MARTINREA INTERNATIONAL INC.
INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2018

Martinrea International Inc.

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Martinrea International Inc.

Interim Condensed Consolidated Balance Sheets

(in thousands of Canadian dollars) (unaudited)

	Note		June 30, 2018		December 31, 2017
ASSETS					
Cash and cash equivalents		$	75,258	$	71,193
Trade and other receivables	2		587,902		556,049
Inventories	3		448,414		376,972
Prepaid expenses and deposits			19,509		15,504
Income taxes recoverable			8,694		12,979
TOTAL CURRENT ASSETS			1,139,777		1,032,697
Property, plant and equipment	4		1,365,662		1,282,624
Deferred income tax assets			171,738		142,173
Intangible assets	5		68,343		68,414
Other assets	6		14,790		15,265
TOTAL NON-CURRENT ASSETS			1,620,533		1,508,476
TOTAL ASSETS		$	2,760,310	$	2,541,173
LIABILITIES					
Trade and other payables	7	$	792,189	$	741,549
Provisions	8		4,850		5,048
Income taxes payable			30,083		34,429
Current portion of long-term debt	9		18,021		24,795
TOTAL CURRENT LIABILITIES			845,143		805,821
Long-term debt	9		662,071		629,222
Pension and other post-retirement benefits			62,982		65,258
Deferred income tax liabilities			85,608		82,373
TOTAL NON-CURRENT LIABILITIES			810,661		776,853
TOTAL LIABILITIES			1,655,804		1,582,674
EQUITY					
Capital stock	10		714,901		713,425
Contributed surplus			41,818		41,981
Accumulated other comprehensive income			131,608		94,268
Retained earnings			216,179		108,825
TOTAL EQUITY			1,104,506		958,499
TOTAL LIABILITIES AND EQUITY		$	2,760,310	$	2,541,173

Subsequent event (note 9)

Contingencies (note 16)

See accompanying notes to the interim condensed consolidated financial statements.

On behalf of the Board:

“Robert Wildeboer” Director

“Scott Balfour” Director

Martinrea International Inc.

Interim Condensed Consolidated Statements of Operations

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

	Note	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
SALES		$ 921,710	$ 972,772	$ 1,885,610	$ 1,973,322
Cost of sales (excluding depreciation of property, plant and equipment)		(733,790)	(808,539)	(1,517,649)	(1,658,324)
Depreciation of property, plant and equipment (production)		(37,885)	(35,307)	(73,497)	(67,857)
Total cost of sales		(771,675)	(843,846)	(1,591,146)	(1,726,181)
GROSS MARGIN		150,035	128,926	294,464	247,141
Research and development costs		(6,463)	(6,437)	(13,147)	(13,252)
Selling, general and administrative		(58,520)	(52,539)	(114,862)	(105,138)
Depreciation of property, plant and equipment (non-production)		(2,615)	(2,412)	(5,061)	(4,671)
Amortization of customer contracts and relationships		(538)	(540)	(1,068)	(1,080)
Gain (loss) on disposal of property, plant and equipment		(224)	(40)	(210)	293
Gain on sale of land and building	4	-	-	-	5,698
OPERATING INCOME		81,675	66,958	160,116	128,991
Finance expense		(6,907)	(5,497)	(13,408)	(11,341)
Other finance income (expense)	13	(976)	112	996	743
INCOME BEFORE INCOME TAXES		73,792	61,573	147,704	118,393
Income tax expense	11	(18,065)	(14,162)	(36,018)	(27,515)
NET INCOME FOR THE PERIOD		$ 55,727	$ 47,411	$ 111,686	$ 90,878
Non-controlling interest		-	(65)	-	70
NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		$ 55,727	$ 47,346	$ 111,686	$ 90,948

	Note	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Basic earnings per share	12	$ 0.64	$ 0.55	$ 1.29	$ 1.05
Diluted earnings per share	12	$ 0.64	$ 0.55	$ 1.28	$ 1.05

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 June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
NET INCOME FOR THE PERIOD	$ 55,727	$ 47,411	$ 111,686	$ 90,878
Other comprehensive income (loss), net of tax:				
Items that may be reclassified to net income				
Foreign currency translation differences for foreign operations	392	(7,664)	39,825	(12,354)
Change in fair value of investments	466	-	(539)	-
Cash flow hedging derivative and non-derivative financial instruments:				
Unrealized loss in fair value of financial instruments	(1,975)	-	(1,975)	-
Reclassification of losses to net income	29	-	29	-
Items that will not be reclassified to net income				
Remeasurement of defined benefit plans	170	(3,194)	2,245	(3,729)
Other comprehensive income (loss), net of tax	(918)	(10,858)	39,585	(16,083)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$ 54,809	$ 36,553	$ 151,271	$ 74,795
Attributable to:				
Equity holders of the Company	54,809	36,488	151,271	74,865
Non-controlling interest	-	65	-	(70)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	$ 54,809	$ 36,553	$ 151,271	$ 74,795

See accompanying notes to the interim condensed consolidated financial statements.

Martinrea International Inc.

Interim Condensed Consolidated Statements of Changes in Equity

(in thousands of Canadian dollars) (unaudited)

	Equity attributable to equity holders of the Company						
	Capital stock	Contributed surplus	Accumulated other comprehensive income	Retained earnings/ (accumulated deficit)	Total	Non-controlling interest	Total equity
BALANCE AT DECEMBER 31, 2016	$ 710,510	$ 42,660	$ 117,048	$ (40,020)	$ 830,198	$ (522)	$ 829,676
Net income for the period	-	-	-	90,948	90,948	(70)	90,878
Compensation expense related to stock options	-	74	-	-	74	-	74
Dividends ($0.06 per share)	-	-	-	(5,194)	(5,194)	-	(5,194)
Exercise of employee stock options	284	(82)	-	-	202	-	202
Other comprehensive income (loss), net of tax							
Remeasurement of defined benefit plans	-	-	-	(3,729)	(3,729)	-	(3,729)
Foreign currency translation differences	-	-	(12,354)	-	(12,354)	-	(12,354)
BALANCE AT JUNE 30, 2017	710,794	42,652	104,694	42,005	900,145	(592)	899,553
Net income for the period	-	-	-	68,595	68,595	(207)	68,388
Change in non-controlling interest	-	-	-	(1,849)	(1,849)	799	(1,050)
Compensation expense related to stock options	-	49	-	-	49	-	49
Dividends ($0.06 per share)	-	-	-	(5,194)	(5,194)	-	(5,194)
Exercise of employee stock options	2,631	(720)	-	-	1,911	-	1,911
Other comprehensive income (loss), net of tax							
Remeasurement of defined benefit plans	-	-	-	5,268	5,268	-	5,268
Foreign currency translation differences	-	-	(18,383)	-	(18,383)	-	(18,383)
Change in fair value of investments	-	-	7,957	-	7,957	-	7,957
BALANCE AT DECEMBER 31, 2017	713,425	41,981	94,268	108,825	958,499	-	958,499
Net income for the period	-	-	-	111,686	111,686	-	111,686
Compensation expense related to stock options	-	228	-	-	228	-	228
Dividends ($0.075 per share)	-	-	-	(6,577)	(6,577)	-	(6,577)
Exercise of employee stock options	1,476	(391)	-	-	1,085	-	1,085
Other comprehensive income (loss), net of tax							
Remeasurement of defined benefit plans	-	-	-	2,245	2,245	-	2,245
Foreign currency translation differences	-	-	39,825	-	39,825	-	39,825
Change in fair value of investments	-	-	(539)	-	(539)	-	(539)
Cash flow hedging derivative and non-derivative financial instruments:							
Unrealized loss in fair value of financial instruments	-	-	(1,975)	-	(1,975)	-	(1,975)
Reclassification of losses to net income	-	-	29	-	29	-	29
BALANCE AT JUNE 30, 2018	$ 714,901	$ 41,818	$ 131,608	$ 216,179	$ 1,104,506	$ -	$ 1,104,506

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 June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
CASH PROVIDED BY (USED IN):				
OPERATING ACTIVITIES:				
Net Income for the period	$ 55,727	$ 47,411	$ 111,686	$ 90,878
Adjustments for:				
Depreciation of property, plant and equipment	40,500	37,719	78,558	72,528
Amortization of customer contracts and relationships	538	540	1,068	1,080
Amortization of development costs	2,795	3,450	5,742	6,646
Unrealized loss (gain) on foreign exchange forward contracts	839	2,146	(465)	450
Unrealized loss (gain) on derivative instruments (note 6)	(229)	-	538	-
Finance expense	6,907	5,497	13,408	11,341
Income tax expense	18,065	14,162	36,018	27,515
Loss (gain) on disposal of property, plant and equipment	224	40	210	(293)
Deferred and restricted share units expense	1,078	691	1,380	789
Stock options expense	54	38	228	74
Gain on sale of land and building (note 4)	-	-	-	(5,698)
Pension and other post-retirement benefits expense	1,195	1,154	2,372	2,292
Contributions made to pension and other post-retirement benefits	(1,981)	(476)	(2,624)	(976)
	125,712	112,372	248,119	206,626
Changes in non-cash working capital items:				
Trade and other receivables	61,120	14,544	(11,566)	(43,102)
Inventories	(22,823)	(18,203)	(59,238)	(36,752)
Prepaid expenses and deposits	(613)	(1,821)	(3,692)	(3,865)
Trade, other payables and provisions	(46,595)	(22,090)	53,581	97,505
	116,801	84,802	227,204	220,412
Interest paid (excluding capitalized interest)	(7,311)	(4,844)	(14,244)	(9,964)
Income taxes paid	(30,900)	(9,205)	(62,578)	(32,657)
NET CASH PROVIDED BY OPERATING ACTIVITIES	$ 78,590	$ 70,753	$ 150,382	$ 177,791
FINANCING ACTIVITIES:				
Increase in long-term debt	36,886	-	56,575	-
Repayment of long-term debt	(41,724)	(7,631)	(47,003)	(34,590)
Dividends paid	(2,603)	(2,591)	(5,205)	(5,182)
Exercise of employee stock options	1,085	-	1,085	202
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	$ (6,356)	$ (10,222)	$ 5,452	$ (39,570)
INVESTING ACTIVITIES:				
Purchase of property, plant and equipment*	(79,849)	(56,213)	(151,302)	(143,552)
Capitalized development costs	(3,492)	(3,768)	(6,484)	(7,291)
Investment in NanoXplore Inc. (note 6)	-	-	(680)	-
Proceeds on disposal of property, plant and equipment	203	167	973	625
Upfront recovery of development costs incurred	2,276	1,170	2,276	1,170
Proceeds on disposal of land and building (note 4)	-	-	-	9,872
NET CASH USED IN INVESTING ACTIVITIES	$ (80,862)	$ (58,644)	$ (155,217)	$ (139,176)
Effect of foreign exchange rate changes on cash and cash equivalents	2,491	(793)	3,448	(1,067)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(6,137)	1,094	4,065	(2,022)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	81,395	56,049	71,193	59,165
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 75,258	$ 57,143	$ 75,258	$ 57,143

*As at June 30, 2018, $32,486 (December 31, 2017 - $63,877) of purchases of property, plant and equipment remain unpaid and are recorded in trade and other payables and provisions.

See accompanying notes to the interim condensed consolidated financial statements.

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

1. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of presentation

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

(c) Presentation currency

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

(d) Recently adopted and applicable accounting standards and policies

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

IFRS 15, Revenue from Contracts with Customers

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

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

Revenue Recognition Policy

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

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

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

IFRS 9, Financial Instruments

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

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

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

(i) Financial assets and liabilities

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

Fair value through profit or loss (FVTPL):

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

Fair value through other comprehensive income (FVTOCI):

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

Amortized cost:

The Company classifies financial assets held to collect contractual cash flows at amortized cost, including trade and other receivables.

The Company initially recognizes the carrying amount of such assets on the consolidated balance sheet at fair value plus directly attributable transaction costs, and subsequently measures these at amortized cost using the effective interest rate method, less any impairment losses.

Other financial liabilities:

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

(ii) Impairment of financial assets

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

(iii) Derivative financial instruments not accounted for as hedges

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

Hedge Accounting

The Company uses derivatives and other non-derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates.

At the inception of a hedging relationship, the Company designates and formally documents the relationship between the hedging instrument and the hedged item, the risk management objective, and the strategy for undertaking the hedge. The documentation identifies the specific net investment or anticipated cash flows being hedged, the risk that is being hedged, the type of hedging instrument used, and how effectiveness will be assessed.

At inception and each reporting date, the Company formally assesses the effectiveness of these designated hedges.

Cash flow hedges

During the quarter, the Company started hedging variability in cash flows of forecasted foreign currency sales due to fluctuations in foreign exchange rates.

The Company has designated these in a cash flow hedge. In a cash flow hedge, to the extent that the changes in fair value of the hedging instrument offset the changes in the fair value of the hedged item, they are recorded in other comprehensive income until the hedged item affects net income. Any excess of the change in fair value of the derivative that does not offset changes in the fair value of the hedged item is recorded in net income.

When a cash flow hedge relationship is discontinued, any subsequent change in fair value of the hedging instrument is recognized in net income.

If the hedge is discontinued before the end of the original hedge term, then any cumulative adjustment to either the hedged item or other comprehensive income (loss) is recognized in net income, at the earlier of when the hedged item affects net income, or when the forecasted item is no longer expected to occur.

Net investment hedges

The Company continues to use some portion of its US denominated long-term debt to manage foreign exchange rate exposures on net investments in certain US operations.

The change in fair value of the hedging US debt is recorded, to the extent effective, directly in other comprehensive income. These amounts will be recognized in earnings as and when the corresponding accumulated other comprehensive income from the hedged foreign operations is recognized in net income. The Company has not identified any ineffectiveness in these hedge relationships.

Amendments to IFRS 2, Share-Based Payments

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

(e) Recently issued accounting standards

The IASB issued the following amendments to existing standards:

IFRS 16, Leases

In January 2016, the IASB issued the final publication of IFRS 16, superseding IAS 17, Leases and IFRIC 4, Determining Whether an Arrangement Contains a Lease. The standard applies a control model to the identification of leases, distinguishing between leases and service contracts on the basis of whether there is an identified asset controlled by the customer. The standard removes the distinction between operating and finance leases with assets and liabilities recognized in respect of all leases. The standard is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted if IFRS 15 has been adopted. The Company intends to adopt the new standard using the modified retrospective approach which involves recognizing transitional adjustments in opening retained earnings on the date of initial application without restating prior periods. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements and has begun collecting and cataloguing all existing leases in order to perform an assessment and develop a plan with respect to analyzing the impact of the new standard on existing leases. As such, the extent of the impact has not yet been determined.

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

2. TRADE AND OTHER RECEIVABLES

	June 30, 2018	December 31, 2017
Trade receivables	$ 570,678	$ 538,830
Other receivables	16,759	17,219
Foreign exchange forward contracts not accounted for as hedges (note 15(d))	465	-
	$ 587,902	$ 556,049

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

3. INVENTORIES

	June 30, 2018	December 31, 2017
Raw materials	$ 157,770	$ 154,293
Work in progress	38,850	38,618
Finished goods	36,780	34,962
Tooling work in progress and other inventory	215,014	149,099
	$ 448,414	$ 376,972

4. PROPERTY, PLANT AND EQUIPMENT

	June 30, 2018			December 31, 2017		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Land and buildings	$ 124,462	$ (19,806)	$ 104,656	$ 118,154	$ (17,157)	$ 100,997
Leasehold improvements	67,795	(38,803)	28,992	62,100	(35,897)	26,203
Manufacturing equipment	1,913,420	(1,006,797)	906,623	1,758,415	(909,065)	849,350
Tooling and fixtures	39,975	(32,926)	7,049	38,509	(31,034)	7,475
Other assets	58,664	(28,306)	30,358	53,197	(24,793)	28,404
Construction in progress and spare parts	287,984	-	287,984	270,195	-	270,195
	$ 2,492,300	$ (1,126,638)	$ 1,365,662	$ 2,300,570	$ (1,017,946)	$ 1,282,624

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

	Land and buildings	Leasehold improvements	Manufacturing equipment	Tooling and fixtures	Other assets	Construction in progress and spare parts	Total
Net as of December 31, 2016	$ 120,049	$ 24,987	$ 808,036	$ 8,419	$ 17,757	$ 277,999	$ 1,257,247
Additions	-	802	565	-	242	250,311	251,920
Disposals	(22,497)	(311)	(2,024)	-	(209)	-	(25,041)
Depreciation	(4,068)	(4,173)	(134,515)	(1,435)	(5,479)	-	(149,670)
Impairment	-	-	(7,488)	-	-	-	(7,488)
Transfers from construction in progress and spare parts	12,537	5,272	213,526	987	16,583	(248,905)	-
Foreign currency translation adjustment	(5,024)	(374)	(28,750)	(496)	(490)	(9,210)	(44,344)
Net as of December 31, 2017	100,997	26,203	849,350	7,475	28,404	270,195	1,282,624
Additions	8	140	-	-	66	119,697	119,911
Disposals	-	-	(506)	-	(7)	(670)	(1,183)
Depreciation	(1,979)	(2,028)	(70,642)	(876)	(3,033)	-	(78,558)
Transfers from construction in progress and spare parts	2,012	4,062	100,457	185	4,314	(111,030)	-
Foreign currency translation adjustment	3,618	615	27,964	265	614	9,792	42,868
Net as of June 30, 2018	$ 104,656	$ 28,992	$ 906,623	$ 7,049	$ 30,358	$ 287,984	$ 1,365,662

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

The Company has entered into certain asset based financing arrangements that were structured as sales-leaseback transactions. At June 30, 2018, the carrying value of property, plant and equipment under such arrangements was $19,582 (December 31, 2017 – $21,001). The corresponding amounts owing are reflected within long-term debt (note 9).

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

5. INTANGIBLE ASSETS

	June 30, 2018			December 31, 2017		
	Cost	Accumulated amortization and impairment losses	Net book value	Cost	Accumulated amortization and impairment losses	Net book value
Customer contracts and relationships	$ 61,976	$ (56,984)	$ 4,992	$ 61,432	$ (55,512)	$ 5,920
Development costs	148,179	(84,828)	63,351	143,325	(80,831)	62,494
	$ 210,155	$ (141,812)	$ 68,343	$ 204,757	$ (136,343)	$ 68,414

Movement in intangible assets is summarized as follows:

	Customer contracts and relationships	Development costs	Total
Net as of December 31, 2016	$ 8,172	$ 65,089	$ 73,261
Additions	-	14,211	14,211
Amortization	(2,162)	(13,237)	(15,399)
Upfront recovery of development costs incurred	-	(1,170)	(1,170)
Foreign currency translation adjustment	(90)	(2,399)	(2,489)
Net as of December 31, 2017	5,920	62,494	68,414
Additions	-	6,484	6,484
Amortization	(1,068)	(5,742)	(6,810)
Upfront recovery of development costs incurred	-	(2,276)	(2,276)
Foreign currency translation adjustment	140	2,391	2,531
Net as of June 30, 2018	$ 4,992	$ 63,351	$ 68,343

6. OTHER ASSETS

	June 30, 2018	December 31, 2017
Investment in common shares of NanoXplore Inc.	$ 11,232	$ 11,275
Warrants in NanoXplore Inc.	3,558	3,990
	$ 14,790	$ 15,265

Investment in NanoXplore Inc.

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

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

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

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

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

The warrants in NanoXplore represent derivative instruments and are fair valued at the end of each reporting period using the Black-Scholes valuation model, with the change in fair value recorded through profit or loss. As at June 30, 2018, the warrants had a fair value of $3,558. Based on the fair value of the warrants as at June 30, 2018, an unrealized gain of $229 was recognized for the three months ended June 30, 2018, and an unrealized loss of $538 was recognized for the six months ended June 30, 2018, recorded in Other finance income (expense) in the interim condensed consolidated statement of operations. The table below summarizes the assumptions used, on a weighted average basis, in valuing the warrants under the Black-Scholes valuation model during the six months ended June 30, 2018:

	2018 Acquisition	June 30, 2018
Expected volatility	66.87%	68.36%
Risk free interest rate	1.88%	1.91%
Expected life (years)	2	2

The NanoXplore common shares are recorded at their fair value at the end of each reporting period based on publically quoted prices, with the change in fair value recorded in other comprehensive income. As at June 30, 2018 the common shares had a fair value of $11,232. Based on the fair value of the common shares as at June 30, 2018, an unrealized gain of $532 ($466 net of tax) was recognized for the three months ended June 30, 2018, and an unrealized loss of $616 ($539 net of tax) was recognized for the six months ended June 30, 2018.

7. TRADE AND OTHER PAYABLES

	June 30, 2018	December 31, 2017
Trade accounts payable and accrued liabilities	$ 790,645	$ 741,403
Foreign exchange forward contracts not accounted for as hedges (note 15(d))	-	146
Foreign exchange forward contracts accounted for as hedges (note 15(d))	1,544	-
	$ 792,189	$ 741,549

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

8. PROVISIONS

	Restructuring	Claims and Litigations	Total
Net as of December 31, 2016	$ 5,248	$ 1,441	$ 6,689
Net additions	-	5,840	5,840
Amounts used during the period	(4,060)	(2,979)	(7,039)
Foreign currency translation adjustment	(72)	(370)	(442)
Net as of December 31, 2017	1,116	3,932	5,048
Net additions	-	1,257	1,257
Amounts used during the period	(292)	(854)	(1,146)
Foreign currency translation adjustment	11	(320)	(309)
Net as of June 30, 2018	$ 835	$ 4,015	$ 4,850

Based on estimated cash outflows, all provisions as at June 30, 2018 and December 31, 2017 are presented on the interim condensed consolidated balance sheets as current liabilities.

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

9. LONG-TERM DEBT

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

	June 30, 2018	December 31, 2017
Banking facility	$ 586,869	$ 551,656
Equipment loans	93,223	102,361
	680,092	654,017
Current portion	(18,021)	(24,795)
	$ 662,071	$ 629,222

Terms and conditions of outstanding loans, as at June 30, 2018, in Canadian dollar equivalents, are as follows:

	Currency	Nominal interest rate	Year of maturity	June 30, 2018 Carrying amount	December 31, 2017 Carrying amount
Banking facility	USD	LIBOR + 1.75%	2020	$ 355,877	$ 321,152
	CAD	BA + 1.75%	2020	230,992	230,504
Equipment loans	CAD	3.80%	2022	35,095	38,785
	EUR	1.05%	2024	34,492	-
	EUR	2.54%	2025	15,864	15,561
	USD	4.25%	2018	3,341	8,917
	EUR	1.36%	2021	1,831	2,100
	EUR	3.35%	2019	1,757	2,504
	USD	3.80%	2022	389	413
	EUR	0.26%	2025	357	375
	BRL	5.00%	2020	97	135
	EUR	3.06%	2024	-	15,210
	EUR	4.93%	2023	-	15,131
	EUR	4.34%	2025	-	3,230
				$ 680,092	$ 654,017

As at June 30, 2018, the Company has drawn US$271,000 (December 31, 2017 - US$256,000) on the U.S. revolving credit line and $233,000 (December 31, 2017 - $233,000) on the Canadian revolving credit line. At June 30, 2018, the weighted average effective rate of the banking facility credit lines was 3.5% (December 31, 2017 - 2.9%). The facility requires the maintenance of certain financial ratios with which the Company was in compliance as at June 30, 2018.

Deferred financing fees of $2,144 (December 31, 2017 - $2,827) have been netted against the carrying amount of the long-term debt.

On April 20, 2018, the Company finalized an equipment loan in the amount of €23,000 ($36,886) repayable in monthly installments over six years at a fixed annual interest rate of 1.05%. The proceeds from the loan were used to pay-off loans at fixed annual interest rates of 3.06%, 4.34% and 4.93%.

Future annual minimum principal repayments as at June 30, 2018 are as follows:

Within one year	$ 18,021
One to two years	598,484
Two to three years	14,724
Three to four years	12,423
Thereafter	36,440
	$ 680,092

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

Movement in long-term debt is summarized as follows:

		Total
Net as of December 31, 2016	$	721,403
Equipment loan proceeds		40,000
Repayments		(88,648)
Amortization of deferred financing fees		1,368
Foreign currency translation adjustment		(20,106)
Net as of December 31, 2017	$	654,017
Drawdowns		19,689
Equipment loan proceeds		36,886
Repayments		(47,003)
Amortization of deferred financing fees		683
Foreign currency translation adjustment		15,820
Net as of June 30, 2018	$	680,092

Subsequent to June 30, 2018, on July 23, 2018, the Company's banking facility was amended to extend its maturity date and enhance certain provisions of the facility. The primary terms of the amended banking facility, with now a syndicate of ten banks (up from nine), include the following:

- a move to an unsecured credit structure;
- improved financial covenants;
- available revolving credit lines of $370 million and US $420 million (up from $350 million and US $400 million, respectively);
- available asset based financing capacity of $300 million (up from $205 million);
- an accordion feature which provides the Company with the ability to increase the revolving credit facility by up to US $200 million (up from US $150 million);
- pricing terms at market rates and consistent with the previous facility;
- a maturity date of July 2022; and
- no mandatory principal repayment provisions.

10. CAPITAL STOCK

Common shares outstanding:	Number		Amount
Balance, December 31, 2016	86,484,667	$	710,510
Exercise of stock options	27,500		284
Balance, June 30, 2017	86,512,167	$	710,794
Exercise of stock options	233,667		2,631
Balance, December 31, 2017	86,745,834	$	713,425
Exercise of stock options	123,750		1,476
Balance, June 30, 2018	86,869,584	$	714,901

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

Stock options

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

	Six months ended June 30, 2018			Six months ended June 30, 2017		
	Number of options		Weighted average exercise price	Number of options		Weighted average exercise price
Balance, beginning of period	1,844,450	$	10.12	3,010,617	$	11.38
Granted during the period	100,000		16.06	-		-
Exercised during the period	(123,750)		8.77	(27,500)		7.33
Cancelled during the period	-		-	(647,500)		14.41
Balance, end of period	1,820,700	$	10.54	2,335,617	$	10.59
Options exercisable, end of period	1,745,700	$	10.30	2,210,617	$	10.52

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

The following is a summary of the issued and outstanding common share purchase options as at June 30, 2018:

Range of exercise price per share	Number outstanding	Date of grant	Expiry
$6.00 - 8.99	643,701	2008 - 2012	2018 - 2022
$10.00 - 15.99	1,076,999	2008 - 2015	2018 - 2025
$16.00 - 17.99	100,000	2018	2022
Total share purchase options	1,820,700		

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

	Six months ended June 30, 2018	Six months ended June 30, 2017
Expected volatility	37.21%	-
Risk free interest rate	1.82%	-
Expected life (years)	4	-
Dividend yield	0.75%	-
Weighted average fair value of options granted	$ 4.76	$ -

For the three and six months ended June 30, 2018, the Company expensed $54 (2017 - $38) and $228 (2017 - $74), respectively, to reflect stock-based compensation expense, as derived using the Black-Scholes option valuation model.

Deferred Share Unit Plan

The following is a summary of the issued and outstanding DSUs as at June 30, 2018 and 2017:

	Six months ended June 30, 2018	Six months ended June 30, 2017
Units outstanding, beginning of period	123,313	67,837
Units granted during the period	19,619	31,314
Units settled during the period	-	-
Units outstanding, end of period	142,932	99,151

The DSUs granted during the six months ended June 30, 2018 and 2017 were granted to non-executive directors, are not subject to vesting conditions and had a weighted average fair value per unit of $15.77 and $9.71, respectively, on the date of grant. At June 30, 2018, the fair value of all outstanding DSUs amounted to $2,173 (June 30, 2017 - $1,066 and December 31, 2017 - $1,939). For the three and six months ended June 30, 2018, DSU compensation expense reflected in the interim condensed consolidated statement of operations, including changes in fair value during the period, amounted to $306 (2017 - $400) and $235 (2017 - $498), respectively, recorded in Selling, general and administrative expense.

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

Performance Restricted Share Unit Plan

The following is a summary of the issued and outstanding RSUs and PSUs as at June 30, 2018 and 2017:

	RSUs	PSUs	Total
Units outstanding, December 31, 2016	-	-	-
Units granted during the period	27,232	27,232	54,464
Units exercised during the period	-	-	-
Units forfeited during the period	-	-	-
Units outstanding, June 30, 2017	27,232	27,232	54,464
Units granted during the period	50,072	50,072	100,144
Units exercised during the period	-	-	-
Units forfeited during the period	-	-	-
Units outstanding, December 31, 2017	77,304	77,304	154,608
Units granted during the period	149,696	149,696	299,392
Units exercised during the period	-	-	-
Units forfeited during the period	-	-	-
Units outstanding, June 30, 2018	227,000	227,000	454,000

The RSUs and PSUs granted during the six months ended June 30, 2018 and 2017 had a weighted average fair value per unit of $16.31 and $11.41, respectively, on the date of grant. For the three and six months ended June 30, 2018, RSU and PSU compensation expense reflected in the interim condensed consolidated statement of operations, including changes in fair value during the period, amounted to $772 (2017 - $291) and $1,145 (2017 - $291), respectively, recorded in Selling, general and administrative expense.

Unrecognized RSU and PSU compensation expense as at June 30, 2018 was $3,316 (June 30, 2017 - $333 and December 31, 2017 - $803) and will be recognized in earnings over the next three years as the RSUs and PSUs vest.

The key assumptions, on a weighted average basis, used in the valuation of PSUs granted during the six months ended June 30, 2018 and 2017 are shown in the table below:

	Six months ended June 30, 2018	Six months ended June 30, 2017
Expected life (years)	2.46	2.67
Risk free interest rate	1.91%	0.74%

11. INCOME TAXES

The components of income tax expense are as follows:

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Current income tax expense	$ (22,661)	$ (17,506)	$ (60,270)	$ (42,429)
Deferred income tax recovery	4,596	3,344	24,252	14,914
Total income tax expense	$ (18,065)	$ (14,162)	$ (36,018)	$ (27,515)

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

12. EARNINGS PER SHARE

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

	Three months ended June 30, 2018			Three months ended June 30, 2017		
	Weighted average number of shares		Per common share amount	Weighted average number of shares		Per common share amount
Basic	86,813,890	$	0.64	86,512,167	$	0.55
Effect of dilutive securities:						
Stock options	612,332		-	274,099		-
Diluted	87,426,222	$	0.64	86,786,266	$	0.55

	Six months ended June 30, 2018			Six months ended June 30, 2017		
	Weighted average number of shares		Per common share amount	Weighted average number of shares		Per common share amount
Basic	86,779,862	$	1.29	86,502,084	$	1.05
Effect of dilutive securities:						
Stock options	584,346		(0.01)	211,813		-
Diluted	87,364,208	$	1.28	86,713,897	$	1.05

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 June 30, 2018, 100,000 options (2017 - 1,119,500) and for the six months ended June 30, 2018, 100,000 options (2017 - 1,413,249) were excluded from the diluted weighted average per share calculation as they were anti-dilutive.

13. OTHER FINANCE INCOME (EXPENSE)

		Three months ended June 30, 2018		Three months ended June 30, 2017		Six months ended June 30, 2018		Six months ended June 30, 2017
Net foreign exchange gain (loss)	$	(1,292)	$	49	$	1,381	$	615
Unrealized gain (loss) on derivative instruments (note 6)		229		-		(538)		-
Other income, net		87		63		153		128
Other finance income (expense)	$	(976)	$	112	$	996	$	743

14. OPERATING SEGMENTS

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

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

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

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

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

Three months ended June 30, 2018	Production Sales	Tooling Sales	Total Sales	Operating Income
North America				
Canada	$ 163,866	$ 11,262	$ 175,128	
USA	295,624	14,428	310,052	
Mexico	238,217	19,635	257,852	
Eliminations	(38,759)	(2,426)	(41,185)	
	$ 658,948	$ 42,899	$ 701,847	$ 67,159
Europe				
Germany	118,121	14,554	132,675	
Spain	35,793	4,747	40,540	
Slovakia	15,062	1,532	16,594	
Eliminations	-	(1,106)	(1,106)	
	168,976	19,727	188,703	14,747
Rest of the World	31,499	2,329	33,828	(231)
Eliminations	(2,475)	(193)	(2,668)	
	$ 856,948	$ 64,762	$ 921,710	$ 81,675

Three months ended June 30, 2017	Production Sales	Tooling Sales	Total Sales	Operating Income
North America				
Canada	$ 211,230	$ 24,058	$ 235,288	
USA	364,860	7,218	372,078	
Mexico	223,711	11,479	235,190	
Eliminations	(44,540)	(8,961)	(53,501)	
	$ 755,261	$ 33,794	$ 789,055	$ 60,358
Europe				
Germany	100,779	5,910	106,689	
Spain	34,060	346	34,406	
Slovakia	14,108	726	14,834	
Eliminations	(103)	(206)	(309)	
	148,844	6,776	155,620	9,279
Rest of the World	32,054	713	32,767	(2,679)
Eliminations	(2,688)	(1,982)	(4,670)	
	$ 933,471	$ 39,301	$ 972,772	$ 66,958

Six months ended June 30, 2018	Production Sales	Tooling Sales	Total Sales	Operating Income
North America				
Canada	$ 325,356	$ 25,411	$ 350,767	
USA	617,342	48,707	666,049	
Mexico	484,835	31,840	516,675	
Eliminations	(83,004)	(7,485)	(90,489)	
	$ 1,344,529	$ 98,473	$ 1,443,002	$ 128,627
Europe				
Germany	238,998	18,663	257,661	
Spain	78,374	7,694	86,068	
Slovakia	29,214	2,589	31,803	
Eliminations	-	(1,106)	(1,106)	
	346,586	27,840	374,426	30,582
Rest of the World	64,178	10,031	74,209	907
Eliminations	(5,654)	(373)	(6,027)	
	$ 1,749,639	$ 135,971	$ 1,885,610	$ 160,116

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

	Six months ended June 30, 2017			
	Production Sales	Tooling Sales	Total Sales	Operating Income
North America				
Canada	$ 421,374	$ 42,766	$ 464,140	
USA	745,688	12,784	758,472	
Mexico	427,381	37,991	465,372	
Eliminations	(86,393)	(9,552)	(95,945)	
	$ 1,508,050	$ 83,989	$ 1,592,039	$ 113,511
Europe				
Germany	205,166	14,389	219,555	
Spain	74,309	4,823	79,132	
Slovakia	28,617	1,014	29,631	
Eliminations	(172)	(206)	(378)	
	307,920	20,020	327,940	21,858
Rest of the World	58,814	1,030	59,844	(6,378)
Eliminations	(4,992)	(1,509)	(6,501)	
	$ 1,869,792	$ 103,530	$ 1,973,322	$ 128,991

15. FINANCIAL INSTRUMENTS

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

Fair Value

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

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

	June 30, 2018			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 75,258	$ 75,258	$ -	$ -
Other assets (note 6)	$ 14,790	$ 11,232	$ 3,558	$ -
Foreign exchange forward contracts not accounted for as hedges (note 2)	$ 465	$ -	$ 465	$ -
Foreign exchange forward contracts accounted for as hedges (note 7)	$ (1,544)	$ -	$ (1,544)	$ -

	December 31, 2017			
	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 71,193	$ 71,193	$ -	$ -
Other assets (note 6)	$ 15,265	$ 11,275	$ 3,990	$ -
Foreign exchange forward contracts not accounted for as hedges (note 7)	$ (146)	$ -	$ (146)	$ -

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

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:

June 30, 2018	Fair value through profit or loss	Fair value through other comprehensive income	Financial assets at amortized cost	Amortized cost	Carrying amount	Fair value
FINANCIAL ASSETS:						
Trade and other receivables	$ -	$ -	$ 587,437	$ -	$ 587,437	$ 587,437
Other assets (note 6)	3,558	11,232	-	-	14,790	14,790
Foreign exchange forward contracts not accounted for as hedges	465	-	-	-	465	465
	4,023	11,232	587,437	-	602,692	602,692
FINANCIAL LIABILITIES:						
Trade and other payables	-	-	-	(790,645)	(790,645)	(790,645)
Long-term debt	-	-	-	(680,092)	(680,092)	(680,092)
Foreign exchange forward contracts accounted for as hedges	-	(1,544)	-	-	(1,544)	(1,544)
	-	(1,544)	-	(1,470,737)	(1,472,281)	(1,472,281)
Net financial assets (liabilities)	$ 4,023	$ 9,688	$ 587,437	$ (1,470,737)	$ (869,589)	$ (869,589)

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

The fair values of trade and other receivables and trade and other payables 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.

Risk Management

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

(a) Credit risk

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

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

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

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

In the normal course of business, the Company is exposed to credit risk from its customers. The Company has three customers whose sales were 30.6%, 26.3% and 15.8% of its production sales for the six months ended June 30, 2018 (2017 - 33.7%, 28.3% and 14.6%). A substantial portion of the Company's trade receivables are with large customers in the automotive, truck and industrial sectors and are subject to normal industry credit risks. The level of accounts receivable that was past due as at June 30, 2018 are part of the normal payment pattern within the industry and the allowance for doubtful accounts is less than 0.50% of total trade receivables for all periods and movements in the current year are minimal.

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

	June 30, 2018	December 31, 2017
0-60 days	$ 529,470	$ 501,336
61-90 days	25,388	19,853
Greater than 90 days	15,820	17,641
	$ 570,678	$ 538,830

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company manages liquidity risk by monitoring sales volumes and collection efforts to ensure sufficient cash flows are generated from operations to meet its liabilities when they become due. Management monitors consolidated cash flows on a weekly basis covering a rolling 12 week period, quarterly through forecasting and annually through the Company's budget process. At June 30, 2018, the Company had cash of $75,258 and banking facilities available as discussed in note 9. All the Company's financial liabilities other than long-term debt have maturities of approximately 60 days.

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

(c) Interest rate risk

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

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

	Carrying amount	
	June 30, 2018	December 31, 2017
Variable rate instruments	$ 586,869	$ 551,656
Fixed rate instruments	93,223	102,361
	$ 680,092	$ 654,017

Sensitivity analysis

An increase or decrease of 1.0% in all variable interest rate debt would, all else being equal, have an effect of $1,487 (2017 - $1,523) on the Company's interim condensed consolidated financial results for the three months ended June 30, 2018 and $2,907 (2017 - $3,084) for the six months ended June 30, 2018.

(d) Currency risk

Currency risk refers to the risk that the value of the financial instruments or cash flows associated with the instruments will fluctuate due to changes in the foreign exchange rates. The Company undertakes sales 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.

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

At June 30, 2018, the Company had committed to the following foreign exchange forward contracts:

Foreign exchange forward contracts not accounted for as hedges and fair valued through profit or loss:

Currency		Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Sell Canadian Dollars	$	40,000	1.3159	1
Buy Mexican Peso	$	6,226	20.8788	1

The aggregate value of these forward contracts as at June 30, 2018 was a pre-tax gain of $465 and was recorded in trade and other receivables (December 31, 2017 - loss of $146 and was recorded in trade and other payables).

Foreign exchange forward contracts accounted for as hedges and fair valued through other comprehensive income:

Currency		Amount of U.S. dollars	Weighted average exchange rate of U.S. dollars	Maximum period in months
Sell Canadian Dollars	$	69,600	1.2780	54

The aggregate value of these forward contracts as at June 30, 2018 was a pre-tax loss of $1,544 and was recorded in trade and other payables (December 31, 2017 - nil).

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

June 30, 2018		USD		EURO		PESO		BRL		CNY
Trade and other receivables	$	310,784	€	72,360	$	106,936	R$	28,467	¥	163,401
Trade and other payables		(343,132)		(93,544)		(173,194)		(40,093)		(125,779)
Long-term debt		(269,090)		(46,472)		-		(333)		-
	$	(301,438)	€	(67,656)	$	(66,258)	R$	(11,959)	¥	37,622

December 31, 2017		USD		EURO		PESO		BRL		CNY
Trade and other receivables	$	282,095	€	64,926	$	44,972	R$	19,424	¥	174,033
Trade and other payables		(330,020)		(91,091)		(163,168)		(25,341)		(116,149)
Long-term debt		(263,701)		(35,949)		-		(356)		-
	$	(311,626)	€	(62,114)	$	(118,196)	R$	(6,273)	¥	57,884

The following summary illustrates the fluctuations in the exchange rates applied during the three and six months ended June 30, 2018 and 2017:

	Average rate		Average rate		Closing rate	
	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017	June 30, 2018	December 31, 2017
USD	1.2857	1.3483	1.2735	1.3355	1.3132	1.2571
EURO	1.5576	1.4642	1.5433	1.4329	1.5345	1.5089
PESO	0.0679	0.0713	0.0673	0.0677	0.0661	0.0639
BRL	0.3730	0.4264	0.3803	0.4192	0.3389	0.3795
CNY	0.2029	0.1958	0.1993	0.1937	0.1987	0.1924

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

Sensitivity analysis

The Company does not have significant foreign currency exposure based on each subsidiary's functional currency. However, a 10% strengthening of the Canadian dollar against the following currencies at June 30, would give rise to a translation risk on net income and would have increased (decreased) equity, profit or loss and comprehensive income for the three and six months ended June 30, 2018 and 2017 by the amounts shown below, assuming all other variables remain constant:

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
USD	$ (3,633)	$ (4,181)	$ (7,698)	$ (7,069)
EURO	(1,259)	(794)	(2,586)	(1,827)
BRL	56	330	146	696
CNY	138	106	(105)	166
	$ (4,698)	$ (4,539)	$ (10,243)	$ (8,034)

A weakening of the Canadian dollar against the above currencies at June 30, would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

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

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

(f) Capital risk management

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

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

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

16. CONTINGENCIES

Contingencies

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

Tax contingency

The Company's subsidiary in Brazil, Martinrea Honsel Brazil Fundicao e comercio de Pecas em Alumino Ltda., is currently being assessed by the State of Sao Paulo's tax authorities for certain historical value added tax ("VAT") credits claimed on aluminum purchases from certain local suppliers that occurred prior to the acquisition of the Brazil subsidiary in 2011. The taxation system and regulatory environment in Brazil is characterized by numerous indirect taxes and frequently changing legislation subject to various interpretations by the various Brazilian regulatory authorities who are empowered to impose significant fines, penalties and interest charges. The basis for the assessments stems from the classification of aluminum purchases, the registration status of the aluminum suppliers in question and the differing treatments between manufactured and unmanufactured aluminum for VAT purposes. The potential exposure under these assessments, based on the notices issued by the tax authorities, is approximately $75,311 (BRL $222,222) including interest and penalties to June 30, 2018 (December 31, 2017- $83,110 or BRL 219,460). The Company has sought external legal advice and believes that it has complied, in all material respects, with the relevant legislation and will vigorously defend against the assessments. The Company may be required to present guarantees totaling $51,694 at some point through a pledge of assets, bank letter of credits or cash deposit. No provision has been recorded by the Company in connection with this contingency as at this stage the Company has concluded that it is not probable that a liability will result from the matter.

17. GUARANTEES

The Company is a guarantor under a tooling financing program. The tooling financing program involves a third party that provides tooling suppliers with financing subject to a Company guarantee. Payments from the third party to the tooling supplier are approved by the Company prior to the funds being advanced. The amounts loaned to the tooling suppliers through this financing arrangement do not appear on the Company's interim condensed consolidated balance sheet. At June 30, 2018, the amount of the program financing was $43,419 (December 31, 2017 - $75,189) representing the maximum amount of undiscounted future payments the Company could be required to make under the guarantee.

The Company would be required to perform under the guarantee in cases where a tooling supplier could not meet its obligations to the third party. Since the amount advanced to the tooling supplier is required to be repaid generally when the Company receives reimbursement from the final customer, and at this point the Company will in turn repay the tooling supplier, the Company views the likelihood of the tooling supplier default as remote. No such defaults occurred during 2018 or 2017. 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.