#### (d) Recently adopted accounting standards and policies

The Company has initially adopted IFRS 15, Revenue from Contracts with Customers ("IFRS 15"), IFRS 9, Financial Instruments ("IFRS 9") and amendments made to Share-Based Payments ("IFRS 2"), effective January 1, 2018.

##### IFRS 15, Revenue from Contracts with Customers

The Company adopted IFRS 15 using the full retrospective approach. The adoption of the standard did not result in any restatement of previously reported results and did not have a material impact on the consolidated financial statements.

The following should be read as a modification to the significant accounting policies in note 2(j) of the Company's annual audited consolidated financial statements for the year ended December 31, 2017.

##### *Revenue Recognition Policy*

Revenue recognition policies under the new standard are substantially consistent with prior reporting periods. The Company recognizes sales primarily from two categories of goods: production (including finished production parts and assemblies), and tooling. Revenue for these goods is recognized at the point in time control of the goods is transferred to the customer.

Control of finished production parts, assemblies and modules transfers when the goods are shipped from the Company's manufacturing facilities to the customer. Control of tooling transfers when the tool has been accepted by the customer. For certain tooling contracts for which the customer makes progress payments in advance of obtaining control of the tool, the Company recognizes a liability for the progress payments until the performance obligation is complete. Such payments from the customer generally do not contain a financing component.

Upon adoption of the new standard, additional disclosures related to the nature, amount, timing and uncertainty of the Company's revenues and cash flows arising from contracts with customers have been included in the consolidated financial statements, with comparative information, including a breakdown of the Company's revenues between production and tooling.



# Martinrea International Inc.

## Notes to the Interim Condensed Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts) (unaudited)

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### IFRS 9, Financial Instruments

The adoption of IFRS 9 did not have a material impact on the consolidated financial statements.

IFRS 9 includes an accounting policy choice between deferring the adoption of the new hedge accounting standards under IFRS 9 and continuing with the current IAS 39 hedge accounting standards. The Company has decided to continue to apply IAS 39 hedge accounting standards.

The following should be read as a modification to the significant accounting policies in note 2(c) and 2 (g) (i) of the Company's annual audited consolidated financial statements for the year ended December 31, 2017.

#### (a) Financial assets and liabilities

The Company recognizes financial assets and financial liabilities initially at fair value and subsequently measures these at either fair value or amortized cost based on their classification under IFRS 9 as described below:

##### Fair value through profit or loss (FVTPL):

Financial assets and financial liabilities purchased or incurred, respectively, with the intention of generating earnings in the near term, and derivatives other than cash flow hedges, are classified as FVTPL. This category includes cash and cash equivalents, and derivative assets and derivative liabilities that do not qualify for hedge accounting. For items classified as FVTPL, the Company initially recognizes such financial assets on the consolidated balance sheet at fair value and recognizes subsequent changes in the consolidated statement of operations. Transaction costs incurred are expensed in the consolidated statement of operations. The Company does not currently hold any liabilities designated as FVTPL.

##### Fair value through other comprehensive income (FVTOCI):

This category includes the Company's investments in equity securities. Subsequent to initial recognition, they are measured at fair value on the consolidated balance sheet and changes therein are recognized in other comprehensive income. When an investment is derecognized, the accumulated gain or loss in other comprehensive income is transferred to the statement of operations.

##### Amortized cost:

The Company classifies financial assets held to collect contractual cash flows at amortized cost, including trade and other receivables. The Company initially recognizes the carrying amount of such assets on the consolidated balance sheet at fair value plus directly attributable transaction costs, and subsequently measures these at amortized cost using the effective interest rate method, less any impairment losses.

##### Other financial liabilities:

This category is for financial liabilities that are not classified as FVTPL and includes trade and other payables and long-term debt. These financial liabilities are recorded at amortized cost on the consolidated balance sheet.

#### (b) Impairment of financial assets:

IFRS 9 replaces the "incurred loss" model in IAS 39 with a forward-looking "expected credit loss" (ECL) model. The ECL model is used in determining the allowance for doubtful accounts as it relates to trade and other receivables. The existing model aligns with the simplified approach under IFRS 9, which measures lifetime ECL and forward-looking information. The Company's allowance is determined by historical experiences, and considers factors including, the aging of the balances, the customer's credit worthiness, and updates based on the current economic conditions, expectation of bankruptcies, and the political and economic volatility in the markets/location of customers. The adoption of IFRS 9 did not have a material impact on the Company's policy for assessing impairment of financial assets.

# Martinrea International Inc.

## Notes to the Interim Condensed Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts) (unaudited)

### (c) Derivative financial instruments

The Company periodically uses derivative financial instruments such as foreign exchange forward contracts to manage its exposure to changes in exchange rates related to transactions denominated in currencies other than the Canadian dollar. Such derivative financial instruments, as well as derivative instruments associated with investments in equity securities, are classified as fair value through profit or loss, initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value with changes in fair value being recognized immediately in the statement of operations.

### Amendments to IFRS 2, Share-Based Payments

The adoption of the amendments to IFRS 2 did not have a material impact on the consolidated financial statements.

### (e) Recently issued accounting standards

The IASB issued the following amendments to existing standards:

### IFRS 16, Leases

In January 2016, the IASB issued the final publication of IFRS 16, superseding IAS 17, Leases and IFRIC 4, Determining Whether an Arrangement Contains a Lease. The standard applies a control model to the identification of leases, distinguishing between leases and service contracts on the basis of whether there is an identified asset controlled by the customer. The standard removes the distinction between operating and finance leases with assets and liabilities recognized in respect of all leases. The standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has been adopted. The Company is currently assessing the impact of IFRS 16 on the consolidated financial statements. The extent of the impact has not yet been determined.

## 2. TRADE AND OTHER RECEIVABLES

	March 31, 2018	December 31, 2017
Trade receivables	\$ 630,370	\$ 538,830
Other receivables	17,548	17,219
Foreign exchange forward contracts (note 15(d))	1,304	-
	\$ 649,222	\$ 556,049

The Company's exposures to credit and currency risks, and impairment losses related to trade and other receivables, are disclosed in note 15.

## 3. INVENTORIES

	March 31, 2018	December 31, 2017
Raw materials	\$ 161,200	\$ 154,293
Work in progress	40,557	38,618
Finished goods	31,610	34,962
Tooling work in progress and other inventory	191,597	149,099
	\$ 424,964	\$ 376,972

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

### 4. PROPERTY, PLANT AND EQUIPMENT

	March 31, 2018			December 31, 2017		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Land and buildings	\$ 123,053	\$ (18,668)	\$ 104,385	\$ 118,154	\$ (17,157)	\$ 100,997
Leasehold improvements	64,493	(37,524)	26,969	62,100	(35,897)	26,203
Manufacturing equipment	1,875,269	(964,876)	910,393	1,758,415	(909,065)	849,350
Tooling and fixtures	39,574	(32,146)	7,428	38,509	(31,034)	7,475
Other assets	55,562	(26,822)	28,740	53,197	(24,793)	28,404
Construction in progress and spare parts	255,598	-	255,598	270,195	-	270,195
	\$ 2,413,549	\$ (1,080,036)	\$ 1,333,513	\$ 2,300,570	\$ (1,017,946)	\$ 1,282,624

Movement in property, plant and equipment is summarized as follows:

	Land and buildings	Leasehold improvements	Manufacturing equipment	Tooling and fixtures	Other assets	Construction in progress and spare parts	Total
Net as of December 31, 2016	\$ 120,049	\$ 24,987	\$ 808,036	\$ 8,419	\$ 17,757	\$ 277,999	\$ 1,257,247
Additions	-	802	565	-	242	250,311	251,920
Disposals	(22,497)	(311)	(2,024)	-	(209)	-	(25,041)
Depreciation	(4,068)	(4,173)	(134,515)	(1,435)	(5,479)	-	(149,670)
Impairment	-	-	(7,488)	-	-	-	(7,488)
Transfers from construction in progress and spare parts	12,537	5,272	213,526	987	16,583	(248,905)	-
Foreign currency translation adjustment	(5,024)	(374)	(28,750)	(496)	(490)	(9,210)	(44,344)
Net as of December 31, 2017	100,997	26,203	849,350	7,475	28,404	270,195	1,282,624
Additions	-	-	-	-	-	50,337	50,337
Disposals	-	-	(173)	-	(7)	(576)	(756)
Depreciation	(983)	(1,038)	(34,194)	(435)	(1,408)	-	(38,058)
Transfers from construction in progress and spare parts	1,258	950	70,211	172	1,141	(73,732)	-
Foreign currency translation adjustment	3,113	854	25,199	216	610	9,374	39,366
Net as of March 31, 2018	\$ 104,385	\$ 26,969	\$ 910,393	\$ 7,428	\$ 28,740	\$ 255,598	\$ 1,333,513

The Company has entered into certain asset-backed financing arrangements that were structured as sale-leaseback transactions. At March 31, 2018, the carrying value of property, plant and equipment under such arrangements was \$20,805 (December 31, 2017 – \$21,001). The corresponding amounts owing are reflected within long-term debt (note 9).

During the first quarter of 2017, in connection with the relocation of an existing operation to another manufacturing facility, a building owned by the Company in Mississauga, Ontario was sold on an “as-is, where-is” basis. The building was sold for proceeds of \$9,872 (net of closing costs of \$378) resulting in a pre-tax gain of \$5,698.

### 5. INTANGIBLE ASSETS

	March 31, 2018			December 31, 2017		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Customer contracts and relationships	\$ 62,073	\$ (56,479)	\$ 5,594	\$ 61,432	\$ (55,512)	\$ 5,920
Development costs	145,625	(81,080)	64,545	143,325	(80,831)	62,494
	\$ 207,698	\$ (137,559)	\$ 70,139	\$ 204,757	\$ (136,343)	\$ 68,414

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

Movement in intangible assets is summarized as follows:

	Customer contracts and relationships	Development costs	Total
Net as of December 31, 2016	\$ 8,172	\$ 65,089	\$ 73,261
Additions	-	14,211	14,211
Amortization	(2,162)	(13,237)	(15,399)
Upfront recovery of development costs incurred	-	(1,170)	(1,170)
Foreign currency translation adjustment	(90)	(2,399)	(2,489)
Net as of December 31, 2017	5,920	62,494	68,414
Additions	-	2,992	2,992
Amortization	(530)	(2,947)	(3,477)
Foreign currency translation adjustment	204	2,006	2,210
Net as of March 31, 2018	\$ 5,594	\$ 64,545	\$ 70,139

### 6. OTHER ASSETS

	March 31, 2018	December 31, 2017
Investment in common shares of NanoXplore Inc.	\$ 10,700	\$ 11,275
Warrants in NanoXplore Inc.	3,329	3,990
	\$ 14,029	\$ 15,265

#### Investment in NanoXplore Inc.

In the third quarter of 2017, the Company acquired 5,500,000 common shares in NanoXplore Inc. ("NanoXplore"), a publicly listed company on the TSX Venture Exchange trading under the ticker symbol GRA, for a total of \$2,475 through a private placement offering. As part of the transaction to acquire the common shares, the Company also received warrants entitling the Company to acquire up to an additional 2,750,000 common shares in NanoXplore at a price of \$0.70 per share for a period of up to two years after issuance.

NanoXplore is a graphene company, a manufacturer and supplier of high volume graphene powder for use in industrial markets providing customers with a range of graphene-based solutions under the heXo-G brand, including graphene powder, graphene plastic masterbatch pellets, and graphene-enhanced polymers. The company has its headquarters and graphene production facility in Montreal, Quebec.

The initial purchase price of \$2,475 was allocated to the common shares and warrants acquired based on their relative fair values at the time of issuance resulting in \$2,182 being initially allocated to the common shares and \$293 to the warrants.

During the first quarter of 2018, the Company acquired an additional 411,800 common shares in NanoXplore for a total of \$680 through another private placement offering. As part of the transaction to acquire the additional common shares, the Company also received warrants entitling the Company to acquire up to an additional 205,900 common shares in NanoXplore at a price of \$2.30 per share for a period of up to two years after issuance. The purchase price of \$680 was allocated to the additional common shares and warrants acquired based on their relative fair values at the time of issuance resulting in \$574 being allocated to the common shares and \$106 to the warrants.

The warrants in NanoXplore represent derivative instruments and are fair valued at the end of each reporting period using the Black-Scholes valuation model, with the change in fair value recorded through profit or loss. As at March 31, 2018, the warrants had a fair value of \$3,329. Based on the fair value of the warrants as at March 31, 2018, an unrealized loss of \$767 was recognized for the three months ended March 31, 2018 and recorded in other finance income (expense) in the interim condensed consolidated statement of operations. The table below summarizes the assumptions used in valuing the warrants under the Black-Scholes valuation model during the three months ended March 31, 2018:

	2018 Acquisition	March 31, 2018
Expected volatility	66.87%	64.56%
Risk free interest rate	1.88%	1.77%
Expected life (years)	2	2

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

The NanoXplore common shares are recorded at their fair value at the end of each reporting period based on publically quoted prices, with the change in fair value recorded in other comprehensive income. As at March 31, 2018, the common shares had a fair value of \$10,700. Based on the fair value of the common shares as at March 31, 2018, an unrealized loss of \$1,148 (\$1,005 net of tax) was recognized for the three months ended March 31, 2018.

### 7. TRADE AND OTHER PAYABLES

	March 31, 2018	December 31, 2017
Trade accounts payable and accrued liabilities	\$ 846,954	\$ 741,403
Foreign exchange forward contracts (note 15(d))	-	146
	\$ 846,954	\$ 741,549

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 15.

### 8. PROVISIONS

	Restructuring	Claims and Litigations	Total
Net as of December 31, 2016	\$ 5,248	\$ 1,441	\$ 6,689
Net additions	-	5,840	5,840
Amounts used during the period	(4,060)	(2,979)	(7,039)
Foreign currency translation adjustment	(72)	(370)	(442)
Net as of December 31, 2017	1,116	3,932	5,048
Net additions	-	1,100	1,100
Amounts used during the period	(297)	(495)	(792)
Foreign currency translation adjustment	13	108	121
Net as of March 31, 2018	\$ 832	\$ 4,645	\$ 5,477

Based on estimated cash outflows, all provisions as at March 31, 2018 and December 31, 2017 are presented on the interim condensed consolidated balance sheets as current liabilities.

### 9. LONG-TERM DEBT

The Company's interest-bearing loans and borrowings are measured at amortized cost. For more information about the Company's exposure to interest rate, foreign currency and liquidity risk, see note 15.

	March 31, 2018	December 31, 2017
Banking facility	\$ 579,956	\$ 551,656
Equipment loans	97,588	102,361
	677,544	654,017
Current portion	(20,640)	(24,795)
	\$ 656,904	\$ 629,222

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

Terms and conditions of outstanding loans, as at March 31, 2018, in Canadian dollar equivalents, are as follows:

	Currency	Nominal interest rate	Year of maturity	March 31, 2018 Carrying amount	December 31, 2017 Carrying amount
Banking facility	USD	LIBOR+1.75%	2020	\$ 349,238	\$ 321,152
	CAD	BA+1.75%	2020	230,718	230,504
Equipment loans	CAD	3.80%	2022	36,949	38,785
	EUR	2.54%	2025	16,390	15,561
	EUR	3.06%	2024	16,020	15,210
	EUR	4.93%	2023	13,662	15,131
	USD	4.25%	2018	5,804	8,917
	EUR	4.34%	2025	3,403	3,230
	EUR	3.35%	2019	2,227	2,504
	EUR	1.36%	2021	2,211	2,100
	USD	3.80%	2022	401	413
	EUR	0.26%	2025	395	375
	BRL	5.00%	2020	126	135
			\$	677,544	\$ 654,017

On April 29, 2016, the Company's banking facility was amended to extend its maturity date and increase the total available revolving credit lines under the facility. The primary terms of the amended banking facility, with a syndicate of nine banks, are as follows:

- available revolving credit lines of \$350 million and US \$400 million;
- available asset based financing capacity of \$205 million;
- no mandatory principal repayment provisions;
- an accordion feature which provides the Company with the ability to increase the revolving credit facility by up to US \$150 million;
- pricing terms at market rates; and
- a maturity date of April 2020.

There were no changes to pricing terms or financial covenants under the facility adverse to the Company.

As at March 31, 2018, the Company had drawn US\$271,000 (December 31, 2017 - US\$256,000) on the U.S. revolving credit line and \$233,000 (December 31, 2017 - \$233,000) on the Canadian revolving credit line. At March 31, 2018, the weighted average effective rate of the banking facility credit lines was 3.3% (December 31, 2017 - 2.9%). The facility requires the maintenance of certain financial ratios with which the Company was in compliance as at March 31, 2018.

Deferred financing fees of \$2,485 (December 31, 2017 - \$2,827) have been netted against the carrying amount of the long-term debt.

Subsequent to the quarter ended March 31, 2018, the Company finalized an equipment loan in the amount of €23,000 repayable in monthly installments over six years at a fixed interest rate of 1.05%. The loan agreement was executed on April 20, 2018.

Future annual minimum principal repayments are as follows:

Within one year	\$	20,640
One to two years		11,513
Two to three years		594,945
Three to four years		12,468
Thereafter		37,978
	\$	677,544

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

Movement in long-term debt is summarized as follows:

	<b>Total</b>
Net as of December 31, 2016	\$ 721,403
Equipment loan proceeds	40,000
Repayments	(88,648)
Amortization of deferred financing fees	1,368
Foreign currency translation adjustment	(20,106)
Net as of December 31, 2017	\$ 654,017
Drawdowns	19,689
Repayments	(5,279)
Amortization of deferred financing fees	342
Foreign currency translation adjustment	8,775
Net as of March 31, 2018	\$ 677,544

### 10. CAPITAL STOCK

<b>Common shares outstanding:</b>	<b>Number</b>	<b>Amount</b>
Balance, December 31, 2016	86,484,667	\$ 710,510
Exercise of stock options	27,500	284
Balance, March 31, 2017	86,512,167	\$ 710,794
Exercise of stock options	233,667	2,631
Balance, December 31, 2017 and March 31, 2018	86,745,834	\$ 713,425

The Company is authorized to issue an unlimited number of common shares. The Company's shares have no par value.

#### Stock options

The following is a summary of the activity of the outstanding share purchase options:

	<b>Three months ended March 31, 2018</b>		<b>Three months ended March 31, 2017</b>	
	<b>Number of options</b>	<b>Weighted average exercise price</b>	<b>Number of options</b>	<b>Weighted average exercise price</b>
Balance, beginning of period	1,844,450	\$ 10.12	3,010,617	\$ 11.38
Granted during the period	100,000	16.06	-	-
Exercised during the period	-	-	(27,500)	7.33
Cancelled during the period	-	-	(522,500)	13.83
Balance, end of period	1,944,450	\$ 10.43	2,460,617	\$ 10.91
Options exercisable, end of period	1,869,450	\$ 10.20	2,335,617	\$ 10.86

The following is a summary of the issued and outstanding common share purchase options as at March 31, 2018:

<b>Range of exercise price per share</b>	<b>Number outstanding</b>	<b>Date of grant</b>	<b>Expiry</b>
\$6.00 - 8.99	688,701	2008 - 2012	2018 - 2022
\$9.00 - 9.99	50,000	2008	2018
\$10.00 - 15.99	1,105,749	2008 - 2015	2018 - 2025
\$16.00 - 17.99	100,000	2018	2028
Total share purchase options	1,944,450		

The table below summarizes the assumptions used in determining stock-based compensation expense under the Black-Scholes option pricing model. The Black-Scholes option valuation model used by the Company to determine fair values was developed for use in estimating the fair value of freely traded options, which are fully transferable and have no vesting restrictions. The Company's stock options are not transferable, cannot be traded and are subject to vesting restrictions and exercise restrictions under the Company's black-out policy which would tend to reduce the fair value of the Company's stock options. Changes to subjective input assumptions used in the model can cause a significant variation in the estimate of the fair value of the options.

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

	Three months ended March 31, 2018	Three months ended March 31, 2017
Expected volatility	37.21%	-
Risk free interest rate	1.82%	-
Expected life (years)	4	-
Dividend yield	0.75%	-
Weighted average fair value of options granted	\$ 4.76 \$	-

For the three months ended March 31, 2018, the Company expensed \$174 (2017 - \$36) to reflect stock-based compensation expense, as derived using the Black-Scholes option valuation model.

### Deferred Share Unit Plan

The following is a summary of the issued and outstanding DSUs as at March 31, 2018:

	Three months ended March 31, 2018	Three months ended March 31, 2017
Units outstanding, beginning of period	123,313	67,837
Units granted during the period	-	-
Units settled during the period	-	-
Units for dividends earned during the period (issued twice a year)	-	-
Units outstanding, end of period	123,313	67,837

At March 31, 2018, the fair value of all outstanding DSUs amounted to \$1,867 (March 31, 2017 - \$666 and December 31, 2017 - \$1,939). For the three months ended March 31, 2018, DSU compensation reflected in the interim consolidated statement of operations, including changes in fair value during the period, amounted to a benefit of \$71 (2017 - expense of \$98), which was recorded in selling, general and administrative expense in the interim condensed consolidated statement of operations.

### Performance Restricted Share Unit Plan

The following is a summary of the issued and outstanding RSU's and PSUs for the three months ended March 31, 2018:

	RSUs	PSUs	Total
Units outstanding, beginning of period	77,304	77,304	154,608
Units granted during the period	19,900	19,900	39,800
Units exercised during the period	-	-	-
Units forfeited during the period	-	-	-
Units outstanding, end of period	97,204	97,204	194,408

The RSUs and PSUs granted during the three months ended March 31, 2018 had a weighted average fair value per unit of \$13.61 on the date of grant. For the three months ended March 31, 2018, RSU and PSU compensation reflected in the interim consolidated statement of operations, including changes in fair value during the period, amounted to an expense of \$373 (2017 - \$Nil), which was recorded in selling, general and administrative expense in the interim condensed consolidated statement of operations.

Unrecognized RSU and PSU compensation expense as at March 31, 2018 was \$962 (March 31, 2017 - \$Nil and December 31, 2017 - \$803) and will be recognized in earnings over the next three years as the RSUs and PSUs vest.

The key assumptions used in the valuation of PSUs granted during the three months ended March 31, 2018 are shown in the table below:

Expected life (years)	1.79
Risk free interest rate	1.97%



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### 11. INCOME TAXES

The components of income tax expense are as follows:

	Three months ended March 31, 2018	Three months ended March 31, 2017
Current income tax	\$ (37,610)	\$ (24,923)
Deferred income tax recovery	19,657	11,570
Total income tax expense	\$ (17,953)	\$ (13,353)

### 12. EARNINGS PER SHARE

Details of the calculations of earnings per share are set out below:

	Three months ended March 31, 2018		Three months ended March 31, 2017	
	Weighted average number of shares	Per common share amount	Weighted average number of shares	Per common share amount
Basic	86,745,834	\$ 0.65	86,491,774	\$ 0.50
Effect of dilutive securities:				
Stock options	605,696	(0.01)	143,702	-
Diluted	87,351,530	\$ 0.64	86,635,476	\$ 0.50

The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

For the three months ended March 31, 2018, 100,000 options (2017 - 1,588,249) were excluded from the diluted weighted average per share calculation as they were anti-dilutive.

### 13. OTHER FINANCE INCOME

	Three months ended March 31, 2018	Three months ended March 31, 2017
Net foreign exchange gain	\$ 2,672	\$ 566
Unrealized loss on derivative instruments (note 6)	(767)	-
Other income, net	67	65
Other finance income	\$ 1,972	\$ 631

### 14. OPERATING SEGMENTS

The Company designs, engineers, manufactures, and sells quality metal parts, assemblies, and fluid management systems primarily serving the global automotive industry. It conducts its operations through divisions, which function as autonomous business units, following a corporate policy of functional and operational decentralization. The Company's products include a wide array of products, assemblies and systems for small and large cars, crossovers, pickups and sport utility vehicles.

The Company defines its operating segments as components of its business where separate financial information is available and routinely evaluated by management. The Company's chief operating decision maker ("CODM") is the Chief Executive Officer. Given the differences between the regions in which the Company operates, Martinrea's operations are segmented on a geographic basis between North America, Europe and Rest of the World.

The accounting policies of the segments are the same as those described in the Company's annual consolidated financial statements for the year ended December 31, 2017. The Company uses operating income as the basis for the CODM to evaluate the performance of each of the Company's reportable segments.

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## Notes to the Consolidated Financial Statements

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The following is a summary of selected data for each of the Company's operating segments:

<b>Three months ended March 31, 2018</b>				
	<b>Production Sales</b>	<b>Tooling Sales</b>	<b>Total Sales</b>	<b>Operating Income</b>
North America				
Canada	\$ 161,490	\$ 14,149	\$ 175,639	
USA	321,718	34,279	355,997	
Mexico	246,618	12,205	258,823	
Elimination	(44,245)	(5,059)	(49,304)	
	\$ 685,581	\$ 55,574	\$ 741,155	\$ 61,468
Europe				
Germany	120,877	4,109	124,986	
Spain	42,581	2,947	45,528	
Slovakia	14,152	1,057	15,209	
	177,610	8,113	185,723	15,835
Rest of the World	32,679	7,702	40,381	1,138
Eliminations	(3,179)	(180)	(3,359)	
	\$ 892,691	\$ 71,209	\$ 963,900	\$ 78,441
<b>Three months ended March 31, 2017</b>				
	<b>Production Sales</b>	<b>Tooling Sales</b>	<b>Total Sales</b>	<b>Operating Income</b>
North America				
Canada	\$ 210,144	\$ 18,708	\$ 228,852	
USA	380,828	5,566	386,394	
Mexico	203,670	26,512	230,182	
Elimination	(41,853)	(591)	(42,444)	
	\$ 752,789	\$ 50,195	\$ 802,984	\$ 53,153
Europe				
Germany	104,387	8,479	112,866	
Spain	40,249	4,477	44,726	
Slovakia	14,509	288	14,797	
Elimination	(69)	-	(69)	
	159,076	13,244	172,320	12,579
Rest of the World	26,760	317	27,077	(3,699)
Eliminations	(2,304)	473	(1,831)	
	\$ 936,321	\$ 64,229	\$ 1,000,550	\$ 62,033

### 15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, other assets, trade and other payables, long-term debt, and foreign exchange forward contracts.

#### Fair Value

IFRS 13 "*Fair Value Measurement*" provides guidance about fair value measurements. Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value are required to maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs. The first two levels are considered observable and the last unobservable. These levels are used to measure fair values as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities, either directly or indirectly.
- Level 2 – Inputs, other than Level 1 inputs that are observable for assets and liabilities, either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

# Martinrea International Inc.

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- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table summarizes the fair value hierarchy under which the Company's applicable financial instruments are valued:

	March 31, 2018			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 81,395	\$ 81,395	\$ -	\$ -
Other assets (note 6)	\$ 14,029	\$ 10,700	\$ 3,329	\$ -
Foreign exchange forward contracts (note 2)	\$ 1,304	\$ -	\$ 1,304	\$ -

	December 31, 2017			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 71,193	\$ 71,193	\$ -	\$ -
Other assets (note 6)	\$ 15,265	\$ 11,275	\$ 3,990	\$ -
Foreign exchange forward contracts (note 7)	\$ (146)	\$ -	\$ (146)	\$ -

### Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

March 31, 2018	Fair value through profit or loss	Fair value through other comprehensive income	Financial assets at amortized cost	Amortized cost	Carrying amount	Fair value
<b>FINANCIAL ASSETS:</b>						
Trade and other receivables	\$ -	\$ -	\$ 647,918	\$ -	\$ 647,918	\$ 647,918
Other assets (note 6)	3,329	10,700	-	-	14,029	14,029
Foreign exchange forward contracts	1,304	-	-	-	1,304	1,304
	4,633	10,700	647,918	-	663,251	663,251
<b>FINANCIAL LIABILITIES:</b>						
Trade and other payables	-	-	-	(846,954)	(846,954)	(846,954)
Long-term debt	-	-	-	(677,544)	(677,544)	(677,544)
	-	-	-	(1,524,498)	(1,524,498)	(1,524,498)
<b>Net financial assets (liabilities)</b>	\$ 4,633	\$ 10,700	\$ 649,222	\$ (1,524,498)	\$ (861,247)	\$ (861,247)

December 31, 2017	Fair value through profit or loss	Fair value through other comprehensive income	Financial assets at amortized cost	Amortized cost	Carrying amount	Fair value
<b>FINANCIAL ASSETS:</b>						
Trade and other receivables	\$ -	\$ -	\$ 556,049	\$ -	\$ 556,049	\$ 556,049
Other assets (note 6)	3,990	11,275	-	-	15,265	15,265
	3,990	11,275	556,049	-	571,314	571,314
<b>FINANCIAL LIABILITIES:</b>						
Trade and other payables	-	-	-	(741,403)	(741,403)	(741,403)
Long-term debt	-	-	-	(654,017)	(654,017)	(654,017)
Foreign exchange forward contracts	(146)	-	-	-	(146)	(146)
	(146)	-	-	(1,395,420)	(1,395,566)	(1,395,566)
<b>Net financial assets (liabilities)</b>	\$ 3,844	\$ 11,275	\$ 556,049	\$ (1,395,420)	\$ (824,252)	\$ (824,252)

The fair values of trade and other receivables and trade and other payables approximate their carrying amounts due to the short-term maturities of these instruments. The estimated fair value of long-term debt approximates its carrying value since debt is subject to terms and conditions similar to those available to the Company for instruments with comparable terms, and the interest rates are market-based.

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

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### Risk Management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk, currency risk and market price risk related to publicly-traded investments. These risks arise from exposures that occur in the normal course of business and are managed on a consolidated Company basis.

#### (a) Credit risk

Credit risk refers to the risk of losses due to failure of the Company's customers or other counterparties to meet their payment obligations. Financial instruments that subject the Company to credit risk consist primarily of cash and cash equivalents, trade and other receivables, and foreign exchange forward contracts.

Credit risk associated with cash and cash equivalents is minimized by ensuring these financial assets are placed with financial institutions with high credit ratings.

The credit risk associated with foreign exchange forward contracts arises from the possibility that the counterparty to one of these contracts fails to perform according to the terms of the contract. Credit risk associated with foreign exchange forward contracts is minimized by entering into such transactions with major Canadian and U.S. financial institutions.

In the normal course of business, the Company is exposed to credit risk from its customers. The Company has three customers whose sales were 32.1%, 25.4%, and 15.7% of its production sales for the three months ended March 31, 2018 (2017 - 34.1%, 27.7% and 14.4%). A substantial portion of the Company's trade receivables are with large customers in the automotive, truck and industrial sectors and are subject to normal industry credit risks. The level of accounts receivable that was past due as at March 31, 2018 is part of the normal payment pattern within the industry. The allowance for doubtful accounts is less than 0.50% of total trade receivables for all periods and movements in the current year are minimal.

The aging of trade receivables at the reporting date was as follows:

	<b>March 31, 2018</b>	<b>December 31, 2017</b>
0-60 days	\$ 576,357	\$ 501,336
61-90 days	22,077	19,853
Greater than 90 days	31,936	17,641
	\$ 630,370	\$ 538,830

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company manages liquidity risk by monitoring sales volumes and collection efforts to ensure sufficient cash flows are generated from operations to meet its liabilities when they become due. Management monitors consolidated cash flows on a weekly basis covering a rolling 12 week period, quarterly through forecasting and annually through the Company's budget process. At March 31, 2018, the Company had cash of \$81,395 and banking facilities available as discussed in note 9. All the Company's financial liabilities other than long-term debt have maturities of approximately 60 days.

A summary of contractual maturities of long-term debt is provided in note 9.

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### (c) Interest rate risk

Interest rate risk refers to the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in the market interest rates. The Company is exposed to interest rate risk as a significant portion of the Company's long-term debt bears interest at rates linked to the US prime, Canadian prime, one month LIBOR or the Banker's Acceptance rates. The interest on the bank facility fluctuates depending on the achievement of certain financial debt ratios, and may cause the interest rate to increase by a maximum of 1.0%.

The interest rate profile of the Company's long-term debt was as follows:

	Carrying amount	
	March 31, 2018	December 31, 2017
Variable rate instruments	\$ 579,956	\$ 551,656
Fixed rate instruments	97,588	102,361
	\$ 677,544	\$ 654,017

### Sensitivity analysis

An increase or decrease of 1.0% in all variable interest rate debt would, all else being equal, have an effect of \$1,420 (2017 - \$1,561) on the Company's interim consolidated financial results for the three months ended March 31, 2018.

### (d) Currency risk

Currency risk refers to the risk that the value of the financial instruments or cash flows associated with the instruments will fluctuate due to changes in the foreign exchange rates. The Company undertakes revenue and purchase transactions in foreign currencies, and therefore is subject to gains and losses due to fluctuations in foreign currency exchange rates. The Company's foreign exchange risk management includes the use of foreign currency forward contracts to fix the exchange rates on certain foreign currency exposures.

At March 31, 2018, the Company had committed to the following foreign exchange contracts:

Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Sell Canadian Dollars	\$ 40,000	1.3025	1
Buy Mexican Peso	\$ 22,067	18.8063	1

The aggregate value of these forward contracts as at March 31, 2018 was a pre-tax gain of \$1,304 and was recorded in trade and other receivables (December 31, 2017 - loss of \$146 and was recorded in trade and other payables).

The Company's exposure to foreign currency risk reported in the foreign currency was as follows:

March 31, 2018	USD	EURO	PESO	BRL	CNY
Trade and other receivables	\$ 325,261	€ 76,133	\$ 134,264	R\$ 25,746	¥ 182,573
Trade and other payables	(385,490)	(91,802)	(180,200)	(33,485)	(116,010)
Long-term debt	(276,781)	(34,369)	-	(338)	-
	\$ (337,010)	€ (50,038)	\$ (45,936)	R\$ (8,077)	¥ 66,563
December 31, 2017	USD	EURO	PESO	BRL	CNY
Trade and other receivables	\$ 282,095	€ 64,926	\$ 44,972	R\$ 19,424	¥ 174,033
Trade and other payables	(330,020)	(91,091)	(163,168)	(25,341)	(116,149)
Long-term debt	(263,701)	(35,949)	-	(356)	-
	\$ (311,626)	€ (62,114)	\$ (118,196)	R\$ (6,273)	¥ 57,884

The following summary illustrates the fluctuations in the exchange rates applied during the three months ended March 31, 2018 and 2017 and as at December 31, 2017:

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	Average rate		Closing rate	
	Three months ended	Three months ended	March 31, 2018	December 31, 2017
	March 31, 2018	March 31, 2017		
USD	1.2612	1.3226	1.2887	1.2571
EURO	1.5290	1.4016	1.5854	1.5089
PESO	0.0667	0.0641	0.0709	0.0639
BRL	0.3877	0.4120	0.3902	0.3795
CNY	0.1957	0.1917	0.2052	0.1924

### Sensitivity analysis

The Company does not have significant foreign currency exposure based on each subsidiary's functional currency. However, a 10% strengthening of the Canadian dollar against the following currencies at March 31, would give rise to a translation risk on net income and would have increased (decreased) equity, profit or loss and comprehensive income for the three months ended March 31, 2018 and 2017 by the amounts shown below, assuming all other variables remain constant:

	Three months ended	Three months ended
	March 31, 2018	March 31, 2017
USD	\$ (4,060)	\$ (2,888)
EURO	(1,327)	(1,033)
BRL	91	366
CNY	(246)	60
	\$ (5,542)	\$ (3,495)

A weakening of the Canadian dollar against the above currencies at March 31 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

### (e) Market price risk related to publicly-traded investments

Market price risk related to publicly-traded investments refers to the risk that changes or fluctuations in the market prices of the Company's investments in publicly-traded companies will affect income, cash flows or the value of financial instruments. The Company manages risks related to such changes by regularly reviewing publicly available information related to these investments to ensure that any risks are within reasonable levels of risk tolerance. The Company does not engage in risk management practices such as hedging, derivatives, or short selling with respect to publicly-traded investments.

### (f) Capital risk management

The Company's objectives in managing capital are to ensure sufficient liquidity to pursue its strategy of organic growth combined with complementary acquisitions and to provide returns to its shareholders. The Company defines capital that it manages as the aggregate of its equity, which is comprised of issued capital, contributed surplus, accumulated other comprehensive income and retained earnings, and debt.

The Company manages its capital structure and makes adjustments in light of general economic conditions, the risk characteristics of the underlying assets and the Company's working capital requirements. In order to maintain or adjust its capital structure, the Company, upon approval from its Board of Directors, may issue or repay long-term debt, issue shares, repurchase shares, or undertake other activities as deemed appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as annual capital and operating budgets.

In addition to debt and equity the Company may use operating leases as additional sources of financing. The Company monitors debt leverage ratios as part of the management of liquidity and shareholders' return and to sustain future development of the business. The Company is not subject to externally imposed capital requirements and its overall strategy with respect to capital risk management remains unchanged from the prior year.

# Martinrea International Inc.

## Notes to the Consolidated Financial Statements

(in thousands of Canadian dollars, except per share amounts)

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### 16. CONTINGENCIES

#### Contingencies

The Company has contingent liabilities relating to legal and tax proceedings arising in the normal course of its business. Known claims and litigation involving the Company or its subsidiaries were reviewed at the end of the reporting period. Based on the advice of legal counsel, all necessary provisions have been made to cover the related risks. Although the outcome of the proceedings in progress cannot be predicted, the Company does not believe they will have a material impact on the Company's consolidated financial position. However, new proceedings may be initiated against the Company as a result of facts or circumstances unknown at the date of this report or for which the risk cannot yet be determined or quantified. Such proceedings could have a significant adverse impact on the Company's financial results.

#### Tax contingency

The Company's subsidiary in Brazil, Martinrea Honsel Brazil Fundacao e comercio de Pecas em Alumino Ltda., is currently being assessed by the State of Sao Paulo's tax authorities for certain historical value added tax ("VAT") credits claimed on aluminum purchases from certain local suppliers that occurred prior to the acquisition of the Brazil subsidiary in 2011. The taxation system and regulatory environment in Brazil is characterized by numerous indirect taxes and frequently changing legislation subject to various interpretations by the various Brazilian regulatory authorities who are empowered to impose significant fines, penalties and interest charges. The basis for the assessments stems from the classification of aluminum purchases, the registration status of the aluminum suppliers in question and the differing treatments between manufactured and unmanufactured aluminum for VAT purposes. The potential exposure under these assessments, based on the notices issued by the tax authorities, is approximately \$86,094 (BRL \$220,640) including interest and penalties to March 31, 2018 (December 31, 2017- \$83,110 or BRL 219,460). The Company has sought external legal advice and believes that it has complied, in all material respects, with the relevant legislation and will vigorously defend against the assessments. The Company may be required to present guarantees totaling \$59,059 at some point through a pledge of assets, bank letter of credits or cash deposit. No provision has been recorded by the Company in connection with this contingency as at this stage the Company has concluded that it is not probable that a liability will result from the matter.

### 17. GUARANTEES

The Company is a guarantor under a tooling financing program. The tooling financing program involves a third party that provides tooling suppliers with financing subject to a Company guarantee. Payments from the third party to the tooling supplier are approved by the Company prior to the funds being advanced. The amounts loaned to the tooling suppliers through this financing arrangement do not appear on the Company's consolidated balance sheet. At March 31, 2018, the amount of the program financing was \$43,772 (December 31, 2017 - \$75,189) representing the maximum amount of undiscounted future payments the Company could be required to make under the guarantee.

The Company would be required to perform under the guarantee in cases where a tooling supplier could not meet its obligations to the third party. Since the amount advanced to the tooling supplier is required to be repaid generally when the Company receives reimbursement from the final customer, and at this point the Company will in turn repay the tooling supplier, the Company views the likelihood of the tooling supplier default as remote. No such defaults occurred during 2017 or 2018 year-to-date. Moreover, if such an instance were to occur, the Company would obtain the tooling inventory as collateral. The term of the guarantee will vary from program to program, but typically ranges from six to eighteen months.