



**MARTINREA INTERNATIONAL INC.
CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE YEAR ENDED DECEMBER 31, 2015

Martinrea International Inc.

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MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Martinrea International Inc. are the responsibility of management and have been prepared in accordance with International Financial Reporting Standards and, where appropriate, reflect best estimates based on management's judgment. In addition, all other information contained in the annual report to shareholders and Management Discussion and Analysis for the year ended December 31, 2015 is also the responsibility of management. The Company maintains systems of internal accounting and administrative controls designed to provide reasonable assurance that the financial information provided is accurate and complete and that all assets are properly safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibility for financial reporting, for overseeing management's performance of its financial reporting responsibilities, and is ultimately responsible for reviewing and approving the consolidated financial statements. The Board of Directors delegates certain responsibility to the Audit Committee, which is comprised of independent non-management directors. The Audit Committee meets with management and KPMG LLP, the external auditors, at least once a year to review among other things accounting policies, observations, if any, relating to internal controls over the financial reporting process that may be identified during the audit process, as influenced by the nature, timing and extent of audit procedures performed, annual financial statements, the results of the external audit examination and the Management Discussion and Analysis included in the report to shareholders for the year ended December 31, 2015. The external auditors and internal auditors have unrestricted access to the Audit Committee. The Audit Committee reports its findings to the Board of Directors so that the Board may properly approve the consolidated financial statements for issuance to shareholders.

(Signed) "*Pat D'Eramo*"

(Signed) "*Fred Di Tosto*"

Pat D'Eramo

Fred Di Tosto

President & Chief Executive Officer

Chief Financial Officer



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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Martinrea International Inc.

We have audited the accompanying consolidated financial statements of Martinrea International Inc., which comprise the consolidated balance sheets as at December 31, 2015 and December 31, 2014, the consolidated statements of operations, comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Martinrea International Inc. as at December 31, 2015 and December 31, 2014, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Chartered Professional Accountants, Licensed Public Accountants
March 3, 2016
Toronto, Canada

Martinrea International Inc.

Consolidated Balance Sheets

(in thousands of Canadian dollars)

	Note	December 31, 2015	December 31, 2014
ASSETS			
Cash and cash equivalents		\$ 28,899	\$ 52,401
Trade and other receivables	4	586,024	520,844
Inventories	5	356,969	313,436
Prepaid expenses and deposits		13,651	10,039
Income taxes recoverable		10,401	8,321
TOTAL CURRENT ASSETS		995,944	905,041
Property, plant and equipment	7	1,202,162	984,681
Deferred income tax assets	13	182,232	153,367
Intangible assets	8	83,590	71,806
TOTAL NON-CURRENT ASSETS		1,467,984	1,209,854
TOTAL ASSETS		\$ 2,463,928	\$ 2,114,895
LIABILITIES			
Trade and other payables	9	\$ 743,096	\$ 645,862
Provisions	10	15,598	5,504
Income taxes payable		29,873	31,140
Current portion of long-term debt	11	43,399	37,526
TOTAL CURRENT LIABILITIES		831,966	720,032
Long-term debt	11	673,613	654,916
Pension and other post-retirement benefits	12	67,552	62,557
Deferred income tax liabilities	13	114,571	101,644
TOTAL NON-CURRENT LIABILITIES		855,736	819,117
TOTAL LIABILITIES		1,687,702	1,539,149
EQUITY			
Capital stock	14	709,396	694,198
Contributed surplus		42,648	45,347
Accumulated other comprehensive income		147,442	55,927
Accumulated deficit		(123,157)	(219,480)
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		776,329	575,992
Non-controlling interest		(103)	(246)
TOTAL EQUITY		776,226	575,746
TOTAL LIABILITIES AND EQUITY		\$ 2,463,928	\$ 2,114,895

Commitment and Contingencies (notes 10, 11, and 21)

See accompanying notes to the consolidated financial statements.

On behalf of the Board:

"Robert Wildeboer" Director

"Scott Balfour" Director

Martinrea International Inc.

Consolidated Statements of Operations

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

	Note	Year ended December 31, 2015	Year ended December 31, 2014
SALES		\$ 3,866,771	\$ 3,598,645
Cost of sales (excluding depreciation of property, plant and equipment)		(3,347,152)	(3,146,756)
Depreciation of property, plant and equipment (production)		(117,387)	(103,997)
Total cost of sales		(3,464,539)	(3,250,753)
GROSS MARGIN		402,232	347,892
Research and development costs	16	(21,765)	(18,359)
Selling, general and administrative		(193,610)	(184,499)
Depreciation of property, plant and equipment (non-production)		(7,485)	(6,786)
Amortization of customer contracts and relationships		(2,134)	(2,485)
Restructuring costs	10	(15,337)	(3,542)
Loss on sale of assets and liabilities held for sale	6	(370)	-
Gain/(loss) on disposal of property, plant and equipment		230	(321)
OPERATING INCOME		161,761	131,900
Finance costs	18	(25,266)	(22,798)
Other finance income	18	4,925	2,137
INCOME BEFORE INCOME TAXES		141,420	111,239
Income tax expense	13	(34,247)	(21,823)
NET INCOME FOR THE PERIOD		\$ 107,173	\$ 89,416
Non-controlling interest	3	(143)	(18,112)
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		\$ 107,030	\$ 71,304
Basic earnings per share	15	\$ 1.25	\$ 0.84
Diluted earnings per share	15	\$ 1.24	\$ 0.83

See accompanying notes to the consolidated financial statements.

Martinrea International Inc.
Consolidated Statements of Comprehensive Income
(in thousands of Canadian dollars)

	Year ended December 31, 2015	Year ended December 31, 2014
NET INCOME FOR THE PERIOD	\$ 107,173	\$ 89,416
Other comprehensive income, net of tax:		
Items that may be reclassified to net income		
Foreign currency translation differences for foreign operations	91,515	30,240
Items that will not be reclassified to net income		
Actuarial losses from the remeasurement of defined benefit plans	(371)	(11,051)
Other comprehensive income, net of tax	91,144	19,189
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	\$ 198,317	\$ 108,605
Attributable to:		
Equity holders of the Company	198,174	90,095
Non-controlling interest	143	18,510
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	\$ 198,317	\$ 108,605

See accompanying notes to the consolidated financial statements.

Martinrea International Inc.

Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars)

	Equity attributable to equity holders of the Company							
	Capital stock	Contributed surplus	Other equity	Cumulative translation account	Accumulated deficit	Total	Non- controlling interest	Total equity
Balance at December 31, 2013	\$ 689,975	\$ 44,853	\$ (154,239)	\$ 26,085	\$ (142,376)	\$ 464,298	\$ 89,713	\$ 554,011
Net income for the period	-	-	-	-	71,304	71,304	18,112	89,416
Compensation expense related to stock options	-	1,699	-	-	-	1,699	-	1,699
Change in fair value of put option granted to non-controlling interest	-	-	(81,428)	-	-	(81,428)	-	(81,428)
Purchase of non-controlling interest (note 3)	-	-	235,667	-	(127,198)	108,469	(108,469)	-
Dividends (\$0.12 per share)	-	-	-	-	(10,159)	(10,159)	-	(10,159)
Exercise of employee stock options	4,223	(1,205)	-	-	-	3,018	-	3,018
<u>Other comprehensive income, net of tax</u>								
Actuarial losses from the remeasurement of defined benefit plans	-	-	-	-	(11,051)	(11,051)	-	(11,051)
Foreign currency translation differences	-	-	-	29,842	-	29,842	398	30,240
Balance at December 31, 2014	694,198	45,347	-	55,927	(219,480)	575,992	(246)	575,746
Net income for the period	-	-	-	-	107,030	107,030	143	107,173
Compensation expense related to stock options	-	1,384	-	-	-	1,384	-	1,384
Dividends (\$0.12 per share)	-	-	-	-	(10,336)	(10,336)	-	(10,336)
Exercise of employee stock options	15,198	(4,083)	-	-	-	11,115	-	11,115
<u>Other comprehensive income, net of tax</u>								
Actuarial losses from the remeasurement of defined benefit plans	-	-	-	-	(371)	(371)	-	(371)
Foreign currency translation differences	-	-	-	91,515	-	91,515	-	91,515
Balance at December 31, 2015	\$ 709,396	\$ 42,648	\$ -	\$ 147,442	\$ (123,157)	\$ 776,329	\$ (103)	\$ 776,226

See accompanying notes to the consolidated financial statements.

Martinrea International Inc.

Consolidated Statements of Cash Flows

(in thousands of Canadian dollars)

	Year ended December 31, 2015	Year ended December 31, 2014
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES:		
Net Income for the period	\$ 107,173	\$ 89,416
Adjustments for:		
Depreciation of property, plant and equipment	124,872	110,783
Amortization of customer contracts and relationships	2,134	2,485
Amortization of development costs	12,104	9,033
Unrealized losses on foreign exchange forward contracts	134	9
Finance costs	25,266	22,798
Income tax expense	34,247	21,823
Loss on sale of assets and liabilities held for sale (note 6)	370	-
(Gain)/loss on disposal of property, plant and equipment	(230)	321
Stock-based compensation	1,384	1,699
Pension and other post-retirement benefits expense	4,264	4,068
Contributions made to pension and other post-retirement benefits	(4,207)	(3,898)
	307,511	258,537
Changes in non-cash working capital items:		
Trade and other receivables	(9,883)	42,962
Inventories	(15,395)	1,374
Prepaid expenses and deposits	(2,488)	3,542
Trade, other payables and provisions	(10,869)	18,083
	268,876	324,498
Interest paid (excluding capitalized interest)	(24,259)	(21,429)
Income taxes paid	(51,990)	(38,715)
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 192,627	\$ 264,354
FINANCING ACTIVITIES:		
Increase in long-term debt	51,271	297,077
Repayment of long-term debt	(98,911)	(100,908)
Dividends paid	(10,293)	(10,145)
Exercise of employee stock options	11,115	3,018
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	\$ (46,818)	\$ 189,042
INVESTING ACTIVITIES:		
Purchase of property, plant and equipment*	(179,578)	(203,645)
Capitalized development costs	(15,193)	(20,476)
Proceeds on sale of assets and liabilities held for sale (note 6)	20,638	-
Proceeds on disposal of property, plant and equipment	2,677	1,647
Purchase of non-controlling interest (note 3)	-	(235,667)
NET CASH USED IN INVESTING ACTIVITIES	\$ (171,456)	\$ (458,141)
Effect of foreign exchange rate changes on cash and cash equivalents	2,145	922
DECREASE IN CASH AND CASH EQUIVALENTS	(23,502)	(3,823)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	52,401	56,224
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 28,899	\$ 52,401

* As at December 31, 2015, \$49,013 (December 31, 2014, \$13,372) of purchases of property, plant and equipment remain unpaid.

See accompanying notes to the consolidated financial statements.

Martinrea International Inc.

Notes to the Consolidated Financial Statements

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

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 and 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 consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements of the Company for the year ended December 31, 2015 were approved by the Board of Directors on March 3, 2016.

(b) Functional and presentation currency

These 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.

(c) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty that have the most significant effect on the amounts recognized in the consolidated financial statements relate to the following (assumptions made are disclosed in individual notes throughout the financial statements where relevant):

- Estimating the economic life of property, plant and equipment and intangible assets;
- Estimates of income taxes. The Company is subject to income taxes in numerous jurisdictions. There are many transactions and calculations, for which the ultimate tax determination is uncertain. The Company recognizes liabilities for anticipated tax audit issues, based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made;
- Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary difference or tax loss carry-forwards can be utilized. The recognition of temporary differences and tax loss carry-forwards is based on the Company's estimates of future taxable profits in different tax jurisdictions against which the temporary differences and loss carry-forwards may be utilized;
- Estimates used in testing non-financial assets for impairment including the recoverability of development costs;
- Assumptions employed in the actuarial calculation of pension and other post-retirement benefits. The cost of pensions and other post-retirement benefits earned by employees is actuarially determined using the projected unit credit method prorated on service, and the Company's best estimate of salary escalation and mortality rates. Discount rates used in actuarial calculations are based on long-term interest rates and can have a significant effect on the amount of plan liabilities and service costs. The Company employs external experts when deciding upon the appropriate estimates to use to value employee benefit plan obligations and expenses. To the extent that these estimates differ from those realized, employee benefit plan liabilities and comprehensive income will be affected in future periods;
- Revenue recognition on separately priced tooling contracts: Tooling contract prices are generally fixed; however, price changes, change orders and program cancellations may affect the ultimate amount of revenue recorded with respect to a contract. Contract costs are estimated at the time of signing the contract and are reviewed at each reporting date. Adjustments to the original estimates of total

Martinrea International Inc.

Notes to the Consolidated Financial Statements

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

contract costs are often required as work progresses under the contract and as experience is gained, even though the scope of the work under the contract may not change. When the current estimates of total contract revenue and total contract costs indicate a loss, a provision for the entire loss on the contract is made. Factors that are considered in arriving at the forecasted loss on a contract include, amongst others, cost over-runs, non-reimbursable costs, change orders and potential price changes.

- Estimates used in the fair valuing of stock option grants. These estimates include assumptions about the volatility of the Company's stock, forfeiture rates, and expected life of the options.

Information about significant areas of critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements relate to the following (judgements made are disclosed in individual notes throughout the financial statements where relevant):

- Accounting for provisions including assessments of possible legal and tax contingencies, restructuring and onerous contracts. Whether a present obligation is probable or not requires judgement. The nature and type of risks for these provisions differ and judgement is applied regarding the nature and extent of obligations in deciding if an outflow of resources is probable or not.
- Accounting for development costs – judgement is required to assess the division of activities between research and development, technical and commercial feasibility, and the availability of future economic benefit.
- Acquisitions – at initial recognition and subsequent remeasurement, judgements are made both for key assumptions in the purchase price allocation for each acquisition and regarding impairment indicators in the subsequent period. The purchase price is assigned to the identifiable assets, liabilities, and contingent liabilities based on fair values for those assets. Any remaining excess value is reported as goodwill. This allocation requires judgement as well as the definition of cash generating units for impairment testing purposes. Other judgements might result in significantly different results and financial position in the future.

The decisions made by the Company in each instance are set out under the various accounting policies in these notes.

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Company.

(ii) Transactions eliminated on consolidation

Intra-Company balances and transactions, and any unrealized income and expenses arising from intra-Company transactions, are eliminated in preparing the consolidated financial statements.

(iii) Business combinations

For every business combination, the Company identifies the acquirer, which is the combining entity that obtains control of the other combining entities or businesses. Control exists when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Company takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgement is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Non-controlling interest:

The Company measures, on a transaction-by-transaction basis, any non-controlling interest at fair value at the acquisition date, or at its proportionate interest in the identifiable assets and liabilities of the acquiree.

Martinrea International Inc.

Notes to the Consolidated Financial Statements

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

Measuring goodwill:

In a business combination, the Company measures goodwill as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquired entity, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as at the acquisition date.

Consideration transferred includes the fair values of the assets transferred, including cash, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company. Consideration transferred also includes contingent consideration and share-based payment awards exchanged in the business combination. Payments that effectively settle pre-existing relationships between the Company and the acquiree, payments to compensate employees or former owners for future services, and a reimbursement of transaction costs incurred by the acquiree on behalf of the Company are not accounted for as part of the business combination.

Transaction costs that the Company incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees, are excluded from acquisition accounting, and are expensed as incurred.

Contingent liabilities:

Contingent liabilities that are present obligations that arose from past events are recognized at fair value at the acquisition date. Future changes in acquisition date contingent liabilities are recorded in earnings.

Put option held by non-controlling shareholder:

The Company recognizes a liability measured at fair value for a written-put option when a non-controlling shareholder has the right to require the Company to acquire its shareholdings. Based on the facts and circumstances of each put option, the liability will either replace the non-controlling interest balance or be recorded with an offset to other equity. Fair value is measured as the present value of the exercise price of the option or of the forward price. Subsequent changes in the carrying amount of the liability, including accretion and foreign exchange, are recognized within other equity.

(b) Foreign currency

Each subsidiary of the Company maintains its accounting records in its functional currency. A subsidiary's functional currency is the currency of the principal economic environment in which it operates.

(i) Foreign currency transactions

Transactions carried out in foreign currencies are translated using the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in a foreign currency at the reporting date are translated at the exchange rate at that date. The foreign currency gain or loss on such monetary items is recognized as income or expense for the period. Non-monetary assets and liabilities denominated in a foreign currency are translated at the historical exchange rate prevailing at the transaction date.

(ii) Translation of financial statements of foreign operations

The assets and liabilities of subsidiaries whose functional currency is not the Canadian dollar are translated into Canadian dollars at the exchange rate prevailing at the reporting date. The income and expenses of foreign operations whose functional currency is not the Canadian dollar are translated to Canadian dollars at the exchange rate prevailing on the date of transaction.

Foreign currency differences on translation are recognized in other comprehensive income in the cumulative translation account net of income tax.

(c) Financial instruments

(i) Non-derivative financial assets

The Company initially recognizes loans and receivables and deposits at fair value on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognized initially at fair value on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Martinrea International Inc.

Notes to the Consolidated Financial Statements

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

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company has the following non-derivative financial assets:

Financial assets at fair value through profit or loss:

Financial assets are designated at fair value through profit or loss if the Company manages such asset and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss.

Financial assets at fair value through profit or loss consist of cash and cash equivalents.

Cash and cash equivalents comprise cash balances and highly liquid investments with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

Loans and receivables:

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Loans and receivables consist of trade and other receivables.

(ii) Non-derivative financial liabilities

The Company has the following non-derivative financial liabilities: long term debt and trade and other payables.

The Company initially recognizes debt and subordinated liabilities at fair value on the date that they are originated plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. Trade and other payables are recognized initially on the trade date at which time the Company becomes a party to the contractual provisions of the instrument and subsequently at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

(iii) 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 are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value with changes in fair value being recognized immediately in profit or loss. The Company does not currently apply hedge accounting.

(d) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes the cost of material and labour and other costs directly attributable to bringing the asset to a working condition for its intended use.

Martinrea International Inc.

Notes to the Consolidated Financial Statements

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

When significant components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Certain tooling is produced or purchased specifically for the purpose of manufacturing parts for customer orders, which are either a) not sold to the customer, or b) paid for by the customer on delivery of each part, without the customer guaranteeing full financing of the costs incurred. In accordance with IAS 16, this tooling is recognized as property, plant and equipment. It is depreciated to match the lesser of estimated useful life and life of the program.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within profit or loss.

The Company capitalizes borrowing costs directly attributable to the acquisition, construction or production of qualifying property, plant and equipment as part of the cost of that asset, if applicable. Capitalized borrowing costs are amortized over the useful life of the related asset.

(ii) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. Maintenance and repair costs are expensed as incurred, except where they serve to increase productivity or to prolong the useful life of an asset, in which case they are capitalized.

(iii) Depreciation

Depreciation is recognized in profit or loss over the estimated useful life of each item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

Depreciation is provided for at the following basis and rates:

	Basis	Rate
Buildings	Declining balance	4%
Leasehold improvements	Straight line	Lesser of estimated useful life and lease term
Manufacturing equipment	Declining balance and straight line	7% to 20%
Tooling and fixtures	Straight line	Lesser of estimated useful life and life of program
Other	Declining balance and straight line	20% to 30%

Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(e) Intangible assets

The Company's intangible assets are composed of customer contracts acquired in previous acquisitions and development costs.

(i) Customer contracts and relationships:

Customer contracts and relationships have a finite useful life and are amortized over their estimated economic life of up to 10 years on a straight line basis which approximates a basis consistent with the contract value initially established upon acquisition.

(ii) Research and development:

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development costs are capitalized only if:

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- the development costs can be measured reliably,
- the product or process is technically and commercially feasible,
- the future economic benefits are probable, and
- the Company intends to and has sufficient resources to complete the development and to use or sell the asset.

Capitalized development costs correspond to projects for specific customer applications that draw on approved generic standards or technologies already applied in production. These projects are analyzed on a case-by-case basis to ensure they meet the criteria for capitalization as described above. Development costs are subsequently amortized over the life of the program from the start of production. Amortization of development costs is recognized in research and development costs in the statements of operations.

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognized in profit or loss when incurred.

(f) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other direct costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads, including depreciation, based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. In determining the net realizable value, the Company considers factors such as yield, turnover, expected future demand and past experience. Impairment losses are recognized on the basis of the net realizable value.

(g) Impairment

(i) Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

All impairment losses are recognized in profit or loss. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized in profit or loss.

(ii) Non-financial assets

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit ("CGU") is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. Fair value less costs to sell is the amount obtainable from the sale of an asset or CGU in an arm's-length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets.

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An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to the carrying amounts of the assets in the unit (group of units).

In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(h) Pensions and other post-retirement benefits

The Company's liability for pensions and other post-retirement benefits is based on valuations performed by independent actuaries using the projected unit credit method. These valuations incorporate both financial assumptions (discount rate, and changes in salaries and medical costs) and demographic assumptions, including rate of employee turnover, retirement age and life expectancy.

The liability for pensions and other post-retirement benefits is equal to the present value of the Company's future benefit obligation less, where appropriate, the fair value of plan assets in funds allocated to finance such benefits. The effects of differences between previous actuarial assumptions and what has actually occurred (experience adjustments) and the effect of changes in actuarial assumptions (assumption adjustments) give rise to actuarial gains and losses. The Company recognizes all actuarial gains and losses arising from defined benefit plans immediately in accumulated deficit through other comprehensive income.

(i) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the Company expects some or all of the provision to be reimbursed, the reimbursement is recognized as a separate asset when reimbursement is virtually certain. Commitments resulting from restructuring plans are recognized when an entity has a detailed formal plan and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features.

A provision for onerous contracts is recognized when the unavoidable costs to meet an obligation exceeds the future economic benefits expected to be earned under the contract. Provisions for onerous contracts are reversed over time as the contracts are fulfilled or when the contracts are no longer onerous.

When the effect of the time value of money is material, the amount of the provision is discounted using a rate that reflects the market's current assessment of this value and the risks specific to the liability concerned. The increase in the provision related to the passage of time is recognized through profit and loss in other finance income.

(j) Revenue recognition

Sales primarily include sales of finished goods and tooling revenues. Sales of finished goods and tooling revenues are recognized at the date on which the Company transfers substantially all the risks and rewards of ownership to the buyer, retains neither continuing managerial involvement nor effective control over the goods sold, and meets other revenue recognition criteria in accordance with IFRS. This generally corresponds to when the goods are shipped or, in the case of the sale of tooling, when the tool has been inspected and accepted by the customer.

(k) Finance income and finance expense

Finance income comprises interest income on funds invested, changes in the fair value of financial assets at fair value through profit or loss, and gains on hedging instruments that are recognized in profit or loss. Interest income is recognized as it accrues in profit or loss, using the effective interest method.

Finance expense is comprised of interest expense on long-term debt, amortization of deferred financing costs, unwinding of the discount on provisions, changes in the fair value of financial assets at fair value through profit or loss, and losses on hedging instruments that are recognized in profit or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

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Foreign currency gains and losses are reported on a net basis.

(l) **Income tax**

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the balance sheet method, with respect to temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(m) **Guarantees**

The Company accounts for guarantees in accordance with IAS 39, *Financial Instruments, Recognition and Measurement* ("IAS 39"). A guarantee is a contract (including indemnity) that contingently requires the Company to make payments to the guaranteed party based on (i) changes in an underlying interest rate, foreign exchange rate, equity or commodity instrument, index or other variable, that is related to an asset, liability or equity security of the counterparty, (ii) failure of another party to perform under an obligating agreement or (iii) failure of a third party to pay indebtedness when due.

Under IAS 39, guarantees are fair valued upon initial recognition. Subsequent to initial recognition, the guarantees are re-measured at the higher of (i) the amount determined in accordance with IAS 37, *Provisions, Contingent Liabilities, and Contingent Assets* and (ii) the amount initially recognized less cumulative amortization.

(n) **Share-based payments**

The Company accounts for all stock-based payments to employees and non-employees using the fair value based method of accounting. The Company measures the compensation cost of stock-based option awards to employees at the grant date using the Black-Scholes option pricing model to determine the fair value of the options. The stock-based compensation cost of the options is recognized as stock-based compensation expense over the relevant vesting period of the stock options.

(o) **Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all dilutive potential common shares, which comprise share options granted to employees.

(p) **Segment reporting**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

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(q) Recently adopted accounting standards

The Company has adopted the new and amended IFRS pronouncements listed below as at January 1, 2015, in accordance with the transitional provisions outlined in the respective standards.

IAS 38, Intangible Assets and IAS 16, Property, Plant and Equipment

Effective January 1, 2015, the Company adopted amendments made to IAS 38, *Intangible Assets* and IAS 16, *Property, Plant and Equipment*. The amendments to these standards introduced a rebuttable presumption that the use of revenue-based amortization methods is inappropriate.

The adoption of these amended standards did not have a significant impact on the consolidated financial statements in the current or comparative periods.

(r) Recently issued accounting standards

The IASB issued the following new standards and amendments to existing standards:

IFRS 15, Revenue from Contracts with Customer (IFRS 15) – In May 2014, the IASB issued IFRS 15 which introduces a single model for recognizing revenue from contracts with customers except leases, financial instruments and insurance contracts. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. The new standard will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively and improve guidance for multiple-element arrangements. The standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 9, Financial Instruments (IFRS 9) – In July 2014, the IASB issued the final publication of the IFRS 9 standard, superseding IAS 39 Financial Instruments: Recognition and Measurement standard. IFRS 9 establishes principles for the reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. The standard is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

Amendments to IFRS 11, Joint Arrangements (IFRS 11) – In May 2014, the IASB issued an amendment to this standard requiring business combination accounting to be applied to acquisitions of interests in a joint operation that constitute a business. The amendment is effective for annual periods beginning on or after January 1, 2016.

IFRS 16, Leases (IFRS 16) – 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 assessing the impact of these standards, if any, on the consolidated financial statements.

3. CHANGES IN OWNERSHIP INTEREST

On July 29, 2011, the Company purchased a controlling interest in the assets of Honsel AG, a German-based leading supplier of aluminum components for the automotive and industrial sectors, forming the Martinrea Honsel Group. The Company partnered with Anchorage Capital Group L.L.C. ("Anchorage") in the transaction, acquiring 55%, with Anchorage acquiring the remaining 45%.

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As part of the transaction the Company granted Anchorage a put option which, if exercised, would have required the Company to purchase Anchorage's 45% interest in Martinrea Honsel. The put option would have become effective on April 1, 2015 with an expiry date of October 1, 2017. The put option provided a formula for determining the purchase price of the shares, designed to estimate the fair value of the non-controlling interest at the time the option is exercised. The put option provided an arbitration mechanism in the event that the two parties were unable to agree on the ultimate price.

On August 7, 2014, prior to the put option becoming exercisable, Martinrea acquired from Anchorage the remaining 45% equity interest in the Martinrea Honsel Group for a negotiated purchase price of €160,000 (\$235,667 Canadian). Effective August 7, 2014, the Martinrea Honsel Group became wholly owned by Martinrea. The transaction resulted in the carrying value of the put option liability on the date of the transaction being reversed out of other equity and the carrying amount of Anchorage's share of equity in Martinrea Honsel being reversed from non-controlling interest. The \$127,198 difference of the consideration paid and the carrying amount of the non-controlling interest at the date of the transaction was recognized in accumulated deficit.

4. TRADE AND OTHER RECEIVABLES

	December 31, 2015	December 31, 2014
Trade receivables	\$ 567,704	\$ 501,962
VAT and other receivables	18,320	18,882
	\$ 586,024	\$ 520,844

The Company's exposures to credit and currency risks, and impairment losses related to trade and other receivables, are disclosed in note 20.

5. INVENTORIES

	December 31, 2015	December 31, 2014
Raw materials	\$ 168,246	\$ 145,817
Work in progress	44,346	43,895
Finished goods	45,898	55,173
Tooling work in progress and other inventory	98,479	68,551
	\$ 356,969	\$ 313,436

6. SALE OF ASSETS AND LIABILITIES HELD FOR SALE

During the second quarter ended June 30, 2015, certain assets and liabilities of the Company's operating facility in Soest, Germany were transferred to assets held for sale. The Soest facility specializes in aluminum extrusions which the Company determined was not core to the strategy of the overall business going forward. The agreement to sell the Soest facility was closed on August 31, 2015. The net assets of the facility were sold for proceeds of \$20,638 (€14,588) resulting in a pre-tax loss on sale of \$370 (€257).

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7. PROPERTY, PLANT AND EQUIPMENT

	December 31, 2015			December 31, 2014		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Land and buildings	\$ 151,354	\$ (38,031)	\$ 113,323	\$ 135,782	\$ (30,365)	\$ 105,417
Leasehold improvements	54,861	(30,257)	24,604	44,756	(24,198)	20,558
Manufacturing equipment	1,552,322	(771,572)	780,750	1,252,106	(588,639)	663,467
Tooling and fixtures	39,286	(33,543)	5,743	35,977	(29,664)	6,313
Other assets	37,262	(19,326)	17,936	28,349	(14,525)	13,824
Construction in progress and spare parts	259,806	-	259,806	175,102	-	175,102
	\$ 2,094,891	\$ (892,729)	\$ 1,202,162	\$ 1,672,072	\$ (687,391)	\$ 984,681

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, 2013	\$ 99,865	\$ 20,134	\$ 593,480	\$ 5,333	\$ 13,650	\$ 115,086	\$ 847,548
Additions	1,436	156	3,957	-	321	197,931	203,801
Disposals	(828)	-	(697)	(284)	(84)	(75)	(1,968)
Depreciation	(4,142)	(3,290)	(96,511)	(3,343)	(3,497)	-	(110,783)
Transfers from construction in progress and spare parts	3,814	2,505	128,252	4,314	3,022	(141,907)	-
Foreign currency translation adjustment	5,272	1,053	34,986	293	412	4,067	46,083
Net as of December 31, 2014	\$ 105,417	\$ 20,558	\$ 663,467	\$ 6,313	\$ 13,824	\$ 175,102	\$ 984,681
Additions	-	563	5,837	-	1,019	207,800	215,219
Sale of assets held for sale (note 6)	(1,165)	-	(3,552)	(955)	(183)	-	(5,855)
Disposals	-	-	(1,604)	(157)	(29)	(657)	(2,447)
Depreciation	(3,782)	(3,894)	(111,482)	(2,120)	(3,594)	-	(124,872)
Transfers from construction in progress and spare parts	307	5,060	137,712	1,866	5,242	(150,187)	-
Foreign currency translation adjustment	12,546	2,317	90,372	796	1,657	27,748	135,436
Net as of December 31, 2015	\$ 113,323	\$ 24,604	\$ 780,750	\$ 5,743	\$ 17,936	\$ 259,806	\$ 1,202,162

The Company has entered into certain asset-backed financing arrangements that were structured as sale-and-leaseback transactions. At December 31, 2015, the carrying value of property, plant and equipment under such arrangements was \$32,834 (December 31, 2014 – \$35,736). The corresponding amounts owing are reflected within long-term debt (note 11).

8. INTANGIBLE ASSETS

	December 31, 2015			December 31, 2014		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Customer contracts and relationships	\$ 62,556	\$ (51,783)	\$ 10,773	\$ 60,644	\$ (48,848)	\$ 11,796
Development costs	129,906	(57,089)	72,817	97,261	(37,251)	60,010
	\$ 192,462	\$ (108,872)	\$ 83,590	\$ 157,905	\$ (86,099)	\$ 71,806

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Movement in intangible assets is summarized as follows:

	Customer contracts and relationships	Development costs	Total
Net balance at December 31, 2013	\$ 13,988	\$ 45,652	\$ 59,640
Additions	-	20,476	20,476
Amortization	(2,485)	(9,033)	(11,518)
Foreign currency translation adjustment	293	2,915	3,208
Net balance at December 31, 2014	\$ 11,796	\$ 60,010	\$ 71,806
Additions	-	15,193	15,193
Amortization	(2,134)	(12,104)	(14,238)
Foreign currency translation adjustment	1,111	9,718	10,829
Net balance at December 31, 2015	\$ 10,773	\$ 72,817	\$ 83,590

9. TRADE AND OTHER PAYABLES

	December 31, 2015	December 31, 2014
Trade accounts payable and accrued liabilities	\$ 742,962	\$ 645,853
Foreign exchange forward contracts (note 20(d))	134	9
	\$ 743,096	\$ 645,862

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in note 20.

10. PROVISIONS

	Restructuring (a)	Claims and Litigations (b)	Onerous Contracts (c)	Total
Net as of December 31, 2013	\$ 3,348	\$ 1,707	\$ 1,307	\$ 6,362
Net additions	3,542	546	-	4,088
Amounts used during the period	(3,102)	(450)	(1,291)	(4,843)
Foreign currency translation adjustment	(36)	(51)	(16)	(103)
Net as of December 31, 2014	\$ 3,752	\$ 1,752	\$ -	\$ 5,504
Net additions	15,337	1,412	-	16,749
Amounts used during the period	(5,633)	(1,339)	-	(6,972)
Foreign currency translation adjustment	570	(253)	-	317
Net as of December 31, 2015	\$ 14,026	\$ 1,572	\$ -	\$ 15,598

Based on estimated cash outflows, all provisions as at December 31, 2015 and 2014 are presented on the consolidated balance sheet as current.

(a) Restructuring

As part of the acquisition of Honsel in 2011 as described in note 3, a certain level of restructuring was contemplated, in particular, at the Company's German facility in Meschede. The restructuring accrual as at December 31, 2013 and \$1,054 of the accrual as at December 31, 2014 relates to restructuring activities undertaken in Meschede primarily for employee related severance. Additional restructuring costs in Martinrea Honsel in the form of employee related severance of \$15,337 were incurred during 2015 (\$15,007 in Meschede, Germany and \$330 in Brazil).

Additions to the restructuring accrual in 2014 of \$3,542 represent employee related severance relating to the rightsizing of two manufacturing facilities in Ontario.

(b) Claims and litigation

In the normal course of business, the Company may be involved in disputes with its suppliers, former employees or other third parties. Where

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the Company has determined that there is a probable loss that is expected from claims or litigation related to past events, a provision is recorded to cover the related risks associated with these disputes. To the best of the Company's knowledge, there are no claims or litigation in progress or pending that are likely to have a material impact on the Company's consolidated financial position.

(c) Onerous contracts

An onerous contract is a contract in which the unavoidable costs to meet the obligation exceed the future economic benefits expected to be earned under it. As part of the valuation of the assets and liabilities assumed in the acquisition of Honsel, certain sales contracts were determined to be onerous. As such, the present value of the future net obligation of these contracts was recorded as a provision and has been reversed over time as the contracts were fulfilled or when the contracts were no longer considered onerous.

11. 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 20.

	December 31, 2015	December 31, 2014
Banking facility	\$ 574,818	\$ 547,090
Equipment loans	142,194	145,109
Other bank loans	-	243
	717,012	692,442
Current portion	(43,399)	(37,526)
	\$ 673,613	\$ 654,916

Terms and conditions of outstanding loans as at December 31, 2015, in Canadian dollar equivalents, are as follows:

	Currency	Nominal interest rate	Year of maturity	December 31, 2015 Carrying amount	December 31, 2014 Carrying amount
Banking facility	USD	LIBOR+2.0%	2018	304,480	272,624
	CAD	BA+2.0%	2018	\$ 270,338	\$ 274,466
Equipment loans	USD	4.25%	2018	42,926	46,742
	EUR	2.54%	2025	15,537	-
	EUR	3.06%	2024	16,267	15,195
	EUR	4.93%	2023	15,509	14,735
	USD	4.25%	2017	14,100	18,846
	USD	7.36%	2017	12,319	14,948
	EUR	3.37%	2017	7,988	13,806
	EUR	3.35%	2019	5,419	5,615
	EUR	4.34%	2025	3,225	-
	USD	3.89%	2016	3,136	6,405
	USD	3.99%	2017	2,642	4,176
	USD	3.65%	2016	1,032	1,982
	EUR	1.36%	2021	902	-
	USD	4.69%	2017	619	1,013
	EUR	0.26%	2025	352	-
BRL	5.00%	2020	221	336	
BRL	11.88%	2015	-	1,310	
Other bank loans	BRL	14.00%	2015	-	243
				\$ 717,012	\$ 692,442

On August 6, 2014, the Company's banking facility was amended to increase the total available revolving credit lines under the facility and add two new banks to the lending syndicate. The increase in credit lines facilitated the purchase of the 45% minority interest in Martinrea Honsel as described in note 3. The primary terms of the amended banking facility, with a syndicate of nine banks, are as follows:

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- available revolving credit lines of \$300 million and US \$350 million;
- available asset-backed 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 \$100 million;
- pricing terms at market rates; and
- a maturity date of August 2018.

As at December 31, 2015, the Company has drawn US\$220,000 (December 31, 2014 - US\$235,000) on the U.S. revolving credit line and drawn \$273,000 (December 31, 2014 - \$278,000) on the Canadian revolving credit line. At December 31, 2015, the weighted average effective rate of the banking facility credit lines was 2.9% (December 31, 2014 - 3.3%). The facility requires the maintenance of certain financial ratios with which the Company was in compliance as at December 31, 2015.

Deferred financing fees of \$2,994 (December 31, 2014 - \$4,155) have been netted against the carrying amount of the long term debt.

During 2015, the Company finalized the following equipment financing arrangements with the corresponding equipment acting as security:

- a ten year equipment loan in the amount of € 10,338 (\$15,537) at a fixed interest rate of 2.54% with scheduled repayments starting in 2019;
- a ten year equipment loan in the amount of € 2,146 (\$3,225) at a fixed interest rate of 4.34% with scheduled repayments starting in 2019;
- a five year equipment loan in the amount of € 600 (\$902) at a fixed interest rate of 1.36% with scheduled repayments starting in 2017; and
- a five year equipment loan in the amount of € 234 (\$352) at a fixed interest rate of 0.26% with scheduled repayments starting in 2018.

Future annual minimum principal repayments are as follows:

Within one year	\$	43,399
One to two years		30,654
Two to three years		596,121
Three to four years		3,784
Thereafter		43,054
	\$	717,012

12. PENSIONS AND OTHER POST-RETIREMENT BENEFITS

The Company has defined benefit and non-pension post-retirement benefit plans in Canada, the United States and Germany. The defined benefit plans provide pensions based on years of service, years of contributions and earnings. The post-retirement benefit plans provide for the reimbursement of certain medical costs.

The plans are governed by the pension laws of the jurisdiction in which they are registered. The Company's pension funding policy is to contribute amounts sufficient, at minimum, to meet local statutory funding requirements. Local regulatory bodies either define minimum funding requirements or approve funding plans submitted by the Company. From time to time the Company may make additional discretionary contributions taking into account actuarial assessments and other factors. Actuarial valuations for the Company's defined benefit pension plans are completed based on the regulations in place in the jurisdictions where the plans operate.

The assets of the defined benefit pension plans are held in segregated accounts isolated from the Company's assets. The plans are administered pursuant to applicable regulations, investment policies and procedures and to the mandate of an established pension committee. The pension committee oversees the administration of the pension plans, which include the following principal areas:

- Overseeing the funding, administration, communication and investment management of the plans;
- Selecting and monitoring the performance of all third parties performing duties in respect of the plans, including audit, actuarial and investment management services;
- Proposing, considering and approving amendments to the defined benefit pension plans;
- Proposing, considering and approving amendments of the investment policies and procedures;
- Reviewing actuarial reports prepared in respect of the administration of the defined benefit pension plans; and
- Reviewing and approving the audited financial statements of the defined benefit pension plan funds.

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The assets of the defined benefit pension plans are invested and managed following all applicable regulations and investment policies and procedures, and reflect the characteristics and asset mix of each defined benefit pension plan. Investment and market return risk is managed by:

- Contracting professional investment managers to execute the investment strategy following the investment policies and procedures and regulatory requirements;
- Specifying the kinds of investments that can be held in plans and monitoring compliance;
- Using asset allocation and diversification strategies; and
- Purchasing annuities from time to time.

The pension plans are exposed to market risks such as changes in interest rates, inflation and fluctuations in investment values. The plans are also exposed to non-financial risks in the nature of membership mortality, demographic changes and regulatory change.

Information about the Company's defined benefit plans as at December 31, in aggregate, is as follows:

Accrued benefit obligation:

	Other post-retirement benefits		December 31, 2015		Other post-retirement benefits		December 31, 2014					
		Pensions				Pensions						
Balance, beginning of the year	\$	(49,367)	\$	(58,560)	\$	(107,927)	\$	(41,804)	\$	(47,217)	\$	(89,021)
Benefits paid by the plan		1,886		1,903		3,789		1,671		2,541		4,212
Current service costs		(168)		(1,926)		(2,094)		(181)		(2,182)		(2,363)
Interest costs		(1,960)		(2,276)		(4,236)		(1,949)		(2,177)		(4,126)
Actuarial gains/(losses) - experience		(118)		289		171		1,158		1,260		2,418
Actuarial gains/(losses) - demographic experience		460		542		1,002		(2,136)		(1,618)		(3,754)
Actuarial gains/(losses) - financial assumptions		4,500		1,600		6,100		(5,056)		(7,646)		(12,702)
Transfers		-		(2)		(2)		-		(431)		(431)
Curtailment		-		-		-		547		-		547
Settlements		253		581		834		-		419		419
Foreign exchange translation adjustment		(4,230)		(5,204)		(9,434)		(1,617)		(1,509)		(3,126)
Balance, end of year	\$	(48,744)	\$	(63,053)	\$	(111,797)	\$	(49,367)	\$	(58,560)	\$	(107,927)

Plan Assets:

	Other post-retirement benefits		December 31, 2015		Other post-retirement benefits		December 31, 2014					
		Pensions				Pensions						
Fair value, beginning of the year	\$	-	\$	45,370	\$	45,370	\$	-	\$	43,751	\$	43,751
Contributions paid into the plans		1,886		2,321		4,207		1,671		2,227		3,898
Benefits paid by the plans		(1,886)		(1,903)		(3,789)		(1,671)		(2,541)		(4,212)
Transfers		-		2		2		-		429		429
Settlements		-		-		-		-		(452)		(452)
Interest income		-		1,869		1,869		-		2,106		2,106
Administrative costs		-		(56)		(56)		-		(199)		(199)
Remeasurements, return on plan assets recognized in other comprehensive income		-		(6,776)		(6,776)		-		(1,385)		(1,385)
Foreign exchange translation adjustment		-		3,418		3,418		-		1,434		1,434
Fair value, end of year	\$	-	\$	44,245	\$	44,245	\$	-	\$	45,370	\$	45,370
Accrued benefit liability, end of year		(48,744)		(18,808)		(67,552)		(49,367)		(13,190)		(62,557)

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Pension benefit expense recognized in net income:

	Other post-retirement benefits		Year ended December 31, 2015		Other post-retirement benefits		Year ended December 31, 2014	
		Pensions				Pensions		
Current service costs	\$ 168	\$ 1,926	\$ 2,094	\$ 181	\$ 2,182	\$ 2,363		
Net interest cost	1,960	407	2,367	1,949	71	2,020		
Administrative costs	-	56	56	-	199	199		
Curtailment/Settlements*	(253)	-	(253)	(547)	33	(514)		
Net benefit plan expense	\$ 1,875	\$ 2,389	\$ 4,264	\$ 1,583	\$ 2,485	\$ 4,068		

*As described in note 6, certain assets and liabilities of the Company's operating facility in Soest, Germany were sold in the third quarter of 2015. As part of that sale, the pension liability associated with the Soest facility was also transferred to the buyer resulting in a settlement gain of \$581 which has been recorded as part of the loss on sale of assets and liabilities held for sale.

Amounts recognized in other comprehensive income(loss) (before income taxes):

	Year ended December 31, 2015	Year ended December 31, 2014
Actuarial gains/(losses)	\$ 497	\$ (15,423)

Plan assets are primarily composed of pooled funds that invest in fixed income and equities, common stocks and bonds that are actively traded. Plan assets are composed of:

Description	December 31, 2015	December 31, 2014
Cash	0.0%	0.9%
Equity	85.7%	87.4%
Debt securities	14.3%	11.7%
	100.0%	100.0%

The defined benefit obligation and plan assets are composed by country as follows:

	Year ended December 31, 2015				Year ended December 31, 2014			
	Canada	USA	Germany	Total	Canada	USA	Germany	Total
Present value of funded obligations	\$ (26,520)	\$ (29,138)	\$ -	\$ (55,658)	\$ (25,568)	\$ (25,891)	\$ -	\$ (51,459)
Fair value of plan assets	23,085	21,160	-	44,245	27,693	17,677	-	45,370
Funding status of funded obligations	(3,435)	(7,978)	-	(11,413)	2,125	(8,214)	-	(6,089)
Present value of unfunded obligations	(26,867)	(23,775)	(5,497)	(56,139)	(26,907)	(24,379)	(5,182)	(56,468)
Total funded status of obligations	\$ (30,302)	\$ (31,753)	\$ (5,497)	\$ (67,552)	\$ (24,782)	\$ (32,593)	\$ (5,182)	\$ (62,557)

There are significant assumptions made in the calculations provided by the actuaries and it is the responsibility of the Company to determine which assumptions could result in a significant impact when determining the accrued benefit obligations and pension expense.

Principal actuarial assumptions, expressed as weighted averages, are summarized below:

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Weighted average actuarial assumptions:

	December 31, 2015	December 31, 2014
Defined benefit pension plans		
Discount rate used to calculate year end benefit obligation	3.9%	3.8%
Mortality table	CPM - RPP 2014 Priv	CPM - RPP 2014 Priv
Other post-employment benefit plans		
Discount rate used to calculate year end benefit obligation	4.0%	3.9%
Mortality table	CPM - RPP 2014 Priv & Blue collar w/MP	CPM - RPP 2014 Priv & Blue collar w/MP
Health care trend rates		
Initial healthcare rate	7.0%	8.5%
Ultimate healthcare rate	4.8%	5.0%

Sensitivity of Key Assumptions

In the sensitivity analysis shown below, the Company determines the defined benefit obligation using the same method used to calculate the defined benefit obligations recognized in the consolidated balance sheets. Sensitivity is calculated by changing one assumption while holding the others constant. The actual change in defined benefit obligation will likely be different from that shown in the table, since it is likely that more than one assumption will change at a time, and that some assumptions are correlated.

	Impact on defined benefit obligation			Impact on defined benefit obligation	
		December 31, 2015		December 31, 2014	
	Change in assumption	Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Pension Plans					
Discount rate	0.50%	Decrease by 7.6%	Increase by 8.6%	Decrease by 7.9%	Increase by 9.0%
Life Expectancy	1 Year	Increase by 3.01%	Decrease by 3.02%	Increase by 2.88%	Decrease by 2.98%
Other post-retirement benefits					
Discount rate	0.50%	Decrease by 6.4%	Increase by 7.2%	Decrease by 7.03%	Increase by 7.9%
Medical costs	1 Year	Increase by 11.7%	Decrease by 9.7%	Increase by 13.2%	Decrease by 10.7%

13. INCOME TAXES

The components of income tax expense are as follows:

	Year ended December 31, 2015	Year ended December 31, 2014
Current income tax expense	\$ 43,246	\$ 43,049
Deferred income tax expense (recovery)	(8,999)	(21,226)
Total income tax expense	\$ 34,247	\$ 21,823

Taxes on items recognized in other comprehensive income or directly in equity in 2015 and 2014 were as follows:

	Year ended December 31, 2015	Year ended December 31, 2014
Deferred tax benefit (charge) on:		
Employee benefit plan actuarial gains and losses	\$ (868)	\$ 4,372
Cumulative Translation Adjustments	(1,456)	(2,420)
	\$ (2,324)	\$ 1,952

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Reconciliation of effective tax rate:

The provision for income taxes differs from the result that would be obtained by applying statutory income tax rates to income before income taxes. This difference results from the following:

	Year ended December 31, 2015	Year ended December 31, 2014
Income before income taxes	\$ 141,420	\$ 111,239
Tax at Statutory income tax rate of 26.50% (2014 - 26.50%)	37,476	29,478
Increase (decrease) in income taxes resulting from:		
Manufacturing and processing profits deduction	(1,346)	(866)
Tax audit settlements and changes in estimates related to prior years	5,748	963
Revaluation of deferred taxes due to foreign exchange and inflation	6,292	(1,289)
Rate differences and deductions allowed in foreign jurisdictions	(1,820)	(3,629)
Current year tax losses and other assets for which no deferred tax asset is recognized	6,116	20,557
Write-down of previously recognized deferred tax assets	-	1,918
Recognition of previously unrecognized deferred tax assets	(19,319)	(27,730)
Stock-based compensation and other non deductible expenses	1,100	2,421
	\$ 34,247	\$ 21,823
Effective income tax rate applicable to earnings before income taxes	24.2%	19.6%

The movements of deferred tax assets are summarized below:

	Losses	Employee benefits	Interest and accruals	PPE and intangible assets	Other	Total
December 31, 2013	\$ 67,588	\$ 13,323	\$ 13,234	\$ 3,416	\$ 2,595	\$ 100,156
Benefit (charge) to income	21,565	(106)	(1,836)	19,566	3,854	43,043
Benefit to other comprehensive income	-	4,372	-	-	-	4,372
Translation and other	4,673	1,090	1,031	(721)	(277)	5,796
December 31, 2014	93,826	18,679	12,429	22,261	6,172	153,367
Benefit (charge) to income	13,753	551	(238)	(6,792)	(3,807)	3,467
Benefit (charge) to other comprehensive income	-	(868)	-	-	1,684	816
Translation and other	18,056	2,313	1,392	1,598	1,223	24,582
December 31, 2015	\$ 125,635	\$ 20,675	\$ 13,583	\$ 17,067	\$ 5,272	\$ 182,232

The movements of deferred tax liabilities are summarized below:

	PPE and intangible assets	Other	Total
December 31, 2013	\$ (72,650)	\$ (401)	\$ (73,051)
Benefit (charge) to income	(21,990)	173	(21,817)
Charge to other comprehensive income	-	(2,420)	(2,420)
Translation and other	(3,774)	(582)	(4,356)
December 31, 2014	(98,414)	(3,230)	(101,644)
Charge to income	4,070	1,462	5,532
Charge to other comprehensive income	-	(3,140)	(3,140)
Translation and other	(14,456)	(863)	(15,319)
December 31, 2015	\$ (108,800)	\$ (5,771)	\$ (114,571)
Net deferred asset at December 31, 2014		\$	51,723
Net deferred asset at December 31, 2015		\$	67,661

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The Company has accumulated approximately \$603,669 (2014 - \$546,725) in non-capital losses that are available to reduce taxable income in future years. If unused these losses will expire as follows:

Year		
2016-2018	\$	3,293
2019-2023		15,899
2024-2035		546,311
Indefinite		38,166
	\$	603,669

Deferred tax assets are recognized for tax loss carry-forwards to the extent that the realization of the related tax benefit through future taxable profits is probable. The ability to realize the tax benefits of these losses is dependent upon a number of factors, including the future profitability of operations in the jurisdictions in which the tax losses arose.

A deferred tax asset of \$65,017 in the United States (2014 - \$35,241) has been recorded in excess of the reversing taxable temporary differences. Income projections support the conclusion that the deferred tax asset is probable of being realized and consequently, it has been recognized.

At December 31, 2015, deferred tax assets have not been recognized in respect of the following items:

	2015	2014
Tax losses in foreign jurisdictions	\$ 93,184	\$ 94,389
Deductible temporary differences in foreign jurisdictions	1,374	1,405
Other capital items	188	190
	\$ 94,746	\$ 95,984

Deferred tax is not recognized on the unremitted earnings of foreign subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences, and it is probable that the temporary differences will not reverse in the foreseeable future. The temporary difference in respect of the amount of undistributed earnings and other differences including the outside basis difference of foreign subsidiaries is approximately \$393,311 at December 31, 2015 (December 31, 2014 - \$311,264).

14. CAPITAL STOCK

	Number	Amount
Common shares outstanding:		
Balance, December 31, 2013	84,479,704	\$ 689,975
Exercise of stock options	445,379	4,223
Balance, December 31, 2014	84,925,083	\$ 694,198
Exercise of stock options	1,449,584	15,198
Balance, December 31, 2015	86,374,667	\$ 709,396

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

Stock options:

The Company has one stock option plan for key employees. Under the plan the Company may grant options to its key employees for up to 9,000,000 shares of common stock with option room available calculated in accordance with the terms of the stock option plan. Under the plan, the exercise price of each option equals the market price of the Company's stock on the date of grant or such other date as determined in accordance with stock option plan and the policies of the Company, and the options have a maximum term of 10 years. Options are granted throughout the year and vest between zero and four years.

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

	Year ended December 31, 2015		Year ended December 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance, beginning of period	5,645,202	\$ 11.13	5,521,915	\$ 10.68
Granted during the period	150,000	13.87	692,000	11.94
Exercised during the period	(1,449,584)	7.67	(445,379)	6.79
Cancelled during the period	(5,001)	10.40	(123,334)	11.25
Balance, end of period	4,340,617	\$ 12.38	5,645,202	\$ 11.13
Options exercisable, end of period	4,090,617	\$ 12.41	5,110,202	\$ 11.10

The following is a summary of the issued and outstanding common share purchase options as at December 31, 2015:

Range of exercise price per share	Number outstanding	Date of grant	Expiry
\$6.00 - 8.99	1,149,868	2008 - 2012	2018 - 2022
\$9.00 - 9.99	100,000	2008	2018
\$10.00 - 15.99	1,300,749	2006 - 2015	2016 - 2025
\$16.00 - 17.75	1,790,000	2007	2017
Total share purchase options	4,340,617		

The table below summarizes the assumptions on a weighted average basis 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, 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.

	Year ended December 31, 2015	Year ended December 31, 2014
Expected volatility	36.87%	39.4%
Risk free interest rate	0.87%	1.4%
Expected life (years)	4	4
Dividend yield	0.87%	1.0%
Weighted average fair value of options granted	\$ 3.80	\$ 3.55

For the year ended December 31, 2015, the Company expensed \$1,384 (2014 - \$1,699) to reflect stock-based compensation expense, as derived using the Black-Scholes option valuation model.

15. EARNINGS PER SHARE

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

	Year ended December 31, 2015		Year ended December 31, 2014	
	Weighted average number of shares	Per common share amount	Weighted average number of shares	Per common share amount
Basic	85,863,135	\$ 1.25	84,614,542	\$ 0.84
Effect of dilutive securities:				
Stock options	506,194	(0.01)	900,372	(0.01)
Diluted	86,369,329	\$ 1.24	85,514,914	\$ 0.83

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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.

During 2015, 2,557,000 options (2014 - 2,407,000) were excluded from the diluted weighted average per share calculation as they were anti-dilutive.

16. RESEARCH AND DEVELOPMENT COSTS

	Year ended December 31, 2015	Year ended December 31, 2014
Research and development costs, gross	\$ 24,854	\$ 29,802
Capitalized development costs	(15,193)	(20,476)
Amortization of capitalized development costs	12,104	9,033
Net expense	\$ 21,765	\$ 18,359

17. PERSONNEL EXPENSES

The statements of operations present operating expenses by function. Operating expenses include the following personnel-related expenses:

	Note	Year ended December 31, 2015	Year ended December 31, 2014
Wages and salaries and other short-term employee benefits		\$ 842,775	\$ 775,267
Expenses related to pension and post-retirement benefits	12	4,264	4,068
Share based payments	14	1,384	1,699
		\$ 848,423	\$ 781,034

18. FINANCE EXPENSE AND OTHER FINANCE INCOME

	Year ended December 31, 2015	Year ended December 31, 2014
Debt interest, gross	\$ 28,418	\$ 25,930
Capitalized interest – at an average rate of 3.1% (2014 - 3.3 %)	(3,152)	(3,132)
Net finance expense	\$ 25,266	\$ 22,798

	Year ended December 31, 2015	Year ended December 31, 2014
Net foreign exchange gain	\$ (4,846)	\$ (1,940)
Other income, net	(79)	(197)
Other finance income	\$ (4,925)	\$ (2,137)

19. 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 significant accounting policies in note 2 of the consolidated financial statements. The Company uses segment operating income as the basis for the CODM to evaluate the performance of each of the Company's reportable segments.

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

	Year ended December 31, 2015			Year ended December 31, 2014		
	Sales	Property, plant and equipment	Operating Income	Sales	Property, plant and equipment	Operating Income
North America						
Canada	\$ 827,321	\$ 159,027	\$	\$ 818,219	\$ 162,047	
USA	1,500,913	473,643		1,384,715	401,432	
Mexico	766,229	339,124		648,436	236,156	
	\$ 3,094,463	\$ 971,794	\$ 153,201	\$ 2,851,370	\$ 799,635	\$ 89,416
Europe						
Germany	500,021	77,616		567,828	71,115	
Spain	133,963	70,058		91,505	48,779	
Slovakia	50,231	15,612		28,233	13,957	
	684,215	163,286	18,048	687,566	133,851	53,160
Rest of the World	88,093	67,082	(9,488)	59,709	51,195	(10,676)
	\$ 3,866,771	\$ 1,202,162	\$ 161,761	\$ 3,598,645	\$ 984,681	\$ 131,900

Inter-segment sales are not significant for any period presented.

20. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, 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.
- 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:

	December 31, 2015			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 28,899	\$ 28,899	\$ -	\$ -
Foreign exchange forward contracts (note 9)	\$ (134)	\$ -	\$ (134)	\$ -
	December 31, 2014			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 52,401	\$ 52,401	\$ -	\$ -
Foreign exchange forward contracts (note 9)	\$ (9)	\$ -	\$ (9)	\$ -

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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:

December 31, 2015	Fair value through profit or loss	Loans and receivables	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:					
Trade and other receivables	\$ -	\$ 586,024	\$ -	\$ 586,024	\$ 586,024
		586,024		586,024	586,024
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	(742,962)	(742,962)	(742,962)
Long-term debt	-	-	(717,012)	(717,012)	(717,012)
Foreign exchange forward contracts	(134)	-	-	(134)	(134)
	(134)	-	(1,459,974)	(1,460,108)	(1,460,108)
Net financial assets (liabilities)	\$ (134)	\$ 586,024	\$ (1,459,974)	\$ (874,084)	\$ (874,084)
December 31, 2014					
FINANCIAL ASSETS:					
Trade and other receivables	\$ -	\$ 520,844	\$ -	\$ 520,844	\$ 520,844
		520,844		520,844	520,844
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	(645,853)	(645,853)	(645,853)
Long-term debt	-	-	(692,442)	(692,442)	(692,442)
Foreign exchange forward contracts	(9)	-	-	(9)	(9)
	(9)	-	(1,338,295)	(1,338,304)	(1,338,304)
Net financial assets (liabilities)	\$ (9)	\$ 520,844	\$ (1,338,295)	\$ (817,460)	\$ (817,460)

The fair value 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.

Risk Management

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and currency risk. 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 short-term deposits 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. Approximately 85% (December 31, 2014 – 85%) of the Company's production sales are derived from seven customers. A substantial portion of the Company's accounts 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 December 31, 2015 is part of the normal payment pattern within the industry and 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.

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

	December 31, 2015		December 31, 2014	
0-60 days	\$	515,741	\$	473,337
61-90 days		22,729		15,982
Greater than 90 days		29,234		12,643
	\$	567,704	\$	501,962

(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 December 31, 2015, the Company had cash of \$28,899 and banking facilities available as discussed in note 11. 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 11.

(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 1.75%.

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

	Carrying amount			
	December 31, 2015		December 31, 2014	
Variable rate instruments	\$	574,818	\$	547,090
Fixed rate instruments		142,194		145,352
	\$	717,012	\$	692,442

Sensitivity analysis

An increase or decrease of 1.0% in all variable interest rate debt would, all else being equal, have an effect of \$5,780 (December 31, 2014 - \$4,381) on the Company's consolidated financial results for the year ended December 31, 2015.

(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 December 31, 2015, 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
Buy Euro	\$ 13,867	0.9158	1
Buy Mexican Peso	1,745	17.1900	1
Buy Japanese Yen	5	120.3500	1

The aggregate value of these forward contracts as at December 31, 2015 was a pre-tax loss of \$134 and was recorded in trade and other payables (December 31, 2014 – loss of \$9 and was recorded in trade and other payables).

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

December 31, 2015	USD		EURO		PESO		BRL		CNY	
Trade and other receivables	\$	298,727	€	60,643	\$	29,467	R\$	10,964	¥	133,003
Trade and other payables		(341,419)		(83,303)		(168,509)		(17,890)		(90,216)
Long-term debt		(275,714)		(43,381)		-		(633)		-
	\$	(318,406)	€	(66,041)	\$	(139,042)	R\$	(7,559)	¥	42,787

December 31, 2014	USD		EURO		PESO		BRL		CNY	
Trade and other receivables	\$	295,319	€	65,084	\$	17,654	R\$	15,171	¥	47,449
Trade and other payables		(357,294)		(88,788)		(60,722)		(16,376)		(24,372)
Long-term debt		(316,658)		(35,156)		-		(4,325)		-
	\$	(378,633)	€	(58,860)	\$	(43,068)	R\$	(5,530)	¥	23,077

The following summary illustrates the fluctuations in the exchange rates applied during the year ended December 31, 2015 and 2014:

	Average rate		Closing rate	
	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2015	Year ended December 31, 2014
USD	1.2607	1.0973	1.3840	1.1601
EURO	1.4130	1.4701	1.5029	1.4038
PESO	0.0806	0.0832	0.0805	0.0787
BRL	0.3956	0.4717	0.3494	0.4365
CNY	0.2013	0.1784	0.2131	0.1869

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 December 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 year ended December 31, 2015 by the amounts shown below, assuming all other variables remain constant:

	Year ended December 31, 2015	Year ended December 31, 2014
USD	\$ (3,045)	\$ 1,833
EURO	(2,417)	(7,726)
BRL	565	952
CNY	604	421
	\$ (4,293)	\$ (4,520)

A weakening of the Canadian dollar against the above currencies at December 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) 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 accumulated deficit, 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

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subject to externally imposed capital requirements and its overall strategy with respect to capital risk management remains unchanged from the prior year.

21. COMMITMENTS AND CONTINGENCIES

Commitments

The Company leases certain manufacturing facilities, office equipment and vehicles under operating leases and enters into purchase obligations in the normal course of business related to inventory, services, tooling and property, plant and equipment. The aggregate expected payments towards those obligations are as follows:

	December 31, 2015	December 31, 2014
Future minimum lease payments under operating leases	\$ 140,732	\$ 94,702
Capital and other purchase commitments (all due in less than one year)	481,448	533,147
	\$ 622,180	\$ 627,849

Future minimum lease payments under operating leases are due as follows:

	December 31, 2015	December 31, 2014
Less than one year	\$ 24,314	\$ 21,867
Between one and five years	66,004	45,925
More than five years	50,414	26,910
	\$ 140,732	\$ 94,702

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 Fundicao 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 \$62,157 (BRL \$177,898) including interest and penalties to December 31, 2015 (December 31, 2014 - \$69,067 or BRL \$158,230). 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 \$43,605 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.

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22. 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 December 31, 2015, the amount of program financing was \$85,514 (December 31, 2014 - \$17,229) 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 2015 or 2014. 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.

23. TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

Key management personnel include the Directors and the most Senior Corporate Officers of the Company that are primarily responsible for planning, directing and controlling the Company's business activities.

The compensation expense associated with key management for employee services was included in employee salaries and benefits as follows:

	Year ended December 31, 2015	Year ended December 31, 2014
Salaries, pension and other short-term employee benefits	\$ 9,556	\$ 6,868
Stock-based compensation expense	1,323	1,322
Termination benefits*	-	8,448
	\$ 10,879	\$ 16,638

*On November 1, 2014, Nick Orlando stepped down as Martinrea's President and Chief Executive Officer. Upon his departure, Nick Orlando was entitled to the termination benefit as set out in his employment contract in the aggregate amount of \$8.4 million payable over a two year period. The \$8.4 million termination benefit was set up as a liability and expensed in 2014. The liability, which amounted to \$2.3 million as at December 31, 2015, is included in trade and other payables.

24. LIST OF CONSOLIDATED ENTITIES

The following is a summary of significant direct subsidiaries of the Company:

	Country of incorporation	Ownership interest
Martinrea Metallic Canada Inc.	Canada	100%
Martinrea Automotive Systems Canada Ltd.	Canada	100%
Martinrea Automotive Inc.	Canada	100%
Royal Automotive Group Ltd.	Canada	100%
Martinrea Metal Holdings (USA), Inc.	United States of America	100%
Martinrea Pilot Acquisition Inc.	Canada	100%
Martinrea Slovakia Fluid Systems S.R.O.	Slovakia	100%
Martinrea Pilot Acquisition II LLC	United States of America	100%
Martinrea Internacional de Mexico, S.A. de C.V.	Mexico	100%
Martinrea China Holdings Inc.	Canada	100%
Martinrea Honsel Holdings B.V. ("Martinrea Honsel")*	Netherlands	100%

*As described in note 3, on August 7, 2014, Martinrea acquired the remaining 45% equity interest in Martinrea Honsel. Prior to the transaction, the Company held a 55% controlling interest in the business. Effective August 7, 2014, Martinrea Honsel is wholly owned by Martinrea.