Management's Discussion & Analysis
(Expressed in Canadian Dollars)

As at and for the three and nine months ended May 31, 2017

people CORPORATION

PEOPLE CORPORATION

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This Management's Discussion and Analysis ("**MD&A**") has been prepared with an effective date of July 20, 2017 and provides an update on matters discussed in, and should be read in conjunction with the audited annual consolidated financial statements of People Corporation ("**the Company**"), including the notes thereto, as at and for the year ended August 31, 2016, which were prepared in accordance with International Financial Reporting Standards ("**IFRS**") and the unaudited interim condensed consolidated financial statements as at and for the three and nine months ended May 31, 2017 (the "May 31, 2017 Interim Consolidated Financial Statements"), unless otherwise specified. Annual references are to the Company's fiscal year which ends August 31. The financial data discussed in this MD&A, including financial data relating to comparative periods in the prior year, has been prepared in accordance with IFRS. All amounts contained within this MD&A are in Canadian dollars unless otherwise specified. Amounts set forth in this MD&A are stated in thousands of dollars except for per share, issued and outstanding share data, and unless otherwise noted. Certain totals, subtotals and percentages may not reconcile due to rounding.

ADDITIONAL INFORMATION

Additional information regarding the Company is available on SEDAR at www.sedar.com and on the Company's website at www.peoplecorporation.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" within the meaning of applicable securities laws, such as statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Use of words such as "may", "will", "expect", "believe", "intends", "likely", or other words of similar effect may indicate a "forward-looking" statement. These statements are not guarantees of future performance and are subject to numerous risk factors, including those described in the Company's publicly filed documents (available on SEDAR at www.sedar.com) and in this MD&A under the heading "Risk Factors". Those risk factors include the ability to maintain profitability and manage growth, reliance on information systems and technology, reputation risk, dependence on key clients, reliance on key professionals and general economic conditions. Many of these risk factors can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statement made by the Company or on its behalf. Given these risk factors, investors should not place undue reliance on forward-looking statements as a prediction of actual results. All forward-looking statements in this MD&A are qualified by these cautionary statements. These statements are made as of the date of this MD&A and, except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Company, its financial or operating results or its securities.

Readers are cautioned that net income before finance expense, income tax expense, depreciation and amortization ("**Standardized EBITDA**"), retained economic interest represents the earnings attributable to vendors and/or principals of acquired companies based on prescribed formulas ("**REI**"), Standardized EBITDA before acquisition, integration and reorganization costs; share-based compensation expense; compensation-based REI; and equity-based REI ("**Adjusted EBITDA before REI**") or Standardized EBITDA net of REI before acquisition, integration and reorganization costs, share-based compensation expense ("**Adjusted EBITDA**"), Adjusted EBITDA before corporate costs ("**Operating Income before Corporate Costs**"), corporate costs and Operating Working Capital, hereinafter defined, and other similar terms do not have standardized meanings as prescribed by IFRS and may not be comparable to similar measures presented by other companies. Further, readers are cautioned that Standardized EBITDA, Adjusted EBITDA before REI, Adjusted EBITDA and Operating Income before Corporate Costs should not replace net income or loss or cash flows from operating, investing and financing activities (as determined in accordance with IFRS), as an indicator of the Company's performance. See the "Non-IFRS Financial Measures" section for further commentary.

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The Company is primarily involved in the delivery of employee group benefit consulting, third-party benefits administration services, pension consulting and human resource consulting to help companies recruit, retain and reward employees. With a growing national footprint, the Company is bringing together leading consultants in the industry to offer innovative and customized product solutions to clients. The Company is listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "PEO".

FINANCIAL HIGHLIGHTS

The Company's financial results for the three and nine months ended May 31, 2017 fully reflect the effect of last year's acquisition of BPA Financial Group Limited ("**BPA**"); and organic growth initiatives. The effect of the acquisition of Sirius Benefit Plans Inc. ("**Sirius**") and Skipwith & Associates Insurance Agency Inc. ("**Skipwith**") are partially reflected in the results as the transactions closed on April 12, 2017 and April 30, 2017, respectively.

	for the three months ended		for the nine months ended	
	May 31, 2017	**May 31, 2016**	**May 31, 2017**	**May 31, 2016**
Revenue	$ 27,965.8	$ 20,835.0	$ 76,913.0	$ 55,486.5
Adjusted EBITDA	$ 5,430.0	$ 3,461.4	$ 14,390.6	$ 10,299.2
Adjusted EBITDA per share (Basic)	$ 0.107	$ 0.077	$ 0.287	$ 0.229
Net Income (Loss)	$ 1,873.4	$ 231.7	$ 3,236.6	$ 102.4
Net income per share (Basic)	$ 0.037	$ 0.005	$ 0.065	$ 0.002
Net income per share (Diluted)	$ 0.036	$ 0.005	$ 0.064	$ 0.002

For the three months ended May 31, 2017, the Company experienced revenue growth of $7,130.8 (34.2%), due to acquired revenues from BPA, Sirius and Skipwith, as well as organic growth. The Company recognized acquired growth of $3,822.9 (18.3%) and organic growth of $3,307.9 (15.9%). Organic growth is primarily from the addition of new clients from the Company's existing and expanded benefits consulting team, natural inflationary factors and incremental contributions from the acquisition of BPA in the prior year.

Quarterly organic growth rates can vary due to timing of renewals and acquisitions and as such, annual organic growth is a better reflection of the Company's organic growth rate.

Adjusted EBITDA for the three months ended May 31, 2017 was $5,430.0, representing an increase of $1,968.6 (56.9%), as compared to the same period in fiscal 2016. Growth in Adjusted EBITDA for the three month period was primarily driven by contribution from acquisitions and the increase in third quarter revenue, partially offset by increases in variable compensation expenses tied directly to the higher revenue, expanded leadership to accommodate integration and future growth, and the continued investment in recently-hired benefit consultants and related support costs incurred to drive organic growth.

For the three months ended May 31, 2017, the Company reported an increase in Net Income of $1,641.7 resulting from the acquisitions of Sirius and Skipwith during the quarter; the acquisition of BPA in fiscal 2016; and a decrease in finance expenses; offset by acquisition-related amortization of intangible assets and income tax expense.

For the nine months ended May 31, 2017, the Company experienced revenue growth of $21,426.5 (38.6%) due primarily to revenues from the BPA acquisition and organic growth. The acquisitions of Sirius and Skipwith during the period had a less significant impact over the nine month period. The Company recognized acquired growth of $14,946.9 (26.9%) and organic growth of $6,479.6 (11.7%). Organic growth is primarily due to factors similar to those affecting the three month period

Adjusted EBITDA for the nine months ended May 31, 2017 was $14,390.6, representing an increase of $4,091.4 or 39.7%, as compared to the same period in fiscal 2016. Growth in Adjusted EBITDA for the nine month period was primarily driven by contribution from acquisitions resulting in increases in revenue, partially offset by increases in variable compensation expenses tied directly to the higher revenue, expansion of the consulting team through hiring additional benefit consultants and expansion of the leadership team.

For the nine months ended May 31, 2017, the Company reported an increase in Net Income of $3,134.2 resulting from the impact of current year acquisitions; the acquisition of BPA in fiscal 2016; and a reduction of acquisition, integration and reorganization costs; offset by an increase in acquisition-related amortization of intangible assets.

BUSINESS OVERVIEW

The Company delivers employee group benefit consulting, third party benefits administration (including claims processing, disability management and administration services), group retirement consulting, pension advisory services and strategic human resource consulting and recruitment services to help companies attract, retain and reward employees. The Company achieves this through approximately 620 employees and contractors with 35 offices (includes 15 satellite offices) located in nine provinces. The Company earns revenues from a diverse base of clients in various industries. The Company maintains a corporate strategic plan, a financial plan and an ongoing annual planning process that enables the continued growth and execution of its vision. The Company's priority is the continued profitable expansion of existing operations through a focus on organic growth and the acquisition of synergistic companies with a view to maximize value for its stakeholders: i) shareholders, ii) clients, iii) acquisition partners, and iv) employees. The Company has financial and management resources in place to execute these priorities.

The Company is organized in order to emphasize integration of all of its practice areas, which are as follows:

CONSULTING SOLUTIONS		BENEFIT SOLUTIONS	SHARED SERVICES	HUMAN RESOURCE SOLUTIONS
Gallivan & Associates Student Networks	Investment Guild	HealthSource Plus	Integrated Solutions	People First HR Services
JSL Inc.	White Willow	Coughlin employee benefits specialists	Group Retirement Solutions	
Buffett Taylor Employee Benefits Consulting	Prosure Group	BPA	Business Development	
Bencom fsgi	Fairles Benefit Services	Sirius Benefit Plans	Talent Acquisition	
Hamilton + Partners			Wellness Solutions	

The Company has offices across Canada; each led by a team of experts and backed by strong executive management and capital resources. The Company's diverse team of experienced consultants have industry-specific expertise and can provide businesses with insight to customize an innovative suite of services specific to their business requirements.

While the Company continues to go-to-market with the various brands acquired through acquisition, the Company is organized in such a way so as to leverage the capabilities of the entire organization. People Corporation can help businesses attract the right talent for the job and provide the right incentives to motivate employees to excel, enabling client businesses to prosper.

People Corporation helps businesses:

Attract — The Company's employee benefit, group retirement and HR divisions are led by experts who understand a client's business and can help a client attract the best people for their industry, helping position them as top employers.

Reward — Proprietary solutions offered by the Company's employee group benefit consulting, third party benefits administration, group retirement consulting, pension advisory services, claims processing, disability management and administration services ensures that a client's staff has access to health, wellness, dental, and retirement plans that make financial sense for their families, as well as for the client's business.

Retain	The Company can help make a client's organization a place where the best people will want to build their careers while also ensuring cost containment for the client's benefit, HR and group retirement plans.

Whether a client needs a simple benefits package or a comprehensive solution, the Company's experts can customize a program for its client's unique needs.

Expertise	The Company's consultants are recognized industry leaders who can create value for a client's organization. Through the experience of working with hundreds of clients, the Company's consultants have developed broad, as well as specialized, product, insurance and industry expertise.
Custom Solutions	The Company's broad range of innovative and proprietary group benefit solutions, group pension and disability solutions can be tailored to suit organizations of any size, in any sector. This is achieved through the Company's partner relationships, its ability to leverage its various systems and platforms and through the expertise of its consultants and staff.
Industry Leading Pricing	As a national provider, the Company's buying power allows it to offer clients the best products on the best terms.
Independent Guidance	The Company's expert advice is unbiased and independent. The Company works with all major insurers to provide clients with the best customized solution for its clients' businesses and people.
National Servicing	With offices across the country, the Company can provide clients with servicing on a localized basis.

Below is a summary of the Company's various operating areas:

Consulting Solutions

Within the Consulting Solutions division, the Company focuses on providing a unique employee benefit, group retirement and human resource solution that is customized to individual client needs. The consulting advice primarily includes plan review and plan design, plan recommendations and alternative funding methods, plan set up, employee communications, wellness programs and plan marketing.

The Company's consultants are divided into teams that focus independently of each other on corporate benefits, public sector benefits, association benefits, student benefits and alternative funding methods including self-insurance. While each team goes to market independently, the Company has an advisor group that brings the skills of the different teams together and therefore, the Company is able to proactively approach client assignments in a manner that brings the expertise from various consultants together where necessary.

The Company assumes no underwriting risk as the insurance policies are underwritten by the insurance carrier.

Benefit Solutions

The Company's Benefit Solutions division has several third-party administration ("**TPA**") service platforms allowing it to provide consulting advice that is highly customized towards the client's needs. The TPA administers benefit plans on behalf of clients and insurance carrier partners. These administration platforms allow the Company to develop specialized, unique and customized benefit solutions for its clients through a plug-and-play approach of using multiple insurance carrier partners on a single benefits plan design. TPA services include employee data management, billing services, consolidated billing services where a client has multiple insurance carriers associated with its plan, customized reporting, customized plan design services, underwriting services, communication services and booklet printing services. In addition, through its various partners, the TPA platforms also provide claims adjudication services and claims management.

The Company serves as an independent data administrator on behalf of the Company's clients, who are generally an employer and/or plan sponsor – this allows the benefit consultant to work with the client to select from various insurance carriers and funding options that are best suited to the benefit categories within the employee benefits program. The client benefits from the availability of multiple carriers and funding alternatives on one consolidated billing and reporting platform.

Human Resource Solutions

The Company's Human Resource Solutions division works with clients to diagnose, design and deliver customized human resource solutions. The human resources consulting team delivers a broad range of services, including: human resource consulting, compensation services, assessment services, recruiting, career transition services and talent management.

Shared Services

Through its Shared Services division, the Company works with its subsidiaries and divisions by providing subject matter experts and proprietary products, services and solutions to attract and retain clients and provide additional revenue opportunities. The Shared Services departments have been created to ensure that the Company's subsidiaries and divisions have access to an internal shared service not normally available to mid-size employee benefit firms, thereby ensuring clients are receiving the best possible consulting advice. This results in the Company's subsidiaries and divisions having a unique value proposition and thereby providing them a competitive edge.

BUSINESS ENVIRONMENT AND STRATEGY

As at July 20, 2017, the Company's business environment and strategy remain unchanged from those described in the Company's 2016 annual MD&A.

OVERVIEW OF OPERATING PERFORMANCE

As a result of a focus on executing its strategic plan, the Company continues to be successful in building upon and growing operational capabilities by investing in employees and the tools they need to provide responsive solutions which address its client's business challenges. The Company wants its clients to experience the benefits that People Corporation professionals bring to the table, to experience the benefits their people can deliver to them, and wants the client relationship to be an experience, not a transaction. The Company continued its positive momentum and strong performance during the quarter.

Notable milestones include

- Acquired 100% of the voting and economic interest of Sirius Benefits Ltd., an industry-leading, nationally-focused Third Party Administrator (TPA) and Third Party Payor (TPP) for group benefits plans;
- Acquired 100% of the voting and economic interest of Skipwith & Associates Insurance Agency Inc., an established TPA and TPP providing group benefit consulting, administrative solutions and claims management services to corporations, unions and public service organizations;
- Strengthened the organizational structure to broaden its corporate development capabilities with the appointment of Mr. Paul Asmundson as the Company's Executive Vice President and Chief Corporate Development Officer;
- Restructured broker channel leadership through the appointment of Mr. Graeme Horner as Senior Vice President, Partner Relations; Mr. Domenic Monopoli as Vice President, Partner Relations for Ontario; and Mrs. Lisa Horsman as Director Partner Relations for Atlantic Canada;
- Restructured sales leadership for small and mid-market solutions through the appointment of Mr. Peter Karalis as Senior Vice President, Consulting; and
- Restructured the product and underwriting group under the leadership of Faizel Alladina, Senior Vice President, Product and Underwriting. Under this new restructured group, Faizel will be responsible for developing and implementing enhanced and expanded products and solutions for our clients.

Growth Through Acquisitions

The Company continues to pursue growth opportunities both organically, increasing its existing business by gaining new clients, increasing product and service penetration with existing clients, as well as through transactions in which the Company acquires new operating entities or subsidiaries. Over the past few years, the Company has enhanced its corporate development capabilities to execute transactions, through significant investments in people, technology and other organizational resources, and has developed techniques, processes and other intellectual capital, all with the objective of creating a compelling value proposition for new entities to join People Corporation.

Given the Company's strong financial position, Management believes it is well positioned to continue to make investments for growth.

The Company will consider acquisitions ranging in size and structure, but all share the characteristic of having a strong underlying strategic rationale, which may include enhancing the Company's position in existing markets or providing entry into new markets, expanding the Company's administrative and technological capabilities, providing new supplier relationships and enhancing the breadth and depth of the Company's product and service offering. At the same time, given the financial characteristics of the underlying businesses, and the structural components and financial terms of the transactions, the Company will continue to focus on achieving attractive financial returns.

With a flexible transaction model to address the objectives of vendors, and an operating model to support the ongoing success and growth of the underlying businesses, the Company continues to attract partners who want to join the People Corporation group of companies. In the past three fiscal years, four transactions have been completed, and there continues to be significant momentum in this component of the Company's overall growth strategy.

Effective April 12, 2017, the Company acquired all of the issues and outstanding shares of Sirius. Established in 1958, based in Winnipeg, Manitoba, Sirius is an industry-leading, nationally-focused Third Party Administrator (TPA) and Third Party Payor (TPP) administering employee benefit programs for small- to medium-sized companies across Canada.

Effective May 1, 2017, the Company acquired all of the issued and outstanding shares of Skipwith. Established in 1988, based in Barrie, Ontario, Skipwith is an established TPA and TPP providing group benefit consulting, administrative solutions and claims management services to corporations, unions and public service organizations in the Ontario region.

OUTLOOK

In order to position itself for growth in this environment, the Company invests significantly in people, technology and other organizational resources, and has developed techniques, processes and other intellectual capital to provide a compelling value proposition to its clients. Driven by these investments, the Company continues to pursue growth opportunities both organically, increasing its existing business by gaining new clients and increased penetration of products and services within its existing client base, hiring of new benefit consultants, as well as through acquisitions in which new operating entities or subsidiaries become part of the Company. Given the positive underlying industry fundamentals, the ongoing development of the Company's operating and transaction models, and the overall value proposition the Company provides to stakeholder groups that include its clients, consultants, suppliers and employees, management currently expects to continue to generate growth in the foreseeable future.

NON-IFRS FINANCIAL MEASURES

The Company reports non-IFRS financial measures, including Standardized EBITDA, REI, Adjusted EBITDA, Adjusted EBITDA before REI, Operating Income before Corporate Costs, Operating Working Capital, hereinafter defined, as key measures used by management to evaluate performance of the business, to compensate employees and to facilitate a comparison of quarterly and annual results of ongoing operations. Adjusted EBITDA is also a concept utilized in measuring compliance with debt covenants. The Adjusted EBITDA measure is commonly reported and widely used by investors and lending institutions as an indicator of a company's operating performance, ability to incur and service debt, and as a valuation metric. While used to assist in evaluating the operating performance and debt servicing ability of the Company, readers are cautioned that Adjusted EBITDA as reported by the Company may not be comparable in all instances to adjusted EBITDA as reported by other companies.

The CPA's Canadian Performance Reporting Board defined EBITDA to foster comparability of the measure between entities ("Standardized EBITDA"). Standardized EBITDA represents an indication of an entity's capacity to generate income from operations before taking into account management's financing decisions and costs of consuming tangible and intangible capital assets, which vary according to their vintage, technological age and management's estimate of their useful life. Accordingly, Standardized EBITDA comprises revenue less operating costs before interest expense, capital asset depreciation, intangible asset amortization and impairment charges, and income taxes. Adjusted EBITDA is calculated to exclude items of an unusual or one-time nature that do not reflect normal or ongoing operations of the Company and should not be included in assessment of ability to service or incur debt. Adjusted EBITDA excludes acquisition, integration and reorganization costs, which do not relate to the current operating performance of the business but are typically costs incurred to expand operations or improve productivity and efficiency; Retained Economic Interest, representing the minority economic interest portion of earnings; and share-based compensation. Acquisition, integration and reorganization costs are comprised of professional fees and other non-recurring incremental costs incurred to secure and complete specific acquisitions; non-operating outlays associated with integrating acquired operations into the Company's business model subsequent to completion of an acquisition; and non-recurring outlays including consulting and recruiting fees and severance costs associated with reorganization operations to position the Company for building additional scale and to enhance operating performance.

OVERVIEW OF FINANCIAL PERFORMANCE

Adjusted EBITDA

The following is a reconciliation of the Company's Net Income to Standardized EBITDA and Adjusted EBITDA:

	for the three months ended		for the nine months ended	
	May 31, 2017	**May 31, 2016**	**May 31, 2017**	**May 31, 2016**
Net income	**$ 1,873.4**	**$ 231.7**	**$ 3,236.6**	**$ 102.4**
Add:				
Depreciation and amortization	1,943.7	1,686.3	5,825.5	4,966.6
Finance expenses, net	730.7	1,334.3	3,186.5	3,697.5
Income taxes, net	446.0	(303.0)	1,920.6	710.9
Standardized EBITDA	**4,993.8**	**2,949.3**	**14,169.2**	**9,477.4**
Add:				
Acquisition, integration and reorganization costs	1,024.8	1,072.6	1,787.3	2,010.7
Compensation-based REI	856.7	734.0	1,733.0	1,655.8
Share-based compensation	183.8	152.6	613.9	530.7
Adjusted EBITDA before REI	**7,059.1**	**4,908.5**	**18,303.4**	**13,674.6**
Deduct:				
Compensation-based REI	(856.7)	(734.0)	(1,733.0)	(1,655.8)
Equity-based REI	(772.4)	(713.1)	(2,179.8)	(1,719.6)
Adjusted EBITDA	**$ 5,430.0**	**$ 3,461.4**	**$14,390.6**	**$10,299.2**
Adjusted EBITDA before REI as a % of Revenue	25.2 %	23.6 %	23.8 %	24.6 %
Adjusted EBITDA as a % of Revenue	19.4 %	16.6 %	18.7 %	18.6 %

Adjusted EBITDA before REI for the three months ended May 31, 2017 was $7,059.1, an increase of $2,150.6, or 43.8% from $4,908.5 reported for the same period in the prior year. Factors influencing the increase in Adjusted EBITDA before REI include:

- Revenue growth of $7,130.8 representing increased contribution to run rates from acquisitions as well as organic growth resulting from the addition of new clients and natural inflationary factors;
- Increased personnel and compensation expenses of $4,158.9, including change in compensation-based REI, primarily attributable to the increased employee count resulting from the acquired operations, increases in variable compensation expenses tied directly to the higher revenue, expanded leadership to accommodate integration and future growth, and the continued investment in recently-hired benefit consultants;
- Increased other operating costs of $821.3, inclusive of general and administrative expenses, occupancy, administration fees which are primarily attributable to acquired operations, and non-recoverable commodity tax expense and public company costs.

For the three months ended May 31, 2017, Adjusted EBITDA before REI as a % of Revenue was 25.2%, which has increased from 23.6% reported for the same period in the prior year. The increase in the AEBITDA before REI as a % of Revenue is due to AEBITDA contributions through current period acquisitions, increased organic revenue growth, natural inflationary factors and the increased ability to leverage the Company's value proposition to existing customers.

Adjusted EBITDA for the three months ended May 31, 2017 was $5,430.0, an increase of $1,968.6, or 56.9% from $3,461.4 reported for the same period in the prior year. The increase in Adjusted EBITDA is due to the factors affecting Adjusted EBITDA before REI, net of the vendors interest in Coughlin, BPA, H+P and Bencom of $1,629.1

Adjusted EBITDA before REI for the nine months ended May 31, 2017 was $18,303.4, an increase of $4,628.8, or 33.8% from $13,674.6 reported for the same period in the prior year. Factors influencing the increase in Adjusted EBITDA before REI include:

- Revenue growth of $21,426.5 representing the increase in revenue resulting from the increased contribution to run rates from the 2016 and 2017 acquisitions as well as organic growth resulting from the addition of new clients and natural inflationary factors;
- Increased personnel and compensation expenses of $12,748.8 including change in compensation-based REI, primarily attributable to the increased employee count resulting from the acquisition of BPA, increases in variable compensation expenses tied directly to the higher revenue, expanded leadership to accommodate integration and future growth, and the continued investment in new benefit consultants;
- Increased other operating costs of $4,048.9, inclusive of general and administrative expenses, occupancy, administration fees, and public company costs, which is primarily attributable to the incremental costs from the acquired operations of BPA.

For the nine months ended May 31, 2017, Adjusted EBITDA before REI as a percentage of Revenue was 23.8%, which has declined slightly from the 24.6% reported for the same period in the prior year. The decrease in the Adjusted EBITDA before REI as a % of Revenue margin is primarily due timing of certain operating expenses.

Adjusted EBITDA for the nine months ended May 31, 2017 was $14,390.6, an increase of $4,091.4, or 39.7% from $10,299.2 reported for the same period in the prior year. The increase in Adjusted EBITDA is due to the factors affecting Adjusted EBITDA before REI, net of the vendors interest in Coughlin, BPA, H+P and Bencom of $3,912.8

Equity-based REI represents the share of BPA and Coughlin Adjusted EBITDA attributable to the BPA and Coughlin principals based on a prescribed formula tied to their respective non-voting, dividend-bearing special share holdings. The share of BPA Adjusted EBITDA attributable to equity-based REI will change as BPA options are exercised. BPA and Coughlin principals are eligible to receive dividends based on a calculation derived from earnings which includes Equity-based REI. The payment of dividends to the Coughlin and BPA Principals reduces the non-controlling put liability and is not included in the calculation of net income.

Compensation-based REI represents the share of Bencom and H+P Adjusted EBITDA attributable to the Bencom and H+P principals based on a prescribed calculation derived from earnings. Compensation-based REI is included in the calculation of net income.

Acquisition, integration and reorganization costs are comprised of professional fees and other non-recurring incremental costs incurred to secure and complete specific acquisitions, non-operating outlays associated with integrating acquired operations into the Company's business model subsequent to completion of an acquisition, and non-recurring outlays including consulting and recruiting fees and severance costs associated with reorganization of operations.

Operating Income Before Corporate Costs

The following is a reconciliation of the Company's Adjusted EBITDA to Operating Income before Corporate Costs:

	for the three months ended		for the nine months ended	
	May 31, 2017	**May 31, 2016**	**May 31, 2017**	**May 31, 2016**
Adjusted EBITDA	**$ 5,430.0**	**$ 3,461.4**	**$14,390.6**	**$10,299.2**
Add:				
Corporate costs	1,266.1	1,094.2	3,613.6	3,226.7
Operating income before corporate costs	**$ 6,696.1**	**$ 4,555.6**	**$18,004.2**	**$13,525.9**

Corporate costs, which represent expenses incurred at the corporate office, such as executive remuneration, public company compliance costs, certain insurance premiums and corporate development activities, for the three months ended May 31, 2017 were $1,266.1 versus $1,094.2 for the same period in the prior year. The increase of $171.9 is primarily due to an increase in personnel and compensation expense as a result of the continued investment in leadership positions during fiscal 2017 as well as increased expenses related to professional fees incurred during the quarter. Operating income before corporate costs for the three months ended May 31, 2017 was $6,696.1 versus $4,555.6 for the same period in the prior year. The increase of $2,140.5 is due to organic growth in Adjusted EBITDA and contributions to Adjusted EBITDA from the 2016 and 2017 acquisitions compared to the same period in the prior year.

Corporate costs for the nine months ended May 31, 2017 were $3,613.6 versus $3,226.7 incurred in the prior comparative period. The increase of $386.9 is primarily due to an increase in personnel and compensation expense as a result of the continued investment in leadership positions during fiscal 2017 and increased expenses related to professional fees. Operating income before corporate costs for the nine months ended May 31, 2017 was $18,004.2 versus $13,525.9 for the same period in the prior year. The increase of $4,478.3 is due to organic growth in Adjusted EBITDA and contributions to Adjusted EBITDA from the 2016 and 2017 acquisitions compared to the same period in the prior year.

Revenue

Revenue from the Consulting Solutions division is primarily comprised of commissions from insurance carriers. In addition, the Company earns fees from pension assets under administration which are paid by the carrier who administers and invests the funds. The Company is a reseller of benefit products and services and therefore assumes no underwriting risk as the insurance policy is underwritten by the insurance carrier.

Revenue from the Benefit Solutions division is primarily from fees earned for third party administration services.

Revenue from the Shared Services division is primarily earned through commissions which are paid by the insurance carriers and fees earned from pension assets under administration which are paid by the carrier who administers and invests the funds.

The Human Resource Solutions revenue is primarily earned from hourly or fixed fees for consulting services and as a percentage of compensation for recruiting services.

Revenue is as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 27,965.8	$ 20,835.0	$ 7,130.8	34.2 %	$ 76,913.0	$ 55,486.5	$ 21,426.5	38.6 %

For the three months ended May 31, 2017, the Company experienced revenue growth of $7,130.8 (34.2%), due to acquired revenues from BPA, Sirius and Skipwith, as well as organic growth. The Company recognized acquired growth of $3,822.9 (18.3%) and organic growth of $3,307.9 (15.9%). Organic growth is primarily from the addition of new clients from the Company's existing and expanded benefits consulting team, natural inflationary factors and incremental contributions from the acquisition of BPA in the prior year.

For the nine months ended May 31, 2017, the Company experienced revenue growth of $21,426.5 (38.6%) due primarily to revenues from the BPA acquisition and organic growth. The acquisitions of Sirius and Skipwith during the period had a less significant impact over the nine month period. The Company recognized acquired growth of $14,946.9 (26.9%) and organic growth of $6,479.6 (11.7%). Organic growth is primarily due to factors similar to those affecting the three month period

Personnel and Compensation Expenses

The largest operating expense of the Company is compensation and related costs which includes salaries, bonuses and commissions, stock-based compensation, group benefits, and payroll taxes.

Personnel and compensation expenses are as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 16,733.5	$ 12,574.6	$ 4,158.9	33.1 %	$ 45,846.8	$ 33,098.0	$ 12,748.8	38.5 %

The Company believes that investment in its employees and associate consultant networks is key to ensuring successful execution of its strategic plans.

For the three months May 31, 2017, personnel and compensation costs represent 59.8% of revenues (2016 - 60.4%). The increase in personnel and compensation for the three months ended May 31, 2017 of $4,158.9 is primarily attributable to the increased employee count resulting from the acquisition of BPA during the 2016 fiscal year and the recent acquisition of Sirius in the current quarter, as well as expanded leadership to accommodate integration and future growth.

For the nine months ended May 31, 2017, personnel and compensation costs represent 59.6% of revenues (2016 - 59.7%). The increase in salaries, bonuses and commissions for the nine months ended May 31, 2017 of $12,748.8 is primarily due to factors similar to those affecting the three month period in addition to the continued expansion of the consulting team through hiring additional benefit consultants to expand organic growth opportunities.

General and Administrative Expenses

General and administrative expenses include expenses relating to acquisition, integration and reorganization, travel, office supplies, telephone and internet, computer costs, professional fees, advertising, business development and other less significant categories.

General and administrative expenses are as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 3,746.0	$ 3,171.6	$ 574.4	18.1 %	$ 9,652.5	$ 7,280.8	$ 2,371.7	32.6 %

General and administrative expenses have increased by $574.4 for the three months ended May 31, 2017 primarily due to the following:

- A net increase of $526.8 resulting from a higher general and administrative run-rate from the acquisition of BPA in the third quarter of fiscal 2016;
- A net increase of $70.4 resulting from a higher general and administrative run-rate from the acquisition of Sirius in the third quarter of fiscal 2017;
- An increase in professional fees of $641.2 relating to incremental audit and tax compliance costs, recruiting expenses relating to investment in leadership positions pertaining to integration initiatives, and non-recoverable commodity tax expenses; offset by
- A decrease in acquisition, integration and restructuring costs of $624.9 due to costs incurred in the comparative period relating to the acquisition of BPA which were not incurred in the current three-month period; and
- A net decrease of $39.1 in all other general and administrative expenses, including office supplies, business development, and travel.

For the nine months ended May 31, 2017, general and administrative expenses have increased by $2,371.7 primarily due to the following:

- A net increase of $2,437.4 resulting from a higher general and administrative run-rate due to the BPA acquisition;
- An increase in professional fees of $1,157.0 relating to incremental audit and tax compliance costs, recruiting expenses relating to investment in leadership positions pertaining to integration initiatives, and non-recoverable commodity tax expenses; offset by
- A decrease in acquisition, integration and restructuring costs of $1,210.8 due to costs incurred in the comparative period relating to the acquisition of BPA which were not incurred in the current nine-month period;
- A net decrease of $11.9 in all other general and administrative expenses, including office supplies, business development, and travel.

Depreciation and Amortization Expense

Depreciation is recognized over the estimated useful lives of each part of an item of property and equipment in a manner which most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Definite life intangible assets are amortized from the date of acquisition or, for internally developed assets, from the time the asset is available for use. Amortization is recognized either on a declining balance or on a straight-line basis over the estimated useful life of the asset.

Depreciation and amortization expense is as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 1,943.7	$ 1,686.3	$ 257.4	15.3 %	$ 5,825.5	$ 4,966.6	$ 858.9	17.3 %

Depreciation and amortization expense increased by $257.4 for the three months ended May 31, 2017 primarily due to additions to customer relationships resulting from the acquisition of BPA in fiscal 2016 as well as additions to information technology infrastructure and internally developed software.

Amortization expense on customer relationships, customer contracts and computer software increased by $494.5 primarily resulting from additions of customer relationships from the acquisition of BPA during fiscal 2016.

Depreciation expense on property and equipment decreased by $237.1 due to diminishing cost base of the investment in assets pertaining to leasehold improvements and information technology infrastructure in prior years, offset partially by an increase to property and equipment and the related depreciation expense resulting from the acquisition of BPA during fiscal 2016.

For the nine months ended May 31, 2017, depreciation and amortization expense increased by $858.9 primarily due to significant additions to intangible assets from the acquisition of BPA in the 2016 fiscal year as well as additions to internally developed software.

Amortization expense on customer relationships, customer contracts and software increased by $1,022.4 primarily due to additions of customer relationships resulting from the acquisition of BPA in the 2016 fiscal year and ongoing investments in software development for the TPA platform.

Depreciation expense on property, plant and equipment decreased by $163.5 due to the diminishing cost base of existing property, plant and equipment.

Occupancy Costs

Occupancy costs are as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 1,446.2	$ 1,225.0	$ 221.2	18.1 %	$ 4,329.8	$ 3,064.9	$ 1,264.9	41.3 %

Occupancy costs increased by $221.2 for the three months ended May 31, 2017, which is primarily due to incremental lease costs associated with the acquisition of BPA during the third quarter in fiscal 2016.

The increase in occupancy costs of $1,264.9 for the nine months ended May 31, 2017 is primarily due to factors similar to those affecting the three month period.

Administration Fees

Administration fees represent amounts paid by the company to third party claims adjudicators for services provided on behalf of the Company to certain of its clients on its TPA platform.

Administration fees are as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 967.2	$ 849.7	$ 117.5	13.8 %	$ 2,644.5	$ 2,303.7	$ 340.8	14.8 %

Administration fees increased by $117.5 for the three months ended May 31, 2017 due to an increase in claims processing fees. The increase in claims processing fees is volume driven and is a direct result from the increase in TPA revenue.

The increase in administration fees of $340.8 for the nine months ended May 31, 2017 is primarily due to factors similar to those affecting the three month period.

Finance Expenses

Finance expenses, net of interest income, are as follows:

	for the three months ended				for the nine months ended			
	May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
	$ 730.7	$ 1,334.3	$ (603.6)	(45.2)%	$ 3,186.5	$ 3,697.5	$ (511.0)	(13.8)%

Finance expenses decreased by $603.6 for the three months ended May 31, 2017. The change is primarily due to a decrease of $568.6 in the estimated fair value of non-controlling interest put obligations resulting from a revaluation of non-controlling interest put obligations related to Class Y shares exercised under the terms of the Coughlin Put Options; a decrease in accretion on contingent acquisition consideration of $36.0; and a decrease in accretion on vendor take-back loans and long-term liabilities of $14.4; offset by an increase in finance costs on long-term debt and other finance costs of $15.4.

Finance expenses decreased by $511.0 for the nine months ended May 31, 2017. The change is primarily due to a decrease of $255.4 in the estimated fair value of non-controlling interest put obligations resulting from a revaluation of non-controlling interest put obligations related to Class Y shares exercised under the terms of the Coughlin Put Options; a decrease in accretion on vendor take-back loans and long-term liabilities of $101.8; a decrease in accretion on contingent acquisition consideration of $97.6; and a decrease in finance costs on long-term debt and other finance costs of $56.2.

Public Company Costs

Public Company costs are as follows:

for the three months ended				for the nine months ended			
May 31, 2017	May 31, 2016	$ Variance	% Variance	May 31, 2017	May 31, 2016	$ Variance	% Variance
$ 79.0	$ 64.9	$ 14.1	21.7 %	$ 270.2	$ 261.8	$ 8.4	3.2 %

Public company costs have increased by $14.1 for the three months ended May 31, 2017. The increase can be attributed mainly to an increase in errors and omissions insurance premiums as a direct result of expansion of the business through acquisitions.

Public company costs have increased by $8.4 for the nine months ended May 31, 2017. The increase is primarily due to factors similar to those affecting the three month period.

SELECTED QUARTERLY INFORMATION

The selected financial information provided below is derived from the Company's unaudited quarterly financial statements for each of the last eight quarters:

	Q3 - 2017	Q2 - 2017	Q1 - 2017	Q4 - 2016	Q3 - 2016	Q2 - 2016	Q1 - 2016	Q4 - 2015
Revenue	$ 27,965.8	$ 25,602.5	$ 23,344.7	$ 24,902.6	$ 20,835.0	$ 18,336.6	$ 16,314.9	$ 15,767.2
Operating & corporate expenses	(21,763.4)	(19,591.2)	(18,987.8)	(20,052.7)	(16,660.5)	(14,156.7)	(12,650.4)	(12,967.6)
Adjusted EBITDA	5,430.0	5,225.2	3,735.7	3,796.2	3,461.4	3,633.2	3,204.6	2,358.3
Finance expenses	(730.7)	(607.2)	(1,848.6)	(1,561.0)	(1,334.3)	(1,069.6)	(1,293.6)	240.1
Depreciation and amortization	(1,943.7)	(1,959.2)	(1,922.6)	(2,009.0)	(1,686.3)	(1,426.2)	(1,854.1)	(1,364.7)
Share-based compensation	(183.8)	(183.5)	(246.7)	(63.2)	(152.6)	(133.3)	(244.8)	(62.4)
Equity-based REI	772.4	786.1	621.2	1,053.6	713.1	546.7	459.8	441.3
Income tax expense, net	(446.0)	(1,120.4)	(354.2)	(1,201.7)	303.0	(806.3)	(207.6)	60.2
Acquisition, integration and reorganization costs	(1,024.8)	(502.2)	(260.3)	(291.9)	(1,072.6)	(724.7)	(213.4)	(622.3)
Net income	1,873.4	1,638.8	(275.5)	(277.0)	231.7	19.8	(149.1)	1,050.5
Total assets	171,180.5	144,533.3	143,990.0	149,206.9	146,358.7	112,809.7	113,105.2	114,597.3
Total loans and borrowings	37,376.9	21,922.3	21,934.0	40,477.2	42,015.7	24,343.9	25,285.0	25,409.6
Total other liabilities	66,161.8	57,094.8	58,426.0	64,044.9	59,518.8	44,062.0	43,645.1	45,108.3
Shareholders' equity	67,641.7	65,516.2	63,630.1	44,684.9	44,824.2	44,403.7	44,175.1	44,079.4
Adjusted EBITDA per share	0.107	0.103	0.083	0.084	0.077	0.081	0.082	0.053
Earnings per share (basic)	0.037	0.032	(0.006)	(0.006)	0.005	0.000	(0.003)	0.023
Earnings per share (diluted)	0.036	0.032	(0.006)	(0.006)	0.005	0.000	(0.003)	0.023

LIQUIDITY AND CAPITAL RESOURCES

Liquidity ensures the Company has sufficient financial resources available at all times to meet its obligations. This involves effectively managing assets and liabilities while maintaining an optimal capital structure. The Company manages this risk by ensuring it has adequate cash and access to credit to meet its obligations in the most cost-effective manner possible. Cash flow from operations, together with cash on hand and unutilized credit available on existing credit facilities are expected to be sufficient to meet operating and capital expenditure requirements.

The Company also continues to actively investigate acquisition and other growth opportunities. The Company expects to finance future acquisitions from a combination of available cash, unutilized credit available on existing credit facilities, vendor financing, expanded credit facilities, issuance of equity as part of the consideration and equity proceeds from treasury issuance.

Contractual Obligations

The following table summarizes, as at May 31, 2017, the Company's contractual obligation for the periods specified.

	Payments due by period				
	Total	**Less than 1 Year**	**1 - 3 Years**	**4 - 5 Years**	**Thereafter**
Accounts payable and accrued liabilities	$ 14,421.9	$ 13,021.4	$ 730.2	$ 252.8	$ 417.5
Operating lease obligations	25,957.5	4,899.0	7,605.2	5,969.3	7,484.0
Obligations under finance leases	32.5	13.0	19.5	-	-
Vendor-take-back loans	3,565.8	1,490.6	1,775.2	300.0	-
Term credit facility	21,285.1	3,058.8	18,226.3	-	-
Acquisition credit facility	14,500.0	-	14,500.0	-	-
	$ 79,762.8	$ 22,482.8	$ 42,856.4	$ 6,522.1	$ 7,901.5

In addition to commitments assumed in connection with acquired operations , the Company entered into a new ten year lease agreement for its head office in Winnipeg, Manitoba during the period. Management believes that operations will generate sufficient cash flows to fund ongoing operations and finance its seasonal working capital needs.

Cash Flows

The following table summarizes the Company’s cash flows for the three months ended May 31, 2017:

For the three months ended	**May 31, 2017**	**May 31, 2016**	**$ Variance**	**% Variance**
Net income for the period	$ 1,873.4	$ 231.7	$ 1,641.7	708.5 %
Add non-cash items, net	1,411.4	2,416.8	(1,005.4)	(41.6)%
Changes in non-cash working capital	2,051.4	1,467.5	583.9	39.8 %
Net cash from (used by) operating activities	5,336.2	4,116.0	1,220.2	29.6 %
Net cash from (used by) investing activities	(16,504.5)	(17,796.8)	1,292.3	(7.3)%
Net cash from (used by) financing activities	15,170.5	17,402.3	(2,231.8)	(12.8)%
Net increase in cash	**$ 4,002.2**	**$ 3,721.5**	**$ 280.7**	**7.5 %**

Cash generated from operating activities for the three months ended May 31, 2017 increased $1,220.2 as compared to the same period in the prior year. Changes in working capital accounts reflect the inclusion of Sirius and Skipwith operations. Significant influences of cash inflows and outflows related to operating activities for the quarter include:

- Increase in cash from changes in working capital accounts of $583.9 due to the timing of cash receipts and payments from normal operating processes.

- Increase in Adjusted EBITDA of $1,968.6, as compared to the comparable period in the prior year. Management believes Adjusted EBITDA is a valuable indicator of the Company's ability to generate liquidity by producing operating cash flow to fund working capital needs, service debt obligations, and fund capital expenditures.

Cash used by investing activities for the three months ended May 31, 2017, which was primarily used to fund the acquisition of Sirius and Skipwith, decreased $1,292.3 as compared to the same quarter in the prior year in which BPA was acquired. Direct costs were also incurred related to the acquisition of customer relationships and the acquisition of customer contracts with fixed terms.

Cash generated by financing activities for the three months ended May 31, 2017 decreased $2,231.8 as compared to the same period in the prior year, which mainly relates to a decrease in funds drawn against the Acquisition Revolver loan to fund Sirius and Skipwith as compared to fund BPA in the comparable quarter; offset by an increase in payments of dividends on non-controlling interest.

For the nine months ended	May 31, 2017	May 31, 2016	$ Variance	% Variance
Net income for the period	$ 3,236.6	$ 102.4	$ 3,134.2	3,060.7 %
Add non-cash items, net	6,800.4	7,280.0	(479.6)	(6.6)%
Changes in non-cash working capital	(4,581.8)	888.3	(5,470.1)	(615.8)%
Net cash from operating activities	5,455.2	8,270.7	(2,815.5)	(34.0)%
Net cash from (used by) investing activities	(18,492.2)	(19,264.8)	772.6	(4.0)%
Net cash from (used by) financing activities	13,107.5	15,889.3	(2,781.8)	(17.5)%
Net increase in cash	**$ 70.5**	**$ 4,895.2**	**$ (4,824.7)**	**(98.6)%**

Cash used in operating activities for the nine months ended May 31, 2017 increased $2,815.5 as compared to the same period in the prior year. Changes in working capital accounts reflect the inclusion of Sirius and Skipwith operations. Significant influences of cash inflows and outflows related to operating activities for the year-to-date period versus the same period in the prior year include:

- Decrease in cash resulting from changes in working capital accounts of $5,470.1. The most notable change resulting in cash decreases from working capital items is the change in trade and other receivables of $5,110.3 due to current period acquisitions and timing of cash receipts and payments from normal operating processes.
- Increase in Adjusted EBITDA of $4,091.4, as compared to the comparable period in the prior year. Management believes Adjusted EBITDA is a valuable indicator of the Company's ability to generate liquidity by producing operating cash flow to fund working capital needs, service debt obligations, and fund capital expenditures.

Cash used by investing activities for the nine months ended May 31, 2017, which was primarily used to fund the acquisition of Sirius and Skipwith as well as for additions to customer relationships and computer software, decreased $772.6 as compared to the same period in the prior year.

Cash generated by financing activities for the nine months ended May 31, 2017 decreased $2,781.8 as compared to the same period in the prior year, which is primarily due to factors similar to those affecting the three month period. In addition, financing activities during the period included the receipt of net proceeds from private equity placement of $18,946.4, offset by the repayment of loans and borrowings amounting to $19,798.1.

Capital Management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to provide opportunities for growth to shareholders and benefits for other stakeholders and to maintain financial flexibility in, or to take advantage of, organic growth and new acquisition opportunities as they arise.

The Company includes cash, bank financing, vendor-take-back debt and shareholders’ equity in the definition of capital. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, the Company may issue new shares, issue new debt, renegotiate vendor-take-back debt or issue new debt to replace existing debt with different characteristics. The Company has the opportunity to use its Operating Revolver during the year to finance cash flows related to seasonal changes in non-cash working capital items. The Company did not make use of its operating line of credit during the first nine months of the year.

Working Capital

The Company's working capital (defined as current assets less current liabilities) as at May 31, 2017 is set forth in the table below. The Company defines Operating Working Capital as current assets less current liabilities, with the exclusion of certain deferred revenue.

Deferred revenue represents the excess of retainer amounts billed over costs incurred and revenue earned on service contracts. The amount is amortized into income as services are rendered, in accordance with the revenue recognition policies described in the Company's financial statements. Group benefit commission revenue from clients where advisory services and plan administration services are provided by the Company is generally received in advance and recorded as deferred revenue. Fee revenue that is contingent on certain criteria being met is included in deferred revenue until the criteria have been met.

Deferred revenue is a non-cash liability and therefore management believes that adding back the deferred revenue provides a more accurate reflection of the liquidity and working capital position of the Company.

The table below reconciles the differences in the calculation of working capital and Operating Working Capital.

		May 31, 2017		Aug 31, 2016
Current assets	$	29,515.2	$	25,750.1
Less:				
Current liabilities		21,063.9		18,917.3
Working capital		8,451.3		6,832.8
Add back:				
Deferred revenue		4,402.6		5,369.4
Operating working capital	**$**	**12,853.9**	**$**	**12,202.2**

Operating Working Capital has increased by $651.7 to a surplus of $12,853.9 compared to the surplus of $12,202.2 at August 31, 2016. The change in Operating Working Capital is due to an increase in current assets of $3,765.0, which was primarily the result of an increase in trade and other receivables; offset by an increase in current liabilities excluding deferred revenue of $3,113.3, which was primarily the result of an increase in trade payables, accrued and other liabilities due to liabilities acquired as a result of current period acquisitions as well as an increase related to the current portion of loans and borrowings which can be attributable to the vendor take-back loans used to help finance current period acquisitions.

The Company maintains a revolving operating line of credit of $5,000.0 to facilitate management of short-term working capital requirements. As at May 31, 2017, the Company had not utilized this facility.

Credit Facilities

The Company is a party to an agreement with a syndicate of Canadian banks, which included the following components:

1. $5,000.0 revolving credit facility to fund operating cash flow needs;
2. $34,000.0 term acquisition credit facility to fund future acquisitions.
3. $22,215.0 term credit facility installment loan which was used to refinance the acquisition facility balance outstanding under the previous agreement and fund acquisitions.

The agreement provides for an option (the "Accordion Feature"), subject to the satisfaction of certain terms and conditions, to increase the acquisition credit facility by up to $15,000.0 of additional capacity. The exercise of the option would result in the size of the term acquisition credit facility being increased to a maximum of $49,000.0 and overall credit capacity being increased to a maximum of $76,215.0.

The facility matures on October 31, 2019. The Term Loan requires quarterly principal repayments of $555.4 until November 30, 2018 and $666.5 per quarter thereafter, with the balance due at maturity. The Operating Revolver and Acquisition Revolver do not have scheduled principal repayments prior to maturity.

The loans bear interest at a floating rate based on banker's acceptances plus a credit margin tied to the Company's quarterly leverage ratio. The facility is secured by a general security agreement over the assets of the Company and its subsidiaries and is subject to both financial and non-financial covenants, including maximum total leverage and senior leverage ratios and minimum fixed charge coverage ratios.

At May 31, 2017, the Company had a balance of $19,438.1 outstanding on the Term Loan, $14,500.0 outstanding on the Acquisition Revolver and was compliant with all financial covenants.

At May 31, 2017, the Company had unutilized and available credit of $24,500.0, including $5,000.0 on the Operating Revolver and $19,500.0 to fund acquisitions on the Acquisition Revolver.

Share Capital

The Company has authorized share capital of an unlimited number of common voting shares. The Company's outstanding securities are comprised of:

	May 31, 2017	August 31, 2016
Common shares issued and outstanding	51,001,140	45,225,050
Stock options outstanding	1,298,480	1,504,897
Restricted Stock Units outstanding	314,271	128,680
Deferred Stock Units outstanding	41,478	26,442

On October 6, 2016, the Company closed a bought deal private placement financing (the "Offering") with a syndicate co-led by Cormark Securities Inc. and Acumen Capital Finance Partners Limited, and including Laurentian Bank Securities (collectively, the "Underwriters"). Pursuant to the Offering, the Company issued 5,439,500 common shares (the "Shares") of the Company at a purchase price of $3.70 per Share, including 709,500 Shares issued pursuant to the full exercise of the Underwriters' over-allotment option, for gross proceeds to the Company of $20,126,150. The Underwriters received a cash commission equal to 5.0% of the gross proceeds raised in the Offering. The remainder of the change in share capital can be attributed to grants during the three months ended May 31, 2017 under the Company's LTIP program.

Contingencies

In the ordinary course of operating the Company's business it may from time to time be subject to various claims or possible claims. Although management currently believes there are no claims or possible claims that if resolved would either individually or collectively result in a material adverse impact on the Company's financial position, results of operations, or cash flows, these matters are inherently uncertain and management's view of these matters may change in the future.

RISK FACTORS

The Company operates in a well-established and highly competitive industry and its results of operations, business prospects and financial condition are subject to a number of risks and uncertainties and are affected by a number of factors outside the control of management of the Company. The risk and uncertainties remain substantially unchanged from those disclosed in the Company's 2016 annual and fourth quarter MD&A.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are defined as those that are both very important to the portrayal of the Company's financial condition and results, and require management's most difficult, subjective or complex judgments. In preparing the Company's financial statements in accordance with IFRS, management is required to make certain estimates, judgments and assumptions that it believes are reasonable based upon available information, historical information and/or forecasts. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting periods. Actual results could differ from these estimates. The accounting policies which management believes are the most critical to aid in fully understanding and evaluating the Company's reported financial results include those relating to revenue recognition, business acquisitions and accounting for the resulting customer relationships and contracts, goodwill and income taxes.

The critical accounting estimates are substantially unchanged from those identified in the Company's 2016 annual and fourth quarter MD&A.

SEASONALITY

As the Company continues to grow through acquisitions, the revenue trends from quarter to quarter may change depending on the relative significance of acquisitions in a fiscal year and the seasonal variances of the client renewals of those particular acquisitions. As the company continues to grow both organically and through acquisitions, the revenue and Adjusted EBITDA trends from quarter to quarter within a fiscal year may continue to vary, however the annual revenue trends will increasingly be more representative of the Company's annual revenue run rate as the company achieves increasing scale.

OFF-BALANCE SHEET ARRANGEMENTS

Other than as outlined below, the Company does not have any off-balance sheet arrangements.

Concurrent with the acquisition of Coughlin, the Company assumed the role of sponsor of certain individual pension plans ("IPP") which had been established prior to the date of acquisition. While the IPPs are ongoing, the Company's obligation to make contributions towards any funding deficiency required by pension legislation is indemnified by the beneficiaries of the respective IPP. Conversely, any funding surpluses are payable to the beneficiaries of the respective IPP. As a result, the Company has no net exposure to unfunded or overfunded IPPs.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of basic financial instruments which are typically used in operation, including cash, restricted cash, accounts receivable, accounts payable and other liabilities, obligations under capital lease, non-controlling interest put options and long-term debt.

For the current assets and liabilities, the main risk is the credit risk associated with accounts receivable. The credit risk is reduced due to a diversified customer base. The risks associated with long-term debt include the risk of interest rate increases and the risk of potential defaults in debt payments due to insufficient cash flows.