

## Management's Discussion and Analysis

May 11, 2018

This management's discussion and analysis (MD&A) is intended to help the reader understand and assess trends and significant changes in the results of operations and financial condition of Yellow Pages Limited and its subsidiaries for the three-month periods ended March 31, 2018 and 2017 (restated) and should be read in conjunction with our Audited Consolidated Financial Statements and accompanying notes for the years ended December 31, 2017 and 2016, as well as our unaudited interim condensed consolidated financial statements for the three-month periods ended March 31, 2018 and 2017 (restated). Please also refer to Yellow Pages Limited's press release announcing its results for the first quarter ended March 31, 2018 issued on May 11, 2018. Quarterly reports, the Annual Report, Supplemental Disclosure and the Annual Information Form (AIF) can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and under the "Investor Relations – Reports & Filings" section of our corporate website: <https://corporate.yip.ca/en>. Press releases are available on SEDAR and under the "News – Press Releases" section of our corporate website.

The unaudited interim condensed consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) and the financial information herein was derived from those statements. Yellow Pages Limited has applied IFRS 15 – Revenue from Contracts with Customers and IFRS 9 – Financial Instruments effective for annual reporting periods beginning on or after January 1, 2018, and has early adopted IFRS 16 – Leases. Consequently, prior year financials have been restated to reflect the impact of these new standards.

All amounts in this MD&A are in Canadian dollars, unless otherwise specified. Please refer to the section "Definitions Relative to Understanding Our Results" for a list of defined non-IFRS financial measures and key performance indicators.

Our reporting structure reflects how we manage our business and how we classify our operations for planning and for measuring our performance.

In this MD&A, the words "we", "us", "our", the "Company", the "Corporation", "Yellow Pages" and "YP" refer to Yellow Pages Limited and its subsidiaries (including Yellow Pages Digital & Media Solutions Limited, 411 Local Search Corp. (411.ca), Yellow Pages Homes Limited (Yellow Pages NextHome), YPG (USA) Holdings, Inc. and Yellow Pages Digital & Media Solutions LLC (the latter two collectively YP USA), Bookenda Limited (Bookenda), YP Dine Solutions Limited (YP Dine), 9059-2114 Québec Inc. and ByTheOwner Inc. (the latter two collectively ComFree/DuProprio), Juice DMS Advertising Limited and Juice Mobile USA LLC (the latter two collectively JUICE), and 9778748 Canada Inc. (Totem and Western Media Group)).

### Caution Regarding Forward-Looking Information

This MD&A contains assertions about the objectives, strategies, financial condition, results of operations and businesses of YP. These statements are considered "forward-looking" because they are based on current expectations, as at May 11, 2018, about our business and the markets we operate in, and on various estimates and assumptions.

Forward-looking information and statements are based on several assumptions which may lead to actual results that differ materially from our expectations expressed in, or implied by, such forward-looking information and statements, and that our business strategies, objectives and plans may not be achieved. As a result, we cannot guarantee that any forward-looking statement will materialize and we caution you against relying on any of these forward-looking statements. Forward-looking information and statements are included in this MD&A for the purpose of assisting investors and others in understanding our business strategies, objectives and plans. Readers are cautioned that such information may not be appropriate for other purposes. In making certain forward-looking statements, we have made the following assumptions:

- that general economic conditions in Canada will not deteriorate;
- that we will be able to attract and retain key personnel in key positions;
- that we will be able to introduce, sell and provision the products and services that support our customer base and drive improvement in average revenue per customer ("ARPC") ;
- that the decline in print revenues will remain at or below 25% per annum;
- that YP segment gross profit margins will not deteriorate materially from current levels;
- that continuing reductions in spending will mitigate the cash flow impact of any revenue declines on cash flows; and
- that exposure to foreign exchange risk arising from foreign currency transactions will remain insignificant.

Forward-looking information and statements are also based upon the assumption that none of the identified risk factors that could cause actual results to differ materially from the anticipated or expected results described in the forward-looking information and statements will occur.

When used in this MD&A, such forward-looking statements may be identified by words such as “aim”, “anticipate”, “believe”, “could”, “estimate”, “expect”, “goal”, “intend”, “objective”, “may”, “plan”, “predict”, “seek”, “should”, “strive”, “target”, “will”, “would” and other similar terminology. These statements reflect current expectations regarding future events and operating performance and speak only as at the date of this MD&A. The Corporation assumes no obligation to update or revise them to reflect new events or circumstances, except as may be required pursuant to securities laws. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future results or performance, and will not necessarily be accurate indications of whether or not such results or performance will be achieved. A number of factors could cause actual results or performance to differ materially from the results or performance discussed in the forward-looking statements and could have a material adverse effect on the Corporation, its business, results from operations and financial condition, including, but not limited to, the following risk factors discussed under the “Risks and Uncertainties” section of this MD&A, and those described in the “Risk Factors” section of our AIF:

- Substantial competition could reduce the market share of the Corporation;
- A higher than anticipated rate of decline in print revenue resulting from changes in preferences and consumer habits;
- The inability of the Corporation to attract, retain and upsell customers;
- The inability of the Corporation to successfully enhance and expand its offering of digital marketing and media products;
- The inability of the Corporation to supply the relationships and technologies required to appropriately service the needs of its national customers;
- A higher than anticipated proportion of revenues coming from the Corporation's digital products with lower margins, such as services and resale;
- Failure by the Corporation to stabilize or grow its revenues and customer base;
- The Corporation's business depends on the usage of its online and mobile properties and failure to protect traffic across the Corporation's digital properties could impair its ability to grow revenues and expand its business;
- Delays or inability in implementing technology systems and platforms required to support the Corporation's business activities;
- The Corporation's inability to optimize its cost structure;
- Work stoppages and other labour disturbances;
- The Corporation's inability to attract and retain key personnel;
- Challenge by tax authorities of the Corporation's position on certain income tax matters;
- The loss of key relationships or changes in the level or service provided by mapping applications and search engines;
- The failure of the Corporation's computers and communication systems;
- Declines in, or changes to, the real estate industry;
- The inability of the Corporation to generate sufficient funds from operations, debt financings, equity financings or refinancing transactions; and
- Incremental contributions by the Corporation to its pension plans.

## Definitions Relative to Understanding Our Results

### Income from Operations before Depreciation and Amortization, and Restructuring and Other Charges (Adjusted EBITDA and Adjusted EBITDA Margin)

We report on our Income from operations before depreciation and amortization, and restructuring and other charges (Adjusted EBITDA). Adjusted EBITDA and Adjusted EBITDA margin are not performance measures defined under IFRS and are not considered to be an alternative to income from operations or net earnings in the context of measuring Yellow Pages performance. Adjusted EBITDA and Adjusted EBITDA margin do not have a standardized meaning and are therefore not likely to be comparable with similar measures used by other publicly traded companies. Adjusted EBITDA and Adjusted EBITDA margin should not be used as exclusive measures of cash flow since they do not account for the impact of working capital changes, income taxes, interest payments, pension funding, capital expenditures, business acquisitions, debt principal reductions and other sources and uses of cash, which are disclosed on page 20 of this MD&A.

We define Adjusted EBITDA as revenues less operating costs, as shown in Yellow Pages Limited's interim condensed consolidated statements of loss. Adjusted EBITDA margin is defined as the percentage of Adjusted EBITDA to revenues. We use Adjusted EBITDA and Adjusted EBITDA margin to evaluate the performance of our business as these reflect its ongoing profitability. We believe that certain investors and analysts use Adjusted EBITDA and Adjusted EBITDA margin to measure a company's ability to service debt and to meet other payment obligations or as a common measurement to value companies in the media and marketing solutions industry as well as to evaluate the performance of a business. Adjusted EBITDA is also one component in the determination of short-term incentive compensation for all management employees.

### Adjusted EBITDA less CAPEX

Adjusted EBITDA less CAPEX is a non-IFRS financial measure and does not have any standardized meaning under IFRS. Therefore, it is unlikely to be comparable to similar measures presented by other publicly traded companies. We define Adjusted EBITDA less CAPEX as Adjusted EBITDA, as defined above, less CAPEX, which we define as additions to intangible assets and additions to property and equipment less lease incentives received all as reported in the Investing Activities section of the Company's interim condensed consolidated statements of cash flows. We use Adjusted EBITDA less CAPEX as the key performance measure for our business as it reflects cash generated from business activities. We believe that certain investors and analysts use Adjusted EBITDA less CAPEX to evaluate the performance of businesses in our industry. Please refer to the table in Section 1 – *Our Business and Customer Offerings* for the components of CAPEX for the three month periods ending March 31, 2018 and March 31, 2017.

This MD&A is divided into the following sections:

1. Our Business and Customer Offerings
2. Results
3. Liquidity and Capital Resources
4. Critical Assumptions
5. Risks and Uncertainties
6. Controls and Procedures

# 1. Our Business and Customer Offerings

## Our Business

Yellow Pages, a leading digital media and marketing solutions provider in Canada, offers targeted tools to local businesses, national brands and consumers allowing them to interact and transact within today's digital economy.

## Customer Offerings

Yellow Pages offers, through its YP segment, small and medium-sized enterprises (SMEs) across Canada full-serve access to one of the country's most comprehensive suites of digital and traditional marketing solutions, notably online and mobile priority placement on Yellow Pages digital media properties, content syndication, search engine solutions, website fulfillment, social media campaign management, digital display advertising, video production as well as print advertising. The Company's dedicated sales force of over 600 professionals offers this full suite of marketing solutions to local businesses across the country, while also supporting the evolving needs of its existing customer base of 221,100 SMEs.

The Company's Agency segment provides marketing solutions that extend beyond SMEs, focusing on the national advertising needs of brands and publishers. Operating an extensive publisher network and one of the country's largest pools of consumer data, Mediative provides national brands and enterprises with marketing solutions that reach potential customers. JUICE, a mobile advertising technology company acquired in March 2016, facilitates the automatic buying and selling of mobile advertising between brands and publishers through Programmatic Direct and Real-Time Bidding platforms. Through Totem, Yellow Pages provides customized content creation and delivery for global brands.

The Company's Real Estate segment provides homeowners in Canada with media to sell their homes in a proven and cost-effective manner as well as publishes locally-targeted real estate listings. It addresses the needs of the consumer in the Canadian real estate market via its ComFree/DuProprio (CFDP) and Yellow Pages NextHome subsidiaries. Via CFDP, the Company provides homeowners with media to sell their homes in a cost-effective manner, which positions Yellow Pages as a leader in the Canadian consumer-to-consumer real estate market, with approximately 20% of all real estate listings and sales in Quebec represented through CFDP. Various initiatives are being implemented to grow adoption of the platform in Ontario.

Yellow Pages Other segment offers a diversified portfolio of media properties to Canadian consumers, including the 411.ca digital directory service as well as magazines generating local lifestyle content specific to the Western Canada region, in the restaurants, real estate and lifestyle categories.

## Media Properties

The Company's media properties, primarily desktop, mobile and print, continue to serve as effective marketplaces for Canadian local merchants, brands and consumers. The Company's network of media properties enables Canadians to discover businesses in their neighbourhoods across the services, real estate, dining and retail verticals. Descriptions of the Company's digital media properties, listed by segment, are found below:

### YP Segment

- YP™ – Available both online at YP.ca and as a mobile application, YP allows users to discover and transact within their local neighbourhoods through comprehensive merchant profiles, relevant editorial content, reviews and booking functionalities;
- Canada411 (C411) – One of Canada's most frequented and trusted online and mobile destinations for personal and local business information;
- RedFlagDeals.com™ – Canada's leading provider of online and mobile promotions, deals, coupons and shopping forums;
- YP Dine™ – A digital property allowing users to discover, search for and book local restaurants based on time of day, mood, purpose and expert suggestions, in addition to offering online ordering capabilities;
- Bookenda.com – A leading online transaction platform for users and merchants to interact and manage bookings and orders;
- YP Shopwise™ – A mobile application offering geo-localized deals and flyers, as well as access to product catalogues from local and national retailers; and
- The Corporation is the official directory publisher for Bell, Telus, Bell Aliant, MTS Allstream, and a number of other incumbent telephone companies.

Real Estate Segment

- ComFree/DuProprio – Currently Quebec's leading real estate digital destination and one of the top five most-visited networks of real estate digital properties in Canada, CFDP offers homeowners a professional and cost-effective service to market and sell their homes; and
- Yellow Pages NextHome – Provides Canadians with helpful information in making informed home buying, selling, and/or renting decisions. Digital properties operating under the Yellow Pages NextHome umbrella include YP NextHome Rent and YP NextHome New Construction.

Other segment

- 411.ca – A digital directory service to help users find and connect with people and local businesses.

**Key Analytics**

The success of our business is dependent upon continuing to improve operating profitability and capital spending efficiency. Longer term improvements in profitability are dependent upon growth in digital revenues and retaining and growing our customer base. Key analytics for the three-month period ended March 31, 2018 include:

- Adjusted EBITDA – Adjusted EBITDA improved to \$47.9 million, or 30% of revenues for the three-month period ended March 31, 2018, relative to \$41.5 million or 23% of revenues for the same period last year;
- Adjusted EBITDA less CAPEX – Adjusted EBITDA less CAPEX improved to \$42.5 million for the three-month period ended March 31, 2018 compared to \$26.7 million for the three-month period ended March 31, 2017.
- Digital Revenues – Consolidated digital revenues decreased 9% year-over-year and amounted to \$122.4 million for the three-month period ended March 31, 2018, representing 77% of consolidated revenues;

YP Segment Customer Count and ARPC – YP Segment customer count decreased to 221,100 customers for the twelve-month period ended March 31, 2018, as compared to 239,500 customers for same period last year. The customer count reduction of 18,400 in the twelve months ended March 31, 2018 compares to a decline of 4,500 in the comparable period of the previous year. YP Segment ARPC in the 12 month period ended March 31, 2018 was \$2,447 in 2018 as compared to \$2,621 for the 12 month period ended March 31, 2017 representing a decline of 6.7%.

**CAPEX**

(In thousands of Canadian dollars)

	2018	2017
<b>For the three-month periods ended March 31,</b>		(Restated)
Additions to intangible assets	\$ 5,858	\$ 9,577
Additions to property and equipment	100	5,281
Less lease incentives received	(563)	–
<b>CAPEX</b>	<b>\$ 5,395</b>	<b>\$ 14,858</b>

## 2. Results

This section provides an overview of our financial performance during the first quarter in 2018 compared to the same period in 2017 (restated). We present several metrics to help investors better understand our performance, including certain metrics which are not measures recognized by IFRS. Definitions of these non-IFRS financial metrics are provided on pages 2 and 3 of this MD&A and are important aspects which should be considered when analyzing our performance.

### Highlights

(In thousands of Canadian dollars, except per share and percentage information)

For the three-month periods ended March 31,	2018	2017 (Restated)
Revenues	\$ 159,314	\$ 180,208
Income from operations before depreciation and amortization, and restructuring and other charges (Adjusted EBITDA)	\$ 47,933	\$ 41,534
Adjusted EBITDA margin	30.1%	23.0%
Net loss	\$ (919)	\$ (5,087)
Basic earnings per share	\$ (0.03)	\$ (0.19)
CAPEX	\$ 5,395	\$ 14,858
Adjusted EBITDA less CAPEX	\$ 42,538	\$ 26,676
Cash flows from operating activities	\$ 31,411	\$ 15,980

#### Revenues

(In millions of Canadian dollars)



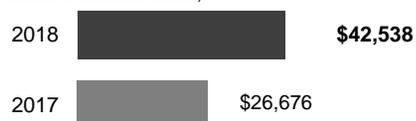
#### Adjusted EBITDA

(In millions of Canadian dollars)



#### Adjusted EBITDA less CAPEX

(In millions of Canadian dollars)



#### Cash Flows from Operating Activities

(In millions of Canadian dollars)



## Consolidated Operating and Financial Results

(In thousands of Canadian dollars, except per share and percentage information)

<b>For the three-month periods ended March 31,</b>	<b>2018</b>	<b>% of</b>	<b>2017</b>	<b>% of</b>
		<b>Revenues</b>	<b>(Restated)</b>	<b>Revenues</b>
Revenues	\$ 159,314		\$ 180,208	
Cost of sales	68,609	43.1%	85,702	47.6%
Gross profit	90,705	56.9%	94,506	52.4%
Other operating costs	42,772	26.8%	52,972	29.4%
Income from operations before depreciation and amortization, and restructuring and other charges (Adjusted EBITDA)	47,933	30.1%	41,534	23.0%
Depreciation and amortization	20,884	13.1%	27,583	15.3%
Restructuring and other charges	11,198	7.0%	7,286	4.0%
Income from operations	15,851	9.9%	6,665	3.7%
Financial charges, net	14,162	8.9%	12,425	6.9%
Earnings (loss) before income taxes and loss from investment in a jointly controlled entity	1,689	1.1%	(5,760)	(3.2%)
Provision for income taxes	2,608	1.6%	(1,032)	(0.6%)
Loss from investment in a jointly controlled entity	-	-	359	0.2%
<b>Net loss</b>	<b>\$ (919)</b>	<b>(0.6%)</b>	<b>\$ (5,087)</b>	<b>(2.8%)</b>
Basic loss per share	\$ (0.03)		\$ (0.19)	
Diluted loss per share	\$ (0.03)		\$ (0.19)	
Adjusted EBITDA less CAPEX	\$ 42,538		\$ 26,676	

<b>As at</b>	<b>March 31,</b>	<b>December 31,</b>
	<b>2018</b>	<b>2017</b>
		<b>(Restated)</b>
<b>Total assets</b>	<b>\$ 580,994</b>	<b>\$ 604,375</b>
<b>Senior secured notes (including current portion)</b>	<b>\$ 309,143</b>	<b>\$ 308,898</b>
<b>Exchangeable debentures</b>	<b>\$ 94,575</b>	<b>\$ 94,067</b>
<b>Total senior secured notes and exchangeable debentures to total assets</b>	<b>69.5%</b>	<b>66.7%</b>

## Segmented Information

The Company manages its business, assesses performance and allocates resources relative to four reportable segments: YP, Agency, Real Estate and Other.

The YP segment provides SMEs across Canada digital and traditional marketing solutions, including online and mobile priority placement on Yellow Pages digital media, content syndication, search engine solutions, website fulfillment, social media campaign management and digital display advertising, video production and print advertising.

The Agency segment provides national advertising services to brands and publishers, primarily through its Mediative division, and JUICE and Totem subsidiaries. Mediative offers dedicated marketing and performance media services to national clients Canada-wide. JUICE's proprietary Programmatic Direct and Real-Time Bidding platforms facilitate the automatic buying and selling of mobile advertising between brands and advertisers. Totem is a creative agency specializing in customized content creation and delivery for global brands.

The Real Estate segment provides homeowners in Canada with media and expertise to sell their homes as well as publishes locally-targeted real estate listings. It addresses the needs of the consumer in the Canadian real estate market via its CFDP and Yellow Pages NextHome subsidiaries.

The Other segment offers a diversified portfolio of media properties to Canadian consumers, including the 411.ca digital directory service as well as local lifestyle magazines specific to the Western Canada region, in the restaurants, real estate and lifestyle categories.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. The Company accounts for transactions between reportable segments in the same manner it accounts for transactions with external customers and eliminates them on consolidation.

## Analysis of Consolidated and Segmented Operating and Financial Results

### Revenues

(In thousands of Canadian dollars, except percentage information)

	2018	2017	% Change
<b>For the three-month periods ended March 31,</b>		(Restated)	
<b>YP</b>	<b>\$ 125,434</b>	<b>\$ 143,756</b>	<b>(12.7%)</b>
Print	32,974	40,339	(18.3%)
Digital	92,460	103,417	(10.6%)
<b>Agency</b>	<b>13,685</b>	<b>14,526</b>	<b>(5.8%)</b>
Print	1,112	909	22.4%
Digital	12,573	13,617	(7.7%)
<b>Real Estate</b>	<b>16,689</b>	<b>17,359</b>	<b>(3.9%)</b>
Print	2,395	3,767	(36.4%)
Digital	14,294	13,592	5.2%
<b>Other</b>	<b>4,312</b>	<b>5,360</b>	<b>(19.5%)</b>
Print	494	684	(27.7%)
Digital	3,818	4,676	(18.4%)
<b>Intersegment eliminations</b>	<b>(806)</b>	<b>(793)</b>	<b>(1.6%)</b>
Print	(12)	(14)	14.3%
Digital	(794)	(779)	(1.9%)
<b>Total revenues</b>	<b>159,314</b>	<b>180,208</b>	<b>(11.6%)</b>
Print	36,963	45,685	(19.1%)
Digital	<b>\$ 122,351</b>	<b>\$ 134,523</b>	<b>(9.0%)</b>

Total revenues for the first quarter ended March 31, 2018 of \$159.3 million decreased by 11.6% as compared to \$180.2 million for the same period last year. The decline in total revenue for the three-month period ended March 31, 2018 was due mainly to digital revenue declines in all segments, with the exception of the Real Estate segment which gained 5.2% in the first quarter of 2018, and also to a 19% decline in print revenues.

Total digital revenues decreased 9.0% year-over-year and amounted to \$122.4 million during the first quarter of 2018, or 77% of revenues. This compares to \$134.5 million, or 75% of revenues, for the same period last year. The revenue decline was mostly attributable to the YP segment where the results were adversely impacted by a decline in the number of digital customers and lower spend by customer. The lower digital customer count is attributable to both a lower level of acquisition, driven in part by our focus on profitable growth, and by a higher churn, driven mostly by the surge in customer acquisition in recent years of customers purchasing low-end solutions. Q1 2018 revenue was further impacted by the closure of certain US operations in the Agency segment to improve profitability.

Total print revenues decreased 19.1% year-over-year and amounted to \$36.9 million during the first quarter of 2018 as compared to a decline of 24.0% and print revenues of \$45.7 million in the first quarter of 2017. The decline was mostly attributable to the YP segment where results were adversely impacted by a decline in the number of print customers and lower spend per customer. The deceleration of the rate of print revenue decline in Q1 2018 relative to Q1 2017 is attributable to an improvement in the decline rates of both the customer spend and customer count.

## **Reportable Segments Revenues**

### ***YP***

Revenues for the YP segment for the three-month period ended March 31, 2018 totalled \$125.4 million compared to \$143.8 million for the same period last year. The \$18.3 million decrease for the three-month period ended March 31, 2018 is mainly due to the decline of our higher margin YP digital media and print products and to a lesser extent to our lower margin digital services products which also decreased year-over-year, thereby creating pressure on our gross profit margins.

Digital revenues decreased 10.6% year-over-year and amounted to \$92.5 million during the first quarter of 2018, this compares to \$103.4 million for the same period last year. The revenues were adversely impacted by a decline in the number of digital customers and lower spend by customer. The lower digital customer count is attributable to both a lower level of acquisition, driven in part by our focus on profitable growth, and by a higher churn, driven mostly by the surge in customer acquisition in recent years.

Print revenues decreased 18.3% year-over-year and amounted to \$33.0 million during the first quarter of 2018. The results were adversely impacted by a decline in the number of print customers and lower spend per customer. However in Q1 2018, we did see a deceleration in the year-over-year revenue decline rate due to an improvement in the decline rates of both the customer spend and customer count.

### ***Agency***

Agency revenues for the three-month period ended March 31, 2018 decreased to \$13.7 million as compared to \$14.5 million for the same period last year. The decrease in Agency revenues for the three-month period ended March 31, 2018 is due to the closure of our certain US operations to improve profitability, excluding this impact the Agency segment delivered 9% year-over-year growth.

### ***Real Estate***

Revenues in the Real Estate segment amounted to \$16.7 million for the three-month period ended March 31, 2018 as compared to \$17.4 million for the same period last year. The decrease for the three-month period ended March 31, 2018 is due to lower print revenues from Yellow Pages NextHome partially offset by 6% year-over-year growth at CFDP.

### ***Other***

Other revenues amounted to \$4.3 million for the first quarter ended March 31, 2018 as compared to \$5.4 million for the same period last year. The decline in Other revenues is mainly due to a reduced advertiser count resulting from lower new customer acquisition at 411.ca.

## Gross Profit

(In thousands of Canadian dollars, except percentage information)

For the three-month periods ended March 31,	2018	% of Revenues	2017 (Restated)	% of Revenues	% Change
YP	\$ 78,037	62.2%	\$ 83,124	57.8%	(6.1%)
Agency	2,394	17.5%	577	4.0%	314.9%
Real Estate	8,253	49.5%	8,652	49.8%	(4.6%)
Other	2,033	47.1%	2,227	41.5%	(8.7%)
Intersegment eliminations	(12)	1.5%	(74)	9.3%	83.8%
Total gross profit	\$ 90,705	56.9%	\$ 94,506	52.4%	(4.0%)

Gross profit decreased to \$90.7 million for the three-month period ended March 31, 2018 compared to \$94.5 million for the same period last year primarily due to the decline in revenues in the YP segment, the Company's most profitable segment. Gross profit as a percentage of total revenues increased to 56.9% for the three-month period ended March 31, 2018 compared to 52.4% for the same period last year as the impact of reduced revenues was more than offset by the Company's cost reduction measures and focus on profitability of our products and services.

### Reportable Segments Gross Profit

#### YP

Gross profit for the YP segment for the three-month period ended March 31, 2018 totalled \$78.0 million, or 62.2% of revenues, compared to \$83.1 million, or 57.8% of revenues, for the same period last year. The decrease in gross profit is a result of lower overall revenues. Our gross profit as a percentage of revenues increased as the impact of reduced revenues was more than offset by the Company's cost reduction measures and focus on profitability of our products and services. These measures included headcount reductions, primarily in non-customer facing areas, and an increased focus on profitable sales.

#### Agency

Agency gross profit for the three-month period ended March 31, 2018 amounted to \$2.4 million, or 17.5% of revenues, as compared to \$0.6 million, or 4.0% of revenues, for the same period last year. The increase for the three-month period ended March 31, 2018 in Agency gross profit is due to the closure of certain US operations in the Agency segment to improve profitability as well as a non-recurring contract termination fee incurred in the first quarter of 2017.

#### Real Estate

Gross profit for the Real Estate segment amounted to \$8.3 million, or 49.5% of revenues, for the three-month period ended March 31, 2018 as compared to \$8.7 million, or 49.8% of revenues, for the same period last year. The decrease in gross profit for the three-month period ended March 31, 2018 is mainly due to revenue pressures and declining margins at Yellow Pages NextHome, partially offset by growth at CFDP.

#### Other

Gross profit for the Other segment totalled \$2.0 million, or 47.1% of revenues, for the three-month period ended March 31, 2018, as compared to \$2.2 million, or 41.5% of revenues, for the same period last year. The decrease in gross margin for the three-month period ended March 31, 2018 is due to lower revenues partially offset by an improvement in gross margin as percentage of revenue due to cost reductions and favorable product mix.

**Other Operating Costs**

(In thousands of Canadian dollars, except percentage information)

	2018	2017	% Change
<b>For the three-month periods ended March 31,</b>		(Restated)	
YP	\$ 31,075	\$ 40,310	(22.9%)
Agency	2,863	4,314	(33.6%)
Real Estate	7,138	6,553	8.9%
Other	1,707	1,867	(8.6%)
Intersegment eliminations	(11)	(72)	84.9%
<b>Total other operating costs</b>	<b>\$ 42,772</b>	<b>\$ 52,972</b>	<b>(19.3%)</b>

Other operating costs, which represent indirect costs, decreased by 19.3% to \$42.8 million for the three-month period ended March 31, 2018, compared to \$53.0 million for the same period last year. The decrease in total other operating costs for the three-month period ended March 31, 2018 was mainly the result of reductions in our cost structure including reductions in our workforce and associated employee expenses, reductions in the Company's office space footprint, and other spending reductions across the Company.

**Reportable Segments Other Operating Costs****YP**

Other operating costs for the YP segment for the three-month period ended March 31, 2018 totalled \$31.1 million as compared to \$40.3 million for the same period last year. The decrease for the three-month period ended March 31, 2018 is mainly the result of reductions in our cost structure including reductions in our workforce and associated employee expenses, reductions in the Company's office space footprint, and other spending reductions across the segment.

**Agency**

Other operating costs for the Agency segment decreased to \$2.9 million for the three-month period ended March 31, 2018 as compared to \$4.3 million for the same period last year. The decrease in other operating costs for the three-month period ended March 31, 2018 for the Agency segment is due primarily to a reduction in our workforce reductions and associated employee expenses as well as the closure of certain US operations to improve profitability.

**Real Estate**

Other operating costs for the Real Estate segment increased to \$7.1 million for the three-month period ended March 31, 2018 as compared to \$6.6 million for the same period last year. The increase in other operating costs for the three-month period ended March 31, 2018 for the Real Estate segment is due to higher marketing investments at CFDP.

**Other**

Other operating costs for the Other segment decreased due to cost reductions compared to the same period last year.

**Adjusted EBITDA**

(In thousands of Canadian dollars, except percentage information)

<b>For the three-month period ended March 31,</b>	<b>2018</b>	<b>% of</b>	<b>2017</b>	<b>% of</b>	<b>% Change</b>
		<b>Revenues</b>	<b>(Restated)</b>	<b>Revenues</b>	
YP	\$ 46,961	37.4%	\$ 42,814	29.8%	9.7%
Agency	(468)	(3.4%)	(3,738)	(25.7%)	87.5%
Real Estate	1,115	6.7%	2,099	12.1%	(46.9%)
Other	325	7.6%	359	6.7%	(9.1%)
<b>Total Adjusted EBITDA</b>	<b>\$ 47,933</b>	<b>30.1%</b>	<b>\$ 41,534</b>	<b>23.0%</b>	<b>15.4%</b>

Adjusted EBITDA increased by \$6.4 million to \$47.9 million in the first quarter ended March 31, 2018, relative to \$41.5 million for the same period last year. The Company's Adjusted EBITDA margin for the first quarter of 2018 was 30.1% compared to 23.0% for the same period last year. The increase in Adjusted EBITDA and Adjusted EBITDA margin for the first quarter ended March 31, 2018 was mainly the result of reductions in our cost structure including reductions in our workforce and associated employee expenses, reductions in the Company's office space footprint, and other spending reductions across the Company.

**Reportable Segments Adjusted EBITDA****YP**

Adjusted EBITDA for the YP segment for the three-month period ended March 31, 2018 totalled \$47.0 million compared to \$42.8 million for the same period last year. The Adjusted EBITDA margin for the YP segment for the first quarter of 2018 was 37.4% compared to 29.8% for the same period last year. Despite overall lower revenues and the pressures on margins, our Adjusted EBITDA and Adjusted EBITDA margin grew due to an increased focus on the profitability of our products and services and reductions in our cost structure including reductions in our workforce and associated employee expenses, reductions in the Company's office space footprint, and other spending reductions across the segment.

**Agency**

Agency Adjusted EBITDA for the three-month period ended March 31, 2018 amounted to \$(0.5) million, or (3.4)% of revenues, as compared to \$(3.7) million, or (25.7)% of revenues, for the same period last year. The increase in the Agency Adjusted EBITDA and Adjusted EBITDA margin for the three-month periods ended March 31, 2018 was impacted by the closure of certain US operations to improve profitability and reductions in our workforce and associated employee expenses. Adjusted EBITDA for the three-month period ended March 31, 2017 was further impacted by a non-recurring contract termination fee incurred.

**Real Estate**

Adjusted EBITDA for the Real Estate segment amounted to \$1.1 million, or 6.7% of revenues, for the three-month period ended March 31, 2018 as compared to \$2.1 million, or 12.1% of revenues, for the same period last year. The decrease for the three-month period ended March 31, 2018 is mainly due to increased marketing investments at CFDP and revenue pressures at Yellow Pages NextHome.

**Other**

Adjusted EBITDA for the Other segment for the first quarter ended March 31, 2018, was relatively stable at \$0.3 million as revenue pressures were offset by cost reductions.

**Adjusted EBITDA less CAPEX**

(In thousands of Canadian dollars, except percentage information)

	2018	2017	% Change
<b>For the three-month periods ended March 31,</b>			
<i>YP</i>	<b>\$ 42,069</b>	\$ 29,165	44.2%
Adjusted EBITDA	<b>46,961</b>	42,814	9.7%
CAPEX	<b>4,892</b>	13,649	(64.2%)
<i>Agency</i>	<b>(594)</b>	(4,591)	87.1%
Adjusted EBITDA	<b>(468)</b>	(3,738)	87.5%
CAPEX	<b>126</b>	853	(85.3%)
<i>Real Estate</i>	<b>953</b>	1,978	(51.8%)
Adjusted EBITDA	<b>1,115</b>	2,099	(46.9%)
CAPEX	<b>162</b>	121	34.1%
<i>Other</i>	<b>110</b>	124	(10.7%)
Adjusted EBITDA	<b>325</b>	359	(9.1%)
CAPEX	<b>215</b>	235	(8.3%)
<i>Total Adjusted EBITDA less CAPEX</i>	<b>42,538</b>	26,676	59.5%
Adjusted EBITDA	<b>47,933</b>	41,534	15.4%
CAPEX	<b>\$ 5,395</b>	\$ 14,858	(63.7%)

Adjusted EBITDA less CAPEX increased by \$15.9 million to \$42.5 million during the first quarter of 2018, compared to \$26.7 million during the same period last year. The increase in Adjusted EBITDA less CAPEX for the three-month period ended March 31, 2018 was mainly impacted by higher Adjusted EBITDA and decreased spending on software development, office and computer equipment and leasehold improvements associated with office relocations.

**Reportable Segments Adjusted EBITDA less CAPEX*****YP***

Adjusted EBITDA less CAPEX for the YP segment for the three-month period ended March 31, 2018 totalled \$42.1 million compared to \$29.2 million for the same period last year. The increase for the three-month period ended March 31, 2018 is mainly due to higher Adjusted EBITDA and lower capital expenditures in software development and lower spend in office and computer equipment and leasehold improvements associated with office relocations.

***Agency***

Agency Adjusted EBITDA less CAPEX for the three-month period ended March 31, 2018 amounted to a loss of \$0.6 million as compared to a loss of \$4.6 million for the same period last year. Reduced capital expenditures in software development during the three-month ended March 31, 2018 compared to the same period last year further contributed to the increased Adjusted EBITDA during the first quarter of 2018 compared to the first quarter of 2017.

***Real Estate***

Adjusted EBITDA less CAPEX for the Real Estate segment amounted to \$1.0 million for the three-month period ended March 31, 2018 as compared to \$2.0 million for the same period last year. The decrease for the three-month period ended March 31, 2018 is mainly due to lower Adjusted EBITDA. Capital expenditures remained stable year-over-year.

***Other***

Adjusted EBITDA less CAPEX for the Other segment for the three-month period ended March 31, 2018, remained stable at \$0.1 million as compared to the same period last year.

## Depreciation and Amortization

Depreciation and amortization decreased to \$20.9 million for the three-month period ended March 31, 2018 compared to \$27.6 million for the same period last year primarily due to a lower opening intangible asset balance following the impairment recorded in Q4 2017 as well as lower IT development expenditures.

## Restructuring and Other Charges

(In thousands of Canadian dollars, except percentage information)

	2018	2017 (Restated)
<b>For the three-month periods ended March 31,</b>		
Severance, benefits and outplacement	\$ 19,549	\$ 5,850
Settlement of litigation	(10,558)	–
Impairment of right-of-use assets and future operation costs related to lease contracts for offices closed	2,134	1,289
Pension settlement costs and past service costs (recovery), net	73	–
Other fees	–	147
<b>Total restructuring and other charges</b>	<b>\$ 11,198</b>	<b>\$ 7,286</b>

During the first quarter of 2018, we recorded restructuring and other charges of \$11.2 million primarily due to \$19.5 million associated with workforce reductions, as well as impairment of right-of-use assets and future operation costs related to lease contracts for offices closed, partially offset by the impact of a favourable litigation settlement on a contractual obligation with a vendor. For the three-month period ended March 31, 2017, we recorded restructuring and other charges of \$7.3 million associated primarily with internal reorganizations and workforce reductions (\$5.9 million) and office closures (\$1.3 million).

## Financial Charges

Financial charges increased to \$14.2 million for the three-month period ended March 31, 2018 compared to \$12.4 million for the same period last year. The increase is primarily due to the issuance of the \$315 million principal amount 10.00% Senior Secured Notes on October 19, 2017, which accrues interest at a higher rate than the prior senior secured notes, and interest on higher lease obligations due to the new leases entered into over the course of 2017. The Company's effective average interest rate on our debt portfolio excluding capital leases as at March 31, 2018 was 9.5% (2017 – 8.9%).

## Provision for Income Taxes

The combined statutory provincial and federal tax rates were stable at 26.9% for the three-month period ended March 31, 2018 and 2017. The Company recorded an expense of \$2.6 million for the first quarter of 2018 compared to a recovery of \$1.0 million for the same period last year.

The difference between the effective and the statutory rates during the first quarters in 2018 and 2017 is due to the non-deductibility of certain expenses for tax purposes and increases in the valuation allowances and non-recognition of certain tax attributes and deductible temporary differences due to continued losses in certain subsidiaries.

## Net Loss

We recorded a net loss of \$0.9 million during the first quarter of 2018 compared with a net loss of \$5.1 million during the first quarter of 2017. The improvement in profitability of \$4.2 million for the three-month period ended March 31, 2018 is explained principally by higher Adjusted EBITDA, lower depreciation and amortization expenses partially offset by increases in restructuring and other charges and provision for income taxes.

## Summary of Consolidated Quarterly Results

### Quarterly Results

(In thousands of Canadian dollars, except per share and percentage information)

	2018	2017 (Restated)			
	Q1	Q4	Q3	Q2	Q1
Revenues	\$ 159,314	\$ 178,548	\$ 175,695	\$ 193,515	\$ 180,208
Operating costs	111,381	132,859	129,751	143,573	138,674
Income from operations before depreciation and amortization, impairment of intangible assets and goodwill, and restructuring and other charges (Adjusted EBITDA)	47,933	45,689	45,944	49,942	41,534
Adjusted EBITDA margin	30.1%	25.6%	26.1%	25.8%	23.0%
Depreciation and amortization	20,884	26,205	29,914	29,262	27,583
Impairment of intangible assets and goodwill –	–	507,032	–	–	–
Restructuring and other charges	11,198	17,552	6,784	2,778	7,286
Income (loss) from operations	15,851	(505,100)	9,246	17,902	6,665
Financial charges, net	14,162	16,221	12,492	12,808	12,425
Impairment of available-for-sale investments	–	–	3,720	–	–
Provision for Income Taxes	2,608	62,238	(892)	2,344	(1,032)
Loss from investment in a jointly controlled entity	–	267	1,116	362	359
Net (loss) earnings	(919)	(583,826)	(7,191)	2,389	(5,087)
Basic (loss) earnings per share	\$ (0.03)	\$ (22.12)	\$ (0.27)	\$ 0.09	\$ (0.19)
Diluted (loss) earnings per share	\$ (0.03)	\$ (22.12)	\$ (0.27)	\$ 0.09	\$ (0.19)

Sequential quarterly revenue trends are impacted by the YP segment's Print publication distribution schedules, with Q2 being the strongest quarter, and seasonality in the Agency segment, with Q4 being the strongest quarter. Year-over-year the quarters have decreased principally due to revenue declines in the YP segment associated with overall loss of customers, and declining ARPC.

Operating costs over the quarters, with the exception of the first quarter of 2018, have followed the revenues as workforce reductions and other cost saving initiatives were offset by the pressure from a shift in the sales mix toward products with higher proportionate delivery costs. In addition, Q1 2017 was negatively impacted by higher consulting expenditures and a non-recurring contract termination fee. Operating costs in the first quarter of 2018 decreased as result of reductions in our cost structure including workforce reductions and associated expenses, reductions in the Company's office space footprint, cost optimizations in ISIT and other spending reductions across the Company and emphasis on the profitability of our products and services. The Adjusted EBITDA margin remained relatively stable, with the exception of the first quarter of 2018, as workforce reductions and other cost saving initiatives were offset by the pressure from a shift in the sales mix toward products with higher proportionate delivery costs. In addition, Q1 2017 was negatively impacted by higher consulting expenditures and a non-recurring contract termination fee. The Adjusted EBITDA margin improved in the first quarter of 2018 as reductions in our cost structure and emphasis on the profitability of our products and services more than offset the impact of the decline in revenues.

Depreciation and amortization has been decreasing due to lower intangible assets from decreasing IT development expenditures, Q1 2018 was further impacted by lower intangible assets following the impairment recorded in Q4 2017.

The Company's restructuring and other charges mainly relate to workforce reductions and impairments of right-of-use assets and future operation costs related to lease contracts for office closed. Q1 2018 benefited from the impact of a favourable litigation settlement on a contractual obligation with a vendor. Financial charges

increased starting in the fourth quarter of 2017 due partially to the issuance of the 10.00% senior secured notes on October 19, 2017 and the repayment of the 9.25% senior secured notes on November 18, 2017. Q4 2017 was further impacted by increased interest due to the overlap of both senior secured notes for a period of time.

Our net loss for the fourth quarter of 2017 was caused by an impairment loss of \$507 million related to certain of our intangible assets and goodwill and impacted by the reversal of tax attributes and deductible temporary differences representing an income tax expense of \$75 million. Our net loss for the third quarter of 2017 was due to an impairment charge on certain of our available-for-sale investments and the write-off of our investment in a jointly controlled entity resulting from the shutdown of its operations.

### 3. Liquidity and Capital Resources

This section examines the Company's capital structure, sources of liquidity and various financial instruments including its debt instruments.

#### Capital Structure

(In thousands of Canadian dollars, except percentage information)

As at	March 31, 2018	December 31, 2017 (Restated)	January 1, 2017 (Restated)
Cash	\$ 70,793	\$ 46,405	\$ 17,260
10.00% senior secured notes	\$ 309,143	\$ 308,898	\$ 309,669
Exchangeable debentures	94,575	94,067	92,174
Lease obligations	85,682	86,179	61,652
Total debt	\$ 489,400	\$ 489,144	\$ 463,495
(Deficiency) Equity	(205,719)	(197,031)	395,057
Total capitalization	\$ 283,681	\$ 292,113	\$ 858,552
Total debt net of cash, to total capitalization	147.6%	151.6%	52.0%

As at March 31, 2018, Yellow Pages had \$418.6 million of debt net of cash, compared to \$442.7 million as at December 31, 2017.

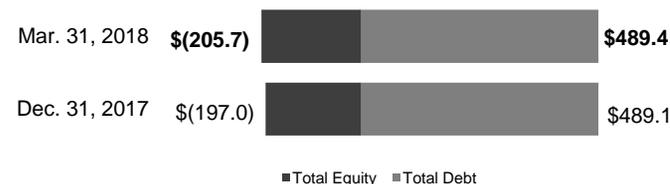
The total debt net of cash to latest Twelve-Month Adjusted EBITDA<sup>1</sup> ratio as at March 31, 2018 was 2.2 times compared to 2.4 times as at December 31, 2017. The increase is mainly due to lower Adjusted EBITDA.

#### Total Debt Net of Cash to Latest Twelve-Month Adjusted EBITDA<sup>1</sup> Ratio



#### Capital Structure

(In millions of Canadian dollars)



<sup>1</sup> Latest twelve-month income from operations before depreciation and amortization, impairment of intangible assets and goodwill, and restructuring and other charges (Latest Twelve-Month Adjusted EBITDA). Latest Twelve-Month Adjusted EBITDA is a non-IFRS measure and may not be comparable with similar measures used by other publicly traded companies. Please refer to pages 2 and 3 for a definition of Adjusted EBITDA.

## Asset-Based Loan

On October 19, 2017, the Company, through its subsidiary Yellow Pages Digital & Media Solutions Limited, renewed its five-year \$50 million asset-based loan (ABL) and extended the term of the ABL to August 2022 as well as reduced certain rates and fees. The ABL is being used for general corporate purposes. Through the ABL, the Company has access to the funds in the form of prime rate loans, Banker's acceptance (BA) equivalent loans or letters of credit. The ABL is secured by a first priority lien over the receivables of the Company. Interest is calculated based either on the BA Rate or the Prime Rate plus an applicable margin. The ABL is subject to an availability reserve of \$5 million if the Company's trailing twelve-month fixed charge coverage ratio is below 1.1 times. As at March 31, 2018, the Company had \$6.3 million of letters of credit issued and outstanding under the ABL. As such, \$43.7 million of the ABL was available as at March 31, 2018. As at March 31, 2018, the Company was in compliance with all covenants under the loan agreement governing the ABL.

## 10.00% Senior Secured Notes

On October 19, 2017, Yellow Pages Limited, through its wholly-owned subsidiary, Yellow Pages Digital & Media Solutions Limited, issued \$315 million aggregate principal amount of 10.00% Senior Secured Notes (the New Notes) due November 1, 2022 at an issue price of \$980 per \$1,000 principal amount of the New Notes, or \$6.3 million discount. The New Notes accrued interest from October 19, 2017 at a rate of 10.00% per annum, payable in semi-annual instalments in arrears on May 1 and November 1 of each year commencing May 1, 2018.

## Mandatory Redemption

Pursuant to the indenture governing the New Notes, the Company is required to use an amount equal to 100% of its consolidated Excess Cash Flow and any designated net proceeds from asset sales for the immediately preceding mandatory redemption period to redeem the New Notes, on a semi-annual basis on the last day of May and November of each year, commencing on May 31, 2018, at a redemption price equal to 100% of the principal amount, subject to the Company maintaining a minimum cash balance of \$20 million on the last day of the mandatory redemption period. The Company is required to use 75% of its consolidated Excess Cash Flow to redeem the New Notes if the consolidated leverage ratio on the last day of the mandatory redemption period is no greater than 1.5 to 1. Excess Cash Flow, as defined in the indenture governing the New Notes, means adjusted cash flows from operating activities, adjusted for the following items, as reported in the Company's consolidated statement of cash flows: capital expenditures subject to certain maximum amounts as provided in the indenture governing the New Notes, repayment of the New Notes other than in connection with a mandatory redemption and any principal payments made in respect of the Company's lease liability. The Company will make a payment of \$30.5 million on May 31, 2018 comprised of Excess Cash Flow of \$30.25 million and \$0.25 million of accrued and unpaid interest.

## Optional Redemption

At any time prior to November 1, 2018, the Company may, at its option, redeem all or part of the New Notes at 103% of the aggregate principal amount, plus accrued and unpaid interest. From November 1, 2018 to October 31, 2019, the Company may, at its option, redeem all or part of the New Notes at 102% of the aggregate principal amount, plus accrued and unpaid interest. From November 1, 2019 to October 31, 2020, the Company may, at its option, redeem all or part of the New Notes at 101% of the aggregate principal amount, plus accrued and unpaid interest. Beginning on November 1, 2020, the Company may, at its option, redeem all or part of the New Notes at 100% of the aggregate principal amount, plus accrued and unpaid interest.

The New Notes are guaranteed by Yellow Pages Limited and its subsidiaries, other than Yellow Pages Digital & Media Solutions Limited as issuer of the New Notes, (collectively, the Guarantors) and secured by first-priority liens and security interests, subject to permitted liens, in substantially all of the assets (other than the assets securing the Company's ABL) now owned or hereafter acquired by Yellow Pages Digital & Media Solutions Limited and the Guarantors, and second-priority liens and security interests, subject to permitted liens, in the assets securing the ABL. The New Notes are senior secured obligations of Yellow Pages Digital & Media Solutions Limited. The New Notes rank equally in right of payment with all indebtedness of Yellow Pages Digital & Media Solutions Limited that is not expressly subordinated in right of payment to the New Notes, and rank senior in right of payment to all existing and future subordinated indebtedness of Yellow Pages Digital & Media Solutions Limited.

## Certain Covenants

The indenture governing the New Notes limits or affects the Company's ability to, among other things, incur additional indebtedness, pay dividends or make other distributions or repurchase or redeem certain indebtedness or capital stock, make loans and investments, sell assets, incur certain liens, enter into transactions with affiliate and consolidate, merge or sell all or substantially all of its assets. Such covenants are subject to certain limitations and exceptions as provided in the indenture governing the New Notes.

As at March 31, 2018, the Company was in compliance with all covenants under the indenture governing the New Notes.

### 9.25% Senior Secured Notes

On December 20, 2012, the Company, through its subsidiary Yellow Pages Digital & Media Solutions Limited, issued \$800 million of 9.25% senior secured notes (the Senior Secured Notes) maturing November 30, 2018. Interest on the Senior Secured Notes was payable in cash, quarterly in arrears, in equal instalments on the last day of February, May, August and November of each year. The Company used the net proceeds from the sale of the New Notes to redeem on November 18, 2017 all of its Senior Secured Notes due November 30, 2018, including accrued and unpaid interest up to but excluding the redemption date. The total redemption price was \$1,020.2986 for each \$1,000 principal amount of Senior Secured Notes, including interest of \$20.2986.

### Exchangeable Debentures

On December 20, 2012, the Company, through its subsidiary Yellow Pages Digital & Media Solutions Limited, issued \$107.5 million of senior subordinated exchangeable debentures (the Exchangeable Debentures) due November 30, 2022. As at March 31, 2018 and December 31, 2017, the face value of the Exchangeable Debentures was \$107.1 million. As at March 31, 2018, the value of the Exchangeable Debentures less unaccreted interest was \$94.6 million compared to \$94.1 million as at December 31, 2017.

Interest on the Exchangeable Debentures accrues at a rate of 8% per annum if, for the applicable interest period, it is paid in cash or 12% per annum, for the applicable interest period, if the Company makes a Payment in Kind election to pay interest in respect of all or any part of the then outstanding Exchangeable Debentures in additional Exchangeable Debentures. Interest on the Exchangeable Debentures is payable semi-annually in arrears in equal instalments on the last day of May and November of each year.

As at March 31, 2018, the Company was in compliance with all covenants under the indenture governing the Exchangeable Debentures.

### Exchange Option

The Exchangeable Debentures are exchangeable at the holder's option into common shares at any time at an exchange price per common share equal to \$19.04, subject to adjustment for specified transactions.

### Optional Redemption

The Company may, at any time on or after the date on which all of the Senior Secured Notes have been repaid in full, redeem all or part of the Exchangeable Debentures at its option, upon not less than 30 nor more than 60 days' prior notice, at a redemption price equal to:

- In the case of a redemption occurring prior to May 31, 2021, 110% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date; or
- In the case of a redemption occurring on or after May 31, 2021, 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date.

### Credit Ratings

<b>DBRS Limited</b>	<b>Standard and Poor's Rating Services</b>
B (high)/Issuer rating – stable outlook	B-/Corporate credit rating – stable outlook
BB (low)/Credit rating for Senior Secured Notes	B+/Credit rating for Senior Secured Notes
B (low)/Credit rating for Exchangeable Debentures	CCC/Credit rating for Exchangeable Debentures

## Liquidity

The Company's principal source of liquidity is cash generated from operations and cash on hand. The Company expects to generate sufficient liquidity in the short term and the long term to fund capital expenditures, working capital requirements and current obligations, and service its outstanding debt obligations. As at May 10, 2018, the Company had approximately \$69.1 million of cash and \$44.7 million available under the ABL.

## Options

On December 20, 2012, as part of the implementation of Yellow Pages recapitalization transaction, a new stock option plan (the Stock Option Plan) was adopted. The Stock Option Plan is intended to attract and retain the services of selected employees (the Participants) of Yellow Pages who are in a position to make a material contribution to the successful operation of the business, provide meaningful incentive to management to lead Yellow Pages through the transition and transformation of its business and to more closely align the interests of management with those of the shareholders of Yellow Pages Limited. On November 7, 2017, an amendment to the Stock Option Plan was implemented to increase the maximum number of common shares authorized for issuance upon the exercise of options by 1,516,320, from 1,290,612 to 2,806,932.

The stock options expire approximately seven years after the grant date and Participants are required to hold 25% of the common shares received pursuant to the exercise of the stock options until the Participants meet the ownership guidelines which apply to their respective position.

## Share Data

### Outstanding Share Data

As at	May 10, 2018	March 31, 2018	December 31, 2017
Common shares outstanding	28,075,308	28,075,308	28,075,306
Exchangeable Debentures outstanding <sup>1</sup>	5,624,422	5,624,422	5,624,422
Common share purchase warrants outstanding	2,995,484	2,995,484	2,995,486
Stock options outstanding <sup>2</sup>	1,534,992	1,534,992	1,024,550

<sup>1</sup> As at May 10, 2018, Yellow Pages had \$107.1 million principal amount of Exchangeable Debentures outstanding, which amount is exchangeable into 5,624,422 common shares of Yellow Pages Limited at an exchange price of \$19.04, subject to adjustment for specified transactions pursuant to the indenture governing the Exchangeable Debentures.

<sup>2</sup> Included in the stock options outstanding balance of 1,534,992 and 1,534,992 as at May 10, 2018 and March 31, 2018, respectively, are 66,625 stock options exercisable as at those dates. Included in the stock options outstanding balance of 1,024,550 as at December 31, 2017 were 281,325 stock options exercisable as at that date.

## Sources and Uses of Cash

(In thousands of Canadian dollars)

For the three-month periods ended March 31,	2018	2017 (Restated)
<b>Cash flows from operating activities</b>		
Cash flows from operations, excluding change in operating assets and liabilities	\$ 34,610	\$ 25,458
Change in operating assets and liabilities	(3,199)	(9,478)
	<b>\$ 31,411</b>	<b>\$ 15,980</b>
<b>Cash flows used in investing activities</b>		
Additions to intangible assets	\$ (5,858)	\$ (9,577)
Additions to property and equipment	(100)	(5,281)
Lease incentives received	563	–
Purchase of available-for-sale investments	–	(100)
Investment in a jointly controlled entity	–	(330)
	<b>\$ (5,395)</b>	<b>\$ (15,288)</b>
<b>Cash flows used in financing activities</b>		
Repayment of long-term debt	–	–
Payment of lease obligation	(1,628)	(2,234)
	<b>\$ (1,628)</b>	<b>\$ (2,234)</b>
NET INCREASE (DECREASE) IN CASH	<b>\$ 24,388</b>	<b>\$ (1,542)</b>
CASH, BEGINNING OF YEAR	<b>46,405</b>	17,260
CASH, END OF YEAR	<b>\$ 70,793</b>	<b>\$ 15,718</b>

### Cash flows from operating activities

Cash flows from operating activities increased by \$15.4 million to \$31.4 million from \$16.0 million for the three-month period ended March 31, 2017 due to higher Adjusted EBITDA of \$6.4 million, lower interest paid of \$6.6M and changes in operating assets and liabilities of \$6.3 million, partially offset by higher payments for restructuring and other charges of \$3.8 million. The reduction in interest paid is due to the fact that the Company's first semi-annual interest payment on its 10% Senior Secured Notes did not occur until May 1, 2018.

### Cash flows used in investing activities

Cash flows used in investing activities decreased by \$9.9 million from \$15.3 million for the three-month period ended March 31, 2017 to \$5.4 million for the same period in 2018 mainly due to lower investments in software development and lower spend in office and computer equipment and leasehold improvements associated with office relocations.

### Cash flows used in financing activities

Cash flows used in financing activities decreased by \$0.6 million from \$2.2 million for the three-month period ended March 31, 2017 to \$1.6 million for the same period last in 2018 due to free rent in some premises.

## Financial and Other Instruments

(See Note 21 of the Audited Consolidated Financial Statements of the Company for the years ended December 31, 2017 and 2016).

The Company's financial instruments primarily consist of cash, trade and other receivables, trade and other payables, Senior Secured Notes and Exchangeable Debentures.

There is no carrying value of embedded derivatives as at March 31, 2018. The carrying value is calculated, as is customary in the industry, using discounted cash flows based on quarter-end market rates.

## 4. Critical Assumptions and Estimates

When we prepare our interim condensed consolidated financial statements in accordance with IFRS, we must make certain estimates and assumptions about our business. These estimates and assumptions in turn affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities in the financial statements.

Our critical assumptions and accounting estimates have not changed since the release of our MD&A for the years ended December 31, 2017 and 2016. These critical assumptions and estimates relate to intangible assets, goodwill, property and equipment, employee future benefits and income taxes. Please refer to Section 5 – *Critical Assumptions and Estimates* for the years ended December 31, 2017 and 2016.

### Accounting Standards

The following revised standards are effective for annual periods beginning on January 1, 2018 and their adoption has not had any impact on the amounts in our consolidated financial statements but may affect the accounting for future transactions or arrangements:

#### Amendments to IFRS 2 – *Share-based Payment*

In June 2016, the International Accounting Standards Board ("IASB") published amendments to IFRS 2 – *Share-based Payment*. The amendments clarify that the accounting for the effects of vesting and non-vesting conditions on cash-settled share-based payments follow the same approach as for equity-settled share-based payments. The amendments also clarify the classification of share-based payment transactions with net settlement features as well as require additional disclosures for these transactions. They are effective for annual periods beginning on or after January 1, 2018, applied prospectively, with earlier adoption permitted. The amendments to IFRS 2 did not have a significant impact on the consolidated financial statements of Yellow Pages Limited.

#### IFRIC 22 – *Foreign Currency Transactions and Advance Consideration*

In December 2016, the IASB issued an interpretation paper IFRIC 22 – *Foreign Currency Transactions and Advance Consideration*. This interpretation paper clarifies that the foreign exchange rate applicable to transactions involving advance consideration paid or received is the rate at the date that the advance consideration is paid or received and a non-monetary asset or liability is recorded, and not the later date at which the related asset or liability is recognized in the financial statements. This interpretation is applicable for annual periods beginning on or after January 1, 2018, and can be applied either prospectively or retrospectively, at the option of the entity. IFRIC 22 did not have a significant impact on the consolidated financial statements of Yellow Pages Limited.

The following standards have been adopted effective January 1, 2018 and have an effect on the interim condensed consolidated financial statements:

#### IFRS 15 – *Revenue from Contracts with Customers*

Yellow Pages Limited has applied IFRS 15 – *Revenue from Contracts with Customers* effective for annual reporting periods beginning on or after January 1, 2018. Under IFRS 15, revenues from print products are recognized upon delivery of the print directories instead of over the term of the publication period of twelve months. Similarly, publication costs and commissions will be deferred and recognized when the related print revenue is recognized. Previously, the deferred publication costs and commissions were deferred and amortized over the economic life of the directory, digital products and services. The recognition of revenue for the digital products has not been materially impacted by the adoption of this standard and will continue to be recognized into income on a monthly basis from the point at which service is first provided over the life of the contract. Certain revenues, such as website and video design fees, continue to be recognized upon completion of the design of the

website and video. Applying the practical expedient under IFRS 15, the Company recognises as an expense the commissions paid to media account consultants for contract renewals with revenue recognized over one year or less. However, costs to obtain contracts relating to the commission fees paid to media account consultants as a result of obtaining new sales contracts are amortized on a straight-line basis over a two-year period as this reflects the expected period of benefit. Yellow Pages Limited has applied IFRS 15 in accordance with the full retrospective approach.

The amount of adjustment for each financial statement line item affected by the application of IFRS 15 for the prior periods are disclosed in the Interim Condensed Consolidated Financial Statements.

### **IFRS 16 – Leases**

Yellow Pages Limited has early adopted IFRS 16 – *Leases* on January 1, 2018, which is effective for annual reporting periods beginning on or after January 1, 2019. Previously, the Company classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company and classified operating lease payments as operating costs. Under IFRS 16, a lessee is required to recognize a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. The right-of-use asset is initially measured at cost and subsequently depreciated. Initial measurement of costs is determined by the amount of the initial measurement of the lease liability, less any lease inducements receivable and any lease payments made at or before the commencement date, plus any initial direct costs, and any restoration costs. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate. The lease liability is measured at amortized cost using the effective interest rate method and is subsequently adjusted for interest and lease payments. Onerous leases previously accrued in provisions are now reducing right-of-use assets. Yellow Pages Limited has applied IFRS 16 in accordance with the full retrospective approach.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under previous standards were not reassessed for whether there is a lease. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2018.

The amount of adjustment for each financial statement line item affected by the application of IFRS 16 for the prior periods are disclosed in the Interim Condensed Consolidated Financial Statements.

### **IFRS 9 – Financial Instruments**

In July 2014, the IASB issued the final version of IFRS 9 - *Financial Instruments*. IFRS 9 replaces the requirements in IAS 39 - *Financial Instruments: Recognition and Measurement*. IFRS 9 introduces new requirements for the classification and measurement of financial assets and liabilities, impairment for financial assets and general hedge accounting. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities. The impact of IFRS 9 on the classification and measurement of financial asset is set out below. The Company has taken an exemption not to restate comparative information for prior periods with respect to classification and measurement (including impairment) requirements. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 are recognized in retained earnings as at January 1 2018. Accordingly, the information presented for 2017 does not reflect the requirements of IFRS 9 but rather those of IAS 39.

The classification and measurement of financial assets is determined on the basis of the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity financial assets are subsequently measured at fair value through profit or loss unless the Company has made an irrevocable election to measure them at fair value through other comprehensive income. The change in fair value of equity financial assets designated as such shall not be subsequently transferred to profit or loss upon their disposal. On transition to IFRS 9, the Company has made the irrevocable election to present fair value gains and losses on equity investments in OCI.

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the Company to account for expected credit losses ("ECL") and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. Therefore, it is no longer necessary for a credit event to have occurred before credit losses are recognized.

For trade receivables and contract assets, the Company applied the simplified approach permitted under IFRS 9, which requires lifetime ECL to be recognized from initial recognition. While cash and other receivables are also subject to the impairment requirements under IFRS 9, the identified expected credit loss was immaterial.

At each reporting date, the Company assesses whether financial assets are credit impaired. The Company will consider a financial asset to be in default when the indebted party is unlikely to pay its obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any). The Company elected to consider that default does not occur when a financial asset is 90 days past due as the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate that default risk is not necessarily increased. In assessing whether an indebted party is in default, the Company will consider indicators that are qualitative (e.g. breach of conditions), quantitative (e.g. overdue status), and data developed internally and obtained from external sources. Inputs into the assessment of whether a financial asset is in default and their significance may vary over time to reflect circumstances.

For assets in the scope of IFRS 9 impairment model, expected credit losses are generally expected to increase. The amount of impairment allowance, as well as the measurement categories affected by the application of IFRS 9 for the prior periods are disclosed in the Interim Condensed Consolidated Financial Statements.

The following standard has been issued but not effective:

#### **IFRIC 23 – *Uncertainty over Income Tax Treatments***

In June 2017, the IASB issued an interpretation paper IFRIC 23 – *Uncertainty over Income Tax Treatments*. This interpretation paper clarifies that in determining its taxable profit or loss when there is uncertainty over income tax treatments, an entity must use judgment and apply the tax treatment that is most likely to be accepted by the tax authorities. In assessing the likelihood that the tax treatment will be accepted, the entity assumes that the tax treatment will be examined by the relevant tax authorities having full knowledge of all relevant information. This interpretation is applicable for annual periods beginning on or after January 1, 2019, with early adoption accepted. Yellow Pages is evaluating the impact this interpretation paper will have on its interim condensed consolidated financial statements.

## **5. Risks and Uncertainties**

Please refer to the Risks and Uncertainties section of our MD&A for the years ended December 31, 2017 and 2016 and our Annual Information Form dated March 26, 2018 for a complete description of the risks factors to which the Corporation may be exposed, including, for example, “Substantial competition could reduce the market share of the Corporation and could have a material adverse effect on the Corporation, its business, results from operations and financial condition”, “A higher than anticipated rate of decline in print revenue resulting from changes in preferences and consumer habits could have a material adverse effect on the Corporation, its business, results from operations and financial condition”, “The inability of the Corporation to generate sufficient funds from operations, debt financings, equity financings or refinancing transactions could have a material adverse effect on the Corporation, its business, results from operations and financial condition”.

Understanding and managing risks are important parts of YP's strategic planning process. The Board requires that our senior management identify and properly manage the principal risks related to our business operations. To understand and manage risks at YP, our Board and senior management analyze risks in three major categories:

1. Strategic risks - which are primarily external to the business;
2. Financial risks - generally related to matters addressed in the Financial Risk Management Policy and in the Pension Statement of Investment Policy and Procedures; and
3. Operational risks - related principally to risks across key functional areas of the organization.

YP has put in place certain guidelines in order to seek to manage the risks to which it may be exposed. Despite these guidelines, the Company cannot provide assurances that any such efforts will be successful. Our risks and uncertainties have not changed since the release of our MD&A for the years ended December 31, 2017 and 2016, except as described in the Forward-Looking Information section of this MD&A. For more information, please refer to the corresponding section in our MD&A for the years ended December 31, 2017 and 2016.

## 6. Controls and Procedures

As a public entity, we must take steps to ensure that material information regarding our reports filed or submitted under securities legislation fairly presents the financial information of YP. Responsibility for this resides with management, including the President and Chief Executive Officer and the Chief Financial Officer. Management is responsible for establishing, maintaining and evaluating disclosure controls and procedures, as well as internal control over financial reporting.

### **Disclosure Controls and Procedures (DC&P)**

The evaluation of the design and effectiveness of DC&P (as defined in National Instrument 52-109) was performed under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. They concluded that the Company's DC&P were effective, as at March 31, 2018.

### **Internal Control over Financial Reporting (ICFR)**

The design and effectiveness of ICFR (as defined in National Instruments 52-109) were evaluated under the supervision of the President and Chief Executive Officer and Chief Financial Officer. Based on the evaluations, they concluded that the Company's ICFR was effective, as at March 31, 2018.

During the quarter beginning on January 1, 2018 and ended on March 31, 2018, no changes were made to the Company's ICFR that has materially affected, or is reasonably likely to materially affect, the Company's ICFR.