MARTINREA INTERNATIONAL INC.

FIRST QUARTER REPORT

MARCH 31, 2014

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March 31, 2014

MESSAGE TO SHAREHOLDERS

The Company experienced record revenues and increased earnings per share in its operating results for the first quarter ended March 31, 2014, including increased contribution to earnings per share by the Martinrea Honsel operations. Our financial position remains strong and our future has never looked better.

We thank you for your ongoing support as we work hard to build our company and your company.

(Signed) *"Rob Wildeboer"*

Rob Wildeboer
Executive Chairman

MARTINREA INTERNATIONAL INC.

Releases First Quarter Results and Announces Dividend
Record Quarterly Revenues, Improving Operations

May 15, 2014 – For Immediate Release

Toronto, Ontario – Martinrea International Inc. (TSX : MRE), a leader in the production of quality metal parts, assemblies and modules and fluid management systems focused primarily on the automotive sector, announced today the release of its financial results for the first quarter ended March 31, 2014, record quarterly revenues, improving operations and a quarterly dividend.

HIGHLIGHTS

- Record Quarterly Revenues
- Quarter-over-Quarter Operational and Margin Improvement
- Record Quarter for Martinrea Honsel
- Profitability Increasing in Second Quarter
- Dividend Announced

OVERVIEW

Nick Orlando, Martinrea's President and Chief Executive Officer, stated: "We are highly focused on improving our operations everywhere, including in our metal plants in the United States, which are showing improvement in the first quarter and year to date. The first quarter results are tempered somewhat because of launch costs from several launches and the issues we experienced at our Hopkinsville plant late last year which carried over into the first quarter, but we are making progress. Many of our plants, whether doing fluids, metallic, aluminum or assembly work, are performing very well financially. In terms of new business won since our last release just a few weeks ago, we have won approximately $40 million in incremental annualized business including $25 million in incremental volume on Daimler's next generation AMG V8 engine block starting in 2016, $10 million of incremental content on Ford's CD4.3 platform in both China and North America starting in 2016 and $5 million of business for the Company's Rollstar plant for Chrysler on its minivan line starting in 2016."

Fred Di Tosto, Martinrea's Chief Financial Officer, stated: "Revenues for our first quarter, excluding tooling revenues, were approximately $838 million, within the range of our previously announced sales guidance, and a record quarter for us. In the first quarter, our adjusted earnings per share, on a basic and diluted basis, was $0.21, after adjusting for relatively low unusual items in the nature of non-insured litigation costs, and within our recently announced quarterly guidance. The Martinrea Honsel operations contributed $0.12 per share to our first quarter results, a record contribution for us. The Martinrea Honsel operations benefitted from higher revenues, resulting from higher customer demand in Europe in the first quarter, in particular in our German operations. As a result of the strong performance of Martinrea Honsel, the value of the put option on the Company's balance sheet increased by $31 million during the quarter to $186 million at March 31, 2014, demonstrating the significant increase in value we have brought to that asset. While Martinrea Honsel is expected to continue to contribute strongly to our overall business, we anticipate that the next several quarters will contribute less earnings than the first quarter, as volumes will be somewhat lower and as we enter into a period of higher launch activity on business previously won and announced."

Rob Wildeboer, Martinrea's Executive Chairman, stated: "While 2013 overall was a good year for us, we believe 2014 will be better overall. In our first quarter we started to see operational and financial improvements from the previous quarter. Most of our businesses are doing well—our aluminum and fluids businesses had strong quarters; our assembly operations are doing well; and many of our metallic plants are meeting or exceeding budget. Certain U.S. metallic plants are making the necessary improvements to operations that will improve margin. Our second quarter is expected to generate revenues for the quarter (excluding tooling revenues) in the range of $860 to $890 million and we believe our earnings per share will be in the range of 27 to 31 cents per share, one of the best quarters in our history from a financial point of view. Most of the profit improvement will come from our Martinrea Classic operations. Our Martinrea Honsel operations are anticipated to generate earnings per share in the range of 7 to 9 cents for the quarter. In summary, the future looks good for us. We are making good progress and are addressing our issues; our profitability overall is improving; our financial position is strong; we have a committed and strong independent board of directors and a dedicated team at the company focused on the future; and we will continue to improve."

RESULTS OF OPERATIONS

Martinrea currently employs over 13,000 skilled and motivated people in 38 plants in Canada, the United States, Mexico, Brazil, Europe, and China. All amounts in this press release are in Canadian dollars, unless otherwise stated; and all tabular amounts are in thousands of Canadian dollars, except earnings per share and number of shares. Additional information about the Company, including the Company's Management Discussion and Analysis of Operating Results and Financial Position for the first quarter ended March 31, 2014 ("MD&A") dated as of May 15, 2014, the Company's unaudited interim condensed consolidated financial statements for the first quarter ended March 31, 2014 (the "unaudited consolidated financial statements") and the Company's Annual Information Form for the financial year ended December 31, 2013, can be found at www.sedar.com.

Non-IFRS Measures

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). However, the Company has included certain non-IFRS financial measures and ratios in this Press Release that the Company believes will provide useful information in measuring the financial performance and financial condition of the Company. These measures do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures presented by other publicly traded companies, nor should they be construed as an alternative to the other financial measures determined in accordance with IFRS. Non-IFRS measures referred to in the analysis include "adjusted net earnings" and "adjusted earnings per share on a basic and diluted basis", and are defined in Table A under "Adjustments to Net Income" of this Press Release.

Revenue

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
North America	$ 663,664	$ 610,531	53,133	8.7%
Europe	183,653	141,811	41,842	29.5%
Rest of World	17,176	16,780	396	2.4%
Revenue	$ 864,493	$ 769,122	95,371	12.4%

The Company's consolidated revenues for the first quarter of 2014 increased by $95.4 million or 12.4% to $864.5 million as compared to $769.1 million for the first quarter of 2013. Revenues increased year-over-year across all operating segments.

Revenues for the first quarter of 2014 in the Company's North America operating segment increased by $53.1 million or 8.7% to $663.7 million from $610.5 million for the first quarter of 2013. The increase was due to an overall increase in North American OEM light vehicle production, in particular year-over-year increased production volumes on the GM Equinox/Terrain, Ford Fusion and Ford Escape, three of the Company's largest platforms, the launch of new programs during or subsequent to the first quarter of 2013, including GM's full size pick-up trucks, Chevrolet Impala and BMW X5, and the impact of foreign exchange on the translation of U.S. denominated production revenue, which had a positive impact on revenue for the first quarter of 2014 of $45.3 million. The increase in revenue was partially offset by a $29.1 million decrease in tooling revenues, which is typically dependent on the timing of tooling construction and final inspection and acceptance by the customer.

Revenues for the first quarter of 2014 in the Company's Europe operating segment, comprised predominately of the European operations of Martinrea Honsel, increased by $41.8 million or 29.5% to $183.7 million from $141.8 million for the first quarter of 2013. The increase was due to the launch of new incremental aluminum business with Jaguar Land Rover including the sub-frame and shock towers for the new Range Rover Sport; an overall year-over-year increase in European OEM light vehicle production; a $6.1 million increase in tooling revenues; an $18.7 million benefit from the impact of foreign exchange on the translation of Euro denominated production revenue; and year-over-year increased production revenues in the Company's plant in Slovakia, which continues to ramp-up and launch its backlog of business.

Revenues for the first quarter of 2014 in the Company's Rest of World operating segment, currently comprised of the Brazilian operations of Martinrea Honsel and a facility in China in its early stages, increased by $0.4 million or 2.4% to $17.2 million from $16.8 million for the first quarter of 2013. The increase can be attributed to the launch of the Company's first product in China for the Ford

CD4 program, which began to ramp up at the end of the second quarter of 2013, partially offset by a year-over-year decrease in production volumes in Brazil, the impact of foreign exchange on the translation of Brazilian Real denominated production revenue, which had a negative impact on revenue for the first quarter of 2014 of $0.8 million, and a year-over-year decrease in tooling revenue of $0.8 million.

Overall tooling revenue decreased by $23.8 million from $50.7 million for the first quarter of 2013 to $26.9 million for the first quarter of 2014.

Gross Margin

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Gross margin	$ 87,479	$ 75,715	11,764	15.5%
% of revenue	10.1%	9.8%		

The gross margin percentage for the first quarter of 2014 of 10.1% increased as a percentage of revenue by 0.3% as compared to the gross margin percentage for the first quarter of 2013 of 9.8%. The increase in gross margin as a percentage of revenue was generally due to:

- higher capacity utilization from an overall increase in year-over-year production revenues including the launch of new programs subsequent or during the first quarter of 2013 (as noted above);
- productivity and efficiency improvements at certain operating facilities, in particular the Martinrea Honsel operations in Germany;
- improved pricing on certain long-term customer contracts in the operations of Martinrea Honsel; and
- a decrease in tooling revenue which typically earns low or no margins for the Company.

These factors were partially offset by:

- an increase in integrator or assembly work which typically generates lower margins as a percentage of revenue, although return on capital tends to be higher;
- program specific launch costs related to new programs that recently launched or are set to launch and ramp up over the next few quarters including the BMW X5, Ford Transit, Ford 2.3 L aluminum engine block, Chrysler 200 and Lincoln MKC; and
- operational inefficiencies at certain operating facilities, in particular, Hopkinsville, Kentucky (see below).

The performance of the Company's operating facility in Hopkinsville, Kentucky continued to be impacted by launch costs and other operational expenses stemming from the operational issues experienced by the facility during the fourth quarter of 2013. The issues were rooted in serious equipment failures on two of the plant's large tonnage presses which has resulted in incremental premium costs as the facility deals with new program launches, customer-requested engineering changes, which have impacted productivity, and the overall ramp-up in production volumes being experienced in the automotive industry. The presses are currently operational but are not performing at optimal levels. Upgrades to the presses are planned during the 2014 summer and December holiday shutdowns in order to reduce the risk of any further failures and improve the performance of the presses. Notwithstanding the planned upgrades, progress is being made at improving efficiencies at this facility and costs are expected to subside, and margins improve, as operational improvements are made. The facility is focused on cost reduction and improving efficiency with the objective of expanding margin.

In addition to the expected productivity and efficiency improvements at certain operating facilities, in particular in Hopkinsville, Kentucky (as noted above), gross margin is expected to be positively impacted by incremental new business as the Company continues to work through the launch of a significant backlog of business over the next 36 months including the following awarded programs in addition to the programs referred to above: the next wave of Ford CD4 in Europe and North America, GM Omega aluminum engine cradle, GM 31XX (Traverse, SRX), Jaguar LandRover aluminum swivel bearing, Ford Transit, Nissan aluminum I4 engine block, Daimler aluminum transmission casing and engine cradle for the VW Golf.

Adjustments To Net Earnings
(Attributable to Equity Holders of the Company)

Adjusted net earnings exclude certain unusual items, as set out in the table below and described in the notes thereto. Management uses adjusted earnings as a measurement of operating performance of the Company and believes that, in conjunction with IFRS measures, it provides useful information about the financial performance and condition of the Company.

TABLE A

	Three months ended March 31, 2014 (a)	Three months ended March 31, 2013 (b)	(a-b) Change
NET EARNINGS (A)	**$16,691**	**$19,888**	**$(3,197)**
Add back - Unusual Items:			
External legal and forensic accounting costs related to litigation **(1)**	1,153	-	1,153
TOTAL UNUSUAL ITEMS BEFORE TAX	**$1,153**	**-**	**$1,153**
Tax impact of above item	(288)	-	(288)
TOTAL UNUSUAL ITEMS AFTER TAX (B)	**$865**	**-**	**$865**
ADJUSTED NET EARNINGS (A + B)	**$17,556**	**$19,888**	**$(2,332)**
Number of Shares Outstanding – Basic (‘000)	84,480	83,757	
Adjusted Basic Net Earnings Per Share	$0.21	$0.24	
Number of Shares Outstanding – Diluted (‘000)	85,044	84,364	
Adjusted Diluted Net Earnings Per Share	$0.21	$0.24	

(1) External Legal and Forensic Accounting Costs Related to Litigation

As previously disclosed, on September 26, 2013, a former director of the Company filed a statement of claim against the Company making certain allegations against the Company, certain directors and officers, and two Martinrea suppliers. Supervision of the litigation has been delegated to a Special Committee of the Board. Legal counsel has been retained to advise the Special Committee with respect to litigation and legal matters. The Special Committee has retained PricewaterhouseCoopers LLP as its independent financial experts to provide such financial and accounting advice and forensic services as the Special Committee may deem appropriate.

In addition, the Company and certain of its officers and directors have been served with a Notice of Action and Statement of Claim that was filed in Windsor, Ontario by an alleged shareholder (the “Statement of Claim”). In the Statement of Claim, the plaintiff seeks, among other things: an order certifying the proceeding as a class proceeding; a declaration that the defendants made negligent misrepresentations in the time period from March 6, 2006 to December 18, 2013 by representing that the Company’s financial statements were prepared in accordance with GAAP and/or IFRS; an order granting leave to amend the claim to assert causes of action under the secondary market liability provisions of the Securities Act (Ontario); and special and general damages and costs of notice in the class action in the sum of $100 million.

The costs added back for adjusted net income purposes reflects the legal and forensic accounting costs incurred by the Company in relation to these matters that are not covered by insurance (recorded in SG&A expense). Further amounts related to the costs expensed to date may be recovered from the Company’s insurance providers upon completion of their review of the costs incurred.

Net Earnings
(Attributable to Equity Holders of the Company)

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

		Three months ended March 31, 2014		Three months ended March 31, 2013	$ Change	% Change
Net Earnings	$	16,691	$	19,888	(3,197)	(16.1%)
Adjusted net earnings	$	17,556	$	19,888	(2,332)	(11.7%)
Net Earnings per common share						
Basic	$	0.20	$	0.24		
Diluted	$	0.20	$	0.24		
Adjusted Net Earnings per common share						
Basic	$	0.21	$	0.24		
Diluted	$	0.21	$	0.24		

Net earnings, before adjustments, for the first quarter of 2014 decreased by $3.2 million to $16.7 million from $19.9 million for the first quarter of 2013. Excluding $1.2 million in external legal and forensic accounting costs related to litigation incurred during the first quarter of 2014, as explained in Table A under “Adjustments to Net Earnings”, the net earnings for the first quarter of 2014 decreased to $17.6 million or $0.21 per share, on a basic and diluted basis, in comparison to adjusted net earnings of $19.9 million or $0.24 per share, on a basic and diluted basis, for the first quarter of 2013.

The net earnings for the first quarter of 2014, as compared to the first quarter of 2013, were negatively impacted by the following:

- program specific launch costs related to new programs that recently launched or are set to launch and ramp up over the next few quarters including the BMW X5, Ford Transit, Ford 2.3 L aluminum engine block, Chrysler 200 and the Lincoln MKC;
- lower margins as a result of operational inefficiencies at certain operating facilities, in particular, Hopkinsville, Kentucky (as discussed above).
- year-over-year increases in SG&A expense as previously discussed, research and development expense as a result of increased amortization of development costs and, finance expense related to increased levels of debt used to sustain the increased capital related to new product launches; and
- a year-over-year decrease in net foreign exchange gain to a net foreign exchange loss during the quarter (included in Other Finance Income and Expense in the Interim Condensed Consolidated Statement of Operations).

These factors were partially offset by the following:

- higher margins from an overall increase in year-over-year production revenues including the launch of new programs subsequent to or during the first quarter 2013, in particular as it relates to the Martinrea Honsel operations;
- productivity and efficiency improvements at certain operating facilities, in particular the Martinrea Honsel operations in Germany;
- improved pricing on certain long-term customer contracts in Martinrea Honsel; and
- a lower effective tax rate due generally to mix of earnings and the utilization of tax losses in Martinrea Honsel not previously benefitted.

The contribution of Martinrea Honsel to net earnings for the first quarter of 2014, after factoring in the interest costs incurred by Martinrea International on the debt issued to finance the acquisition and operations of Martinrea Honsel, increased to $0.12 per share from $0.04 per share in the first quarter of 2013. The increase was generally due to the addition of new incremental aluminum business with Jaguar LandRover, generally higher production volumes in Europe, improved pricing on certain long term customer contracts and ongoing productivity, efficiency improvements at certain facilities, in particular in Germany, and a lower effective tax rate resulting from the utilization of tax losses not previously benefitted.

Additions to Property, Plant and Equipment

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Additions to Property, Plant and Equipment	$ 37,051	$ 56,705	(19,654)	(34.7%)

Additions to property, plant and equipment decreased by $19.7 million to $37.1 million in the first quarter of 2014 from $56.7 million in the first quarter of 2013. Additions as a percentage of revenue decreased to 4.3% for the first quarter of 2014 compared to 7.4% for the first quarter of 2013. Despite the decrease, while capital expenditures are made to refurbish or replace assets consumed in the normal course of business and for productivity improvements, a large portion of the investment in the first quarter of 2014 continues to be for manufacturing equipment for programs launching over the next 24 months.

DIVIDEND

A cash dividend of $0.03 per share has been declared by the Board of Directors payable to shareholders of record on June 30, 2014 on or about July 15, 2014.

CONFERENCE CALL DETAILS

A conference call to discuss these results will be held on Friday, May 16, 2014 at 8:00 a.m. (Toronto time) which can be accessed by dialing (416) 340-8410 or toll free (866) 225-2055. Please call 10 minutes prior to the start of the conference call.

If you have any teleconferencing questions, please call Andre La Rosa at (416) 749-0314.

There will also be a rebroadcast of the call available by dialing (905) 694-9451 or (800) 408-3053 (conference id 7928718#). The rebroadcast will be available until May 30, 2014.

FORWARD-LOOKING INFORMATION

Special Note Regarding Forward-Looking Statements

This Press Release contains forward-looking statements within the meaning of applicable Canadian securities laws including related to the expectations and guidance as to revenue and gross margin percentage (and earnings per share), expansion of or improvements in gross margin, including due to positive impact from launches, statements as to the growth of the Company and pursuit of its strategies, the launching of new metal forming and fluid systems programs including expectations as to the financial impact of launches, the Company's expectations as to the contribution of Martinrea Honsel to the Company's business, statements as to the progress and expectations of operational and productivity improvements and operational and productivity efficiencies, the Company's expectations regarding the future amount and type of restructuring expenses to be expensed, statements as to the reduction of costs, including the expectation of a reduction in costs and inefficiencies and stabilization of and operational improvements at the Hopkinsville plant and expectations as to the continued operation of and successful upgrades to the presses, the Company's views on the long term outlook of the automotive industry and economic recovery, the Company's ability to capitalize on opportunities in the automotive industry and the successful integration of acquisitions, statements as to the recovery of litigation related expenses from insurance providers, and as well as other forward-looking statements. The words "continue", "expect", "anticipate", "estimate", "may", "will", "should", "views", "intend", "believe", "plan" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate in the circumstances. Many factors could cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, some of which are discussed in detail in the Company's Annual Information Form and other public filings which can be found at www.sedar.com:

- North American and global economic and political conditions;
- the highly cyclical nature of the automotive industry and the industry's dependence on consumer spending and general economic conditions;

- the Company's dependence on a limited number of significant customers;
- financial viability of suppliers;
- the Company's reliance on critical suppliers and on suppliers for components and the risk that suppliers will not be able to supply components on a timely basis or in sufficient quantities;
- competition;
- the increasing pressure on the Company to absorb costs related to product design and development, engineering, program management, prototypes, validation and tooling;
- increased pricing of raw materials;
- outsourcing and insourcing trends;
- the risk of increased costs associated with product warranty and recalls together with the associated liability;
- the Company's ability to enhance operations and manufacturing techniques;
- dependence on key personnel;
- limited financial resources;
- risks associated with the integration of acquisitions;
- costs associated with rationalization of production facilities;
- launch costs;
- the potential volatility of the Company's share price;
- changes in governmental regulations or laws including any changes to the North American Free Trade Agreement;
- labour disputes;
- litigation;
- currency risk;
- fluctuations in operating results;
- internal controls over financial reporting and disclosure controls and procedures;
- environmental regulation;
- a shift away from technologies in which the Company is investing;
- competition with low cost countries;
- the Company's ability to shift its manufacturing footprint to take advantage of opportunities in emerging markets;
- risks of conducting business in foreign countries, including China, Brazil and other growing markets;
- potential tax exposure;
- a change in the Company's mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as the Company's ability to fully benefit from tax losses;
- under-funding of pension plans; and
- the cost of post-employment benefits.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The common shares of Martinrea trade on The Toronto Stock Exchange under the symbol "MRE".

For further information, please contact:

Fred Di Tosto
Chief Financial Officer
Martinrea International Inc.
3210 Langstaff Road
Vaughan, Ontario L4K 5B2

Tel: (416) 749-0314
Fax: (289) 982-3001

MANAGEMENT DISCUSSION AND ANALYSIS

OF OPERATING RESULTS AND FINANCIAL POSITION

For the three months ended March 31, 2014

The following management discussion and analysis ("MD&A") was prepared as of May 15, 2014 and should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2014 ("interim consolidated financial statements"), as well as the Company's audited consolidated financial statements and MD&A for the year ended December 31, 2013 together with the notes thereto. All amounts in this MD&A are in Canadian dollars, unless otherwise stated; and all tabular amounts are in thousands of Canadian dollars, except earnings per share and number of shares. Additional information about the Company, including the Company's Annual Information Form for the year ended December 31, 2013, can be found at www.sedar.com.

OVERVIEW

Martinrea International Inc. ("Martinrea" or the "Company") is a leader in the production and development of quality metal parts, assemblies and modules, fluid management systems and complex aluminum products focused primarily on the automotive sector. Martinrea currently employs over 13,000 skilled and motivated people in 38 plants in Canada, the United States, Mexico, Brazil, Europe and China.

Martinrea's objective is to develop a state-of-the-art international metal forming and fluid systems business that will continue to be and further become a key supplier in the automotive industry. Growth will be prudent, profitable and based on innovation. The backbone of future growth is the development of talented people. The significant development of the Company since 2002 has reflected this business strategy and contributed to the growing profitability of the Company.

Results of operations include certain unusual items which have been separately disclosed, where appropriate, in order to provide a clear assessment of the underlying Company results. This has required the use of non-IFRS measures in the Company's disclosures that management believes provides the most appropriate basis on which to evaluate the Company's results.

OVERALL RESULTS

		Three months ended March 31, 2014		Three months ended March 31, 2013	$ Change	% Change
Sales	$	864,493	$	769,122	95,371	12.4%
Gross Margin		87,479		75,715	11,764	15.5%
Operating Income		37,559		34,673	2,886	8.3%
Net Earnings for the period		26,659		23,505	3,154	13.4%
Net Earnings Attributable to Equity Holders of the Company	$	16,691	$	19,888	(3,197)	(16.1%)
Net Earnings per share – Basic and Diluted	$	0.20	$	0.24	(0.04)	(16.7%)
Unusual Items*	$	865	$	-	865	0.0%
Adjusted Net Earnings Attributable to Equity Holders of the Company*		17,556		19,888	(2,332)	(11.7%)
Adjusted Net Earnings per share* - Basic and Diluted	$	0.21	$	0.24	(0.03)	(12.5%)

*** Non-IFRS Measures**

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REVENUE

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
North America	$ 663,664	$ 610,531	53,133	8.7%
Europe	183,653	141,811	41,842	29.5%
Rest of World	17,176	16,780	396	2.4%
Revenue	$ 864,493	$ 769,122	95,371	12.4%

The Company's consolidated revenues for the first quarter of 2014 increased by $95.4 million or 12.4% to $864.5 million as compared to $769.1 million for the first quarter of 2013. Revenues increased year-over-year across all operating segments.

Revenues for the first quarter of 2014 in the Company's North America operating segment increased by $53.1 million or 8.7% to $663.7 million from $610.5 million for the first quarter of 2013. The increase was due to an overall increase in North American OEM light vehicle production, in particular year-over-year increased production volumes on the GM Equinox/Terrain, Ford Fusion and Ford Escape, three of the Company's largest platforms, the launch of new programs during or subsequent to the first quarter of 2013, including GM's full size pick-up trucks, Chevrolet Impala and BMW X5, and the impact of foreign exchange on the translation of U.S. denominated production revenue, which had a positive impact on revenue for the first quarter of 2014 of $45.3 million. The increase in revenue was partially offset by a $29.1 million decrease in tooling revenues, which is typically dependent on the timing of tooling construction and final inspection and acceptance by the customer.

Revenues for the first quarter of 2014 in the Company's Europe operating segment, comprised predominately of the European operations of Martinrea Honsel, increased by $41.8 million or 29.5% to $183.7 million from $141.8 million for the first quarter of 2013. The increase was due to the launch of new incremental aluminum business with Jaguar Land Rover including the sub-frame and shock towers for the new Range Rover Sport; an overall year-over-year increase in European OEM light vehicle production; a $6.1 million increase in tooling revenues; an $18.7 million benefit from the impact of foreign exchange on the translation of Euro denominated production revenue; and year-over-year increased production revenues in the Company's plant in Slovakia, which continues to ramp-up and launch its backlog of business.

Revenues for the first quarter of 2014 in the Company's Rest of World operating segment, currently comprised of the Brazilian operations of Martinrea Honsel and a facility in China in its early stages, increased by $0.4 million or 2.4% to $17.2 million from $16.8 million for the first quarter of 2013. The increase can be attributed to the launch of the Company's first product in China for the Ford CD4 program, which began to ramp up at the end of the second quarter of 2013, partially offset by a year-over-year decrease in production volumes in Brazil, the impact of foreign exchange on the translation of Brazilian Real denominated production revenue, which had a negative impact on revenue for the first quarter of 2014 of $0.8 million, and a year-over-year decrease in tooling revenue of $0.8 million.

Overall tooling revenue decreased by $23.8 million from $50.7 million for the first quarter of 2013 to $26.9 million for the first quarter of 2014.

GROSS MARGIN

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Gross margin	$ 87,479	$ 75,715	11,764	15.5%
% of revenue	10.1%	9.8%		

The gross margin percentage for the first quarter of 2014 of 10.1% increased as a percentage of revenue by 0.3% as compared to the gross margin percentage for the first quarter of 2013 of 9.8%. The increase in gross margin as a percentage of revenue was generally due to:

- higher capacity utilization from an overall increase in year-over-year production revenues including the launch of new programs subsequent or during the first quarter of 2013 (as noted above);
- productivity and efficiency improvements at certain operating facilities, in particular the Martinrea Honsel operations in Germany;
- improved pricing on certain long-term customer contracts in the operations of Martinrea Honsel; and
- a decrease in tooling revenue which typically earns low or no margins for the Company.

These factors were partially offset by:

- an increase in integrator or assembly work which typically generates lower margins as a percentage of revenue, although return on capital tends to be higher;
- program specific launch costs related to new programs that recently launched or are set to launch and ramp up over the next few quarters including the BMW X5, Ford Transit, Ford 2.3 L aluminum engine block, Chrysler 200 and Lincoln MKC; and
- operational inefficiencies at certain operating facilities, in particular, Hopkinsville, Kentucky (see below).

The performance of the Company's operating facility in Hopkinsville, Kentucky continued to be impacted by launch costs and other operational expenses stemming from the operational issues experienced by the facility during the fourth quarter of 2013. The issues were rooted in serious equipment failures on two of the plant's large tonnage presses which has resulted in incremental premium costs as the facility deals with new program launches, customer-requested engineering changes, which have impacted productivity, and the overall ramp-up in production volumes being experienced in the automotive industry. The presses are currently operational but are not performing at optimal levels. Upgrades to the presses are planned during the 2014 summer and December holiday shutdowns in order to reduce the risk of any further failures and improve the performance of the presses. Notwithstanding the planned upgrades, progress is being made at improving efficiencies at this facility and costs are expected to subside, and margins improve, as operational improvements are made. The facility is focused on cost reduction and improving efficiency with the objective of expanding margin.

In addition to the expected productivity and efficiency improvements at certain operating facilities, in particular in Hopkinsville, Kentucky (as noted above), gross margin is expected to be positively impacted by incremental new business as the Company continues to work through the launch of a significant backlog of business over the next 36 months including the following awarded programs in addition to the programs referred to above: the next wave of Ford CD4 in Europe and North America, GM Omega aluminum engine cradle, GM 31XX (Traverse, SRX), Jaguar LandRover aluminum swivel bearing, Ford Transit, Nissan aluminum I4 engine block, Daimler aluminum transmission casing and engine cradle for the VW Golf.

SELLING, GENERAL & ADMINISTRATIVE ("SG&A")

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Selling, general & administrative	$ 43,331	$ 34,803	8,528	24.5%
% of revenue	5.0%	4.5%		

SG&A expense, as a percentage of revenue, before adjustments, was 5.0% for the first quarter of 2014, compared to 4.5% for the first quarter of 2013. Excluding $1.2 million in external legal and forensic accounting costs related to litigation incurred during the first quarter of 2014 as explained in Table A under "Adjustments to Net Earnings", SG&A expense as a percentage of revenue increased year-over-year to 4.9% from 4.5% for the comparative period of 2013. The increase can be attributed to higher dollar costs due to investments made to support launches, future growth and new and/or expanded facilities.

SG&A expense, before adjustments, for the first quarter of 2014 increased by $8.5 million to $43.3 million as compared to $34.8 million for the first quarter of 2013. Excluding $1.2 million in external legal and forensic accounting costs related to litigation incurred during the first quarter of 2014 as explained in Table A under "Adjustments to Net Earnings", SG&A expense for the first quarter of 2014 increased by $7.4 million to $42.2 million from $34.8 million for the comparative period of 2013. The increase can be attributed to higher employee incentive compensation, an increase in travel-related costs, costs incurred at new and/or expanded facilities including the Company's new facility in China, and incremental employment levels to support the growth in the business.

DEPRECIATION AND AMORTIZATION OF PROPERTY, PLANT AND EQUIPMENT ("PP&E") AND INTANGIBLE ASSETS

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Depreciation of PP&E (production)	$ 24,131	$ 21,075	3,056	14.5%
Depreciation of PP&E (non-production)	1,464	1,474	(10)	(0.7%)
Amortization of customer contracts and relationships	343	486	(143)	(29.4%)
Total depreciation and amortization	$ 25,938	$ 23,035	2,903	12.6%

Total depreciation and amortization expense for the first quarter of 2014 increased by $2.9 million to $25.9 million as compared to $23.0 million for the first quarter of 2013. The increase in total depreciation and amortization expense was primarily due to an increase in depreciation expense on a larger PP&E base resulting from a growing book of business. A signification portion of the Company's recent investment relating to various new program launches was put to use during or subsequent to the first quarter of 2013 as the Company continues to work through robust launch activity. The Company continues to make significant investments in the business in light of a large backlog of business and a growing global footprint.

Depreciation of PP&E (production) expense as a percentage of revenue remained relatively consistent year-over-year at 2.8% for the first quarter of 2014 compared to 2.7% for the first quarter 2013.

ADJUSTMENTS TO NET EARNINGS
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Adjusted net earnings exclude certain unusual items, as set out in the table below and described in the notes thereto. Management uses adjusted earnings as a measurement of operating performance of the Company and believes that, in conjunction with IFRS measures, it provides useful information about the financial performance and condition of the Company.

TABLE A

	Three months ended March 31, 2014 (a)	Three months ended March 31, 2013 (b)	(a-b) Change
NET EARNINGS (A)	**$16,691**	**$19,888**	**$(3,197)**
Add back - Unusual Items:			
External legal and forensic accounting costs related to litigation **(1)**	1,153	-	1,153
TOTAL UNUSUAL ITEMS BEFORE TAX	**$1,153**	**-**	**$1,153**
Tax impact of above item	(288)	-	(288)
TOTAL UNUSUAL ITEMS AFTER TAX (B)	**$865**	**-**	**$865**
ADJUSTED NET EARNINGS (A + B)	**$17,556**	**$19,888**	**$(2,332)**
Number of Shares Outstanding – Basic ('000)	84,480	83,757	
Adjusted Basic Net Earnings Per Share	$0.21	$0.24	
Number of Shares Outstanding – Diluted ('000)	85,044	84,364	
Adjusted Diluted Net Earnings Per Share	$0.21	$0.24	

(1) External Legal and Forensic Accounting Costs Related to Litigation

As previously disclosed, on September 26, 2013, a former director of the Company filed a statement of claim against the Company making certain allegations against the Company, certain directors and officers, and two Martinrea suppliers. Supervision of the litigation has been delegated to a Special Committee of the Board. Legal counsel has been retained to advise the Special Committee with respect to litigation and legal matters. The Special Committee has retained PricewaterhouseCoopers LLP as its independent financial experts to provide such financial and accounting advice and forensic services as the Special Committee may deem appropriate.

In addition, the Company and certain of its officers and directors have been served with a Notice of Action and Statement of Claim that was filed in Windsor, Ontario by an alleged shareholder (the "Statement of Claim"). In the Statement of Claim, the plaintiff seeks, among other things: an order certifying the proceeding as a class proceeding; a declaration that the defendants made negligent misrepresentations in the time period from March 6, 2006 to December 18, 2013 by representing that the Company's financial statements were prepared in accordance with GAAP and/or IFRS; an order granting leave to amend the claim to assert causes of action under the secondary market liability provisions of the Securities Act (Ontario); and special and general damages and costs of notice in the class action in the sum of $100 million.

The costs added back for adjusted net income purposes reflects the legal and forensic accounting costs incurred by the Company in relation to these matters that are not covered by insurance (recorded in SG&A expense). Further amounts related to the costs expensed to date may be recovered from the Company's insurance providers upon completion of their review of the costs incurred.

NET EARNINGS
(ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY)

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

		Three months ended March 31, 2014		Three months ended March 31, 2013	$ Change	% Change
Net Earnings	$	16,691	$	19,888	(3,197)	(16.1%)
Adjusted net earnings	$	17,556	$	19,888	(2,332)	(11.7%)
Net Earnings per common share						
Basic	$	0.20	$	0.24		
Diluted	$	0.20	$	0.24		
Adjusted Net Earnings per common share						
Basic	$	0.21	$	0.24		
Diluted	$	0.21	$	0.24		

Net earnings, before adjustments, for the first quarter of 2014 decreased by $3.2 million to $16.7 million from $19.9 million for the first quarter of 2013. Excluding $1.2 million in external legal and forensic accounting costs related to litigation incurred during the first quarter of 2014, as explained in Table A under "Adjustments to Net Earnings", the net earnings for the first quarter of 2014 decreased to $17.6 million or $0.21 per share, on a basic and diluted basis, in comparison to adjusted net earnings of $19.9 million or $0.24 per share, on a basic and diluted basis, for the first quarter of 2013.

The net earnings for the first quarter of 2014, as compared to the first quarter of 2013, were negatively impacted by the following:

- program specific launch costs related to new programs that recently launched or are set to launch and ramp up over the next few quarters including the BMW X5, Ford Transit, Ford 2.3 L aluminum engine block, Chrysler 200 and the Lincoln MKC;
- lower margins as a result of operational inefficiencies at certain operating facilities, in particular, Hopkinsville, Kentucky (as discussed above).
- year-over-year increases in SG&A expense as previously discussed, research and development expense as a result of increased amortization of development costs and, finance expense related to increased levels of debt used to sustain the increased capital related to new product launches; and

- a year-over-year decrease in net foreign exchange gain to a net foreign exchange loss during the quarter (included in Other Finance Income and Expense in the Interim Condensed Consolidated Statement of Operations).

These factors were partially offset by the following:

- higher margins from an overall increase in year-over-year production revenues including the launch of new programs subsequent to or during the first quarter 2013, in particular as it relates to the Martinrea Honsel operations;
- productivity and efficiency improvements at certain operating facilities, in particular the Martinrea Honsel operations in Germany;
- improved pricing on certain long-term customer contracts in Martinrea Honsel; and
- a lower effective tax rate due generally to mix of earnings and the utilization of tax losses in Martinrea Honsel not previously benefitted.

The contribution of Martinrea Honsel to net earnings for the first quarter of 2014, after factoring in the interest costs incurred by Martinrea International on the debt issued to finance the acquisition and operations of Martinrea Honsel, increased to $0.12 per share from $0.04 per share in the first quarter of 2013. The increase was generally due to the addition of new incremental aluminum business with Jaguar LandRover, generally higher production volumes in Europe, improved pricing on certain long term customer contracts and ongoing productivity, efficiency improvements at certain facilities, in particular in Germany, and a lower effective tax rate resulting from the utilization of tax losses not previously benefitted.

ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Additions to Property, Plant and Equipment	$ 37,051	$ 56,705	(19,654)	(34.7%)

Additions to property, plant and equipment decreased by $19.7 million to $37.1 million in the first quarter of 2014 from $56.7 million in the first quarter of 2013. Additions as a percentage of revenue decreased to 4.3% for the first quarter of 2014 compared to 7.4% for the first quarter of 2013. Despite the decrease, while capital expenditures are made to refurbish or replace assets consumed in the normal course of business and for productivity improvements, a large portion of the investment in the first quarter of 2014 continues to be for manufacturing equipment for programs launching over the next 24 months.

SEGMENT ANALYSIS

The Company defines its operating segments as components of its business where separate financial information is available and routinely evaluated by the Company’s chief operating decision maker which is the Chief Executive Officer. As a result of the increased geographic diversification resulting from the acquisition of Martinrea Honsel and the differences between the regions in which the Company now operates, the Company’s operations are segmented on a geographic basis between North America, Europe and Rest of World. The Company measures segment operating performance based on operating income.

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	REVENUE		OPERATING INCOME	
	Three months ended March 31, 2014	Three months ended March 31, 2013	Three months ended March 31, 2014	Three months ended March 31, 2013
North America	$ 663,664	$ 610,531	$ 21,368	$ 30,769
Europe	183,653	141,811	17,674	4,467
Rest of World	17,176	16,780	(1,483)	(563)
	$ 864,493	$ 769,122	$ 37,559	$ 34,673

North America

Despite the year-over-year increase in revenue, operating income in North America decreased by $9.4 million to $21.4 million for the first quarter of 2014 from $30.8 million for the first quarter of 2013. Operating income in North America was negatively impacted by:

- operating inefficiencies at certain operating facilities in particular, Hopkinsville, Kentucky (as previously discussed);
- program specific launch costs (related to certain upcoming new programs set to launch and ramp up over the next few months);
- year-over-year increases in SG&A expense, research and development costs and finance expense (as previously noted); and
- $1.2 million in external legal and forensic accounting costs related to litigation as explained in Table A under “Adjustments to Net Earnings”.

Europe

Operating income in Europe, which predominately includes the European operations of Martinrea Honsel, increased by $13.2 million to $17.7 million for the first quarter of 2014 from $4.5 million for the first quarter of 2013. Operating income in Europe was positively impacted by a year-over-year increase in revenues including the ramp up of new incremental business with Jaguar LandRover, ongoing productivity and efficiency improvements at certain operating facilities, in particular in Germany, and improved pricing on certain long term customer contracts.

Rest of World

The operating results for the Rest of World operating segment, which currently includes the Company’s facility in Brazil and a facility in China in its early stages, decreased year-over-year. The decrease in operating results was primarily due to lower production volumes in Brazil partially offset by improved results in China where the Company launched the Ford CD4 program, which began to ramp up at the end of the second quarter of 2013 and is now absorbing overhead costs.

SUMMARY OF QUARTERLY RESULTS

	2014	2013				2012		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Sales	864,493	858,624	767,861	826,274	769,122	705,600	697,198	762,553
Gross margin	87,479	73,475	83,663	91,183	75,715	60,969	58,018	75,202
Net income for the period	26,659	(44,074)	26,387	32,111	23,505	(18,883)	8,590	16,765
Net income attributable to equity holders of the Company	16,691	(51,425)	20,973	27,514	19,888	(7,052)	7,553	13,945
Basic Net Earnings (loss) per share	0.20	(0.61)	0.25	0.33	0.24	(0.09)	0.09	0.17
Diluted Net Earnings (loss) per share	0.20	(0.60)	0.25	0.33	0.24	(0.08)	0.09	0.17
Adjusted Basic Net Earnings per share	0.21	0.17	0.25	0.33	0.24	0.15	0.17	0.28
Adjusted Diluted Net Earnings per share	0.21	0.17	0.25	0.33	0.24	0.15	0.17	0.28

LIQUIDITY AND CAPITAL RESOURCES

The Company’s financial condition remains solid given its strong balance sheet, which can be attributed to the Company’s low cost structure, reasonable level of debt, prospects for growth and significant new program launches. As at March 31, 2014, the Company had total equity attributable to equity holders of the Company of $470.3 million. As at March 31, 2014, the Company’s ratio of current assets to current liabilities was 1.4:1, consistent with recent quarters. The Company’s current working capital level of $283.0 million and existing financing facilities are substantially sufficient to cover the anticipated working capital needs of the Company. Management expects that all future capital expenditures will be financed by cash flow from operations, utilization of existing financing facilities or asset backed financing.

Cash Flows

Three months ended March 31, 2014 to three months ended March 31, 2013 comparison

	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Change	% Change
Cash provided by operations before changes in non-cash working capital items	$ 68,303	$ 59,138	9,165	15.5%
Change in non-cash working capital items	(43,594)	(45,275)	1,681	(3.7%)
	24,709	13,863	10,846	78.2%
Interest paid	(4,712)	(3,731)	(981)	26.3%
Income taxes paid	(12,242)	(4,741)	(7,501)	158.2%
Cash provided by operating activities	7,755	5,391	2,364	43.9%
Cash provided by financing activities	24,227	52,759	(28,532)	(54.1%)
Cash used in investing activities	(45,641)	(64,607)	18,966	(29.4%)
Effect of foreign exchange rate changes	620	(1,351)	1,971	(145.9%)
Decrease in cash and cash equivalents	$ (13,039)	$ (7,808)	(5,231)	67.0%

Cash provided by operating activities during the first quarter of 2014 was $7.8 million, compared to cash provided by operating activities of $5.4 million in the corresponding period of 2013. The components for the first quarter of 2014 primarily include the following:

- cash provided by operations before changes in non-cash working capital items of $68.3 million;
- working capital items use of cash of $43.6 million, comprised of a increase in trade and other receivables of $95.5 million; inventories of $16.4 million; prepaid expenses and deposits of $1.1 million, partially offset by an increase in trade, other payables and provisions of $69.4 million (working capital levels typically increase in the first quarter of any given year generally to seasonality as a result of the December holiday shutdown and lower levels heading into the first quarter);
- interest paid (excluding capitalized interest) of $4.7 million; and
- income taxes paid of $12.2 million.

Cash provided by financing activities during the first quarter of 2014 was $24.2 million, compared to $52.8 million in the corresponding period in 2013, primarily as a result of $37.0 million in incremental operating line draws and new equipment based financing, partially offset by $10.2 million of principal debt repayments made during the quarter and $2.5 million in dividends paid.

Cash used in investing activities during the first quarter of 2014 was $45.6 million, compared to $64.6 million in the corresponding period in 2013, primarily as a result of:

- cash additions to PP&E of $42.8 million;
- capitalized development costs relating to upcoming new program launches of $3.4 million; partially offset by
- proceeds on disposal of PP&E of $0.6 million.

Taking into account the opening cash balance of $56.2 million at the beginning of the first quarter of 2014, and the activities described above, the cash and cash equivalents balance at March 31, 2014 was $43.2 million.

Financing

The primary terms of the Company's banking facility, with a syndicate of seven banks, are as follows:

- available revolving credit lines of $300 million and US$100 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 2016.

As at March 31, 2014, the Company had drawn $278.0 million on the Canadian revolving credit line and US$59.0 million on the U.S. revolving credit line.

Net debt (i.e. long term debt less cash on hand) increased by approximately $48.2 million from $415.6 million at December 31, 2013 to $463.8 million at March 31, 2014, due primarily to additional draw-downs on the Company's banking facility and new asset backed financing. The draw-downs and new loans were primarily used to finance the increase in working capital and certain capital expenditures during the three months ended March 31, 2014.

The Company was in compliance with its debt covenants as at March 31, 2014.

Dividends

In the second quarter of 2013, Martinrea's Board of Directors approved, for the first time, a dividend to be paid to all holders of Martinrea common shares. Annual dividends are to be $0.12 per share, to be paid in four quarterly payments of $0.03 per share. The first quarterly dividend payment of $0.03 per share was paid on July 11, 2013; the second quarterly dividend was paid on October 15, 2013; the third quarterly dividend was paid on January 15, 2014 and the fourth quarterly dividend was paid on April 30, 2014. The declaration and payment of future dividends will be subject to the Company’s cash requirements as well as satisfaction of statutory tests. In addition, the Board will assess future dividend payment levels from time to time, in light of the Company’s financial performance and then current and anticipated needs at that time.

Guarantees

The Company is a guarantor under certain tooling finance programs negotiated originally in 2004 and amended in 2013 that provide direct financing for the tooling on specific programs. The tooling finance program involves a third party that provides tooling suppliers with financing subject to a Company guarantee for a period of six to eighteen months depending upon the duration of the tooling program and the subsequent customer tooling payment. The amounts loaned to tooling suppliers through this financing arrangement do not appear on the Company’s balance sheet. At March 31, 2014, the amount of program financing was $71.4 million. As is customary in the automotive industry, tooling costs are ultimately paid for by customers of the Company generally upon acceptance of the final prototypes and commencement of commercial production.

Acquisitions

On July 29, 2011, the Company closed an agreement to purchase a controlling interest in the assets of Honsel, a German-based leading supplier of aluminum components for the automotive and industrial sectors. The Company partnered with Anchorage Capital Group L.L.C. (“Anchorage”) in the transaction. Martinrea owns 55% of the acquired assets, with Anchorage owning the remaining 45%.

The acquisition of the Honsel operations and the formation of the Martinrea Honsel Group provide the Company with a significant presence in the aluminum automotive parts market, and broaden the Company’s metal forming capabilities and offerings. It also creates a more significant geographic presence outside North America, which the Company intends to grow over time. The Company’s customer base was further expanded with the acquisition, with many of the larger European based OEMs being significant customers of Martinrea Honsel.

Martinrea Honsel develops and manufactures complex aluminum products using state-of-the-art production technologies including high pressure die-casting, permanent mold and sand casting as well as extruding and rolling. Honsel produces four major product lines:

engine products such as engine blocks, cylinder heads and oil pans; transmission products, such as housings and control parts; suspension products, such as engine cradles; and body parts, such as front boards and extrusion profiles.

Initially, the purchase transaction envisaged the purchase of all of Honsel's operations, which included plants in Germany located in Meschede, Nuremburg, Soest, and Nuttlar, as well as Madrid, Spain, Queretaro, Mexico, and Monte Mor, Brazil. The Nuremburg facility was subsequently sold to ZF Friedrichshafen AG ("ZF"), the primary customer of the facility, immediately after the closing of the purchase transaction. After factoring in the sale of the Nuremburg facility to ZF, the net cash consideration for the acquisition was €62,125 ($85,272), of which Martinrea's portion was €34,169 ($46,900).

In addition to the cash paid for the acquisition, Martinrea and Anchorage have invested an additional €47.8 million ($66 million) as equity and €20 million ($25.8 million) as debt into Martinrea Honsel. The funds have been used to finance working capital and the capital expenditures of the group.

As part of the transaction, the Company granted Anchorage a put option which, if exercised, will require the Company to purchase Anchorage's 45% interest in Martinrea Honsel Holdings B.V. The put option can be exercised beginning on April 1, 2015 and ends on October 1, 2017. The Company is required to purchase the shares held by Anchorage no later than 90 days after exercise of the put option. The put option provides a formula for determining the purchase price of the shares, which is designed to estimate the fair value of the non-controlling interest at the time the option is exercised. The put option provides an arbitration mechanism in the event that the two parties are unable to agree on the ultimate price.

The Company determined the fair value of the liability relating to the put option to be $185,664 as at March 31, 2014 (December 31, 2013 - $154,239). The fair value was determined by applying the contractual formula for determining the purchase price of the shares to projected earnings at the time the put option becomes exercisable and discounting it back to a present value using a rate commensurate with the risks inherent in the ownership interest. The put option liability is included in other financial liabilities on the Company's consolidated balance sheet with an offsetting adjustment to other equity of $185,664. The fair value of the liability is sensitive to changes in projected earnings, which could result in a higher or lower fair value measurement. Changes in the carrying amount of the liability, including accretion and foreign exchange, are recognized within other equity.

The acquisition while bringing many benefits to Martinrea also provides some risks for the Company, as acquisition risk must be managed properly. The acquisition was also financed by the Company using available credit lines, which has increased the Company's debt levels. See also "Risks and Uncertainties".

Risks and Uncertainties

The reader is referred to the detailed discussion on Industry Highlights and trends and Risks and Uncertainties as outlined in the Company's Annual Information Form dated March 31, 2014 and available through SEDAR at www.sedar.com which are incorporated herein by reference. These risk factors could materially and adversely affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Disclosure of Outstanding Share Data

As at May 15, 2014, the Company had 84,489,704 common shares outstanding. The Company's common shares constitute its only class of voting securities. As at May 15, 2014, options to acquire 5,586,915 common shares were outstanding.

Contractual Obligations and Off Balance Sheet Financing

During the three months ended March 31, 2014, there has been no material change in the table of contractual obligations specified in the Company's MD&A for the fiscal year ended December 31, 2013.

The Company has negotiated tool financing facilities that will provide direct financing for specific programs. The tool 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 tooling suppliers through this financing arrangement do not appear on the Company's balance sheet. At March 31, 2014, the amount of program financing was $71.4 million. The maximum amount of undiscounted future payments the Company could be required to make under the guarantee is $71.4 million. The Company would be required to perform under the guarantee in cases where a tooling supplier could not meet its obligation 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 a tooling supplier default as remote. Moreover, if such an instance were to occur, the Company would obtain the tool inventory as collateral. The term of the guarantee will vary from program to program, but typically ranges between 6-18 months.

The Company periodically utilizes certain financial instruments, principally forward currency exchange contracts to manage the risk associated with fluctuations in currency exchange rates. It is the Company's policy to not utilize financial instruments for trading or speculative purposes. Forward currency exchange contracts are used to reduce the impact of fluctuating exchange rates on the Company's foreign denominated revenue and the Company's purchases of materials and equipment. Gains and losses on forward foreign exchange contracts are reflected in the consolidated financial statements in the same period as the hedged item. In the event that a hedged item is sold or cancelled prior to the termination of the related hedging item, any unrealized gain or loss on the hedging item is immediately recognized in income.

At March 31, 2014, the Company had committed to trade U.S. dollars in exchange for the following:

	Currency	Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Buy Euro	$	434	0.7252	1
Buy Canadian Dollars	$	52,000	1.0618	9
Buy Mexican Pesos	$	8,650	13.2940	2

The aggregate value of these forward contracts as at March 31, 2014 was a loss of $2,535 and was recorded in trade and other payables (December 31, 2013 - loss of $370 recorded in trade and other payables).

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during the most recent interim period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Critical Accounting Policies and Estimates

Included in the Company's 2013 annual consolidated financial statements, as well as in the Company's 2013 annual MD&A, are the accounting policies under IFRS and estimates that are critical to the understanding of the business and to the results of operations. For the three months ended March 31, 2014 there were no changes to the critical accounting policies and estimates of the Company from those found in the 2013 annual MD&A, except for the following new accounting standards recently adopted.

IAS 36, Impairment of assets

Effective January 1, 2014, the Company adopted amendments made to IAS 36, Impairment of assets. These amendments require additional disclosures when the recoverable amount is determined based on fair value less cost of disposal including the following:

- Level of fair value hierarchy within which the fair value measurement is categorised
- Valuation techniques used to measure fair value less costs of disposal
- Key assumptions used in the fair value measurements categorised within 'Level 2' and 'Level 3" of the fair value hierarchy, and
- Discount rate when applicable.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

IAS 32, Financial Instruments: Presentation

Effective January 1, 2014, the Company adopted amendments made to IAS 32, Financial Instruments: Presentation which provide clarification on when an entity has a legally enforceable right to set-off financial assets and financial liabilities.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

IFRIC 21, Levies

Effective January 1, 2014, the Company adopted IFRIC 21, Levies which provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets and those where the timing and amount of the levy is certain. The interpretation identifies the obligating event for the recognition of a liability as the activity that triggers the payment of the levy in accordance with the relevant legislation. It provides the following guidance on recognition of a liability to pay levies (i) the liability is recognized progressively if the obligating event occurs over a period of time, and (ii) if an obligation is triggered on reaching a minimum threshold, the liability is recognized when that minimum threshold is reached.

The adoption of this standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

Outlook

The automotive industry is traditionally an extremely challenging business, characterized at the OEM level by intense competition for market share, rebates to consumers and drives for quality and profits and characterized at the supplier level by price reductions, increasing quality standards, higher input prices and a declining number of qualified suppliers in the normal course or as a result of insolvencies and consolidation. The challenges of the industry were exacerbated by the 2008-2009 economic recession and the financial distress in the industry involving both OEMs and suppliers particularly evidenced by the bankruptcy filings of Chrysler and General Motors in the United States in 2009. The Company believes that the long term outlook of the automotive industry overall remains challenging but much improved from 2008 - 2010. In 2010, the North American automotive industry experienced a recovery in volume and revenues, as sales and production volumes increased from 2009 levels, although not to pre-recession levels. Production in 2011, 2012 and 2013 improved substantially, and production is continuing to improve in 2014. This has resulted in increasing revenues for most automotive OEMs and for suppliers who survived the automotive crisis of 2008 and 2009, including Martinrea.

There are many challenges, but opportunities will exist for innovative and cost effective suppliers who build great products in the short, medium and longer term, and who have survived automotive and economic crises. It is expected that growth in business for individual suppliers will occur as OEMs reduce the number of Tier 1 suppliers, continue to outsource product, and provide opportunities for new work and takeover business. The Company believes that an industry slow-down or consolidation can be viewed as a strategic opportunity to win additional business from competitors producing fluid management systems or metal formed products. The Company also believes that its capabilities provide it with the ability to capitalize on a broad range of opportunities. In 2003, the Company streamlined operations, managed the integration of acquisitions to create efficiencies, strengthened product offerings, took advantage of technological capabilities and created more profitability. The Company built on this in 2004 and in 2005, building a base for the future. In 2006, the Company again pursued this strategy, and added a major complementary acquisition to broaden its base. In 2007 and 2008, the Company focused on integrating its acquisitions and continued with its traditional strategic focus. The Company continued to pursue its strategies in 2009 despite the automotive and economic crisis, and acquired assets, customers and new work. The Company's perseverance and focus continued throughout 2010, as the Company continued to build for the future. The Company continued to pursue its strategies in 2011, 2012 and 2013, including the acquisition of the assets of Honsel to broaden its product offerings and customer base, and will continue to do so in 2014 and in the future with a view to increasing revenue and profits over the longer term.

Forward-Looking Information

Special Note Regarding Forward-Looking Statements

This MD&A and the documents incorporated by reference therein contains forward-looking statements within the meaning of applicable Canadian securities laws including related to the Company's expectations as to revenue and gross margin percentage (and earnings per share), expansion of gross margin; statements as to the growth of the Company and pursuit of its strategies, the launching of new metal forming and fluid systems programs including expectations as to the financial impact of launches (and statements as to the progress and planning of operational improvements, operational efficiencies and improvement in production), pricing pressures placed by OEMs on suppliers, continued consolidation of automotive suppliers, the increased reliance on outsourcing by foreign-owned OEMs, anticipated growth in the automotive industry, future investments in leading edge technology, equipment and processes, the opportunity to increase sales, broad geographic penetration, the Company's expectations regarding the future amount and type of restructuring expenses to be expensed (including Martinrea Honsel), the reduction of costs (including due to operational improvements), the Company's expectation regarding the financing of future capital expenditures, the Company's views of the likelihood of tooling and component part supplier default, the Company's view on the financial viability of its customers, the impact of environmental regulation on the demand for automobiles, the Company's views on the long term outlook of the automotive industry and availability of credit for automotive purchases, and corresponding increased sales and production, the Company's expectations as to new plant openings, statements as to the benefits of the Honsel acquisition, and the Company's ability to capitalize on opportunities in the automotive industry, the successful integration of acquisitions, the payment of future dividends, the recovery of litigation-related costs from the Company's insurer, as well as other forward-looking statements. The words "continue", "expect", "anticipate", "estimate", "may", "will", "should", "views", "intend", "believe", "plan" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate in the circumstances. Many factors could cause the Company's actual results, performance or achievements to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors, some of which are discussed in detail in the Company's Annual Information Form for the year ended December 31, 2013 and other public filings which can be found at www.sedar.com:

- North American and global economic and political conditions;
- the highly cyclical nature of the automotive industry and the industry's dependence on consumer spending and general economic conditions;
- the Company's dependence on a limited number of significant customers;
- financial viability of suppliers;
- the Company's reliance on critical suppliers and on suppliers for components and the risk that suppliers will not be able to supply components on a timely basis or in sufficient quantities;
- competition;
- the increasing pressure on the Company to absorb costs related to product design and development, engineering, program management, prototypes, validation and tooling;
- increased pricing of raw materials;
- outsourcing and in-sourcing trends;
- the risk of increased costs associated with product warranty and recalls together with the associated liability;
- the Company's ability to enhance operations and manufacturing techniques;
- dependence on key personnel;
- limited financial resources;
- risks associated with the integration of acquisitions;
- costs associated with rationalization of production facilities;
- launch costs;
- the potential volatility of the Company's share price;
- changes in governmental regulations or laws including any changes to the North American Free Trade Agreement;
- labour disputes;
- litigation;
- currency risk;
- fluctuations in operating results;
- internal controls over financial reporting and disclosure controls and procedures;
- environmental regulation;
- a shift away from technologies in which the Company is investing;
- competition with low cost countries;
- the Company's ability to shift its manufacturing footprint to take advantage of opportunities in emerging markets;
- risks of conducting business in foreign countries, including China, Brazil and other growing markets;
- potential tax exposures;
- a change in the Company's mix of earnings between jurisdictions with lower tax rates and those with higher tax rates, as well as the Company's ability to fully benefit from tax losses;
- under-funding of pension plans; and
- the cost of post-employment benefits.

These factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

MARTINREA INTERNATIONAL INC.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT

The accompanying unaudited interim financial report of Martinrea International Inc. (the "Company") has been prepared by and is the responsibility of the Company's management.

The Company's independent auditor has not performed a review of this interim financial report in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of the interim financial report by an entity's auditor.

(Signed) *"Fred Di Tosto"*
Fred Di Tosto
Chief Financial Officer

Date: May 15, 2014

MARTINREA INTERNATIONAL INC.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2014

Martinrea International Inc.

Table of Contents

	Page
Interim Condensed Consolidated Balance Sheets	1
Interim Condensed Consolidated Statements of Operations	2
Interim Condensed Consolidated Statements of Comprehensive Income	3
Interim Condensed Consolidated Statements of Changes in Equity	4
Interim Condensed Consolidated Statements of Cash Flows	5
Notes to the Interim Condensed Consolidated Financial Statements	
1. Basis of preparation	6
2. Changes in ownership interest	7
3. Other financial liability	7
4. Trade and other receivables	7
5. Inventories	8
6. Property, plant and equipment	8
7. Intangible assets	9
8. Trade and other payables	9
9. Provisions	9
10. Long-term debt	10
11. Income taxes	12
12. Capital stock	12
13. Earnings per share	13
14. Operating segments	13
15. Financial instruments	14
16. Contingencies	18
17. Guarantees	18

Martinrea International Inc.

Interim Condensed Consolidated Balance Sheets

(in thousands of Canadian dollars) (unaudited)

	Note		March 31, 2014		December 31, 2013
ASSETS					
Cash and cash equivalents		$	43,185	$	56,224
Trade and other receivables	4		654,971		541,598
Inventories	5		329,961		302,810
Prepaid expenses and deposits			14,726		13,128
Income taxes recoverable			3,998		3,727
TOTAL CURRENT ASSETS			1,046,841		917,487
Property, plant and equipment	6		887,202		847,548
Deferred income tax assets			110,270		100,156
Intangible assets	7		62,754		59,640
TOTAL NON-CURRENT ASSETS			1,060,226		1,007,344
TOTAL ASSETS		$	2,107,067	$	1,924,831
LIABILITIES					
Trade and other payables	8	$	686,950	$	597,591
Provisions	9		5,230		6,362
Income taxes payable			20,485		22,530
Current portion of long-term debt	10		51,204		37,276
TOTAL CURRENT LIABILITIES			763,869		663,759
Long-term debt	10		455,809		434,501
Pension and other post-retirement benefits			51,139		45,270
Deferred income tax liabilities			76,108		73,051
Other financial liability	3		185,664		154,239
TOTAL NON-CURRENT LIABILITIES			768,720		707,061
TOTAL LIABILITIES		$	1,532,589	$	1,370,820
EQUITY					
Capital stock	12		689,975		689,975
Contributed surplus			44,963		44,853
Other equity	3		(185,664)		(154,239)
Accumulated other comprehensive income			52,452		26,085
Accumulated deficit			(131,415)		(142,376)
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			470,311		464,298
Non-controlling interest			104,167		89,713
TOTAL EQUITY			574,478		554,011
TOTAL LIABILITIES AND EQUITY		$	2,107,067	$	1,924,831

See accompanying notes to the interim condensed consolidated financial statements.

On behalf of the Board:

"Robert Wildeboer" Director

"Suleiman Rashid" Director

Martinrea International Inc.

Interim Condensed Consolidated Statements of Operations

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

	Note		Three months ended March 31, 2014		Three months ended March 31, 2013
SALES		$	864,493	$	769,122
Cost of sales (excluding depreciation of property, plant and equipment)			(752,883)		(672,332)
Depreciation of property, plant and equipment (production)			(24,131)		(21,075)
Total cost of sales			(777,014)		(693,407)
GROSS MARGIN			87,479		75,715
Research and development costs			(4,642)		(4,168)
Selling, general and administrative			(43,331)		(34,803)
Depreciation of property, plant and equipment (non-production)			(1,464)		(1,474)
Amortization of customer contracts and relationships			(343)		(486)
Loss on disposal of property, plant and equipment			(140)		(111)
OPERATING INCOME			37,559		34,673
Finance expense			(5,179)		(4,683)
Other finance income (expense)			(222)		983
INCOME BEFORE INCOME TAXES			32,158		30,973
Income tax expense	11		(5,499)		(7,468)
NET INCOME FOR THE PERIOD		$	26,659	$	23,505
Non-controlling interest			(9,968)		(3,617)
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		$	16,691	$	19,888
Basic earnings per share	13	$	0.20	$	0.24
Diluted earnings per share	13	$	0.20	$	0.24

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Comprehensive Income

(in thousands of Canadian dollars) (unaudited)

		Three months ended March 31, 2014		Three months ended March 31, 2013
NET INCOME FOR THE PERIOD	$	26,659	$	23,505
Other comprehensive income, net of tax:				
Items that may be reclassified to net income				
Foreign currency translation differences for foreign operations		30,853		12,470
Items that will not be reclassified to net income				
Actuarial gains (losses) from the remeasurement of defined benefit plans		(3,195)		1,111
Other comprehensive income, net of tax		27,658		13,581
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$	54,317	$	37,086
Attributable to:				
Equity holders of the Company		39,863		32,086
Non-controlling interest		14,454		5,000
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$	54,317	$	37,086

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars) (unaudited)

	Equity attributable to equity holders of the Company							
	Capital stock	Contributed surplus	Other equity	Cumulative translation account	Accumulated deficit	Total	Non-controlling interest	Total equity
Balance at December 31, 2012	$ 675,606	$ 46,897	$ (87,100)	$ (22,001)	$ (155,721)	$ 457,681	$ 66,240	$ 523,921
Net income for the period	-	-	-	-	19,888	19,888	3,617	23,505
Compensation expense related to stock options	-	315	-	-	-	315	-	315
Change in fair value of put option granted to non-controlling interest	-	-	(3,963)	-	-	(3,963)	-	(3,963)
Purchase of non-controlling interest (note 2)	-	-	-	-	(2,880)	(2,880)	(1,928)	(4,808)
Exercise of employee stock options	9,438	(2,321)	-	-	-	7,117	-	7,117
Other comprehensive income, net of tax								
Actuarial gains from the remeasurement of defined benefit plans	-	-	-	-	1,111	1,111	-	1,111
Foreign currency translation differences	-	-	-	11,087	-	11,087	1,383	12,470
Balance at March 31, 2013	685,044	44,891	(91,063)	(10,914)	(137,602)	490,356	69,312	559,668
Net income (loss) for the period	-	-	-	-	(2,938)	(2,938)	17,362	14,424
Compensation expense related to stock options	-	1,297	-	-	-	1,297	-	1,297
Change in fair value of put option granted to non-controlling interest	-	-	(63,176)	-	-	(63,176)	-	(63,176)
Dividends ($0.09 per share)	-	-	-	-	(7,588)	(7,588)	-	(7,588)
Exercise of employee stock options	4,931	(1,335)	-	-	-	3,596	-	3,596
Other comprehensive income, net of tax								
Actuarial gains from the remeasurement of defined benefit plans	-	-	-	-	5,752	5,752	-	5,752
Foreign currency translation differences	-	-	-	36,999	-	36,999	3,039	40,038
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	-	-	-	-	16,691	16,691	9,968	26,659
Compensation expense related to stock options	-	110	-	-	-	110	-	110
Dividends ($0.03 per share)	-	-	-	-	(2,535)	(2,535)	-	(2,535)
Change in fair value of put option granted to non-controlling interest	-	-	(31,425)	-	-	(31,425)	-	(31,425)
Other comprehensive income, net of tax								
Actuarial losses from the remeasurement of defined benefit plans	-	-	-	-	(3,195)	(3,195)	-	(3,195)
Foreign currency translation differences	-	-	-	26,367	-	26,367	4,486	30,853
Balance at March 31, 2014	$ 689,975	$ 44,963	$ (185,664)	$ 52,452	$ (131,415)	$ 470,311	$ 104,167	$ 574,478

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Cash Flows

(in thousands of Canadian dollars) (unaudited)

	Three months ended March 31, 2014	Three months ended March 31, 2013
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES:		
Net Income for the period	$ 26,659	$ 23,505
Adjustments for:		
Depreciation of property, plant and equipment	25,595	22,549
Amortization of customer contracts and relationships	343	486
Amortization of development costs	2,104	1,545
Accretion of interest on promissory note	-	(30)
Unrealized losses (gains) on foreign exchange forward contracts	2,535	(228)
Finance costs	5,179	4,683
Income tax expense	5,499	7,468
Loss on disposal of property, plant and equipment	140	111
Stock-based compensation	110	315
Pension and other post-retirement benefits expense	1,167	1,202
Contributions made to pension and other post-retirement benefits	(1,028)	(2,468)
	68,303	59,138
Changes in non-cash working capital items:		
Trade and other receivables	(95,491)	(88,525)
Inventories	(16,423)	2,843
Prepaid expenses and deposits	(1,111)	3,480
Trade, other payables and provisions	69,431	36,927
	24,709	13,863
Interest paid (excluding capitalized interest)	(4,712)	(3,731)
Income taxes paid	(12,242)	(4,741)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 7,755	$ 5,391
FINANCING ACTIVITIES:		
Dividends paid	(2,535)	-
Increase in long-term debt	36,953	51,498
Repayment of long-term debt	(10,191)	(5,856)
Exercise of employee stock options	-	7,117
NET CASH PROVIDED BY FINANCING ACTIVITIES	$ 24,227	$ 52,759
INVESTING ACTIVITIES:		
Purchase of property, plant and equipment*	(42,823)	(56,705)
Capitalized development costs	(3,411)	(3,122)
Proceeds on disposal of property, plant and equipment	593	28
Purchase of non-controlling interest (note 2)	-	(4,808)
NET CASH USED IN INVESTING ACTIVITIES	$ (45,641)	$ (64,607)
Effect of foreign exchange rate changes on cash and cash equivalents	620	(1,351)
DECREASE IN CASH AND CASH EQUIVALENTS	(13,039)	(7,808)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	56,224	29,422
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 43,185	$ 21,614

* As at March 31, 2014, $7,444 (December 31, 2013 - $ 13,216) of purchases of property, plant and equipment remain unpaid.

See accompanying notes to the interim condensed consolidated financial statements.

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. It designs, engineers, manufactures and sells quality metal parts, assemblies and fluid management systems and is focused on the automotive sector.

1. BASIS OF PREPARATION

(a) Statement of compliance

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting' ("IAS" 34) as issued by the International Accounting Standards Board ("IASB"), and on a basis consistent with the accounting policies disclosed in the Company's annual audited consolidated financial statements for the year ended December 31, 2013, except as outlined in note 1(d).

(a) Basis of presentation

These interim condensed consolidated financial statements include the accounts of Martinrea International Inc. and its subsidiaries. The notes presented in these interim condensed consolidated financial statements include in general only significant changes and transactions occurring since the Company's last year end, and are not fully inclusive of all disclosures required by IFRS for annual financial statements. These interim condensed consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements, including the notes thereto, for the year ended December 31, 2013.

(c) Functional and presentation currency

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

(d) Recently adopted accounting standards

The Company has adopted the new and amended IFRS pronouncements listed below as at January 1, 2014, in accordance with the transitional provisions outlined in the respective standards.

IAS 36, Impairment of assets

Effective January 1, 2014, the Company adopted amendments made to IAS 36, Impairment of assets. These amendments require additional disclosures when the recoverable amount is determined based on fair value less cost of disposal including the following:

- Level of fair value hierarchy within which the fair value measurement is categorised
- Valuation techniques used to measure fair value less costs of disposal
- Key assumptions used in the fair value measurements categorised within 'Level 2' and 'Level 3" of the fair value hierarchy, and
- Discount rate when applicable.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

IAS 32, Financial Instruments: Presentation

Effective January 1, 2014, the Company adopted amendments made to IAS 32, Financial Instruments: Presentation which provide clarification on when an entity has a legally enforceable right to off-set financial assets and financial liabilities.

The adoption of this amended standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

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

IFRIC 21, Levies

Effective January 1, 2014, the Company adopted IFRIC 21, Levies which provides guidance on when to recognize a liability for a levy imposed by a government, both for levies that are accounted for in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets and those where the timing and amount of the levy is certain. The interpretation identifies the obligating event for the recognition of a liability as the activity that triggers the payment of the levy in accordance with the relevant legislation. It provides the following guidance on recognition of a liability to pay levies (i) the liability is recognized progressively if the obligating event occurs over a period of time, and (ii) if an obligation is triggered on reaching a minimum threshold, the liability is recognized when that minimum threshold is reached.

The adoption of this standard did not have a significant impact on the interim condensed consolidated financial statements in the current or comparative periods.

2. CHANGES IN OWNERSHIP INTEREST

On January 14, 2013, the Company, through its subsidiary Martinrea Honsel Holdings B.V., closed an agreement to purchase the 35% non-controlling interest of the facility in Monte Mor, Brazil from Daimler AG ("Daimler") for a total cost of $4,808 (€ 3,712). The transaction resulted in the carrying amount of Daimler's share of equity in the facility being reversed from non-controlling interest. The $2,880 difference between the amount of the non-controlling interest adjustment and the consideration paid was recognized in accumulated deficit.

3. OTHER FINANCIAL LIABILITY

On July 29, 2011, the Company purchased a controlling interest in the assets of Honsel AG ("Honsel"), 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. Martinrea owns 55% of the acquired assets, with Anchorage owning the remaining 45%.

As part of the transaction the Company granted Anchorage a put option which, if exercised, will require the Company to purchase Anchorage's 45% interest in Martinrea Honsel. The put option can be exercised beginning on April 1, 2015 and ends on October 1, 2017. The Company is required to purchase the shares held by Anchorage no later than 90 days after the exercise of the put option. The put option provides a formula for determining the purchase price of the shares, which is designed to estimate the fair value of the non-controlling interest at the time the option is exercised. The put option provides an arbitration mechanism in the event that the two parties are unable to agree on the ultimate price.

The Company determined the fair value of the liability relating to the put option to be $185,664 as at March 31, 2014 (December 31, 2013 - $154,239). The fair value was determined by applying the contractual formula for determining the purchase price of the shares to projected earnings at the time the put option becomes exercisable and discounting it back to a present value using a rate commensurate with the risks inherent in the ownership interest. The put option liability is included in other financial liabilities on the Company's consolidated balance sheet with an offsetting adjustment to other equity. The fair value of the liability is sensitive to changes in projected earnings, which could result in a higher or lower fair value measurement. Changes in the carrying amount of the liability, including accretion and foreign exchange, are recognized within other equity.

4. TRADE AND OTHER RECEIVABLES

	March 31, 2014	December 31, 2013
Trade receivables	$ 620,350	$ 498,261
VAT and other receivables	34,621	43,337
	$ 654,971	$ 541,598

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

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

5. INVENTORIES

	March 31, 2014	December 31, 2013
Raw materials	$ 143,699	$ 138,337
Work in progress	47,579	41,841
Finished goods	50,409	52,013
Tooling work in progress and other inventory	88,274	70,619
	$ 329,961	$ 302,810

6. PROPERTY, PLANT AND EQUIPMENT

	March 31, 2014			December 31, 2013		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Land and buildings	$ 128,550	$ (26,483)	$ 102,067	$ 124,844	$ (24,979)	$ 99,865
Leasehold improvements	41,720	(21,492)	20,228	40,652	(20,518)	20,134
Manufacturing equipment	1,124,590	(510,019)	614,571	1,055,258	(461,778)	593,480
Tooling and fixtures	35,730	(29,761)	5,969	33,516	(28,183)	5,333
Other assets	30,661	(16,899)	13,762	29,461	(15,811)	13,650
Construction in progress and spare parts	130,605	-	130,605	115,086	-	115,086
	$ 1,491,856	$ (604,654)	$ 887,202	$ 1,398,817	$ (551,269)	$ 847,548

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, 2012	$ 94,984	$ 19,906	$ 486,340	$ 9,901	$ 13,493	$ 107,119	$ 731,743
Additions	263	197	7,624	-	553	180,428	189,065
Disposals	(2,051)	-	(1,571)	(652)	(35)	(133)	(4,442)
Depreciation	(3,858)	(2,989)	(83,901)	(4,912)	(3,598)	-	(99,258)
Impairment	-	-	(9,041)	(5,279)	(380)	-	(14,700)
Transfers from construction in progress and spare parts	6,505	2,229	161,255	4,491	3,355	(177,835)	-
Foreign currency translation adjustment	4,022	791	32,774	1,784	262	5,507	45,140
Net as of December 31, 2013	$ 99,865	$ 20,134	$ 593,480	$ 5,333	$ 13,650	$ 115,086	$ 847,548
Additions	-	29	1,188	-	69	35,765	37,051
Disposals	(483)	-	(176)	(74)	-	-	(733)
Depreciation	(1,023)	(663)	(22,222)	(887)	(800)	-	(25,595)
Transfers from construction in progress and spare parts	653	155	21,764	1,347	355	(24,274)	-
Foreign currency translation adjustment	3,055	573	20,537	250	488	4,028	28,931
Net as of March 31, 2014	$ 102,067	$ 20,228	$ 614,571	$ 5,969	$ 13,762	$ 130,605	$ 887,202

During 2013 and 2012, the Company entered into certain asset-backed financing arrangements that were structured as sales-and-leaseback transactions. At March 31, 2014, the carrying value of property, plant and equipment under such arrangements was $42,698 (December 31, 2013 – $43,229). The corresponding amounts owing are reflected within long-term debt (note 10).

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

7. INTANGIBLE ASSETS

	March 31, 2014			December 31, 2013		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Customer contracts and relationships	$ 60,687	$ (46,581)	$ 14,106	$ 59,966	$ (45,978)	$ 13,988
Development costs	77,464	(28,816)	48,648	71,357	(25,705)	45,652
	$ 138,151	$ (75,397)	$ 62,754	$ 131,323	$ (71,683)	$ 59,640

Movement in intangible assets is summarized as follows:

	Customer contracts and relationships	Development costs	Total
Net balance as at December 31, 2012	$ 15,073	$ 49,024	$ 64,097
Additions	-	14,638	14,638
Amortization	(1,972)	(6,899)	(8,871)
Impairment	-	(14,378)	(14,378)
Foreign currency translation adjustment	887	3,267	4,154
Net balance at December 31, 2013	$ 13,988	$ 45,652	$ 59,640
Additions	-	3,411	3,411
Amortization	(343)	(2,104)	(2,447)
Foreign currency translation adjustment	461	1,689	2,150
Net balance at March 31, 2014	$ 14,106	$ 48,648	$ 62,754

8. TRADE AND OTHER PAYABLES

	March 31, 2014	December 31, 2013
Trade accounts payable and accrued liabilities	$ 684,415	$ 597,221
Foreign exchange forward contracts	2,535	370
	$ 686,950	$ 597,591

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

9. PROVISIONS

	Restructuring (a)	Claims and Litigations (b)	Onerous Contracts (c)	Total
Balance at December 31, 2012	$ 24,433	$ 2,241	$ 2,305	$ 28,979
Net additions	-	365	-	365
Amounts used during the period	(22,154)	(801)	(1,173)	(24,128)
Foreign currency translation adjustment	1,069	(98)	175	1,146
Balance at December 31, 2013	$ 3,348	$ 1,707	$ 1,307	$ 6,362
Net additions	-	81	-	81
Amounts used during the period	(1,127)	(13)	(326)	(1,466)
Foreign currency translation adjustment	97	132	24	253
Balance at March 31, 2014	$ 2,318	$ 1,907	$ 1,005	$ 5,230

Based on estimated cash outflows, all provisions as at March 31, 2014 and December 31, 2013 are presented on the condensed consolidated balance sheet as current.

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

(a) Restructuring

As part of the acquisition of Honsel, a certain level of restructuring was contemplated, in particular, at the Company's German facilities in Meschede and Soest. The restructuring accrual as at December 31, 2012 relates to restructuring activities undertaken during 2012 primarily for employee related severance. No such costs were incurred during 2013 and the three months ending March 31, 2014.

(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 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 has been recorded as a provision and will be recognized over time as the contracts are fulfilled or when the contracts are no longer considered onerous.

10. LONG TERM DEBT

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

		March 31, 2014		December 31, 2013
Banking facility	$	342,227	$	310,372
Equipment loans		150,251		146,534
Loan payable to non-controlling shareholder of Martinrea Honsel		13,692		13,190
Other bank loans		843		1,681
		507,013		471,777
Current portion		(51,204)		(37,276)
	$	455,809	$	434,501

Terms and conditions of outstanding loans, in Canadian dollar equivalents, are as follows:

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

	Currency	Nominal interest rate	Year of maturity	March 31, 2014 Carrying amount	December 31, 2013 Carrying amount
Banking facility	CAD	BA+2.0%	2016	$ 276,973	$ 276,337
	USD	LIBOR+2.0%	2016	65,254	34,035
Equipment loans	USD	4.25%	2018	51,777	45,224
	USD	4.25%	2017	22,807	23,452
	* EUR	3.37%	2016	19,966	20,816
	* USD	7.36%	2017	17,350	17,641
	* EUR	4.93%	2023	15,463	14,896
	USD	3.89%	2016	8,715	9,201
	USD	3.99%	2017	5,334	5,555
	* BRL	11.88%	2015	2,934	2,702
	USD	3.65%	2016	2,663	2,805
	USD	4.69%	2017	1,305	1,362
	CAD	Prime+0.3%	2014	740	1,333
	* BRL	5.00%	2014	423	569
	USD	3.65%	2014	273	458
	* BRL	5.00%	2020	426	409
	* BRL	5.59%	2014	75	111
Loan payable to non-controlling shareholder of Martinrea Honsel	EUR	5.00%	2014	13,692	13,190
Other bank loans	* BRL	14.00%	2015	843	1,681
				$ 507,013	$ 471,777

*Represents debt in Martinrea Honsel.

The primary terms of the Company's banking facility, with a syndicate of seven banks, are as follows:

- available revolving credit lines of $300 million and US $100 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 2016.

As at March 31, 2014, the Company has drawn US$59,000 (December 31, 2013 - US$32,000) on the U.S. revolving credit line and drawn $278,000 (December 31, 2013 - $278,000) on the Canadian revolving credit line. At March 31, 2014, the weighted average effective rate of the banking facility credit lines was 3.3% (December 31, 2013 - 3.3%). The facility requires the maintenance of certain financial ratios with which the Company was in compliance as at March 31, 2014.

Deferred financing fees of $2,027 (December 31, 2013 - $2,218) have been netted against the carrying value of the long term debt.

During the three months ended March 31, 2014, the Company finalized the final draw down on a five year US$50 million equipment loan in the amount of US$6,958 at a fixed interest rate of 4.25%.

The loan payable to the non-controlling shareholder of Martinrea Honsel formed part of a €20,000 ($30,426) loan to Martinrea Honsel from its shareholders, including Martinrea, during 2012, of which Martinrea's portion of the loan in the amount of €11,000 ($16,734) was funded from the Company's banking facility.

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

Future annual minimum principal repayments are as follows:

Within one year	$	51,204
One to two years		36,910
Two to three years		376,437
Three to four years		20,460
Thereafter		22,002
	$	507,013

11. INCOME TAXES

The components of income tax expense are as follows:

		Three months ended March 31, 2014		Three months ended March 31, 2013
Current income tax expense	$	9,676	$	8,813
Deferred income tax recovery		(4,177)		(1,345)
Total income tax expense	$	5,499	$	7,468

12. CAPITAL STOCK

	Number		Amount
Common shares outstanding:			
Balance, December 31, 2012	82,995,450	$	675,606
Exercise of stock options	980,334		9,438
Balance, March 31, 2013	83,975,784		685,044
Exercise of stock options	503,920		4,931
Balance, December 31, 2013 and March 31, 2014	84,479,704	$	689,975

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 0 and 4 years.

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

	Three months ended March 31, 2014			Three months ended March 31, 2013		
	Number of options		Weighted average exercise price	Number of options		Weighted average exercise price
Balance, beginning of period	5,521,915	$	10.68	6,921,836	$	9.94
Exercised during the period	-			(980,334)		7.26
Cancelled / expired during the period	-			(15,667)		10.44
Balance, end of period	5,521,915	$	10.68	5,925,835	$	10.38
Options exercisable, end of period	5,031,915	$	10.93	4,925,001	$	10.82

The following is a summary of the issued and outstanding common share purchase options as at March 31, 2014:

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

Range of exercise price per share	Number outstanding	Date of grant	Expiry
$3.00 - 5.99	148,500	2005 & 2008	2015 & 2018
$6.00 - 6.99	22,379	2004 - 2008	2014 - 2018
$7.00 - 8.99	2,726,036	2004 - 2012	2014 - 2022
$9.00 - 9.99	150,000	2008	2018
$10.00 - 15.99	645,000	2006 - 2013	2016 - 2023
$16.00 - 17.75	1,830,000	2007	2017
Total share purchase options	5,521,915		

For the three months ended March 31, 2014, the Company expensed $110 (three months ended March 31, 2013 - $315) to reflect stock-based compensation expense, as derived using the Black-Scholes option valuation model.

13. EARNINGS PER SHARE

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

	Three months ended March 31, 2014			Three months ended March 31, 2013		
	Weighted average number of shares		Per common share amount	Weighted average number of shares		Per common share amount
Basic	84,479,704	$	0.20	83,756,735	$	0.24
Effect of dilutive securities:						
Stock options	564,470		-	607,655		-
Diluted	85,044,174	$	0.20	84,364,390	$	0.24

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

For the three months ended March 31, 2014, 2,475,000 options (three months ended March 31, 2013 - 2,770,000) were excluded from the diluted weighted average per share calculation as they were anti-dilutive.

14. OPERATING SEGMENTS

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

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

The accounting policies of the segments are the same as those described in the Company's annual audited consolidated financial statements for the year ended December 31, 2013. The Company uses segment operating income as the basis for the CODM to evaluate the performance of each of the Company's reportable segments.

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

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

	Three months ended March 31, 2014		Three months March 31, 2013	
	Sales	Operating Income	Sales	Operating Income
North America				
Canada	$ 195,517		$ 191,249	
USA	312,669		279,538	
Mexico	155,478		139,744	
	$ 663,664	$ 21,368	$ 610,531	$ 30,769
Europe				
Germany	153,514		119,214	
Spain	24,627		18,862	
Slovakia	5,512		3,735	
	$ 183,653	$ 17,674	$ 141,811	$ 4,467
Rest of World	$ 17,176	$ (1,483)	$ 16,780	$ (563)
	$ 864,493	$ 37,559	$ 769,122	$ 34,673

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

15. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, promissory note, trade and other payables, long-term debt, foreign exchange forward contracts and other financial liability – put option.

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 for 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:

	March 31, 2014			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and cash equivalents	$ 43,185	$ 43,185	$ -	$ -
Foreign exchange forward contracts	$ (2,535)	$ -	$ (2,535)	$ -
Other financial liability - put option	$ (185,664)	$ -	$ -	$ (185,664)

	December 31, 2013			
	Total	**Level 1**	**Level 2**	**Level 3**
Cash and cash equivalents	$ 56,224	$ 56,224	$ -	$ -
Foreign exchange forward contracts	$ (370)	$ -	$ (370)	$ -
Other financial liability - put option	$ (154,239)	$ -	$ -	$ (154,239)

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:

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

March 31, 2014	Fair value through profit or loss	Loans and receivables	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:					
Trade and other receivables	$ -	$ 654,971	$ -	$ 654,971	$ 654,971
	-	654,971	-	654,971	654,971
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	684,415	684,415	684,415
Long-term debt	-	-	507,013	507,013	507,013
Foreign exchange forward contracts	2,535	-	-	2,535	2,535
	2,535	-	1,191,428	1,193,963	1,193,963
Net financial assets (liabilities)	$ (2,535)	$ 654,971	$ (1,191,428)	$ (538,992)	$ (538,992)

December 31, 2013	Fair value through profit or loss	Loans and receivables	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:					
Trade and other receivables	$ -	$ 541,598	$ -	$ 541,598	$ 541,598
	-	541,598	-	541,598	541,598
FINANCIAL LIABILITIES:					
Trade and other payables	-	-	597,221	597,221	597,221
Long-term debt	-	-	471,777	471,777	471,777
Foreign exchange forward contracts	370	-	-	370	370
	370	-	1,068,998	1,069,368	1,069,368
Net financial assets (liabilities)	$ (370)	$ 541,598	$ (1,068,998)	$ (527,770)	$ (527,770)

The fair value of trade and other receivables and trade and other payables approximates 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. The fair value of the other financial liability – put option is recorded at fair value.

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 risks 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 82% of the Company's production sales are derived from six 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 were past due as at March 31, 2014 are part of normal payment patterns 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.

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

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

	March 31, 2014	December 31, 2013
0-60 days	$ 562,473	$ 439,125
61-90 days	25,515	35,368
Greater than 90 days	32,362	23,768
	$ 620,350	$ 498,261

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company manages liquidity risk by monitoring sales volumes and collection efforts to ensure sufficient cash flows are generated from operations to meet its liabilities when they become due. Management monitors consolidated cash flows on a weekly basis covering a rolling 12 week period, quarterly through forecasting and annually through the Company's budget process. At March 31, 2014, the Company had cash of $43,185 and banking facilities available as discussed in note 10. All the Company's financial liabilities other than long term debt and other financial liabilities have maturities of approximately 60 days.

A summary of contractual maturities of long term debt is provided in note 10.

(c) Interest rate risk

Interest rate risk refers to the risk 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, 1 month LIBOR or the Bankers 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 fluctuate by a maximum of 1.25%.

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

	Carrying amount	
	March 31, 2014	December 31, 2013
Variable rate instruments	$ 342,967	$ 311,705
Fixed rate instruments	164,046	160,072
	$ 507,013	$ 471,777

Sensitivity analysis

An increase or decrease of 1.0% in interest rates applicable to all variable interest rate debt would, all else being equal, have an effect of $818 (three months ended March 31, 2013 - $745) on the Company's interim consolidated financial results for the three months ended March 31, 2014.

(d) Currency risk

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

At March 31, 2014, 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	$ 434	0.7252	1
Buy Canadian Dollars	$ 52,000	1.0618	9
Buy Mexican Pesos	$ 8,650	13.2940	2

The aggregate value of these forward contracts as at March 31, 2014 was a loss of $2,535 and was recorded in trade and other payables (December 31, 2013 - loss of $370 and was recorded in trade and other payables).

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

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

March 31, 2014		USD		EURO		PESO		BRL		CYN
Trade and other receivables	$	388,145	€	74,493	$	25,433	R$	18,962	¥	36,932
Trade and other payables		(397,676)		(90,119)		(77,741)		(23,263)		(26,065)
Long-term debt		(159,583)		(32,289)		-		(9,615)		-
	$	(169,114)	€	(47,915)	$	(52,308)	R$	(13,916)	¥	10,867

December 31, 2013		USD		EURO		PESO		BRL		CYN
Trade and other receivables	$	340,455	€	62,093	$	13,988	R$	14,729	¥	16,815
Trade and other payables		(363,579)		(84,639)		(55,903)		(23,264)		(17,111)
Long-term debt		(131,900)		(33,369)		-		(12,152)		-
	$	(155,024)	€	(55,915)	$	(41,915)	R$	(20,687)	¥	(296)

The following summary illustrates the fluctuations in the exchange rates applied during the three months ended March 31, 2014 and 2013:

	Average rate		Closing rate	
	Three months ended March 31, 2014	Three months ended March 31, 2013	March 31, 2014	December 31, 2013
USD	1.0882	0.9972	1.1060	1.0636
PESO	0.0825	0.0782	0.0846	0.0812
EURO	1.4863	1.3214	1.5213	1.4655
BRL	0.4590	0.4924	0.4889	0.4503
CYN	0.1792	0.1609	0.1781	0.1757

Sensitivity analysis

The Company does not have significant foreign currency exposure based on each subsidiary's functional currency. However a 10 percent strengthening of the Canadian dollar against the following currencies at March 31, 2014 would give rise to translation risk on net income and would increase (decrease) equity, and comprehensive income for the three months ended March 31, 2014 by the amounts shown below, assuming all other variables remain constant:

		Three months ended March 31, 2014		Three months ended March 31, 2013
USD	$	(494)	$	(1,669)
EURO		(1,631)		(414)
BRL		117		102
CYN		88		52
	$	(1,920)	$	(1,929)

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

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

16. CONTINGENCIES

Contingencies

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

Tax contingency

The 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 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 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 $66.4 million (BRL $135.9 million) including interest and penalties to March 31, 2014 (December 31, 2013 - $58.0 million or BRL $128.8 million). 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. No provision has been recorded by the Company in connection with this contingency as at this stage the Company has concluded that it is not probable that a liability will result from the matter.

17. GUARANTEES

The Company is a guarantor under a tooling financing program. The tooling financing program involves a third party that provides tooling suppliers with financing subject to a Company guarantee. Payments from the third party to the tooling supplier are approved by the Company prior to the funds being advanced. The amounts loaned to the tooling suppliers through this financing arrangement do not appear on the Company's condensed consolidated balance sheet. At March 31, 2014, the amount of the program financing was $71,358 (December 31, 2013 - $57,591) 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 2014 or 2013. 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.

MARTINREA INTERNATIONAL INC.

Website: **www.martinrea.com**
Investor Information: **investor@martinrea.com**