Interim Condensed Consolidated Financial Statements

Pivot Technology Solutions, Inc.

For the Three and Six Months Ended
June 30, 2017 and 2016

(Unaudited)

(Expressed in Thousands of U.S. Dollars)

Pivot Technology Solutions, Inc.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

[in thousands of U.S. dollars]

	June 30, 2017	December 31, 2016
ASSETS		
Current		
Cash and cash equivalents	**9,658**	8,153
Accounts receivable	**281,254**	300,249
Income taxes recoverable	**3,681**	-
Inventories	**86,309**	49,215
Other current assets	**34,617**	33,706
Total current assets	**415,519**	**391,323**
Property, plant and equipment, net	**7,838**	7,401
Goodwill	**31,205**	31,111
Intangible assets	**31,505**	35,701
Deferred income taxes (note 9)	**18,498**	19,055
Other non-current assets	**14,552**	12,375
Total assets	**519,117**	**496,966**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank overdraft	**25,097**	24,473
Accounts payable and accrued liabilities (note 4)	**276,637**	248,306
Income taxes payable	**-**	970
Deferred revenue and customer deposits	**35,084**	38,673
Other financial liabilities (note 5)	**140,357**	139,118
Total current liabilities	**477,175**	**451,540**
Other financial liabilities (note 5)	**2,588**	2,228
Deferred tax liabilities	**682**	787
Other non-current liabilities	**15,221**	13,320
Total liabilities	**495,666**	**467,875**
Shareholders' equity		
Share capital (note 6)	**85,838**	86,983
Contributed surplus	**2,585**	2,416
Foreign exchange translation reserve	**6**	2
Accumulated deficit	**(67,130)**	(62,585)
Equity attributable to owners of the parent	**21,299**	**26,816**
Non-controlling interest	**2,152**	2,275
Total shareholders' equity	**23,451**	**29,091**
Total liabilities and shareholders' equity	**519,117**	**496,966**

See accompanying notes

On behalf of the Board:

"John Anderson"	*"Kevin Shank"*
John Anderson	**Kevin Shank**
Director	President, CEO and Director

Pivot Technology Solutions, Inc.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

[in thousands of U.S. dollars except per share amounts]

	Three months ended June 30,		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Revenue (note 10)	**402,430**	373,708	**732,224**	706,495
Cost of sales	**359,480**	327,072	**655,148**	621,856
Gross profit	**42,950**	46,636	**77,076**	84,639
Employee compensation and benefits	**28,954**	29,320	**57,158**	59,077
Other selling, general and administrative expenses, net	**6,704**	8,193	**14,176**	14,988
Income before the following:	**7,292**	9,123	**5,742**	10,574
Depreciation and amortization	**2,766**	2,979	**5,577**	5,858
Finance expense	**1,279**	1,147	**2,361**	2,185
Change in fair value of liabilities (note 12)	**33**	22	**(74)**	705
Other expense, net (note 11)	**646**	3,572	**1,430**	5,206
Income (loss) before income taxes	**2,568**	1,403	**(3,552)**	(3,380)
Provision for (recovery of) income taxes (note 9)	**610**	1,618	**(1,323)**	590
Income (loss) for the period	**1,958**	(215)	**(2,229)**	(3,970)
Income (loss) for the period attributable to non-controlling interests	**(72)**	65	**(123)**	107
Income (loss) for the period attributable to shareholders	**2,030**	(280)	**(2,106)**	(4,077)
Other comprehensive income (loss)				
Items that may be reclassified subsequently to income (loss) for the period:				
Exchange gain (loss) on translation of foreign operations	**(1)**	-	**2**	-
	(1)	-	**2**	-
Total comprehensive income (loss) attributable to shareholders	**2,029**	**(280)**	**(2,104)**	(4,077)
Income (loss) per common share (note 6):				
Income (loss) available to common shareholders	**2,030**	(280)	**(2,106)**	(4,077)
Basic	**$ 0.05**	$ (0.01)	**$ (0.05)**	$ (0.10)
Diluted	**$ 0.05**	$ (0.01)	**$ (0.05)**	$ (0.10)

See accompanying notes

Pivot Technology Solutions, Inc.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

[in thousands of U.S. dollars]

	Common Stock	Treasury Stock	Contributed Surplus	Warrants /Options	Non-Controlling Interest	Foreign Currency Translation Reserve	Accumulated Deficit	Total
Balance, December 31, 2015	88,096	-	103	2,015	1,659	-	(52,853)	**39,020**
Share-based compensation	-	-	406	-	-	-	-	**406**
Share repurchases	(725)	-	-	-	-	-	-	**(725)**
Options/warrants exercised	779	-	-	(388)	-	-	-	**391**
Expired warrants	-	-	1,627	(1,627)	-	-	-	**-**
Common share dividends declared (note 6)	-	-	-	-	-	-	(2,261)	**(2,261)**
Income (loss) for the period	-	-	-	-	107	-	(4,077)	**(3,970)**
Balance, June 30, 2016	**88,150**	**-**	**2,136**	**-**	**1,766**	**-**	**(59,191)**	**32,861**
Balance, December 31, 2016	**86,983**	**-**	**2,416**	**-**	**2,275**	**2**	**(62,585)**	**29,091**
Share-based compensation	-	-	230	-	-	-	-	**230**
Share repurchases	(1,343)	-	-	-	-	-	-	**(1,343)**
Common share dividends declared (note 6)	-	-	-	-	-	-	(2,439)	**(2,439)**
Stock options exercised	198	-	(61)	-	-	-	-	**137**
Gain on translation of foreign operations	-	-	-	-	-	4	-	**4**
Loss for the period	-	-	-	-	(123)	-	(2,106)	**(2,229)**
Balance, June 30, 2017	**85,838**	**-**	**2,585**	**-**	**2,152**	**6**	**(67,130)**	**23,451**

See accompanying notes

Pivot Technology Solutions, Inc.

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

[in thousands of U.S. dollars]

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
OPERATING ACTIVITIES				
Income (loss) for the period	**1,958**	(215)	**(2,229)**	(3,970)
Add (deduct) items not involving cash				
Depreciation and amortization	**2,766**	2,979	**5,577**	5,858
Share-based compensation (note 7)	**106**	406	**230**	406
Loss on disposal of property, plant and equipment	**9**	9	**9**	14
Provision for receivables	**(405)**	-	**(405)**	15
Impairment	**-**	3,838	**-**	3,838
Deferred income taxes (note 9)	**(149)**	(1,513)	**425**	(499)
Amortization of loan fees (note 5)	**75**	74	**155**	148
Change in fair value of liabilities (note 12)	**33**	22	**(74)**	705
Changes in non-cash working capital balances (note 13)	**(50,564)**	(15,034)	**2,150**	(4,376)
Cash provided by (used in) operating activities	**(46,171)**	(9,434)	**5,838**	2,139
INVESTING ACTIVITIES				
Proceeds from sale of property, plant and equipment	**-**	3	**2**	3
Capital expenditures	**(993)**	(258)	**(1,700)**	(949)
Other intangible assets	**2**	(42)	**-**	(226)
Cash used in investing activities	**(991)**	(297)	**(1,698)**	(1,172)
FINANCING ACTIVITIES				
Net change in debt facilities	**49,019**	8,219	**1,384**	28,607
Net change in flooring arrangements	**240**	(801)	**(911)**	(7,956)
Net change in bank overdraft	**1,998**	8,525	**624**	(8,150)
Issuance of common shares, net of cost	**-**	178	**-**	391
Stock options exercised	**137**	-	**137**	-
Common share dividends paid	**(1,194)**	(1,312)	**(2,439)**	(2,261)
Common share repurchases	**(1,115)**	(725)	**(1,343)**	(725)
Cancellation of treasury shares repurchased	**77**	-	**-**	-
Cash provided by (used in) financing activities	**49,162**	14,084	**(2,548)**	9,906
Net increase in cash and cash equivalents during the period	**2,000**	4,353	**1,592**	10,873
Cash and cash equivalents, beginning of period	**7,665**	14,498	**8,153**	7,978
Effect of foreign exchange fluctuations on cash held	**(7)**	-	**(87)**	-
Cash and cash equivalents, end of period	**9,658**	18,851	**9,658**	18,851

See accompanying notes

1. CORPORATE INFORMATION

Pivot Technology Solutions, Inc. ("Pivot" or the "Company") is located in Ontario Canada, and is publicly listed on the TSX Exchange and trades under the symbol "PTG".

The Company has the following wholly owned subsidiaries: Pivot Acquisition Corporation ("PAC"), ACS Holdings (Canada) Inc., Pivot Technology Solutions, Ltd., ("PTSL"), Pivot Research Ltd., Pivot Shared Services Ltd. ("PSSL"), Pivot of the Americas S.A. de C.V. ("POTA"), ACS (US) Inc. ("ACS"), New ProSys Corp. ("ProSys"), Sigma Technology Solutions, Inc. ("Sigma"), ARC Acquisition (US), Inc. ("ARC"), Pivot Technology Solutions Hong Kong, Ltd., Pivot Technology Solutions Singapore PTE Ltd., TeraMach Technologies Inc., 1955714 Ontario Inc., Infoptic Technology Inc., and TeraMach Systems Inc. In addition, the Company has a 45% owned affiliate, ProSys Information Systems, Inc. ("Old ProSys").

The unaudited interim condensed consolidated financial statements of the Company for the three and six month periods ended June 30, 2017 and 2016 were authorized for issue in accordance with a resolution of the Company's Board of Directors on August 8, 2017.

The Company seeks to create shareholder value by providing mission critical IT products and services to the world's leading companies. The Company's operating strategy is designed to help clients contain IT operations and maintenance costs, while maximizing the value of their IT assets. To fuel this strategy, the Company maintains multi-vendor hardware, software and cloud solutions that it resells, and then leverages its own resources and expertise to offer end-to-end services. By employing this strategy, the Company can provide a single point of contact and accountability, and a consistent delivery of customized and specialized IT services and lifecycle product support across any platform.

2. BASIS OF PREPARATION

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

Certain amounts have been reclassified from the unaudited interim condensed consolidated financial statements previously presented to conform to the presentation of these unaudited interim condensed consolidated financial statements in accordance with IFRS.

The unaudited interim condensed consolidated financial statements are presented in U.S. dollars and all dollar values are rounded to the nearest thousand ($000), except where otherwise noted.

The unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2016.

3. SIGNIFICANT ACCOUNTING POLICIES

The same accounting policies and methods of computation are followed in the unaudited interim condensed consolidated financial statements as compared with the Company's most recent audited consolidated financial statements, including the notes, for the year ended December 31, 2016.

Standards issued but not yet effective

Standards issued but not yet effective up to the date of the issuance of the Company's unaudited interim condensed consolidated financial statements are listed below. This listing is of standards issued which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9 Financial Instruments: Classification and Measurement

International Financial Reporting Standard 9 *Financial Instruments* ("IFRS 9"), as issued in 2014, introduces new requirements for the classification and measurement of financial instruments, a new expected-loss impairment model that will require more timely recognition of expected credit losses and a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity. IFRS 9 also removes the volatility in profit or loss that was caused by changes in an entity's own credit risk for liabilities elected to be measured at fair value. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Company is in the process of reviewing the standard to determine the impact on the unaudited interim condensed consolidated financial statements.

IFRS 15 Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15, which covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of reviewing the standard to determine the impact on the unaudited interim condensed consolidated financial statements.

IFRS 16 Leases

On January 13, 2016, the IASB published a new standard, IFRS 16 Leases. The new standard will eliminate the distinction between operating and finance leases and will bring most leases on the balance sheet for lessees. This standard is effective for annual reporting periods beginning on or after January 1, 2019 and is to be applied retrospectively. The Company has not yet determined the impact on its unaudited interim condensed consolidated financial statements.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

A subsidiary of the Company entered into a secured flooring agreement with IBM Global Finance ("IBM") on August 10, 2011, which provides short-term financing. The IBM secured flooring agreement previously allowed up to $15,000 in advances on purchases from approved vendors. The agreement was amended and restated on July 6, 2017, and now allows for up to $2,500 in advances on purchases from approved vendors, which maximum advance amount may be changed by IBM in its discretion. Approved vendors send invoices directly to IBM for payment and IBM bills the Company monthly for vendor invoices received. Currently, the Company incurs interest on the outstanding balance at LIBOR plus 4.5% after a free financing period of 60 days, but the interest rate and free financing period may be changed in IBM's discretion. $437 and $1,348 were outstanding under the IBM secured flooring agreement as at June 30, 2017 and December 31, 2016, respectively. Under the original flooring agreement, the Company was required to maintain certain financial ratios, and was not in compliance as at June 30, 2017 or December 31, 2016. The Company received waivers from IBM on March 21, 2017 to cure the December 31, 2016 non-compliance and August 1, 2017 to cure the June 30, 2017 non-compliance. This amount is included in accounts payable and accrued liabilities in the unaudited interim condensed consolidated statements of financial position.

5. OTHER FINANCIAL LIABILITIES

	June 30, 2017	December 31, 2016
Current		
Secured borrowings	**137,916**	136,377
Contingent consideration	**1,447**	1,199
Interest rate swap	**994**	1,542
	140,357	139,118
Non-current		
Contingent consideration	**2,588**	2,228
	2,588	2,228
	142,945	141,346

Secured borrowings

On September 21, 2015, the Company entered into a five year credit agreement with a lending group represented by JPMorgan Chase Bank, N.A. ("JPMC"), providing the Company a $200,000 senior secured asset based revolving credit facility ("JPMC Credit Facility"). The JPMC Credit Facility may be used for revolving loans, letters of credit, protective advances, over advances, and swing line loans. Advances under the JPMC Credit Facility accrue interest at rates that are equal to, based on certain conditions, either (a) JPMC's "prime rate" as announced from time to time plus 0.0% to 0.25%, or (b) LIBOR, or a comparable or successor rate that is approved by JPMC, for an interest period of one month plus 1.50% to 1.75%, at the Company's election. The effective interest rate for the six month period ended June 30, 2017 was 4.03%. The Company may also, upon the agreement of either the then existing lenders or additional lenders not currently parties to the agreement, increase the commitments under the credit facility by up to an additional $75,000. The lenders under the JPMC Credit Facility are not under any obligation to provide any such additional commitments, and any increase in commitments is subject to several conditions precedent and limitations. The JPMC Credit Facility is scheduled to expire on September 21, 2020. On January 14, 2016, the JPMC Credit Facility was amended, increasing the overall facility to $225,000. On September 30, 2016, a second amendment was completed, primarily to allow for the purchase of TeraMach which was completed on October 1, 2016. On December 9, 2016, a third amendment was completed, primarily to add TeraMach to the borrowing group. On July 6, 2017, a fourth amendment was completed, primarily to relax certain investment restrictions.

In connection with the JPMC Credit Facility, the Company incurred finance costs which have been capitalized and are being amortized over the life of the credit agreement. Amounts owing under the Company's revolving credit facilities were $138,983 and $137,599 as at June 30, 2017 and December 31, 2016, respectively. The outstanding balance is shown net of deferred loan costs of $1,067 and $1,222 as at June 30, 2017 and December 31, 2016, respectively, in other current financial liabilities in the unaudited interim condensed consolidated statements of financial position. In addition, a letter of credit for $250 was outstanding at both June 30, 2017 and December 31, 2016.

Additional secured borrowings included within accounts payable and accrued liabilities in the unaudited interim condensed consolidated statements of financial position are further discussed in note 4.

Interest rate swap

On April 3, 2014, the Company entered into an interest rate forward swap agreement ("Swap") with PNC Bank to mitigate the risk of fluctuating interest rates. Under the terms of the Swap with PNC, the interest rate was to vary between 4.655% and 5.155% on $50,000 of the amount outstanding under the PNC Credit Facility. On September 21, 2015, the Swap was novated to JPMC. Under the terms of the Swap with JPMC, the interest rate now varies between 4.305% and 4.555% on $50,000 of the amount outstanding under the JPMC Credit Facility. This range of rates is in effect from April 7, 2016 through November 13, 2018. The changes in the fair value of this instrument were recorded as a change in fair value of liabilities in the unaudited interim condensed consolidated statements of income (loss) and comprehensive income (loss). Interest incurred under the Swap totaled $232 and $276 for the three months ended June 30, 2017 and 2016, respectively. Interest incurred under the Swap totaled $486 and $276 for the six months ended June 30, 2017 and 2016, respectively. As at June 30, 2017, the fair value of the Swap was determined to be $994 which represents the cost that would be incurred by the Company to exit the Swap, due to fluctuations in future interest rate expectations.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

On September 21, 2015, in connection with the commencement of the new JPMC Asset-Based Lending Credit Facility ("ABL Credit Facility"), the Company novated the Swap and transferred to JPMC of all the rights, liabilities, duties and obligations of the interest rate swap provider (PNC). The transactions between the Company and JPMC will be subject to the same terms and with the same provisions as set forth in the Interest Rate Swap Agreement but with the modifications as set forth in the Novation Agreement. The Swap agreement with JPMC contains cross covenant restrictions, requiring that the Company be in compliance with the JPMC Credit Facility.

Contingent consideration

On October 1, 2016, the Company acquired all of the issued and outstanding share capital of TeraMach. As part of the asset purchase agreement with TeraMach, contingent consideration had been agreed. The payments are dependent on the business achieving certain performance targets during the four consecutive 12-month periods ending December 31, 2020. At the date of acquisition, the fair value of the contingent liability was determined to be $3,324. As at June 30, 2017 and December 31, 2016, the fair value of the consideration was determined to be $4,035 and $3,427, respectively. The Company recorded a charge of $244 and $474 related to the change in fair value of the consideration during the three and six months ended June 30, 2017, respectively. This charge was offset by a foreign currency translation adjustment of $100 and $134 for the three and six month periods ended June 30, 2017. The undiscounted value of the remaining consideration to be paid, assuming all contingencies are met, is C$9,000. Payments of the remaining consideration are required to be made within 5 business days of Board approval of the Company's annual financial statements. No payments were made during the three and six months ended June 30, 2017.

6. SHARE CAPITAL

As at June 30, 2017, the issued share capital amounted to $85,838. An unlimited number of both common and preferred shares, with no par value, are authorized for issuance. The changes in issued share capital for the six month period ended June 30, 2017 were as follows:

	# of common shares
As at January 1, 2017	41,463,333
Stock options exercised	99,750
Share repurchases	(1,170,313)
As at June 30, 2017	**40,392,770**

Note: Share amounts are not rounded

(unless otherwise noted all amounts are in thousands of U.S. dollars)

As at June 30, 2016, the issued share capital amounted to $88,150. An unlimited number of both common and preferred shares, with no par value, are authorized for issuance. The changes in issued share capital for the six month period ended June 30, 2016 were as follows:

	# of Common shares
As at January 1, 2016	42,725,407
Share repurchases	(625,000)
Cancellation of shares	(45,000)
Options/warrants exercised	318,500
As at June 30, 2016	**42,373,907**

Note: Share amounts are not rounded

Reverse stock split

On December 19, 2016, the Company implemented a one-for-four reverse stock split of its common stock. As a result of the reverse stock split, each four outstanding shares of pre-split common stock were automatically combined into one share of post-split common stock. Fractional shares were rounded to the nearest whole share. All option and share information in the unaudited interim condensed consolidated financial statements for all prior periods have been retroactively adjusted to reflect this reverse stock split.

Normal course issuer bid

On March 30, 2016, the Company obtained the approval of the TSX-V to implement an NCIB for its common shares. On November 28, 2016, the TSX confirmed its acceptance of the Company's existing NCIB upon the Company's graduation to the TSX. The Company received approval to acquire up to 2,097,332 common shares under the NCIB, representing approximately 5% of the Company's issued and outstanding common shares. All common shares acquired under the NCIB were acquired at the market price of the securities at the time of acquisition. The NCIB for the common shares of the Company terminated on March 31, 2017. During the three month period ended March 31, 2017, 250,000 common shares were acquired under the NCIB. The common shares so acquired were cancelled.

On June 19, 2017, the Company obtained the approval from the TSX to proceed with its second NCIB to repurchase up to 3,820,852, or approximately 10% of the Company's issued and outstanding common shares at prevailing market prices.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Income (loss) per share

Basic net income (loss) per share is based on the weighted average number of common shares outstanding during the period. Diluted income (loss) per share assumes the weighted average dilutive effect of common share equivalents outstanding during the period applied to the Company's basic income per share. Common share equivalents represent potentially dilutive stock options, restricted stock units ("RSU" or "unit") and warrants. Common share equivalents are excluded from the computation in periods in which they have an anti-dilutive effect.

The following table summarizes the basic and diluted income (loss) per share and the basic and diluted weighted average number of common shares outstanding:

	Three months ended June 30,		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Income (loss) for the period	**2,030**	(280)	**(2,106)**	(4,077)
Weighted average number of common shares outstanding – basic	**40,423,833**	42,831,154	**40,889,106**	42,795,011
Effect of dilutive potential common shares	**1,195,832**	-	**-**	-
Weighted average number of common common shares outstanding – diluted	**41,619,665**	42,831,154	**40,889,106**	42,795,011
Income (loss) per share				
Basic	**$0.05**	$(0.01)	**$(0.05)**	$(0.10)
Diluted	**$0.05**	$(0.01)	**$(0.05)**	$(0.10)

Note: Share and per share amounts are not rounded

For the three month period ended June 30, 2016 and the six month periods ended June 30, 2017 and 2016, the basic loss per share calculated amount is the same as the fully diluted loss per share amount as the effect of any outstanding options or warrants would be anti-dilutive as the amount available to common shareholders was a net loss.

Warrants and options

Broker warrants

In connection with the brokered private placement of debentures in 2011, PAC granted broker compensation options, entitling the agent to purchase 7% of the aggregate number of shares issuable on conversion of the debentures. Upon completion of the Qualifying Transaction on March 25, 2013, the agent was entitled to 1,863,750 broker compensation options at a price of C$1.60 per share, expiring April 14, 2016. The fair value allocated to the options was $3,000, which was recognized as an expense in fiscal 2011. During the three months ended March 31, 2016, 175,000 options were exercised for proceeds of C$280. On April 14, 2016, the remaining 732,750 of unexercised broker compensation options expired.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Cancellation of shares

Pursuant to terms of a service agreement with one of the Company's former CEOs, the Company canceled 16,875 common shares each on March 30, 2015 and September 28, 2015. On March 28, 2016, 45,000 shares were canceled, satisfying the cancellation requirements of the service agreement.

Share repurchases

On June 15, 2016, the Company repurchased, and subsequently cancelled 625,000 of its common shares from a director at a price of C$1.52 per share for a total cost of C$950,000.

On April 12, 2017, the Company repurchased, and subsequently cancelled 750,000 of its common shares from a director at a price of C$1.50 per share for a total cost of C$1,125,000.

On April 18, 2017, the Company repurchased, and subsequently cancelled 170,313 of its common shares from a director at a price of C$1.50 per share for a total cost of C$255,470.

Dividends declared and paid

Common share dividends declared and paid were as follows:

Declaration date	Record date	Distribution date	Per share amount	Total dividend
February 4, 2016	February 29, 2016	March 15, 2016	C$0.0300	C$1,284
May 4, 2016	May 31, 2016	June 15, 2016	C$0.0400	C$1,720
August 19, 2016	August 31, 2016	September 15, 2016	C$0.0400	C$1,695
November 21, 2016	November 30, 2016	December 15, 2016	C$0.0400	C$1,667
February 16, 2017	March 3, 2017	March 15, 2017	C$0.0400	C$1,654
May 9, 2017	May 31, 2017	June 15, 2017	C$0.0400	C$1,612

Note: Per share amounts are not rounded

7. SHARE BASED COMPENSATION

Stock options

The Company has adopted an incentive share option plan under which directors, officers, employees and consultants of the Company and its subsidiaries are eligible to receive stock options. The effective date of the plan was June 17, 2014. The plan was amended on May 16, 2016 and approved by shareholders on June 21, 2016. The aggregate number of common shares to be issued, upon exercise of all options granted under the plan, shall not exceed 10% of the issued common shares of the Company, at the time the options were granted. Employee options granted under the plan generally have a term of ten years and vest either immediately or in specified increments, which is typically two to three years. The exercise price of each option is subject to Board approval but shall not be less than the market price at the time of grant.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

A summary of the status of the Company's stock option plan as at June 30, 2017 and during the period then ended follow:

	Number of options	Weighted average exercise price
Options outstanding at January 1, 2017	2,162,500	C$1.63
Options granted	425,000	C$2.47
Options canceled/forfeited	(200,000)	C$1.81
Options exercised	(99,750)	C$1.79
Options outstanding at June 30, 2017	2,287,750	C$1.76
Options exercisable at June 30, 2017	1,291,929	C$1.60

Note: Share and per share amounts are not rounded

The fair value of each option granted during the six month period ended June 30, 2017 is estimated on the date of grant using the Black-Scholes option-pricing model with weighted average assumptions for grants as follows:

	June 2017
Expected volatility	71.36%
Risk free interest rate	1.22%
Dividend yield	6.48%
Forfeiture rate	5.5%
Expected life	3.50

The following information relates to share options that were outstanding as at June 30, 2017:

Range of exercise prices	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price
C$1.60-C$2.47	2,287,750	8.25	C$1.76

Total share based compensation expense recognized in employee compensation and benefits in the unaudited interim condensed consolidated statements of income (loss) and comprehensive income (loss) for the three month periods ended June 30, 2017 and 2016 was $106 and $406, respectively, and $230 and $406 for the six month periods ended June 30, 2017 and 2016, respectively.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Restricted stock units

The Company has adopted a restricted share plan that allows the Company to award RSUs to directors, officers, employees and consultants upon such conditions as the Board may establish. The effective date of the plan was June 17, 2014. The plan was amended on May 16, 2016 and approved by shareholders on June 21, 2016. Shares issued pursuant to any RSU award may be made subject to vesting conditions based upon the satisfaction of service requirements, restrictions, time periods or other conditions established by the board. The maximum aggregate number of shares that may be issued under the restated plan pursuant to the exercise of RSUs shall not exceed 1,250,000 shares. The maximum number of common shares which may be reserved and set aside for issuance upon the grant or exercise of RSU or stock option awards under the plan is 10% of the Company's common shares issued and outstanding from time to time on a non-diluted basis.

A summary of the status of the Company's RSU plan as at June 30, 2017 and during the six month period then ended follows:

	Number of units	Weighted average fair value
Units outstanding at January 1, 2017	-	-
Units granted	385,000	C$2.47
Units vested	-	-
Units forfeited	-	-
Units outstanding at June 30, 2017	385,000	C$2.47

Note: Share and per share amounts are not rounded

Scheduled vesting for outstanding RSUs at June 30, 2017 follows:

As at June 30,	Total
2018	128,333
2019	128,333
2020	128,334
Total	385,000

Note: Share and per share amounts are not rounded

As at June 30, 2017, there was $655 of total unrecognized compensation cost related to unvested RSU arrangements. This expense is expected to be recognized over a weighted average period of 3 years.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

8. FINANCIAL INSTRUMENTS

The following tables set out the classification of financial and non-financial assets and liabilities:

As at June 30, 2017	**Fair value through profit or loss**	**Loans and receivables**	**Other financial liabilities**	**Non-financial**	**Total carrying amount**
Cash and cash equivalents	**9,658**	**-**	**-**	**-**	**9,658**
Accounts receivable	**-**	**281,254**	**-**	**-**	**281,254**
Other non-financial assets	**-**	**-**	**-**	**228,205**	**228,205**
Total assets	**9,658**	**281,254**	**-**	**228,205**	**519,117**
Bank overdraft	**25,097**	**-**	**-**	**-**	**25,097**
Accounts payable and accrued liabilities	**-**	**-**	**276,637**	**-**	**276,637**
Other financial liabilities	**5,029**	**-**	**137,916**	**-**	**142,945**
Other non-financial liabilities	**-**	**-**	**-**	**50,987**	**50,987**
Total liabilities	**30,126**	**-**	**414,553**	**50,987**	**495,666**

As at December 31, 2016	**Fair value through profit or loss**	**Loans and receivables**	**Other financial liabilities**	**Non-financial**	**Total carrying amount**
Cash and cash equivalents	8,153	-	-	-	8,153
Accounts receivable	-	300,249	-	-	300,249
Other non-financial assets	-	-	-	188,564	188,564
Total assets	8,153	300,249	-	188,564	496,966
Bank overdraft	24,473	-	-	-	24,473
Accounts payable and accrued liabilities	-	-	248,306	-	248,306
Other financial liabilities	4,969	-	136,377	-	141,346
Other non-financial liabilities	-	-	-	53,750	53,750
Total liabilities	29,442	-	384,683	53,750	467,875

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Fair values

The following tables present information related to the Company's financial assets and liabilities measured at fair value on a recurring basis and the level within the guidance hierarchy in which the fair value measurements fall as at June 30, 2017 and December 31, 2016:

		Fair value as at June 30, 2017		
	Level 1	Level 2	Level 3	Total
Interest rate swap	-	**994**	-	**994**
Contingent consideration	-	-	**4,035**	**4,035**
	-	**994**	**4,035**	**5,029**

		Fair value as at December 31, 2016		
	Level 1	Level 2	Level 3	Total
Interest rate swap	-	1,542	-	1,542
Contingent consideration	-	-	3,427	3,427
	-	1,542	3,427	4,969

The fair value of all other financial instruments carried within the Company's unaudited interim condensed consolidated financial statements is not materially different from their carrying amount.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. Derivative financial instruments are recorded in Level 2. The fair value of the Swap is calculated as the present value of the estimated future cash flows based on observable yield curves.

If one or more of the significant inputs are not based on observable market data, the instrument is included in Level 3. Contingent consideration payable was the only instrument recorded as Level 3 as the amount payable was not based on observable inputs. The fair value of the contingent consideration was calculated using forecasts based on financial plans prepared by management covering the periods under agreement, using a discount rate of 26.0%. The Company recorded a charge of $244 and nil related to the change in fair value of the contingent consideration for the three month periods ended June 30, 2017 and 2016, respectively. The Company recorded a charge of $474 and nil related to the change in fair value of the contingent consideration for the six month periods ended June 30, 2017 and 2016, respectively.

There have been no transfers among any levels during the period.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

9. INCOME TAXES

Significant components of the provision for (recovery of) income taxes are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Current tax expense (benefit)	**759**	3,131	**(1,748)**	1,089
Deferred tax expense (benefit)	**(149)**	(1,513)	**425**	(499)
	610	1,618	**(1,323)**	590

10. REVENUE

Major components of revenue are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Product sales	**363,022**	333,814	**654,450**	627,281
Service revenues	**39,408**	39,894	**77,774**	79,214
	402,430	373,708	**732,224**	706,495

11. OTHER EXPENSE, NET

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Restructuring costs	**212**	(6)	**299**	1,107
Transaction costs	**431**	164	**845**	355
Impairment	**-**	3,838	**-**	3,838
Other expense/(income)	**3**	(424)	**286**	(94)
	646	3,572	**1,430**	5,206

12. CHANGE IN FAIR VALUE OF LIABILITIES

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
Contingent consideration	244	-	**474**	-
Interest rate swap	**(211)**	22	**(548)**	705
	33	22	**(74)**	705

(unless otherwise noted all amounts are in thousands of U.S. dollars)

13. UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Changes in non-cash working capital balances consist of the following:

	Three months ended June 30,		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Accounts receivable	**(39,661)**	(51,699)	**19,490**	11,803
Income taxes recoverable	**(2,091)**	2,892	**(4,670)**	(1,439)
Inventories	**(21,835)**	7,774	**(37,091)**	(1,750)
Other assets	**(4,918)**	(8,396)	**(3,065)**	(7,943)
Accounts payable and accrued liabilities	**18,773**	32,590	**25,585**	(8,019)
Other liabilities	**(832)**	1,805	**1,901**	2,972
	(50,564)	(15,034)	**2,150**	(4,376)

Interest paid and income taxes paid and classified as operating activities are as follows:

	Three months ended June 30,		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Interest paid	**1,063**	1,021	**2,062**	1,915
Income taxes paid	**2,666**	96	**2,663**	2,574

14. BUSINESS SEGMENT INFORMATION

The Company's business activities are conducted through six segments:

ACS

ACS is one of the largest independent providers of midrange IT solutions and system integration services in the United States. Its IT solutions are focused on several practice areas essential to enterprise infrastructures: systems, storage, security, networking and compliance. ACS provides exclusive IT services, which enable businesses to optimize their IT infrastructure and improve the efficiency of mission-critical processes.

ARC

ARC is headquartered in San Antonio, Texas and provides analysis, planning, design, procurement, installation and consultation services directly to end users and to suppliers of the State of Texas Department of Information Resources program which awards contracts to IT service providers for state agencies including schools, local and county governments, and healthcare institutions.

ProSys

With its headquarters located in Atlanta, Georgia, ProSys is a leading provider of multi-branded IT infrastructure solutions to enterprise, public sector and educational customers, primarily in the Southeast region of the United States. It deploys customized, leading-edge solutions, from premier technology vendors, such as Hewlett-Packard, Cisco, Microsoft and VMWare. These solutions include hardware, software, and professional services, backed by comprehensive engineering expertise and best-in-class products, to help customers address their most complex IT infrastructure needs.

Sigma

Sigma is based in San Antonio, Texas and specializes in IT Advanced Infrastructure solutions while advising, implementing and maintaining enterprise data centers, centered on private cloud, mobility and managed services.

TeraMach

TeraMach is a technology solution provider with offices in Ottawa and Toronto. TeraMach provides technical solutions, services, staffing and cloud expertise to the Canadian federal and provincial governments, the Canadian public sector and commercial enterprises.

Shared Services

The Shared Services segment consists of the Company's head office activities, including strategic leadership, finance and information systems.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Revenues and segment profit

Three month period ended June 30, 2017	**ACS**	**ARC**	**ProSys**	**Sigma**	**TeraMach**	**Shared Services**	**Total**
Revenue	161,240	1,366	182,351	44,392	12,835	246	402,430
Cost of sales	147,290	1,220	162,143	37,742	10,887	198	359,480
Gross profit	13,950	146	20,208	6,650	1,948	48	42,950
Employee compensation and benefits	8,108	88	10,497	3,841	1,534	4,886	28,954
Other selling, general and administrative expenses, net	1,163	110	2,002	981	381	2,067	6,704
Income (loss) before the following:	4,679	(52)	7,709	1,828	33	(6,905)	7,292
Depreciation and amortization							2,766
Finance expense							1,279
Change in fair value of liabilities							33
Other expense							646
Income before income taxes							**2,568**

Three month period ended June 30, 2016	**ACS**	**ARC**	**ProSys**	**Sigma**	**TeraMach**	**Shared Services**	**Total**
Revenue	149,396	25,113	151,863	47,066	-	270	373,708
Cost of sales	132,632	22,110	134,207	37,981	-	142	327,072
Gross profit	16,764	3,003	17,656	9,085	-	128	46,636
Employee compensation and benefits	6,030	2,261	10,414	5,752	-	4,863	29,320
Other selling, general and administrative expenses, net	1,479	77	3,091	1,165	-	2,381	8,193
Income (loss) before the following:	9,255	665	4,151	2,168	-	(7,116)	9,123
Depreciation and amortization							2,979
Finance expense							1,147
Change in fair value of liabilities							22
Other expense							3,572
Income before income taxes							**1,403**

(unless otherwise noted all amounts are in thousands of U.S. dollars)

Six month period ended June 30, 2017	**ACS**	**ARC**	**ProSys**	**Sigma**	**TeraMach**	**Shared Services**	**Total**
Revenue	281,421	1,781	305,791	85,625	56,993	613	732,224
Cost of sales	258,675	1,573	271,712	72,760	49,968	460	655,148
Gross profit	22,746	208	34,079	12,865	7,025	153	77,076
Employee compensation and benefits	15,196	136	19,801	8,223	3,603	10,199	57,158
Other selling, general and administrative expenses, net	2,153	155	4,751	2,230	660	4,227	14,176
Income (loss) before the following:	5,397	(83)	9,527	2,412	2,762	(14,273)	5,742
Depreciation and amortization							5,577
Finance expense							2,361
Change in fair value of liabilities							(74)
Other expense							1,430
Loss before income taxes							**(3,552)**

Six month period ended June 30, 2016	**ACS**	**ARC**	**ProSys**	**Sigma**	**TeraMach**	**Shared Services**	**Total**
Revenue	280,115	51,554	287,454	87,099	-	273	706,495
Cost of sales	249,439	45,195	255,922	71,155	-	145	621,856
Gross profit	30,676	6,359	31,532	15,944	-	128	84,639
Employee compensation and benefits	14,416	4,641	20,271	11,036	-	8,713	59,077
Other selling, general and administrative expenses, net	2,402	514	5,895	2,547	-	3,630	14,988
Income (loss) before the following:	13,858	1,204	5,366	2,361	-	(12,215)	10,574
Depreciation and amortization							5,858
Finance expense							2,185
Change in fair value of liabilities							705
Other expense							5,206
Loss before income taxes							**(3,380)**

The following table presents details on revenues derived from the following geographical sources, by location of segment:

(unless otherwise noted all amounts are in thousands of U.S. dollars)

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	**2017**	2016
United States	**381,622**	370,192	**662,893**	700,734
Canada	**12,141**	534	**56,038**	474
International	**8,667**	2,982	**13,293**	5,287
	402,430	373,708	**732,224**	706,495

Segment assets and liabilities

	As at June 30,	
	2017	2016
Assets		
ACS	**181,906**	188,884
ARC	**7,128**	27,825
ProSys	**230,184**	203,323
Sigma	**62,264**	75,831
TeraMach	**24,098**	-
Shared Services	**13,537**	6,012
	519,117	501,875
Liabilities		
ACS	**130,072**	139,595
ARC	**10,674**	25,097
ProSys	**210,625**	183,892
Sigma	**62,686**	76,135
TeraMach	**22,764**	-
Shared Services	**58,845**	44,295
	495,666	469,014

15. RELATED PARTY DISCLOSURES

The Company is deemed to have the primary exposure to the significant risks and rewards associated with sales by Applied Computer Solutions, Inc. ("Applied"). The Company recognizes this revenue on a gross basis. Total gross sales through the agent were approximately $56,156 and $27,838 for the three month periods ended June 30, 2017 and 2016, respectively. Total gross sales through the agent were approximately $100,422 and $63,955 for the six month periods ended June 30, 2017 and 2016, respectively. Amounts due from Applied totaled $12,185 and $10,562 as at June 30, 2017 and December 31, 2016, respectively.

ARC had certain contractual arrangements with GTS Technology Solutions, Inc. ("GTS"), formerly known as Austin Ribbon & Computer Supplies, Inc., whose activities were consolidated with those of the Company. ARC received notification from GTS that it wished to terminate the existing arrangement effective August 30, 2016. During June of 2016, ARC and GTS began the process of separation, and on July 1st, 2016, the Company was deemed to have effectively lost control over GTS for accounting purposes. Total sales attributable to the activities of GTS were nil and $23,095 for the three months ending June 30, 2017 and 2016, respectively. Total sales attributable to the activities of GTS were nil and $47,225 for the six months ending June 30, 2017 and 2016, respectively. The amount due from GTS was $5,978 as at June 30, 2017 and December 31, 2016. The Company established a reserve of $5,978 during Q3 2016, which has remained in place through June 30, 2017.

The Company has certain contractual arrangements with Old ProSys, whose activities and results are consolidated with the Company. The Company is deemed to have primary exposure for the significant risks and rewards associated with sales by Old ProSys to its third-party customers. Total sales attributable to the activities of Old ProSys were approximately $91,668 and $71,168 for the three month periods ended June 30, 2017 and 2016, respectively. Total sales attributable to the activities of Old ProSys were approximately $148,836 and $127,149 for the six month periods ended June 30, 2017 and 2016, respectively. Amounts due from Old ProSys were $54,096 and $62,360 as at June 30, 2017 and December 31, 2016, respectively.

The contractual arrangements with Applied, GTS and Old ProSys as described above accounted in aggregate for 35.7% and 32.7% of the overall Pivot revenues for the three month periods ended June 30, 2017 and 2016, respectively, and 34.0% and 33.7% of the overall Pivot revenues for the six month periods ended June 30, 2017 and 2016, respectively. The contractual arrangements with Applied may be terminated by either party on notice to the other.

(unless otherwise noted all amounts are in thousands of U.S. dollars)

A former key member of management of ACS had significant influence over Applied, resulting in a related-party relationship until March 31, 2016. In addition to the asset purchase agreement with Applied, ACS entered into an administrative services agreement, a license agreement and a distribution agreement with Applied commencing with the date of the asset purchase. The administrative services agreement commits the Company to performing certain administrative functions on behalf of Applied. The total amount charged to Applied for shared administrative services in 2016 through the termination of the related-party relationship was $395 for period ended March 31, 2016. The license agreement permits Applied to license from the Company certain of the intellectual property obtained by the Company in the asset purchase. The total amount charged for licensing fees was $575 for the three months ended March 31, 2016.

ACS leases two of its offices from a related entity controlled by a former key member of the ACS management team. The Company is obligated for repairs, maintenance, insurance and property tax on these leases. Rents incurred under these leases through the termination of the related-party relationship were $407 for the three months ended March 31, 2016.

ACS incurred $375 and $512 for the three month periods ended June 30, 2017 and 2016, respectively, and $750 and $1,025 for the six month periods ended June 30, 2017 and 2016, respectively for research and development provided by a related entity over which the subsidiary's president has significant influence. Amounts payable were nil and $1,273 as at June 30, 2017 and December 31, 2016, respectively.

PSSL incurred expenses for sales and marketing support provided by a related entity during which time a former Company director had significant influence until May 25, 2016. Amounts incurred were $96 in 2016, until May 25, 2016, the last day of the related party relationship.

The following table sets out the compensation of the key management of the Company:

	Three months ended June 30,		**Six months ended June 30,**	
	2017	2016	**2017**	2016
Compensation	**414**	257	**817**	938
Annual incentive plans	**(190)**	413	**156**	699
Share-based compensation	**6**	102	**37**	102
Other compensation	**13**	279	**214**	565
	243	1,051	**1,224**	2,304