

For the three months ended

e d March 31, 2022

TSX: PSD OTCQX: PLSDF

# Selected Financial and Operating Information

	Three months en (unaudi		Year ended December 31,	
(thousands of dollars except per share data, numbers of shares and kilometres of seismic data)	2022	2021	2021	
Revenue				
Data library sales	1,743	4,740	48,717	
Other revenue	113	85	433	
Total revenue	1,856	4,825	49,150	
Amortization of seismic data library	2,515	2,498	10,010	
Net earnings (loss)	(2,518)	33	21,514	
Per share basic and diluted	(0.05)	0.00	0.40	
Cash provided by operating activities	8,629	9,082	29,799	
Per share basic and diluted	0.16	0.17	0.55	
EBITDA <sup>(a)</sup>	9	3,730	42,632	
Per share – basic and diluted <sup>(a)</sup>	0.00	0.07	0.79	
Shareholder free cash flow <sup>(a)</sup>	188	2,569	32,082	
Per share – basic and diluted <sup>(a)</sup>	0.00	0.05	0.60	
Capital expenditures				
Seismic data digitization and related costs	-	96	350	
Property and equipment	4	_	8	
Total capital expenditures	4	96	358	
Weighted average shares outstanding				
Basic and diluted	53,748,780	53,793,317	53,792,984	
Shares outstanding at period-end	53,733,117	53,793,317	53,784,717	
Seismic library				
2D in kilometres	829,207	829,207	829,207	
3D in square kilometres	65,310	65,310	65,310	
Financial Position and Ratios				
(thousands of dollars except ratios)	March 31, 2022	March 31, 2021	December 31, 2021	
Working capital	6,878	(401)	9,749	
Working capital ratio	7.1:1	0.8:1	2.7:1	
Cash and cash equivalents	5,276	-	-	
Total assets	42,944	48,077	52,899	
Long-term debt	-	18,976	2,265	
Trailing twelve-month (TTM) EBITDA <sup>(b)</sup>	38,911	10,116	42,632	
Shareholders' equity	40,945	25,356	44,141	
Long-term debt to TTM EBITDA ratio	0.00	1.88	0.05	
Long-term debt to equity ratio	0.00	0.75	0.05	

<sup>(</sup>a) These non-GAAP financial measures are defined, calculated and reconciled to the nearest GAAP financial measures in the Management's Discussion and Analysis.

<sup>(</sup>b) TTM EBITDA is defined as the sum of EBITDA generated over the previous 12 months and is used to provide a comparable annualized measure.

# Management's Discussion and Analysis of Financial Condition And Results Of Operations

Three months Ended March 31, 2022

# Contents

Overview	2	Financial Summary of		New IFRS Standards	15
Covid-19 Impact on the		Quarterly Results	10	Critical Accounting Estimates	16
Company's Operations and Risks	2	Contractual Obligations	10	Disclosure Controls and Procedures	
Key Performance Indicators	3	Liquidity, Capital Resources and		(DC&P) and Internal Controls over	
Seismic Revenue Fluctuations	3	Capital Requirements	11	Financial Reporting (ICFR)	16
Outlook	4	Non-Capital Resources	13	Risk Factors	16
Discussion of Operating Results	5	Non-GAAP Financial Measures and Reconciliations	13	Additional Information	16
Review of Financial Position	7	Financial Instruments	15	Forward-Looking Information	16

The following Management's Discussion and Analysis (MD&A) of the financial condition and results of operations of Pulse Seismic Inc. ("Pulse" or the "Company") for the three months ended March 31, 2022 was prepared taking into consideration information available to April 20, 2022 and should be read with the unaudited condensed consolidated interim financial statements and related notes for the three months ended March 31, 2022. This MD&A is supplemental to the MD&A, audited consolidated financial statements and related notes for the year ended December 31, 2021.

The unaudited condensed consolidated interim financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) with comparative figures for the prior year. Certain comparative figures were reclassified to conform to the current year's presentation. The unaudited condensed consolidated interim financial statements and the MD&A were reviewed by Pulse's Audit and Risk Committee and approved by Pulse's Board of Directors. All financial information is reported in Canadian dollars. This MD&A discusses matters which Pulse's management considers material. Management determines whether information is material based on whether it believes a reasonable investor's decision whether or not to buy, sell or hold shares in the Company would likely be influenced or changed if the information were omitted or misstated. Readers should also read the cautionary statement in "Forward-Looking Information".

# Overview

### **ABOUT PULSE**

Pulse is a market leader in the acquisition, marketing and licensing of two-dimensional (2D) and three-dimensional (3D) seismic data for the energy sector in Western Canada. Seismic data is used by oil and natural gas exploration and development companies to identify portions of geological formations that have the potential to hold hydrocarbons, as well as by companies exploring for non-traditional forms of energy and related resources, for example helium and lithium, that utilize advanced geophysics to maximize the probability of project success. Seismic data is used in conjunction with well logging data, well core comparisons, geological mapping and surface outcrops to create a detailed map of the Earth's subsurface at various depths.

Pulse owns the largest licensable seismic data library in Canada, currently consisting of approximately 65,310 net square kilometres of 3D seismic and 829,207 net kilometres of 2D seismic. The library extensively covers the Western Canada Sedimentary Basin (WCSB), where most of Canada's oil and natural gas exploration and development occur.

Pulse calculates net kilometres of 2D data and net square kilometres of 3D data by multiplying the number of kilometres of seismic data in each 2D line and the number of square kilometres of seismic data in each individual 3D seismic dataset by Pulse's percentage of ownership in each.

### MISSION AND STRATEGY

Pulse is a pure-play seismic data library company focused on the acquisition, marketing and licensing of seismic data to the western Canadian oil and natural gas and new energy sectors. The Company's business model is designed to generate a growing stream of cash flow by repeatedly licensing the data in its seismic data library to oil and natural gas companies and more recently to companies exploring for non-traditional forms of energy.

Pulse is working with partners to explore the use of sophisticated processing technologies that provide advanced interpretation and visualization of seismic data to reduce the geological and drilling risks in exploring for subsurface targets. The application of such technologies is intended to increase the attractiveness and range of uses of Pulse's seismic dataset for existing and potential new customers. These include companies in emerging energy-transition projects such as lithium, carbon capture and sequestration, and geothermal, as well as helium resource extraction and Pulse's traditional core focus of oil and natural gas development. The Company recently increased its in-house technical capability to support this initiative, which will not require material capital investment. Pulse is partnering with third parties to evaluate the range of potential applications with the intention to enhance its sales and marketing activities.

Current seismic processing and visualization software allows historical 2D and 3D data to be reprocessed and reinterpreted, thereby maintaining the technical usefulness and marketability of historical data and, through repeated licensing sales, generating recurring revenue. The Company is continuously seeking and evaluating opportunities to expand its data library by acquiring high-quality 2D and 3D datasets that cover some of western Canada's most prospective current exploration regions, are complementary to its current library, and are available at favourable valuations.

Pulse's strategy is to pursue growth opportunities that meet its financial and technical criteria while maintaining a low cost structure.

# COVID-19 Impact on the Company's Operations and Risks

Ongoing uncertainty caused by the global pandemic continues to influence global oil and natural gas demand and commodity pricing. These factors may continue affecting business conditions for the Company. While the situation surrounding COVID-19 has evolved significantly with the widespread availability of vaccines, uncertainty about future waves is still a risk. The Company continues to monitor administrative and operating expenses and capital spending plans closely.

# **Key Performance Indicators**

The key performance indicators used by Pulse's management to analyze business results are seismic data library sales, net earnings, EBITDA and shareholder free cash flow. The definitions, calculations and reconciliations of EBITDA and shareholder free cash flow to the nearest GAAP financial measures are provided in "Non-GAAP Financial Measures and Reconciliations".

Results for the key performance indicators for the three months ended March 31, 2022, with comparative figures for 2021, are set out in the following table:

	Three m	Three months ended March 31,				
(thousands of dollars except per share data)	2022	2021	Variance			
Data library sales	1,743	4,740	(2,997)			
Other revenue	113	85	28			
Total seismic revenue	1,856	4,825	(2,969)			
Net earnings (loss)	(2,518)	33	(2,551)			
Per share basic and diluted	(0.05)	0.00	(0.05)			
Cash generated by operating activities	8,629	9,082	(453)			
Per share basic and diluted	0.16	0.17	(0.01)			
EBITDA	9	3,730	(3,721)			
Per share basic and diluted	0.00	0.07	(0.07)			
Shareholder free cash flow	188	2,569	(2,381)			
Per share basic and diluted	0.00	0.05	(0.05)			

For the three months ended March 31, 2022, Pulse generated \$1.9 million of revenue compared to \$4.8 million for the same period in 2021. The 2021 first quarter's revenue included \$4.2 million in transaction-based data library sales related to mergers and acquisitions, compared to \$94,000 in the first quarter of 2022.

The decrease in data library sales for the three months ended March 31, 2022 from the same period in 2021 is the main factor contributing to the period-over-period decrease in all of the Company's key performance metrics.

Pulse had an excellent year in 2021, largely driven by transaction-based sales related to exploration and production industry consolidation. Pulse generated the second-highest annual seismic data library sales in its history, after the record \$64.0 million achieved in 2012.

# Seismic Revenue Fluctuations

Revenue fluctuations are a normal part of the seismic data library business, and data library sales can vary significantly year-over-year.

Traditional data library sales can occur at any time. This is due to the nearly continual changes in oil and natural gas industry conditions.

Transaction-based sales can also occur at any time. This is due to corporate merger-and-acquisition, joint venture and asset disposition activity involving Pulse's customers, which is unpredictable.

# Outlook

Despite low seismic data library sales in the first quarter, the Company considers overall trends in Western Canada positive and conditions favourable for both types of seismic data sales. With numerous producing oil and natural gas asset packages on the market, corporate M&A transactions are likely to occur in 2022. Industry capital investment, drilling rates and mineral lease auctions or "land sales" are extending the rebounds begun late last year. There is growing recognition globally that crude oil and natural gas remain critical to the world's energy mix, and that security of supply is important to manage geopolitical risks. Pulse accordingly anticipates a continuing recovery in western Canada's energy industry over the coming quarters.

With zero debt, a low cost structure, high cash margin of 87 percent in 2021, no capital spending commitments, access to credit on favourable terms, Canada's largest licensable seismic data library providing coverage in all major non-oil-sands oil and natural gas plays across western Canada, strong customer relations, and its ongoing initiative to enhance the attractiveness of its data for broader application in both traditional and new-energy projects, Pulse is favourably positioned to benefit from growing strength in industry conditions.

Pulse anticipates continued M&A deal flow this year, while cautioning that such transactions do not provide visibility as to the timing or value of associated demand for seismic data. A transaction-based data library sale of any size can occur at any time, and sales in any guarter can be higher or lower than in the previous quarter or in the comparable quarter of a previous year.

As for industry field conditions, pricing for crude oil and natural gas is increasingly buoyant and forecasts are bullish. West Texas Intermediate (WTI) Crude oil has been close to or above US\$100 per barrel since early February and leading agencies forecast that prices will rise further until at least mid-year. Natural gas in the U.S. has risen from under US\$4.00 per million British Thermal Units (MMBtu) entering 2022 to over US\$7.00 per MMBtu in mid-April. In Canada, the AECO benchmark price has increased from below \$4.00 per MMBtu entering 2022 to \$6.84 per MMBtu as of April 12, and is forecast to remain above \$6.00 per MMBtu well into next year.

Favourable commodity pricing encourages industry capital investment, drilling and production, along with new company formation. Both the Canadian Association of Oilwell Drilling Contractors and the Petroleum Services Association of Canada have forecast significant increases to oil and natural gas drilling in 2022, as discussed in Pulse's previous Outlook. Compared to \$104.2 million for all of 2021, land sales in Alberta, a traditional leading indicator of field activities, have totalled \$68.6 million in the first three months of 2022, nearly five times the level recorded in the first quarter of 2021.

These trends imply strengthening industry requirements for seismic data, the driver of Pulse's traditional data library sales. Pulse cautions that there is no direct linkage between industry field conditions and demand for seismic data and, accordingly, Pulse has innately poor visibility as to future traditional sales.

Pulse remains focused on the business practices that have enabled it to navigate and thrive through the full range of conditions: maintaining a strong balance sheet with access to credit on favourable terms, careful management of cash resources including distributing cash to shareholders when it is prudent to do so, a low cost structure, a disciplined and rigorous approach to growth opportunities, an experienced and capable management team, and excellent customer care.

# Discussion of Operating Results

SUMMARY FOR THE THREE MONTHS ENDED MARCH 31, 2022

# EARNINGS (LOSS) BEFORE INCOME TAXES

For the three months ended March 31, 2022, the Company generated a loss before income taxes of \$2.7 million (\$0.05 per share basic and diluted) compared to earnings before income taxes of \$590,000 (\$0.01 per share basic and diluted) for the comparable period of 2021.

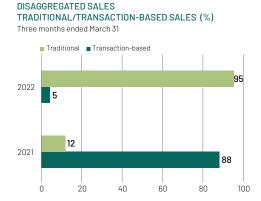
# DATA LIBRARY SALES

Data library sales were \$1.7 million for the three months ended March 31, 2022 compared to \$4.7 million for the three months ended March 31, 2021.

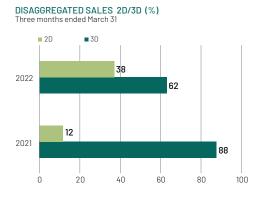
### DISAGGREGATED DATA LIBRARY SALES BREAKDOWN

Pulse uses three ways to disaggregate its data library sales. The following graphs illustrate the comparative disaggregated sales for the three-month period ended March 31, 2022 and 2021.

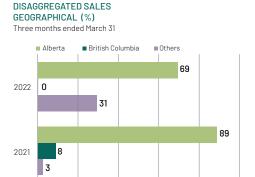
The first breakdown, transaction type, separates sales between traditional and transaction-based sales. These two types fluctuate greatly from period to period and year to year. A ten-year historical breakdown is also provided in the MD&A for the year ended December 31, 2021.



The second breakdown, data type, compares sales of 2D and 3D seismic data. As 3D seismic licence contracts are generally larger than 2D seismic licence contracts, the percentage of seismic data library revenues generated from 2D and 3D seismic data can fluctuate significantly depending on the number of 3D seismic sale contracts signed during a given period.



The third breakdown is geographical. The largest proportion of data sales usually comes from data in Alberta, as that is where the majority of Pulse's data coverage and current industry activity are.



40

The Company's customers are currently and generally focusing on liquids-rich natural gas and light oil pools found primarily in a broad corridor running from northwest of Calgary, Alberta, along the Foothills of the Rocky Mountains to the British Columbia border, as compared to "dry" natural gas more often found in British Columbia, on Alberta's eastern prairies and in Saskatchewan and Manitoba. During the three months ended March 31, 2022, 69 percent (three months ended March 31, 2021 – 89 percent) of the data library sales were from data located in Alberta, 0 percent from British Columbia (three months ended March 31, 2021 – 8 percent) and 31 percent from other areas (three months ended March 31, 2021 – 3 percent).

60

80

100

### AMORTIZATION OF SEISMIC DATA LIBRARY

For the three months ended March 31, 2022 and 2021 seismic data library amortization expense was \$2.5 million.

Amortization of the seismic data library is described further under "Critical Accounting Estimates".

O

20

# **IMPAIRMENT**

At March 31, 2022 and 2021, the Company assessed the cash-generating units (CGUs) in its seismic data library for indicators of impairment, as required under IFRS, and concluded there were no indicators at March 31, 2022 and that, accordingly, no impairment test was required.

### SALARIES, COMMISSIONS AND BENEFITS (SCB)

SCB for the three months ended March 31, 2022 was \$1.2 million compared to \$808,000 for the three months ended March 31, 2021.

The significant increase is primarily related to the long-term incentive plan (LTIP) expense. The estimate of units that will vest over the next three years is based on new minimum performance parameters, and as well there has been an increase in the Company's share price between March 31, 2021 and March 31, 2022, so the LTIP expense has increased over the same period in 2021.

In addition, in the first quarter of 2021 the Company benefited from the Canada Emergency Wage Subsidy (CEWS) in the amount of \$220,000 which was recorded as a reduction of SCB and offset SCB. No CEWS was received in 2022. Also, in the first quarter of 2022, the Company hired one additional full-time employee, a geophysicist who had initially been a consultant for Pulse in 2021.

# OTHER SELLING, GENERAL AND ADMINISTRATIVE COSTS (SG&A)

SG&A for the three months ended March 31, 2022 was \$609,000 compared to \$287,000 for the three months ended March 31, 2021. The increase was mainly related to the rent expense. The Company benefited from the Canada Emergency Rent Subsidy (CERS) in the first quarter of 2021 in the amount of \$206,000 and this amount was recorded as a reduction of SG&A.

Also included in SG&A are the restructuring costs related to the acquisition of Seitel Canada Ltd. (Seitel) in 2019. Restructuring costs for the first quarter of 2022 were \$108,000 compared to a recovery of \$69,000 for the same period in 2021. These expenses include the warehouse lease and the former Seitel office premises, which is subleased. The CERS resulted in a recovery of the restructuring costs in the first quarter of 2021.

These additional costs were categorized as restructuring costs and make up part of the expected \$4.2 million in future liabilities as outlined in previous acquisition-related disclosure. Pulse will expense the remaining restructuring costs in 2022, as the warehouse lease agreement terminates in April 2022 and the office lease agreement terminates in November 2022.

### **NET FINANCING COSTS**

For the three months ended March 31, 2022, net financing costs were \$58,000 compared to \$476,000 for the same period in 2021. The net financing costs mainly include the interest expense and standby fees related to the Company's revolving credit facility, and for 2021 also included the interest expense related to Pulse's subordinated debt.

In the first two quarters of 2021, Pulse had a subordinated debt agreement with EdgePoint Investment Group Inc., a non-arm's length party, for \$10 million. At the end of June 2021, the Company repaid the \$10.0 million of subordinated debt incurred to partially finance the Seitel acquisition in 2019. The interest rate on the \$10.0 million subordinated debt was 10 percent. In January 2022, the Company also repaid the balance of it revolving credit facility.

Net financing costs in the first quarter of 2022 mostly comprised standby fees to maintain the revolving credit facility.

Also included in financing expenses is the interest related to lease liabilities as per IFRS 16.

### **INCOME TAXES**

In the first quarter of 2022, the income tax recovery was \$188,000 even though the Company incurred a loss before income tax of \$2.7 million. In the first quarter of 2021, the Company recorded an income tax expense of \$557,000 even though the Company generated earnings before income tax of \$590,000.

The combined federal-provincial income tax rate for 2022 and 2021 is 23 percent.

The effective tax rate for accounting in the first quarter of 2022 was different from the enacted income tax rate as a result of the permanent difference between the tax basis of the data library acquired in 2019 and its cost. The change in valuation allowance related to future resource deductions and non-deductible expenditures also contributed slightly to the variance between the effective and the enacted income tax rate.

A reconciliation of the income tax expense or reduction is included in the notes to the condensed consolidated interim financial statements.

# Review of Financial Position

AS AT MARCH 31, 2022

### TRADE AND OTHER RECEIVABLES

Trade and other receivables at March 31, 2022 totalled \$1.7 million compared to \$15.0 million at December 31, 2021.

The higher data library sales in the fourth quarter of 2021 and the subsequent collection of accounts receivable explain the decrease in trade and other receivables.

### **CURRENT TAX ASSETS**

Included in current tax assets is the current income tax recovery for the first quarter of 2022 and the 2022 fiscal year income tax instalments.

# SEISMIC DATA LIBRARY

Historically, Pulse has acquired seismic data to add to its library through two main methods. The Company purchases proprietary rights to complementary seismic datasets when it finds appropriate opportunities, and it also has conducted participation surveys whereby Pulse partnered with customers on surveys from which the seismic data collected was added to Pulse's data library to generate future licensing revenue. Pulse has not conducted a participation survey since 2015 but has grown significantly during this time through acquisition.

At March 31, 2022, the Company considered indicators of impairment for each of its CGUs and, based on that review, no impairment test was performed. The last impairment test was performed at March 31, 2020 and no impairment loss was recognized.

# T N b

# RIGHT-OF-USE (ROU) ASSETS

Included in the ROU assets are the present values of the basic rent related to Pulse's office lease agreement and the former Seitel warehouse lease agreement. The present values were calculated using an incremental borrowing rate of 6.7 percent. The operating costs associated with the lease agreements were not included as those costs are not fixed or based on an index or rate.

The office lease agreement terminates in March 2023 and the warehouse lease agreement terminates in April 2022.

No fair value was allocated to the ROU asset related to the former Seitel office space. This office was not required for business by Pulse. The office lease agreement terminates in November 2022. In the third quarter of 2019 a sub-lease for the remainder of the term of the acquired office space was finalized, which led to a recovery of a portion of the monthly lease operating costs.

### LONG-TERM DEBT

In January 2019 Pulse partially funded the acquisition of Seitel with a combination of debt from its syndicated credit facility and subordinated debt of \$10.0 million. As explained above, in June 2021 the Company repaid the \$10.0 million subordinated debt using cash on hand and a portion of its senior credit facility.

On December 21, 2021, the Company announced the renewal of its revolving credit facility and extended the maturity date for two years to January 15, 2025. The facility's available borrowing amount remains at \$25.0 million and all other major terms, including financial covenants, are unaffected by the renewal.

In January 2022, following the collection of the December 31, 2021 accounts receivable, the Company repaid the balance of its revolving credit facility.

The long-term debt is offset by deferred financing charges to be amortized over three years.

When the Company does not carry a balance on its revolving credit facility, the deferred financing costs are included in the non-current assets. The balance of the deferred financing costs was \$90,000 at March 31, 2022.

### LEASE LIABILITIES

Included in lease liabilities are the present values of the basic rent related to Pulse's office lease agreement, the lease agreement for Seitel's former office space and the warehouse lease agreement, all calculated using an incremental borrowing rate of 6.7 percent. The operating costs included in the lease agreements were not included in the lease liabilities as these costs are not fixed or based on an index or rate.

# OTHER LONG-TERM PAYABLE

Included in the other long-term payable is the long-term portion of the cash-settled liability related to the long-term incentive plan.

### SHARE CAPITAL SUMMARY

The Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series.

The following table provides details of the Company's outstanding share capital:

	Three months ended March 31,		
	2022	2021	
Weighted average shares outstanding: Basic and diluted	53,748,780	53,793,317	
Shares outstanding at period-end	53,733,117	53,793,317	
Shares outstanding at April 20, 2022	53,733,117		

### DILUTED EARNINGS PER SHARE RECONCILIATION

The Company does not have any dilutive securities.

# LONG-TERM INCENTIVE PLAN (LTIP)

The Company has an LTIP for employees, officers and Directors designed to align the Company's long-term incentive compensation with its performance and to increase levels of stock ownership. Participants are granted restricted share units (RSUs) and performance share units (PSUs). LTIP awards are at the discretion of the Board of Directors.

RSUs and PSUs have accompanying dividend-equivalent rights and, therefore, additional RSUs and PSUs are issued to reflect dividends declared on the common shares. The plan's trustee will purchase common shares on the open market for the after-tax number of RSUs and PSUs vested with funds provided by the Company.

On March 31, 2022, 200,896 RSUs and 258,509 PSUs were eligible to vest. The Company's performance in 2021 met the predetermined performance benchmarks and, consequently, 9.5 percent or 24,540 PSUs vested on March 31, 2022. RSUs vest automatically based upon time and, consequently, all of the eligible RSUs vested automatically on March 31, 2022.

To satisfy its obligation, in April 2022 the Company provided \$302,000 to the plan's trustee to purchase common shares on the open market for the total after-tax number of cash- and equity-settled RSUs that vested on March 31, 2022. The related payroll taxes of \$219,000 will be paid in the second quarter to settle the accrued cash-settled portion of the share-based payment liabilities.

On March 31, 2022, a special one-time RSU award was granted to each employee. One third of these RSUs will be eligible to vest automatically each year on March 31, 2023, 2024 and 2025. The Board of Directors, upon recommendation from the Board's Compensation Committee, approved this award because it believes that 2021 financial performance should have resulted in maximum vesting of the PSUs based on 2021 performance, whereas the parameters of the plan resulted in only 9.5 percent of the PSUs vesting. In this case the Board of Directors used its discretion as per the LTIP's policy terms.

At March 31 and April 20, 2022 there were 1,412,671 RSUs and 1,225,782 PSUs outstanding.

# **DEFICIT**

On March 31, 2022 the Company had a deficit of \$36.4 million, compared to \$33.1 million at December 31, 2021. The net loss for the three months ended March 31, 2022 of \$2.5 million, the dividends paid of \$672,000 and a reduction of \$32,000 due to the required accounting treatment of the Company purchasing and cancelling its common shares accounted for the increase in the deficit. Regarding the latter item, the adjustment relates to the difference between the price paid by the Company for the shares purchased and cancelled under the normal course issuer bid (NCIB) and the average historical cost of the Company's shares. The average historical cost of the shares purchased and cancelled was recorded as a reduction to share capital.

### **DIVIDENDS**

On April 20, 2022, the Company declared a quarterly dividend of \$0.0125 per common share to be paid on May 24, 2022 to shareholders of record at the close of business on May 16, 2022.

On February 17, 2022, the Company declared a quarterly dividend of \$0.0125 per common share. The dividend totalling \$672,000 was paid on March 21, 2022 to shareholders of record at the close of business on March 14, 2022.

Pulse confirms that all dividends paid to shareholders are designated as "eligible dividends" entitling Canadian resident individuals to a higher gross-up and dividend tax credit. For non-resident shareholders, Pulse's dividends are subject to Canadian withholding tax.

### **DEFERRED TAX LIABILITY**

The net deferred income tax liability was \$477,000 at March 31, 2022 compared to \$572,000 at December 31, 2021. The decrease in the deferred income tax liability is mainly due to the decrease in the difference between the tax base of the seismic data library and the carrying amount on the statement of financial position.

The deferred income tax liability consists mainly of taxable temporary differences between the tax base of the seismic data library and the carrying amount on the statement of financial position.

# PULSE SEISMIC

# Financial Summary of Quarterly Results

	2022		202	1			2020	
(thousands of dollars, except per share data)	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Traditional data library sales	1,649	6,390	1,863	4,136	553	575	56	1,563
Transaction-based data library sales	94	9,782	6,969	14,837	4,187	4,567	1,773	287
Total data library sales	1,743	16,172	8,832	18,973	4,740	5,142	1,829	1,850
Other revenue	113	133	100	115	85	81	76	91
Total revenue	1,856	16,305	8,932	19,088	4,825	5,223	1,905	1,941
Amortization of seismic data library	2,515	2,500	2,509	2,503	2,498	2,493	2,489	2,850
Net earnings (loss)	(2,518)	8,158	3,164	10,159	33	287	(1,937)	(2,309)
Per share — basic and diluted	(0.05)	0.15	0.06	0.19	0.00	0.01	(0.04)	(0.04)

The revenue streams generated by Pulse's operations are data library sales and other revenue. Other revenue includes revenue from client services consisting of copy and reproduction charges, as well as data storage fees related to the leased warehouse that was acquired with the Seitel purchase. The primary source of revenue, data library sales, fluctuates greatly as transaction-based sales vary significantly from quarter to quarter, as shown, as well as annually. The annual MD&A for the year ended December 31, 2021 provides a ten-year historical sales breakdown.

Since the acquisition of Seitel in January 2019 the quarterly amortization expense did not change significantly from the second quarter of 2020 to the first quarter of 2022. As amortization is a non-cash expense, the Company continued to generate cash EBITDA and shareholder free cash flow in each quarter.

During the past eight quarters, the fluctuations in net earnings or loss have largely been a function of the corresponding quarterly fluctuations in revenue.

# Contractual Obligations

Pulse's known contractual obligations at March 31, 2022 are comprised of leases for certain office spaces and warehouse space, minimum payments under seismic data services contracts and accounts payable and accrued liabilities. The following table reflects the Company's anticipated payment of contractual obligations:

		Payments due by period				
Contractual Obligations						
(thousands of dollars)	Total	Less than 1 year	1 – 3 years	4 - 5 years	After 5 years	
Lease liabilities	696	696	_	_	-	
Seismic data services contracts	111	111	_	_	-	
Accounts payable and accrued liabilities	1,180	781	399			
Total contractual obligations	1,987	1,588	399	_	_	

Obligations in the category of seismic data services contracts are for physical seismic data storage.

Accounts payable and accrued liabilities at March 31, 2022 include the interest and standby fee accrual of \$18,000 related to the revolving credit facility, the accrual of \$96,000 related to employee vacations, the accrual of \$76,000 related to the short-term incentive plan and the accrual of \$612,000 related to the LTIP.

# Liquidity, Capital Resources and Capital Requirements

At March 31, 2022 Pulse had working capital of \$6.9 million and a working capital ratio of 7.1:1.

In the first quarter of 2022 the Company generated \$8.6 million of cash from operating activities compared to \$9.1 million for the same period in 2021. The main differences between the two periods relate to lower data library sales and higher income tax paid during the current period, partially offset by the collection of accounts receivable in the first quarter of 2022.

The Company also utilized cash for the following outlays:

- Long-term debt repayments of \$2.4 million;
- Purchase and cancellation of 51,600 common shares through its NCIB for a total of \$104,000 (at an average price of \$2.00 per common share including commissions);
- Property and equipment of \$4,000;
- Capital lease principal repayments of \$198,000; and
- Dividends paid of \$672,000.

The cash surplus is invested in low-risk investments such as term deposits with short maturities.

At the end of 2021 Pulse owed \$2.4 million in long-term debt on the revolving credit facility. In January 2022, the long-term debt was fully repaid.

As stated above, on December 21, 2021 the Company renewed its revolving credit facility and extended the maturity date for two years to January 15, 2025. The facility's available borrowing amount remains at \$25.0 million and all other major terms, including financial covenants, are unaffected by the renewal.

Significant terms of the current credit facility are:

- Interest is based on prime rate plus 0.75 percent to 4.25 percent following a ten-tier margin structure based on the Company's long-term debt to adjusted EBITDA ratio as described below;
- Standby fee is based on the daily undrawn balance of the credit facility and the Company's long-term debt to adjusted EBITDA ratio following a ten-tier margin structure;
- Three-year term until January 15, 2025, with an extension of up to one year available on January 15 of every year with the approval of the lender. If the extension is not granted, any outstanding amounts will be payable on the then-current applicable maturity date; and
- Security through a charge on all of the assets of the Company and its material subsidiaries.

At March 31, 2021 the Company had a nil balance on the revolving credit facility. The applicable interest rate during the quarter was 3.45 percent (March 31, 2021 – 5.2 percent).

The credit facility also includes the following two financial covenants:

# 1) MAXIMUM LONG-TERM DEBT TO ADJUSTED EBITDA RATIO

The long-term debt is determined on a consolidated basis and in accordance with IFRS.

Adjusted EBITDA is to be calculated on a trailing 12-month basis and is defined as earnings or loss before interest, income taxes, depreciation and amortization, plus extraordinary losses, non-cash losses and expense charges, and any other unusual or non-recurring cash charges, expenses or losses consented to by the lenders, less participation survey revenue, lease payments treated as capital lease, warehouse storage fees, extraordinary gains and non-cash gains and income. Adjusted EBITDA is to be adjusted for acquisitions or dispositions to reflect such acquisition or disposition as if it occurred on the first day of such calculation period.

The long-term debt to adjusted EBITDA ratio shall not be greater than 3.0:1 on March 31, 2022 and thereafter.

At March 31, 2022, with no balance owing, the long-term debt to adjusted EBITDA ratio was 0.00:1.

# 2) INTEREST COVERAGE RATIO

The interest coverage ratio is defined as the ratio of adjusted EBITDA to interest expense.

The minimum interest coverage ratio shall not be less than 2.5:1 at March 31, 2022 and thereafter.

At March 31, 2022 the interest coverage ratio was 27.7:1.

The Company was therefore in compliance with the credit facility's covenants at March 31, 2022.

The Company pays interest and a standby fee based on the daily undrawn balance of the credit facility and its long-term debt to adjusted EBITDA ratio. Interest and standby fees on the revolving facility are calculated based on the lender's prime rate, bankers' acceptance rate or LIBOR, plus an applicable margin based on the covenant ratio of total debt to adjusted EBITDA. The long-term debt (before deferred financing charges) to adjusted EBITDA ratio at December 31, 2021 was 0.06:1 and the applicable margin and standby fee will be set at the first-level rates specified in the facility.

The interest and standby fee rates are adjusted the day after the covenant's calculation for the previous fiscal quarter is received and approved by the lender.

The applicable margin and standby fee rate were determined as follows:

Total Debt to Adjusted EBITDA Ratio	Applicable Margin for Canadian Prime Rate Loans	Applicable Margin for Bankers' Acceptances	Standby Fee Rate
Less than or equal to 1:1	0.75%	2.25%	0.45000%
Greater than 1:1 but less than or equal to 1.5:1	1.00%	2.50%	0.50000%
Greater than 1.5:1 but less than or equal to 2:1	1.25%	2.75%	0.55000%
Greater than 2:1 but less than or equal to 2.5:1	1.50%	3.00%	0.67500%
Greater than 2.5:1 but less than or equal to 3:1	1.75%	3.25%	0.73125%
Greater than 3:1 but less than or equal to 3.5:1	2.25%	3.75%	0.93750%
Greater than 3.5:1 but less than or equal to 4:1	2.75%	4.25%	1.06250%
Greater than 3.5:1 but less than or equal to 4:5:1	3.25%	4.75%	1.18750%
Greater than 3.5:1 but less than or equal to 5:1	3.75%	5.25%	1.31250%
Greater than 5:1	4.25%	5.75%	1.43750%

Toronto Stock Exchange (TSX) rules determine the number of shares the Company is permitted to purchase through its NCIB.

On October 29, 2021, the Company announced that the Toronto Stock Exchange (TSX) had accepted the Company's Notice of Intention to commence an NCIB. The Company could purchase, for cancellation, up to a maximum of 3,097,433 common shares, equal to 10 percent of the public float of 30,974,330 common shares as at October 20, 2021. The Company is limited under the NCIB to purchasing up to 8,113 common shares in any one day, subject to the block purchase exemption under TSX rules. The NCIB will continue until November 1, 2022. Purchases will be made on the open market through the TSX or alternative trading platforms at the market price of such shares. All shares purchased under the NCIB will be cancelled.

From November 2, 2021 to March 31, 2022, the Company purchased 60,200 common shares under the NCIB. All purchases were made on the open market through the TSX or alternative trading platforms at the market price of such shares. All shares purchased under the NCIB were cancelled.

Funding for Pulse's future capital expenditures will generally depend on the level of future data library sales. Pulse's management believes that the Company's capital resources will be sufficient to finance future operations and carry out the necessary capital expenditures through 2022. The Company anticipates that future capital expenditures will be financed through the available credit facility and funds from operations. The Company had a \$25.0 million undrawn revolving credit facility at March 31, 2022 and at April 20, 2022. If deemed appropriate by management and the Board of Directors, Pulse can also issue common or preferred shares.

Pulse requires flexibility in managing its capital structure to take advantage of opportunities for raising additional capital to finance opportune seismic data acquisitions. Historically, the Company has used a combination of debt and equity to finance

growth initiatives, and it continues to rely on internal measures such as the long-term debt to equity ratio to structure and forecast its capital requirements. Long-term debt is defined as long-term debt net of deferred financing costs. At March 31, 2022, the long-term debt to equity ratio was 0.00:1 as the long-term debt balance was nil. Pulse's management considers the current capital structure appropriate.

This discussion on liquidity, capital resources and capital requirements contains forward-looking information; users of this information are cautioned that actual results may vary and are encouraged to review the discussions of risk factors and forward-looking statements below.

# Non-Capital Resources

The Company's main non-capital resource is its key management and staff. The Company has an experienced team with extensive knowledge about the seismic industry. Pulse's management understands industry cycles and how to manage the business in the downturn and recovery phases. Pulse has built strong sales, financial and IT departments. Key management and staff are eligible to participate in the short-term and long-term incentive plans, which are tied to the Company's shareholder free cash flow per share

# Non-GAAP Financial Measures and Reconciliations

This MD&A and the Company's continuous disclosure documents provide discussion and analysis of EBITDA and shareholder free cash flow. IFRS do not include standard definitions for these measures and, therefore, may not be comparable to similar measures used and disclosed by other companies. As IFRS have been incorporated into Canadian generally accepted accounting principles (GAAP), these non-IFRS measures are also non-GAAP measures. The Company has included these non-GAAP financial measures because management, investors, analysts and others use them to evaluate the Company's financial performance.

EBITDA and shareholder free cash flow are not calculated based on IFRS and should not be considered in isolation or as a substitute for IFRS performance measures, nor should they be used as an exclusive measure of cash flow, because they do not consider working capital changes, capital expenditures, long-term debt repayments and other sources and uses of cash which are disclosed in the consolidated audited and interim statements of cash flows.

Until the fourth quarter of 2021, the Company had used cash EBITDA instead of EBITDA as a non-GAAP measure. Cash EBITDA is less relevant than it was in earlier years for Pulse, as the main difference between it and EBITDA was that participation survey revenue was deducted, to acknowledge that this revenue was already allocated to cover the cost of the seismic data acquisition to which it related. Pulse has not conducted a survey since 2015 and therefore has not had such revenue deductions, therefore rendering cash EBITDA very little different from EBITDA in most years. Other non-cash and non-recurring items were also deducted in the cash EBITDA calculation, one item being the non-cash portion of the LTIP expense and, since the acquisition of Seitel in 2019, the associated restructuring costs were also excluded. These restructuring costs were highest in 2019 and will be complete this year with the end of the building leases that came with the corporate acquisition.

The below table shows the difference between cash EBITDA and EBITDA for the five years from 2017 to 2021. The non-cash and non-recurring expenses that were previously adjusted in the cash EBITDA calculation are now adjusted in the calculation of shareholder free cash flow, so there would be no change to historical shareholder free cash flow.

### (thousands of dollars)

For years ended December 31,	2021	2020	2019	2018	2017
Cash EBITDA	42,696	7,553	17,557	5,037	37,070
EBITDA	42,632	7,386	15,112	4,682	36,513
Difference	64	167	2,445	355	557

# EBITDA AND SHAREHOLDER FREE CASH FLOW

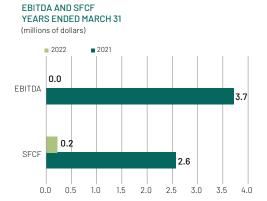
EBITDA and shareholder free cash flow represent the capital available to invest in growing the Company's 2D and 3D seismic data library, to pay interest and principal on its long-term debt, to purchase its common shares, to pay taxes and to pay dividends.

EBITDA is calculated as earnings or loss from operations before interest, taxes, depreciation and amortization.

Shareholder free cash flow further refines the calculation of capital available to invest in growing the Company's 2D and 3D seismic data library, to repay debt, to purchase its common shares and to pay dividends, by adding non-cash expenses and non-cash deferred financing charges and deducting net financing costs and current income tax expense.

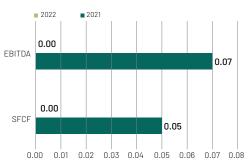
A reconciliation of net earnings or loss to EBITDA and shareholder free cash flow follows:

	Three months ende	Three months ended March 31,			
(thousands of dollars, except per share data)	2022	2021			
Net earnings (loss)	(2,518)	33			
Add:					
Amortization of seismic data library	2,515	2,498			
Net financing costs	58	476			
Income tax expense (recovery)	(188)	557			
Depreciation	142	166			
EBITDA	9	3,730			
Add:					
Non-cash expenses	145	65			
Net restructuring costs	25	(146)			
Non-cash deferred financing charges	21	64			
Current income tax recovery	46	_			
Deduct:					
Net financing costs	58	476			
Current income tax expense	_	668			
Shareholder free cash flow (SFCF)	188	2,569			
EBITDA per share basic and diluted	0.00	0.07			
SFCF per share basic and diluted	0.00	0.05			









As reported in previous filings concerning the Seitel acquisition, Pulse assumed various future liabilities viewed by the Company as being part of the total cost of the acquisition. These costs are being expensed over time and categorized as restructuring costs, with a large percentage occurring in the first year, 2019. Because these expenses are expected to be non-recurring, they are being excluded from the Company's calculation of shareholder free cash flow.

# Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments are recognized on the statement of financial position when the Company becomes a party to the instrument's contractual obligations. The Company's financial assets include cash and cash equivalents, trade and other receivables. Its financial liabilities mainly comprise accounts payable and long-term debt.

### FAIR VALUE

The fair values of cash and cash equivalents, accounts receivable and accounts payable approximate their carrying amount largely due to the short-term maturities of these instruments. The fair value of the long-term debt approximates the carrying value because interest charges under the bank loan are based on current Canadian bankers' acceptance rates and margins.

# **CREDIT RISK**

There have been no significant changes in Pulse's credit risk as disclosed in the Company's MD&A for the year ended December 31, 2021.

At March 31, 2022, 78 percent of the total accounts receivable were due from four customers.

### LIOUIDITY RISK

There have been no significant changes in Pulse's liquidity risk as disclosed in the Company's MD&A for the year ended December 31, 2021.

# **COMMODITY PRICE RISK**

The Company is not directly exposed to commodity price risk as it does not have any contracts directly based on commodity prices. A change in commodity prices, specifically oil and natural gas prices, could have a material impact on the Company's customers' cash flows and could therefore affect seismic data library sales and participation surveys. Commodity prices are affected by many factors, including supply and demand. The Company has not entered into any commodity price risk contracts. Given that this is an indirect influence, the financial impact on the Company of changing oil and natural gas prices is not reasonably determinable.

# New IFRS Standards

A number of new standards, amendments to standards and interpretations have been issued by the International Accounting Standards Board (IASB) but were not yet effective for the period ending March 31, 2022. Accordingly, they were not applied in preparing the condensed consolidated interim financial statements. None is expected to have a significant effect on the consolidated financial statements.

# PULSE SEISMIC

# Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. Management's estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company's critical accounting estimates are discussed annually with the Audit and Risk Committee of the Company's Board of Directors and are described below.

# Disclosure Controls and Procedures (DC&P) and Internal Controls over Financial Reporting (ICFR)

The Company applies the COSO Internal Control — Integrated Framework (2013 Framework). There were no changes in the ICFR that occurred during the period beginning on January 1, 2022 and ending on March 31, 2022 that materially affected, or are reasonably likely to materially affect, the Company's ICFR. No material weaknesses relating to the design of the ICFR were identified. As well, there were no limitations on the scope of the design of the DC&P or the ICFR.

No changes were made to ICFR during the period beginning on January 1, 2022 and ending on March 31, 2022 that have materially affected, or are reasonably likely to materially affect, Pulse's ICFR.

# Risk Factors

There have been no significant changes in Pulse's risk factors as described in the Company's MD&A for the year ended December 31, 2021.

# Additional Information

You may find additional information relating to Pulse, including the Company's Annual Information Form, on SEDAR at www.sedar.com.

# Forward-Looking Information

This document contains information that constitutes "forward-looking information" or "forward-looking statements" (collectively, "forward-looking information") within the meaning of applicable securities legislation. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "believe", "expect", "plan", "intend", "forecast", "target", "project", "guidance", "may", "will", "should", "could", "estimate", "predict" or similar words suggesting future outcomes or language suggesting an outlook.

This MD&A and, specifically, the Outlook and the Liquidity, Capital Resources and Capital Requirements sections herein contain forward-looking information which includes, but is not limited to, statements regarding:

- The outlook of the Company for the year ahead, including future operating costs and expected revenues;
- Recent events on the political, economic, regulatory, public health and legal fronts affecting the industry's medium- to longer-term prospects, including progression and completion of contemplated pipeline projects;
- The Company's capital resources and sufficiency thereof to finance future operations, meet its obligations associated with financial liabilities and carry out the necessary capital expenditures through 2022;
- Pulse's capital allocation strategy;
- Pulse's dividend policy;
- Oil and natural gas prices and forecast trends;
- Oil and natural gas drilling activity and land sales activity;
- Oil and natural gas company capital budgets;
- Future demand for seismic data;

- Pulse's business and growth strategy; and
- Other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results and performance, as they relate to the Company or to the oil and natural gas industry as a whole.

Sources for the forecasts and the material assumptions underlying this forward-looking information are, where applicable, noted in the relevant sections of this MD&A.

By its very nature, forward-looking information involves inherent risks and uncertainties, both general and specific, and risks that predictions, forecasts, projections and other forward-looking statements will not be achieved. Pulse does not publish specific financial goals or otherwise provide guidance, due to the inherently poor visibility of seismic revenue. Pulse cautions readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, estimates and intentions expressed in such forward-looking information. These factors include, but are not limited to:

- Uncertainty of the timing and volume of data sales from the recently acquired seismic data library, which was partially funded with long-term debt;
- Volatility of oil and natural gas prices;
- Risks associated with the oil and natural gas industry in general;
- The Company's ability to access external sources of debt and equity capital;
- Credit, liquidity and commodity price risks;
- The demand for seismic data;
- The pricing of data library licence sales;
- Cybersecurity;
- Relicensing (change-of-control) fees and partner copy sales;
- Environmental, health and safety risks, including those related to the COVID-19 pandemic;
- Federal and provincial government laws and regulations, including those pertaining to taxation, royalty rates, environmental protection, public health and safety;
- Competition;
- Dependence on key management, operations and marketing personnel;
- The loss of seismic data;
- Protection of intellectual property rights;
- The introduction of new products; and
- Climate change.

Pulse cautions that the foregoing list of factors that may affect future results is not exhaustive. Additional information on these risks and other factors which could affect the Company's operations and financial results is included under "Risk Factors" herein, under "Risk Factors" in the Company's most recent annual information form, and in the Company's most recent audited annual financial statements, management information circular, quarterly reports, material change reports and news releases. Copies of the Company's public filings are available on SEDAR at www.sedar.com.

When relying on forward-looking information to make decisions with respect to Pulse, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Furthermore, the forward-looking information in this MD&A is provided as of the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking information, except as required by law. The forward-looking information in this document is provided for the limited purpose of enabling current and potential investors to evaluate an investment in Pulse. Readers are cautioned that such forward-looking information may not be appropriate, and should not be used, for other purposes.

# PULSE SEISMIC

# Condensed Consolidated Interim Statements of Financial Position

# (thousands of Canadian dollars) (unaudited)

As at	Note	March 31, 2022	December 31 2021
ASSETS			
Cash and cash equivalents		5,276	_
Trade and other receivables		1,730	15,030
Current tax assets		620	_
Prepaid expenses		375	363
Total current assets		8,001	15,393
Seismic data library	6	34,713	37,228
Property and equipment		32	50
Deferred financing costs	8	90	_
Right-of-use assets	7	108	228
Total non-current assets		34,943	37,506
Total assets		42,944	52,899
LIABILITIES AND SHAREHOLDERS' EQUITY			
Accounts payable and accrued liabilities		781	2,593
Deferred revenue		40	45
Current portion of lease liabilities	7	302	479
Current income tax liabilities		_	2,527
Total current liabilities		1,123	5,644
Long-term debt	8	_	2,265
Deferred income tax liabilities		477	572
Lease liabilities	7	_	21
Other long-term payable		399	256
Total non-current liabilities		876	3,114
Total liabilities		1,999	8,758
SHAREHOLDERS' EQUITY			
Share capital		74,497	74,569
Contributed surplus		2,800	2,702
Deficit		(36,352)	(33,130)
Total shareholders' equity		40,945	44,141
Total liabilities and shareholders' equity		42,944	52,899
Subsequent event	16		

See accompanying notes to consolidated financial statements.

# On behalf of the Board:





Chair of the Board 2022 Q1 Report

# Condensed Consolidated Interim Statements of Net Earnings (Loss) and Comprehensive Income (Loss) (thousands of Canadian dollars except per share data)(unaudited)

Three months ended March 31,	Note	2022	2021
Revenue			
Data library sales	5	1,743	4,740
Other revenue		113	85
Total revenue		1,856	4,825
Operating expenses			
Amortization of seismic data library	6	2,515	2,498
Salaries, internal commissions and benefits		1,238	808
Other selling, general and administrative costs		609	287
Depreciation		142	166
Total operating expenses		4,504	3,759
Results from operating activities		(2,648)	1,066
Financing costs			
Financing expenses		60	506
Interest income		(2)	(30)
Net financing costs		58	476
Earnings (loss) before income taxes		(2,706)	590
Current income tax expense (recovery)		(46)	668
Deferred income tax recovery		(142)	(111)
Income tax expense (recovery)	9	(188)	557
Net earnings (loss) and comprehensive income (loss)		(2,518)	33
Net earnings (loss) per share, basic and diluted	12	(0.05)	0.00

See accompanying notes to consolidated financial statements.

# Condensed Consolidated Interim Statements of Changes in Equity (thousands of Canadian dollars, except number of shares) (unaudited)

	Note	Number of shares issued	Share capital	Contributed surplus	Deficit	Total equity
Balance at January 1, 2021		53,793,317	74,581	2,500	(51,815)	25,266
Net earnings for the period		_	_	_	33	33
Share-based compensation	11	_	_	65	_	65
Tax effect of equity-settled share-based compensation		_	_	(8)	_	(8)
Balance at March 31, 2021		53,793,317	74,581	2,557	(51,782)	25,356

	Note	Number of shares issued	Share capital	Contributed surplus	Deficit	Total equity
Balance at January 1, 2022		53,784,717	74,569	2,702	(33,130)	44,141
Net loss for the period		_	_	_	(2,518)	(2,518)
Share-based compensation	11	_	_	145	-	145
Tax effect of equity-settled share-based compensation		_	_	(47)	_	(47)
Normal course issuer bid	10(a)	(51,600)	(72)	_	(32)	(104)
Dividends paid	10(b)	_	_	_	(672)	(672)
Balance at March 31, 2022		53,733,117	74,497	2,800	(36,352)	40,945

See accompanying notes to consolidated financial statements.

# Condensed Consolidated Interim Statements of Cash Flows

(thousands of Canadian dollars)(unaudited)

Three months ended March 31,	Note	2022	2021
Cash flows provided by (used in):			
Operating:			
Net earnings (loss) and comprehensive income (loss)		(2,518)	33
Adjustment for:			
Amortization of seismic data library	6	2,515	2,498
Depreciation		142	166
Income tax expense (recovery)	9	(188)	557
Equity-settled share-based compensation	11	145	65
Net financing costs		58	476
Interest and standby fees paid		(28)	(463)
Interest paid - lease liabilities	7	(6)	(21)
Income tax paid		(3,102)	(218)
		(2,982)	3,093
Net change in non-cash working capital	13	11,611	5,989
Cash provided by operating activities		8,629	9,082
Financing:			
Normal course issuer bid	10a	(104)	_
Repayment of long-term debt	8	(2,375)	(8,803)
Dividends paid	10b	(672)	_
Lease payments for principal		(198)	(183)
Cash used in financing activities		(3,349)	(8,986)
Investing:			
Seismic data digitization and related costs	6	_	(96)
Additions to property and equipment		(4)	_
Cash used in investing activities		(4)	(96)
Increase in cash and cash equivalents		5,276	-
Cash and cash equivalents, beginning of period			
Cash and cash equivalents, end of period		5,276	_

See accompanying notes to consolidated financial statements.

# Notes to Consolidated Interim Financial Statements

INFORMATION AS AT MARCH 31, 2022 AND DECEMBER 31, 2021 AND FOR THE PERIODS ENDED MARCH 31, 2022 AND 2021

(Tabular amounts in thousands of Canadian dollars, except per share data, numbers of shares and other exceptions as indicated.)

# 1. Reporting entity

Pulse Seismic Inc. (the Company) was incorporated under the Canada Business Corporations Act and is a publicly-listed company on the Toronto Stock Exchange (TSX) trading under the symbol PSD and on the OTCQX International trading under the symbol PLSDF. The Company's registered office is located at 4217th Avenue SW in Calgary, Alberta. The Company is a provider of seismic data to the energy and resource sector in western Canada.

# 2. Basis of preparation

# (A) STATEMENT OF COMPLIANCE

The condensed consolidated interim financial statements were prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (IASB) and using the accounting policies the Company adopted in its consolidated financial statements for the year ended December 31, 2021. The condensed consolidated interim financial statements do not include all of the information required for full annual financial statements. These financial statements should be read in conjunction with the annual financial statements and notes thereto for the year ended December 31, 2021. The condensed consolidated interim financial statements were approved by the Board of Directors on April 20, 2022.

# (B) BASIS OF PRESENTATION

The condensed consolidated interim financial statements include the accounts of the Company's wholly-owned subsidiaries. Certain comparative figures have been reclassified to conform to the current year's presentation.

### (C) BASIS OF MEASUREMENT

The condensed consolidated interim financial statements were prepared on the historical cost basis.

### (D) FUNCTIONAL AND PRESENTATION CURRENCY

The condensed consolidated interim financial statements are presented in Canadian dollars, the Company's functional currency. All financial information presented in Canadian dollars has been rounded to the nearest thousand, except per share data, number of shares and other exceptions as indicated.

# (E) BASIS OF CONSOLIDATION

### (I) JOINT OPERATIONS

Certain of the Company's seismic data library assets are jointly owned with others. The consolidated financial statements include the Company's share in the joint assets, joint liabilities, expenses incurred and income earned from the joint operations.

### (II) TRANSACTIONS ELIMINATED ON CONSOLIDATION

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

# 3. COVID-19 estimation uncertainty

Ongoing uncertainty caused by the global pandemic continues to influence global oil and natural gas demand and commodity pricing. These factors may continue affecting business conditions for the Company. There may continue to be adverse impacts on the Company. The situation surrounding COVID-19 has evolved significantly with the widespread availability of vaccines.

The Company continues to monitor administrative and operating expenses and capital spending plans closely.

# 4. Significant accounting policies

The accounting policies applied in these condensed consolidated interim financial statements are the same as those applied by the Company in the audited consolidated financial statements for the year ended December 31, 2021.

# 5. Revenue

# DATA LIBRARY SALES

There are three ways to disaggregate the Company's data library sales: transaction type, data type and geographically. Revenue fluctuations are a normal part of the seismic data library business, and data library sales can vary significantly year-over-year by transaction type, data type and geographically.

The following tables provide a summary of the Company's disaggregated revenue:

# (A) TRANSACTION TYPE

Three months ended March 31,	2022	2021
Traditional sales	1,649	553
Transaction-based sales	94	4,187
Total data library sales	1,743	4,740
(B) DATA TYPE		
Three months ended March 31,	2022	2021
2D data sales	663	548
3D data sales	1,080	4,192
Total data library sales	1,743	4,740
(C) GEOGRAPHICAL BREAKDOWN		
Three months ended March 31,	2022	2021
Alberta sales	1,198	4,203
British Columbia sales	_	388
Other area sales	545	149
Total data library sales	1,743	4,740

# 6. Seismic data library

	March 31,	December 31,
As at	2022	2021
Cost		
Opening balance, January 1	506,798	506,448
Seismic digitization and related cost	-	350
Closing balance	506,798	506,798
Accumulated amortization		
Opening balance, January 1	469,570	459,560
Amortization for the period	2,515	10,010
Closing balance	472,085	469,570
Carrying amount	34,713	37,228

At March 31, 2022 and 2021, the Company assessed the cash-generating units (CGUs) in its seismic data library for indicators of impairment, as required under IFRS, and concluded there were no indicators and, accordingly, that no impairment test was required.

# 7. Right-of-use (ROU) assets and lease liabilities

The ROU assets and related lease liabilities are included in the tables below:

ROU Assets	March 31,	December 31,
As at	2022	2021
Office and warehouse leases	228	733
Less		
Depreciation in the period	(120)	(505)
ROU assets	108	228
Lease Liabilities	March 31,	December 31,
As at	2022	2021
Opening balance	500	1,358
Repayments on principal and interest	(204)	(903)
Interest expense	6	45
Total lease liabilities	302	500
Less		
Current portion	302	479
Long-term portion		21

In January 2017, the Company signed a sublease agreement for an office space, which expires in March 2023.

On January 15, 2019, following the acquisition of Seitel Canada Ltd., the Company had to assume leases for a warehouse and an office space. The lease agreement for the warehouse expires in April 2022 and for the office space in November 2022.

# 8. Long-term debt

	March 31,	December 31,
As at	2022	2021
Revolving credit facility	-	2,375
Deferred financing cost		(110)
Total long-term debt	_	2,265

On December 21, 2021, the Company renewed its revolving credit facility and extended the maturity date for two years to January 15, 2025. The facility's available borrowing amount remains at \$25.0 million and all other major terms, including financial covenants, are unaffected by the renewal.

Significant terms of the credit facility are:

- Interest is calculated based on the lender's prime rate, bankers' acceptance rate or LIBOR, plus an applicable margin based on the covenant ratio of total debt to adjusted EBITDA following a ten-tier structure. At March 31, 2022, the applicable interest rate was 3.45 percent, based on level 1 of the 10 rates specified under the facility;
- Standby fee is based on the daily undrawn balance of the credit facility and the Company's total debt to adjusted EBITDA ratio following a ten-tier margin structure. At March 31, 2022, the applicable standby fee was set at level 1 of the 10 rates specified under the facility;
- Three-year term until January 15, 2025, with an extension of up to one year available on January 15 of every year with the approval of the lender. If the extension is not granted, any outstanding amounts will be payable on the then-current applicable maturity date; and
- Security through a charge on all of the assets of the Company and its material subsidiaries.

The revolving credit facility also includes the following financial covenants:

# (1) MAXIMUM LONG-TERM DEBT TO ADJUSTED EBITDA RATIO

The long-term debt to adjusted EBITDA ratio shall not be greater than 3.0:1 on December 31, 2021 and thereafter.

Adjusted EBITDA is to be calculated on a trailing 12-month basis and is defined as earnings or loss before interest, income taxes, depreciation and amortization, plus extraordinary losses, non-cash losses and expense charges, and any other unusual or non-recurring cash charges, expenses or losses consented to by the lenders, less participation survey revenue, lease payments treated as capital lease, warehouse storage fees, extraordinary gains and non-cash gains and income. Adjusted EBITDA is to be adjusted for acquisitions or dispositions to reflect such acquisition or disposition as if it occurred on the first day of such calculation period.

# (2) MINIMUM INTEREST COVERAGE RATIO

The minimum interest coverage ratio is defined as the ratio of adjusted EBITDA to interest expense.

The minimum interest coverage ratio shall not be less than 2.5:1 at March 31, 2022 and thereafter.

At March 31, 2022, the long-term debt to adjusted EBITDA ratio was 0.0:1 and the interest coverage ratio was 27.7:1. The Company was in compliance with all covenants at March 31, 2022.

When the Company doesn't carry a balance on its revolving credit facility, the deferred financing costs are included in the non-current assets. The balance of the deferred financing costs was \$90,000 at March 31, 2022.

# 9. Income Tax

Income tax expense (recovery) differs from the amount that would be computed by applying the basic combined federal and provincial statutory income tax rate to earnings before income taxes. The reasons for the differences are as follows:

Three months ended March 31,	2022	2021
Earnings (loss) before income tax	(2,706)	590
Combined federal and provincial income tax rate	23%	23%
Expected income tax expense (recovery)	(622)	136
Effects of difference:		
Non-deductible expenses	2	_
Change in valuation allowance	(5)	(5)
Permanent difference related to the seismic data library acquired in January 2019	458	455
Permanent difference related to IFRS 16, Leases	(21)	(18)
Change in Alberta future corporate income tax rates		(11)
Actual income tax expense (recovery)	(188)	557

# 10. Share capital

# (A) SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common and an unlimited number of preferred shares, issuable in series. The shares have no stated par value. No preferred shares have been issued. All common shares are entitled to receive dividends as declared and are entitled to one vote per share at Company meetings.

On October 29, 2021, the Company announced the renewal of its NCIB. The Company may purchase, for cancellation, up to a maximum of 3,097,433 common shares, equal to 10 percent of the public float of 30,974,330 common shares as at October 20, 2021. The Company is also limited under the NCIB to purchasing no more than 8,113 common shares on any given day, subject to the block purchase exemption under the TSX rules. The NCIB will continue until November 1, 2022. Purchases will be made on the open market through the TSX or alternative platforms at the market price of such shares. All shares purchased under the NCIB will be cancelled.

During the first three months of 2022, the Company purchased for cancellation 51,600 common shares pursuant to its NCIB at a weighted average price of \$2.00 per share, including brokerage fees, for a total cost of \$104,000. The total cost paid, including fees, was first charged to share capital to the extent of the average carrying value of the common shares purchased and the excess of \$32,000 was charged to the deficit.

# (B) DIVIDENDS

On February 17, 2022, the Company approved a quarterly dividend of \$0.0125 per share. The dividend totalling \$672,000 was paid on March 21, 2022 to shareholders of record at the close of business on March 14, 2022.

# 11. Share-based payments

The Company has a long-term incentive plan (LTIP) for employees, officers and Directors designed to align the Company's long-term incentive compensation with its performance and to increase individual share ownership.

The LTIP awards consist of restricted share units (RSU) and performance share units (PSU), with Directors being granted RSUs only. Upon vesting, each RSU and PSU entitles the holder to one common share of the Company. RSUs and PSUs have accompanying dividend-equivalent rights and, therefore, additional RSUs and PSUs are issued to reflect dividends declared, if applicable, on the common shares.

In determining the amount of equity-settled share-based compensation related to PSUs, management makes estimates about future results and vesting criteria. It is reasonably possible that future outcomes could differ from the estimates, which are based on current knowledge, and require a material adjustment to the share-based compensation expense recorded in future periods. The impact of any change in the number of PSUs expected to vest is recognized in the period the estimate is revised.

On March 31, 2022, 200,896 RSUs and 258,509 PSUs were eligible to vest. The Company's performance in 2021 met the predetermined minimum performance benchmarks and, consequently, 9.5 percent or 24,540 PSUs vested on March 31, 2022. RSUs vest automatically based upon time and, consequently, all of the eligible RSUs vested automatically on March 31, 2022.

To satisfy its obligation, in April 2022 the Company provided \$302,000 to the plan's trustee to purchase common shares on the open market for the total after-tax number of cash- and equity-settled RSUs that vested on March 31, 2022. The related payroll taxes of \$219,000 will be paid in the second quarter to settle the accrued cash-settled portion of the share-based payment liabilities.

At March 31, 2022, the Company recognized \$309,000 (March 31, 2021 – \$197,000) in compensation expense related to the LTIP in salaries, internal commissions and benefits on the consolidated statement of comprehensive earnings. The equity-settled portion was \$145,000 (March 31, 2021 – \$65,000).

At March 31, 2022, the obligation related to the cash-settled portion of the LTIP was \$612,000 (March 31, 2021 – \$275,000) with \$213,000 (March 31, 2021 – \$165,000) included in accounts payable and accrued liabilities and \$399,000 (March 31, 2021 – \$110,000) included in other long-term payable.

The following summarizes activity in the Company's LTIP during the three-month periods ended March 31, 2022 and 2021:

RSUs	2022	2021
Outstanding, beginning of period	844,713	692,140
Granted	562,954	300,613
Dividend reinvested	5,004	_
Cancelled or forfeited		
Outstanding, end of period	1,412,671	992,753
PSUs	2022	2021
Outstanding, beginning of period	1,079,222	876,973
Granted	374,210	385,938
Dividend reinvested	6,319	_
Cancelled or forfeited	(233,969)	(206,981)
Outstanding, end of period	1,225,782	1,055,930

The 200,896 RSUs and 24,540 PSUs that vested on March 31, 2022 will be settled in the second quarter of 2022. The 233,969 PSUs that did not vest were cancelled from the employee notional accounts on the vesting date.

On March 31, 2022, a special one-time RSU award was added to each employee's notional account. For each employee, the additional award represents the number of PSUs that were eligible to vest on March 31, 2022, less the number that vested. These RSUs will be eligible to vest automatically each year on March 31, 2023, 2024 and 2025.

# 12. Earnings (loss) per share

# (A) BASIC EARNINGS (LOSS) PER SHARE

The calculation of basic earnings per share at March 31, 2022 was based on the net loss attributable to common shareholders of \$2.5 million for the three months ended March 31, 2022 (three months ended March 31, 2021 – net earnings of \$33,000) and a weighted average number of common shares of 53,748,780 (three months ended March 31, 2021 – 53,793,317), calculated as follows:

Three months ended March 31,	2022	2021
Common shares outstanding at beginning of period	53,784,717	53,793,317
Effect of common shares purchased and cancelled	(35,937)	
Weighted average number of common shares	53,748,780	53,793,317

# (B) DILUTED EARNINGS PER SHARE:

The Company does not have any dilutive securities.

# 13. Net change in non-cash operating working capital

Three months ended March 31,	2022	2021
Trade and other receivables	13,300	5,858
Prepaid expenses	(12)	(43)
Long-term receivable	_	282
Accounts payable and accrued liabilities	(1,812)	(165)
Deferred revenue	(5)	(98)
Other long-term payable	143	83
Others	(3)	72
Net change in non-cash operating working capital	11,611	5,989

# 14. Financial instruments

The Company's risk management policy objectives include the long-term management of the Company's business activities and, wherever possible, mitigation of the associated business risks. The Company has exposure to the following risks from its use of financial instruments:

- · Credit risk;
- · Liquidity risk; and,
- Market risk.

# (A) RISK MANAGEMENT

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit and Risk Committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Committee conducts reviews of risk management controls and procedures, the results of which are reported to the Board of Directors.

### (B) CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's accounts receivable.

The Company is exposed to credit risk in connection with data sales and participation surveys with its customers. The Company's exposure to credit risk is influenced mainly by each customer's individual characteristics. The nature of the Company's customer base, including the default risk of the industry in which customers operate, has an influence on credit risk. As the Company operates to a large extent in the oil and natural gas industry, nearly all of the trade receivables relate to customers from this industry.

The effective monitoring and control of credit risk is a core competency of the Company. Each new customer is analyzed individually for creditworthiness, including credit reference checks, before payment and delivery terms and conditions such as credit limits are offered. Customer accounts are monitored and accounts receivable aging is regularly reviewed. Certain customers have signed agreements with the Company that provide for extended payment terms. The Company's credit risk increases in these arrangements due to their longer time-frame. The risk is mitigated by attempting to limit these arrangements to major oil and natural gas companies which have long operating histories and adequate resources to fulfill their commitments.

The majority of the Company's customers have been doing business with the Company for many years, and insignificant losses have occurred in the past. The Company does not require customers to provide collateral.

### EXPOSURE TO CREDIT RISK

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was the value of accounts receivable of \$1.7 million. The Company has a significant concentration of customers in the oil and natural gas industry, with the majority located in Alberta. At March 31, 2022, 78 percent of total accounts receivable were due from four customers. At March 31, 2022, approximately 76 percent of the Company's data library sales were attributable to four customers.

The aging of trade receivables at the reporting date was:

	March 31, 2022		December 31, 2021	
	Gross	Impairment	Gross	Impairment
Current	1,478	_	14,772	_
Past due 31-60 days	44	_	56	_
Past due 61–90 days	16	_	48	_
More than 90 days	192		154	_
Total	1,730	_	15,030	_

Accounts receivable over 90 days are monitored and assessed for impairment. Those accounts are evaluated on a case-by-case basis using information received from the customer and market information.

The Company believes that all accounts receivable are collectible, based on historical payment behaviour and extensive analysis of customers' underlying credit ratings.

# (C) LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled in cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under normal and stressed conditions, without incurring unacceptable losses or risking damage to its reputation.

The Company regularly monitors its cash flow and funding options available in the capital markets, as well as trends in the availability and costs of such funding, with a view to maintaining financial flexibility and limiting repayment risks. The Company does not believe that it will encounter difficulty in meeting its financial obligations. Consolidated cash flow information, including a projection for the remainder of the year where applicable, is presented quarterly to the Audit and Risk Committee, which aids in planning to ensure that the Company has sufficient cash to meet expected operational expenses, including the servicing of financial obligations.

The Company has working capital of \$6.9 million at March 31, 2022 in addition to \$25.0 million available to draw on its revolving credit facility.

The following are the contractual maturities of financial liabilities at March 31, 2022:

	Carrying amounts	2022	2023	2024	2025 and thereafter
Accounts payable	781	781	_	_	_
Leases	696	696	_	_	_
Long-term payable	399	_	399		
Total	1,876	1,477	399		

### (D) MARKET RISK

Market risk is the risk that changes in market prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

# (I) COMMODITY PRICE RISK

The Company is not directly exposed to commodity price risk as it does not have any contracts that are directly based on commodity prices. A change in commodity prices, specifically oil and natural gas prices, could have a material impact on the Company's customers' cash flows and could therefore affect the level of seismic data library sales. Commodity prices are affected by many factors, including supply and demand. The Company has not entered into any commodity price risk contracts. Given that this is an indirect influence, the financial impact on the Company of changing oil and natural gas prices is not reasonably determinable.

# (II) INTEREST RATE RISK

The Company's interest rate risk exposure is mainly related to long-term debt when there is a balance owing. The Company is exposed to interest rate cash-flow risk on its floating-rate long-term debt as described in note 8. Changes in market interest rates would cause fluctuations in future interest payments but the Company does not currently have long-term debt outstanding..

The Company earns minimal interest income on its cash balances.

# (E) FAIR VALUES

The fair values of cash and cash equivalents, accounts receivable and accounts payable approximate their carrying amount largely due to the short-term maturities of these instruments.

# 15. Related-party transactions

EdgePoint Investment Group Inc., an institutional shareholder in the Company, owns 24.6 percent of the Company's total outstanding shares as of March 31, 2022.

# 16. Subsequent event

On April 20, 2022, the Company declared a quarterly dividend of \$0.0125 per common share to be paid on May 24, 2022 to shareholders of record at the close of business on May 16, 2022.

# Corporate Information

Pulse is a market leader in the acquisition, marketing and licensing of 2D and 3D seismic data to the western Canadian energy sector.
Pulse owns the largest licensable seismic data library in Canada, currently consisting of approximately 65,310 net square kilometres of 3D seismic and 829,207 net kilometres of 2D seismic. The library extensively covers the Western Canada Sedimentary Basin where most of Canada's oil and natural gas exploration and development occur.

# **OFFICERS**

# Neal Coleman

President and CEO

# Pamela Wicks

Vice President Finance and CFO

### Trevor Meier

Vice President, Sales and Marketing

### Catherine Samuel

Corporate Secretary

### **BOARD OF DIRECTORS**

Robert Robotti (1) (2) (3)

Chair

Paul Crilly (1) (3)

Director

Dallas Droppo (1) (2) (3)

Director

Grant Grimsrud (2) (4)

Director

Melanie Westergaard (1) (4)

Director

Neal Coleman(4)

Director

- (1) Member of the Audit and Risk Committee
- (2) Member of the Compensation Committee
- (3) Member of the Corporate Governance and Nominating Committee
- (4) Member of the Environment, Health and Safety Committee

# **BANKERS**

The Toronto-Dominion Bank Calgary, Alberta

# REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada Calgary, Alberta

### **SOLICITORS**

McCarthy Tétrault LLP Calgary, Alberta

# **AUDITORS**

MNP LLP Calgary, Alberta

# STOCK EXCHANGE LISTING

TSX: PSD OTCQX: PLSDF

### **HEAD OFFICE**

Suite 2700, 421-7th Avenue S.W. Calgary, Alberta T2P 4K9

Telephone: 403-237-5559 Toll Free: 1-877-460-5559 E-mail: info@pulseseismic.com

www.pulseseismic.com



OTCQX: PLSDF