Q2 2024 Management Discussion & Analysis

June 30, 2024 (Expressed in Canadian Dollars)

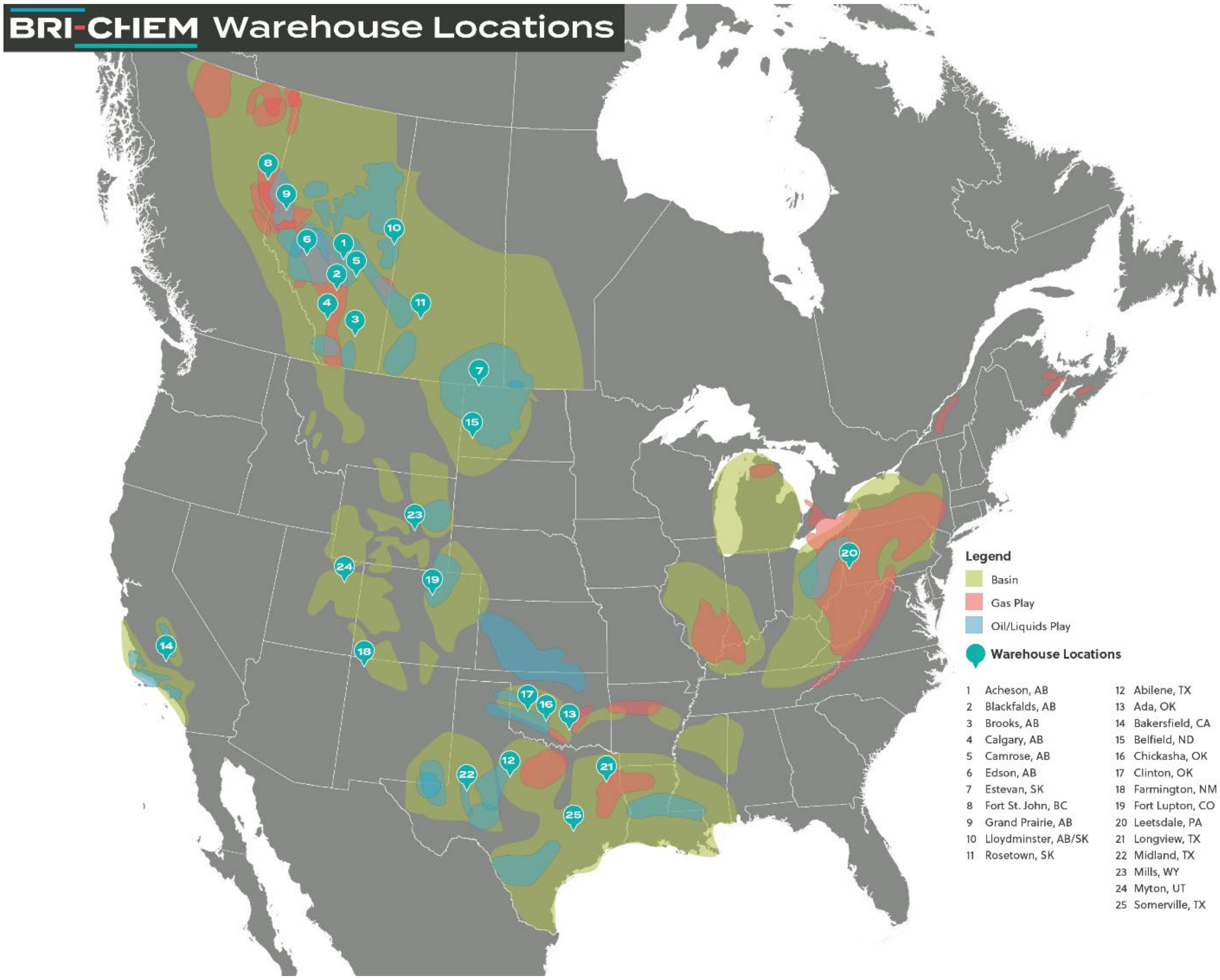
BRI-CHEM

This Management's Discussion and Analysis ("MD&A") of Bri-Chem Corp. ("Bri-Chem" or the "Company") was prepared as at August 13, 2024 for the quarter ended June 30, 2024 and should be read in conjunction with the Company's December 31, 2023 audited annual consolidated financial statements. The Company's consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") and include the results of Bri-Chem Corp. and its subsidiaries, Bri-Chem Supply Ltd., Sodium Solutions Inc., Solution Blend Service Ltd., Bri-Corp USA, Inc., including its three subsidiaries Bri-Chem Supply Corp, LLC, Sun Coast Materials, LLC and Bri-Chem Logistics, LLC. All amounts presented in this MD&A are in Canadian dollars, except as otherwise noted. **Readers are encouraged to review the "Cautionary Statement Regarding Forward-Looking Information and Statements" and "Non-IFRS Measures" at the end of this document.**

BUSINESS OF BRI-CHEM

Bri-Chem, headquartered in Edmonton, Alberta, Canada, has established itself, through a combination of strategic acquisitions and organic growth, as a North American industry leader for the distribution and blending of oilfield drilling, completion, stimulation and production chemical fluids. We sell, blend, package and distribute a full range of drilling fluid products from 25 strategically located warehouses throughout Canada and the United States. Bri-Chem has been operating in Canada since 1985 and we expanded into the United States in 2011 where we have successfully established 14 warehouse locations that are strategically located in major drilling regions throughout the USA. Bri-Chem's main business activity is to provide 24/7 coverage of oilfield chemicals in a wide variety of weights and clays, loss circulation materials and oil mud products to mud engineering companies who sell directly to drilling firms engaged by the oil and gas companies. Much of Bri-Chem's competitive advantage is attributed to its comprehensive network of 25 strategically placed and fully stocked warehouses throughout North America as mud engineering companies and drilling companies prefer to use one supplier of drilling fluids for all their widely dispersed drilling rig locations. Additional information about Bri-Chem is available at www.sedarplus.ca or at Bri-Chem's website at www.brichem.com.

A summary of the Company’s distribution network is as follows:



Seasonality of Operations

Weather conditions can affect the sale of the Company’s products and services. The ability to move heavy equipment in the Canadian oil and natural gas fields is dependent on weather conditions. As a result, there are three cycles of drilling activity in the Western Canada: Winter drilling season from November to mid-March is the period when most of the drilling activity takes place as much of the ground is frozen allowing equipment to move into hard to reach regions during colder periods. Spring break up traditionally occurs between mid-March to mid-May and is the period when drilling activity is at its lowest as regions thaw and have road bans making heavy equipment difficult to move. Summer and fall drilling season operates from mid-May to end of October which focuses on areas not accessible during the winter drilling season. Spring break-up has a direct impact on the Company’s activity levels. The timing of freeze-up and spring break-up affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the Company’s slowest period in Canada.

FINANCIAL AND OPERATING INFORMATION HIGHLIGHTS

(in '000s except per share amounts)	Three months ended June 30 2024	Three months ended June 30 2023	Change $	Change %	Six months ended June 30 2024	Six months ended June 30 2023	Change $	Change %
Financial performance								
Sales	**$ 19,106**	$ 25,229	$ (6,123)	(24%)	**$ 40,477**	$ 52,430	$ (11,953)	(23%)
Adjusted EBITDA(1)	**707**	1,972	(1,265)	(64%)	**264**	3,587	(3,324)	(93%)
As a % of revenue	**4%**	8%			**1%**	7%		
Operating earnings	**620**	1,216	(596)	(49%)	**476**	2,513	(2,037)	(81%)
Adjusted net (loss) / earnings (1)	**(584)**	714	(1,298)	(182%)	**(2,351)**	1,105	(3,456)	(313%)
Net (loss) / earnings	**$ (488)**	$ 553	$ (1,041)	(188%)	**$ (1,994)**	$ 818	$ (2,812)	(344%)
Per diluted share								
Adjusted EBITDA (1)	**$ 0.03**	$ 0.07	$ (0.04)	(54%)	**$ 0.01**	$ 0.14	$ (0.13)	(96%)
Adjusted net (loss) / earnings (1)	**$ (0.02)**	$ 0.03	$ (0.05)	(186%)	**$ (0.09)**	$ 0.04	$ (0.13)	(313%)
Net (loss) / earnings	**$ (0.02)**	$ 0.02	$ (0.04)	(192%)	**$ (0.08)**	$ 0.03	$ (0.11)	(357%)
Financial position								
Total assets					**$ 59,191**	$ 72,588	$ (13,397)	(18%)
Working capital					**14,143**	15,940	(1,797)	(11%)
Long-term debt					**6,616**	6,827	(211)	(3%)
Shareholders equity					**$ 21,596**	$ 22,517	$ (921)	(4%)

(1) Refer to the "Non-IFRS Measures" section for a definition of non-GAAP terms as well as reconciliations for Adjusted EBITDA and Adjusted Net (Loss) Earnings).

Key Q2 2024 highlights include:

- Consolidated sales for the three months ended June 30, 2024 were $19.1 million, which is a 24% decrease from the prior year. The decrease is due to decreased US drilling activities, driven by a lower average rig count and cementing activities.

- Consolidated gross margin for the three months ended June 30, 2024 decreased by $976 thousand compared to the same period last year. The gross margin dollar decrease is primarily related to the decrease in sales in the fluids distribution division.

- Adjusted EBITDA for the second quarter 2024 decreased by $1.3 million when compared to the same period in the prior year and operating earnings decreased by $596 thousand for the three months ended June 30, 2024 compared to the prior year.

- Adjusted net loss per diluted share for the three months ended June 30, 2024 was $0.02 per share compared to adjusted net earnings of $0.03 per diluted share for same period last year.

- Working capital, as at June 30, 2024, was $14.1 million compared to $15.9 million at June 30, 2023, a decrease of 11%. The decrease relates to significant decreases in accounts receivable and inventory which was offset by increased bank indebtedness and accounts payable.

Summary for the three months ended June 30, 2024:

Consolidated sales for the three months ended June 30, 2024 were $19.1 million compared to $25.2 million for the same period in 2023, representing a $6.1 million decrease over the comparable period. Revenue was negatively impacted by lower US drilling activity, specifically natural gas drilling regions, compared to the first half of 2023.

Bri-Chem's Canadian drilling fluids distribution division generated sales of $1.2 million for the three months ended June 30, 2024 compared to $2.9 million in the comparable prior period. The decrease in sales relates to the slowing of sales of select commodity items. The number of active operating land rigs in Q2 2024 averaged 135, compared to 113 in the same period last year representing an increase of 18% (Source: Baker Hughes). Bri-Chem's United States drilling fluids distribution division generated sales of $11.4 million for the three months ended June 30, 2024 compared to sales of $15.6 million for the comparable period in 2023, representing a quarterly decrease of 27%. This decrease mainly relates to a decrease in the US rig count as the number of active operating land rigs in Q2 2024 averaged 582, compared to a 2023 Q2 average of 700 representing a decrease of 17%(Source: Baker Hughes).

Bri-Chem's Canadian blending and packaging division generated sales of $4.3 million for the three months ended June 30, 2024 compared to Q2 2023 sales of $3.8 million, representing a quarterly increase of $553 thousand. The increase in sales relates to higher cementing and stimulation activities in Western Canada. US blending and packaging sales for the three months ended June 30, 2024 were $2.2 million compared to $3 million in the prior year. The $766 thousand decrease relates to the loss of commodity sales due to customer self supply initiatives.

Operating earnings for the three months ended June 30, 2024 was $620 thousand which is a decrease from the $1.2 million from the same period in the prior year. Adjusted EBITDA was $707 thousand for Q2 2024 compared to $2 million for Q2 2023, the decrease is primarily driven by decreased margin due to lost sales, in tandem with a foreign exchange loss for the quarter. Adjusted EBITDA as a percentage of sales was 4% for the quarter, which is a decrease from the 8% in Q2 2023. The Adjusted EBITDA as a percentage of sales decrease is primarily attributable to foreign exchange loss in the quarter.

OUTLOOK

In the near term, the largest challenges facing the drilling fluids market are volatile commodity prices and the restrained growth in US customer drilling activity due to their continuing preference to return cash to shareholders rather than grow production. US natural gas demand is weak and as such, natural gas rigs have declined 17% since the start of 2024 (Source: Spears and Associates), however, management is encouraged by the resilience demonstrated in oil rig drilling activity which has only declined 2% (Source: Spears and Associates) in the same timeframe. Canadian natural gas demand has increased modestly in anticipation of higher LNG export capacity, while oil drilling activity is expected to increase for the balance of the year with the activation of the Trans Mountain Pipeline expansion, creating additional demand for drilling fluid commodities. Management continues to monitor these events closely to optimize inventory and manpower requirements across the North American Market. Controlling inventory and maintaining balance sheet strength are priorities for the Company until US drilling activity increases and demand for the Company's products improve.

DISCUSSION OF Q2 OPERATING RESULTS

Divisional sales

(in 000's)	Three months ended 2024	June 30 2023	Change $	%	Six months ended 2024	June 30 2023	Change $	%
Fluids Distribution								
Canada	**$ 1,160**	$ 2,856	$ (1,696)	(59%)	**$ 3,927**	$ 6,467	$ (2,540)	(39%)
US	**11,424**	15,638	(4,214)	(27%)	**24,022**	32,392	(8,371)	(26%)
	12,585	18,494	(5,910)	(32%)	**27,949**	38,859	(10,910)	(28%)
Fluids Blending & Packaging								
Canada	**4,334**	3,781	553	15%	**8,904**	8,074	830	10%
US	**2,187**	2,953	(766)	(26%)	**3,624**	5,497	(1,873)	(34%)
	6,521	6,735	(213)	(3%)	**12,528**	13,571	(1,043)	(8%)
Consolidated sales	**$ 19,106**	$ 25,229	$ (6,123)	(24%)	**$ 40,477**	$ 52,430	$ (11,953)	(23%)
Geographic region								
Canada	**$ 5,495**	$ 6,638	(1,143)	(17%)	**$ 12,831**	$ 14,541	(1,710)	(12%)
US	**$ 13,611**	$ 18,591	(4,980)	(27%)	**$ 27,646**	$ 37,889	(10,244)	(27%)
Consolidated sales	**$ 19,106**	$ 25,229	(6,123)	(24%)	**$ 40,477**	$ 52,430	(11,953)	(23%)

Consolidated sales for the three months ended June 30, 2024 were $19.1 million compared to $25.2 million for the same period in 2023, representing an $6.1 million decrease. The decrease was primarily due to the lower average rig count in the US during the Q2 2024 period and a decrease in sales of select commodity items in Canada.

Fluids Distribution Divisions

Canadian sales decreased in Q2 2024 when compared to the prior year, incurring a decrease of 59%. Year over year sales decreased by $1.7 million. The average number of rigs operating in the second quarter of 2024 was 135 compared to 113 in the second quarter of 2023. (Source: Baker Hughes). The decrease in sales relates to lower sales of select commodity items.

The US Fluids Distribution division generated sales of $11.4 million which was $4.2 million lower than the same period in 2023 representing a 27% decrease. The average number of rigs operating in the second quarter of 2024 was 582 compared to 700 in the second quarter of 2023. (Source: Baker Hughes). The significant decrease in US average rig count led to lower sales in Q2 2024.

Fluids Blending & Packaging Division

The Canadian Fluids Blending and Packaging division recorded sales of $4.3 million for the three months ended June 30, 2024 compared to sales of $3.8 million for the comparable quarter in 2023. The increase was due to the increased cementing and stimulation work undertaken in Q2 2024.

US Fluids Blending and Packaging sales for the three months ended June 30, 2024 were $2.2 million compared to $3 million for the same comparable period in 2023, a decrease of $766 thousand. The decrease is the result of lower commodity sales due to customer self supply initiatives.

Divisional Gross Margin

(in 000's)	Three months ended June 30 2024	%[1]	2023	%[1]	Change $	Change %	Six months ended June 30 2024	%[1]	2023	%[1]	Change $	Change %
Fluids distribution												
Canada	**$ 144**	12.4%	$ 494	17.3%	$ (351)	(71%)	**$ 370**	9.4%	$ 1,247	19.3%	$ (876)	(70%)
US	**2,202**	19.3%	2,852	18.2%	(650)	(23%)	**4,434**	18.5%	5,355	16.5%	(921)	(17%)
	2,346	18.6%	3,346	18.1%	(1,001)	(30%)	**4,804**	17.2%	6,602	17.0%	(1,798)	(27%)
Fluids blending & packaging												
Canada	**1,241**	28.6%	1,081	28.6%	160	15%	**2,332**	26.2%	1,850	22.9%	482	26%
US	**465**	21.3%	601	20.3%	(135)	(23%)	**741**	20.4%	1,116	20.3%	(375)	(34%)
	1,706	26.2%	1,681	25.0%	25	1%	**3,073**	24.5%	2,966	21.9%	107	4%
Consolidated gross margin	**$ 4,052**	21.2%	$ 5,027	19.9%	$ (976)	(19%)	**$ 7,877**	19.5%	$ 9,568	18.2%	$ (1,691)	(18%)
Geographic region												
Canada	**1,385**	25.2%	1,575	23.7%	(190)	(12%)	**2,702**	21.1%	3,097	21.3%	(394)	(13%)
US	**2,667**	19.6%	3,452	18.6%	(785)	(23%)	**5,175**	18.7%	6,471	17.1%	(1,296)	(20%)
Consolidated gross margin	**$ 4,052**	21.2%	$ 5,027	19.9%	$ (976)	(19%)	**$ 7,877**	19.5%	$ 9,568	18.2%	$ (1,691)	(18%)

(1) Expressed as a percentage of divisional sales

Consolidated gross margins for the three months ended June 30, 2024 decreased by $976 thousand compared to the same period last year. The gross margin dollar decrease is primarily related to the decrease in sales from the same quarter in the prior year.

Fluids Distribution Division

Canadian Fluids Distribution gross margin averaged 12% for the second quarter ended June 30, 2024 compared to 17% for the same period last year. The decrease relates to unfavourable pricing concessions on select commodity items.

US Fluids Distribution gross margin for the three months ended June 30, 2024 was 19%, which is an increase from the 18% in Q2 2023. The increase primarily relates to the prior year's unfavourable margin on specific commodity driven products, which has improved in the current year.

Fluids Blending & Packaging Division

Canadian Fluids Blending & Packaging division gross margin was 29% during the three months ended June 30, 2024, which is consistent with the prior year margin.

The US Fluids Blending & Packaging division gross margins were 21% for the second quarter of 2024 compared to 20% the same period in 2023.

BRI-CHEM

Salaries and Benefits

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Salaries and benefits	**$ 1,823**	$ 2,015	$ (192)	(10%)	**$ 3,690**	$ 3,697	$ (7)	(0%)

Salaries and benefits decreased $192 thousand for the three months ended June 30, 2024 compared to the prior year quarter as the Company adjusted its employee renumeration and headcount to meet current market activity levels and inflationary pressures. The Company employed 61 (35 Canada and 26 US) employees at June 30, 2024 compared to 65 (37 Canada and 29 US) at June 30, 2023.

Selling, General, and Administration

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Selling	**$ 125**	$ 119	$ 6	5%	**$ 226**	$ 217	$ 8	4%
Professional and consulting	**247**	232	15	7%	**382**	379	2	1%
General and administrative	**480**	764	(284)	(37%)	**1,629**	1,275	355	28%
Rent, utilities, and occupancy costs	**432**	362	69	19%	**817**	852	(34)	(4%)
Total selling, general and administration	**$ 1,284**	$ 1,477	$ (193)	(13%)	**$ 3,054**	$ 2,723	$ 331	12%

Selling expenses are related to meals and entertainment, transportation, and travel incurred by Bri-Chem's sales team. Selling expenses for the three months ended June 30, 2024 were consistent with the same period in 2023.

Professional and consulting fees experienced a minor increase in Q2 2024 when compared to Q2 2023. Professional fees slightly decreased due to lower legal fees related to business activities.

General and administrative expenses decreased by $284 thousand for the three months ended June 30, 2024 compared to the same period last year. The decrease in expense relates to a decrease in bad debts provision in Q2 2024. The year to date increase of $355 thousand in general and admin expense relates to bad debt recognition in Q1 2024.

Depreciation on Property and Equipment

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Depreciation on right of use	**$ 140**	$ 101	$ 39	39%	**$ 287**	$ 201	$ 86	43%
Depreciation on property and equipment	**186**	218	(33)	(15%)	**370**	434	(64)	(15%)
Total depreciation	**$ 325**	$ 319	$ 7	2%	**$ 657**	$ 635	$ 22	3%

Depreciation has been relatively consistent between periods due to management's discipline on capital spending initiatives. The minor year over year increase to depreciation was the result of a new property and equipment assets acquired between comparative periods.

Financing Costs

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Interest on short-term operating debt	**$ 765**	$ 794	$ (29)	(4%)	**$ 1,604**	$ 1,461	$ 143	10%
Interest on long-term debt	**101**	107	(6)	(5%)	**202**	316	(114)	(36%)
Interest on lease liabilities	**13**	34	(21)	(60%)	**41**	69	(28)	(41%)
Cash interest paid	**880**	935	(56)	(6%)	**1,847**	1,846	1	0%
Add non-cash interest expense:								
Amortization of deferred financing costs	**17**	18	(0)	(2%)	**34**	29	6	21%
Total interest expense	**$ 897**	$ 953	(56)	(6%)	**$ 1,882**	$ 922	7	1%

Interest on short-term operating debt decreased by $29 thousand compared to the same period last year as the Company incurred a lower interest expense due to carrying a lower balance during Q2 2024. Interest on long term debt did not significantly change as there have not been any changes to long-term debt. Interest on lease liabilities did not materially change as leaseholds remained relatively unchanged in the quarter.

Foreign Exchange Loss

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Foreign exchange loss / (gain)	**$ 239**	$ (437)	$ 675	(155%)	**$ 870**	$ (439)	$ 1,309	(298%)

The Canadian dollar declined compared to the US dollar for the second quarter of 2024 which resulted in a foreign exchange loss for the quarter. This decrease in the Canadian dollar exchange rate caused the Company to have a unfavourable position on certain net advances denominated in USD, which resulted in a foreign exchange loss in the quarter.

Income Tax Expense (Recovery)

(in 000's)	Three months ended June 30 2024	2023	Change $	%	Six months ended June 30 2024	2023	Change $	%
Current	**$ 68**	$ (14)	$ 82	(580%)	**$ 75**	$ (28)	$ 103	(368%)
Deferred	**(96)**	161	(257)	(159%)	**(357)**	287	(643)	(224%)
Total income tax (recovery) / expense	**$ (28)**	$ 147	$ (175)	(119%)	**$ (282)**	$ 259	$ (541)	(209%)

The provision for income taxes for the three months ended June 30, 2024 is $68 thousand as the Company leveraged loss carry forward balances from past years to reduce its tax expense. Deferred tax recovery was $96 thousand as the Company realized income in the quarter which reduced temporary differences between the tax and accounting base of US operations. Given current economic conditions and activity levels in the region, the Company has determined the utilization of deferred tax assets is more probable than not. Bri-Chem's effective income tax rate was 23% in 2024 (2023 - 23%).

Adjusted EBITDA and Net (Loss) Earnings

(in 000's)	Three months ended June 30 2024	2023	Six months ended June 30 2024	2023
Net (loss) / earnings	**$ (488)**	$ 553	**$ (1,994)**	$ 818
Less:				
Deferred tax (credit) / expense	**(96)**	161	**(357)**	287
Adjusted net (loss) / earnings	**(584)**	714	**(2,351)**	1,105
Add:				
Financing costs	**897**	953	**1,882**	1,875
Income tax expense / (recovery)	**68**	(14)	**75**	(28)
Depreciation and amortization	**325**	319	**657**	635
Adjusted EBITDA	**$ 707**	$ 1,972	**$ 264**	$ 3,587

Adjusted EBITDA was $707 thousand for the three months ended June 30, 2024 compared to $2 million in the same period last year. The adjusted EBITDA decrease is primarily due to a foreign exchange loss paired with a lower sales in Q2 2024. Second quarter adjusted EBITDA as a percentage of sales was 4% which is a decrease over the prior year. Adjusted net loss was $584 thousand for the three months ended June 30, 2024 compared to adjusted net earnings of $714 thousand in Q2 2023.

SUMMARY OF QUARTERLY DATA

Bri-Chem's quarterly results are materially impacted by seasonality factors, particularly in its Canadian operations. Typically, the first quarter of the calendar year is very active, followed by a much slower second quarter due to spring breakup where provincial and county road bans restrict movement of heavy equipment which negatively impacts demand for the Company's drilling fluid products in Canada. The following is a summary of selected financial information for the last eight quarters:

(in 000's)	2024 Q2	2024 Q1	2023 Q4	2023 Q3	2023 Q2	2023 Q1	2022 Q4	2022 Q3
Sales	**$ 19,106**	$ 21,371	$ 26,775	$ 26,830	$ 25,229	$ 27,201	$ 26,522	$ 28,986
Gross margin ($)	**4,052**	3,825	4,268	4,894	5,027	4,541	4,678	5,336
Gross margin (%)	**21.2%**	17.9%	15.9%	18.2%	19.9%	16.7%	17.6%	18.4%
Adjusted EBITDA[(1)]	**707**	(443)	1,938	1,051	1,972	1,615	1,432	1,716
Net earnings / (loss)	**$ (488)**	$ (1,506)	$ 468	$ (376)	$ 553	$ 265	$ 30	$ 500
Basic and diluted earnings per share	**$ (0.02)**	$ (0.06)	$ 0.02	$ (0.01)	$ 0.02	$ 0.01	$ -	$ 0.02

(1) Refer to the "Non-IFRS Measures" section for a definition of non-GAAP terms as well as reconciliations for EBITDA and adjusted net earnings.

Quarterly results generally reflect the seasonality factors discussed above. Q2 2024 margin dollars decreased due to a significant decrease in sales, driven by a decreased US rig count. Q2 2024 margin percentage increased to a level consistent with prior quarters after a slight dip in Q4 2023.

FINANCIAL CONDITION AND LIQUIDITY

The Company's primary liquidity needs are to fund ongoing operations, service existing debt obligations, and fund limited capital expenditures. Bri-Chem relies on cash from operations, bank indebtedness, long-term debt and equity financing.

The Company actively monitors its financing obligations to ensure that it has enough available funds to meet current and foreseeable future financial requirements at a reasonable cost. The Company mitigates liquidity risk by maintaining adequate Credit Facilities, and through the forecasting and management of its operational cash flows. Management of operational cash flows takes into consideration the Company's debt financing plans and covenant compliance.

The Company's liquidity relies heavily on sellable inventory and collectability of accounts receivable. Timing of collections could cause liquidity of the Company to tighten.

The Company's operating cash flow has historically been affected by the overall profitability of sales within the Company's segments, the Company's ability to invoice and collect from customers in a timely manner, and the Company's ability to efficiently manage its inventory and operating costs.

Working capital position (000's)		June 30 2024		December 31 2023
Current assets	**$**	**44,477**	$	54,232
Current liabilities		**30,428**		38,304
Working capital	**$**	**14,049**	$	15,927

As at June 30, 2024, the Company had positive working capital of $14 million compared to $15.9 million at December 31, 2023. The Company's current ratio (defined as current assets divided by current liabilities) was 1.46 to 1 at June 30, 2024 compared to 1.42 to 1 as at December 31, 2023.

Summary of cash flows (000's)		June 30 2024		June 30 2023
Operating activites	**$**	**8,144**	$	1,915
Financing activities		**(7,793)**		(1,649)
Investing activities		**(351)**		(266)
Change in cash position	**$**	**-**	$	-

For the three months ended June 30, 2024, $8.1 million of cash was generated by operating activities compared to cash generated of $1.9 million for the same period in 2023. The increase in cash generated is primarily due to a significant decrease in accounts receivable. Cash used by financing activities was $7.8 million for the three months ended June 30, 2024, compared to cash used of $1.6 million for the same comparable period. The increase in cash used is primarily due to a significant reduction of bank indebtedness. Cash used in investing activities was $351 thousand for the second quarter of 2024 and $266 thousand used for the same comparable period as the Company had minimal capital expenditures in the period.

The ABL Facility requires the Company to maintain certain financial covenants which are monitored monthly. Minimum trailing twelve-month EBITDA is defined as a prescribed level of EBITDA. The Company must maintain a fixed charged coverage ratio of no less than 1.0 tested monthly. Additionally, The Company cannot realize capital expenditures in excess of 120% of its approved budget, tested monthly.

On July 16, 2020, the Company obtained a $6,250,000 loan under the Canadian government's Business Credit Availability Program ("BCAP"). The BCAP Loan, which is administered by CIBC, is backed by the Canadian Government under the BCAP. Pursuant to the program, 80% of the principal of the BCAP Loan is guaranteed by The Business Development Bank of Canada. The BCAP Loan bears interest at a rate of 2.25% above CIBC's prime lending rate. The term of the BCAP Loan is 10 years and is interest only for the first 12

FINANCIAL CONDITION AND LIQUIDITY (CONT'D)

months. Under the terms of BCAP, the proceeds of the BCAP Loan must be used to finance operations and can be used to make normally scheduled interest and principal payments, as well as ordinary-course debt payments. Proceeds from the BCAP Loan cannot be used to refinance existing debt.

On May 9, 2022, the Company amended its ABL Facility agreement to coincide with the refinancing of its subordinated debt. All relevant terms remain the same apart from the addition of a fixed charge coverage ratio covenant of no less than 1.0 tested monthly. This covenant has a trigger clause which commences at the beginning of calendar 2023 and the covenant takes effect if the Company meets the threshold of 1.0 for two consecutive months.

On May 9, 2022, the Company signed an agreement with Canadian Western Bank ("CWB") to refinance its subordinated debt. The subordinated debt financing consists of a $6 million, 20 year fixed term loan and bears an interest rate of 5.61% per annum. The CWB facility includes a tangible net worth covenant of $9,295,000 and a fixed charge coverage ratio covenant of no less than 1.10, both tested annually. The extinguishment of the previous term debt facility resulted in a loss of $359,269, realized within the statement of operations and comprehensive income. The subordinated debt agreement is secured by the following: an unlimited corporate guarantee supported by a general security agreement from all entities within the group, only to a prior charge from the ABL facility, first demand collateral mortgage over all owned lands and only to a prior charge from the ABL facility, first demand collateral mortgage over all owned lands and premises; assigned by the Company to CWB of all risk insurance in the amounts and from an insurer acceptable to CWB, on all Company real property, without limitation lands, buildings, fixtures and equipment owned by the Company, showing CWB as first loss payee. Transaction costs of $91,793 were incurred as part of the refinancing and are being amortized over the term of the agreement.

On October 24, 2022, a second tranche of financing was signed with CWB for the purchase of a warehouse facility, in the amount of $1,319,000. The financing consists of a 20 year term loan and bears a current 2 year fixed interest rate of 6.62% per annum. This loan is secured by a first demand collateral mortgage over all owned lands and premises; assigned by the Company to CWB of all risk insurance in the amounts and from an insurer acceptable to CWB, on all Company real property, without limitation lands, buildings, fixtures and equipment owned by the Company, showing CWB as first loss payee. Transaction costs of $3,500 were incurred as part of this amendment and are being amortized over the term of the agreement. As at June 30, 2024, the Company complied with all of its financial covenants related to debt.

A waiver has been granted by CWB for the annually tested cash flow coverage ratio covenant, for the period ending December 31, 2023.

On December 20, 2023, the Company amended its ABL Facility agreement to implement a $2.0M availability block on the borrowing base. A new trigger clause has been included in the amendment whereby if the fixed charge covenant ratio is ever less than 0.9 as determined on the basis of the certificates delivered by the Company, the greater of $2.0M and 10% of the current borrowing base will apply as the availability block.

On May 15, 2024, the Company amended it's ABL Facility agreement to implement a revised cumulative EBITDA covenant, in addition to increasing the availability block from $2.5M to $3.5M. As of June 30, 2024, the Company was in compliance with its covenant, tested monthly through the ABL facility. Transaction fees of $17,500 were incurred as part of this amendment and will be amortized over the term of the agreement.

RISKS AND UNCERTAINTIES

The following information is a summary only of certain risk factors and is qualified in its entirety by reference to, and must be read in conjunction with the detailed information appearing elsewhere in this MD&A and Bri-Chem's other public disclosure documents, including the Annual Information Form for the Company for the year ended December 31, 2023. These risks and uncertainties are not the only ones facing Bri-Chem. Additional risks and uncertainties not currently known to the Company or that the Company currently considers remote or immaterial, may also impair the operations of the Company. If any such risks actually occur, the business, financial condition, or liquidity and results of operations of the Company could be materially adversely affected.

Volatility of Oil and Natural Gas Industry Conditions

The demand, pricing and terms for Bri-Chem's drilling fluid products depend upon the level of industry activity for oil and natural gas in the resource basins it serves. Industry conditions can be influenced by factors over which the Company has no control, including: oil and natural gas prices; expectations about future oil and natural gas prices; the cost of exploring for, producing and delivering oil and natural gas; the expected rates of declining current production; the discovery rates of new oil and natural gas; available pipeline and other oil and natural gas transportation capacity; demand for oil and natural gas; weather conditions; and political, regulatory and economic conditions in North America. Current global economic events and uncertainty have the potential to significantly impact commodity pricing. No assurance can be given that expected trends in oil and natural gas activities will continue or that demand for services provided by Bri-Chem will reflect the level of activity in the industry. Any prolonged substantial reduction in oil and natural gas would likely affect activity levels in these industries and therefore affect the demand of Bri-Chem's products.

Credit Risk

As a result of the continued volatility in the North American oil and natural gas markets, the Company is exposed to heightened credit risk because a substantial portion of the Company's dealings are with entities involved in the oil and gas industry. Regarding accounts receivable, the Company remains focused on actively managing credit risk. Management has remained diligent in assessing credit levels granted to customers, monitoring the aging of receivables and taking proactive steps to collect outstanding balances. For the three months ended June 30, 2024, revenue from one customer amounted to $3,200,396 (June 30, 2023 - $8,390,614), representing 16.8% (June 30, 2023 – 16.0%) of consolidated sales, and 28.0% (June 30, 2023 – 26.4%) of USA Fluid Distribution segmented sales. The Company does not usually enter into long-term contracts with its customers and there can be no assurance that the current customers will continue their relationships with the Company. The loss of one or more major customer, or any significant decrease in sales to a customer, or prices paid or any other changes to the terms of service with a customer, could have a material adverse impact on the financial results, cash flows, and overall financial condition of the Company. These events will have an impact on future revenues of the company and may accelerate financial conditions such as banking covenants in the foreseeable future. The Company has not yet experienced unexpected challenges with recoverability of accounts receivable balances and realization or inventory values on June 30, 2024 balances presented in these financial statements, however, uncertainty exists with respect to recoverability of accounts receivable and realization of inventories originated subsequent to the quarter.

Transportation and Distribution Network Risk

The Company relies on a large distribution network to manage the sale of inventory from the point of initial material inventory purchase to final customer sale. Common to industry practice, the Company has no formal long-term contract with its major inventory storage and distribution supplier. A significant disruption to its transportation and distribution network could have a material adverse impact to the Company.

Inflation

If our development, operation or labour costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through corresponding increases in the costs of our products and services to our customers. Our inability or failure to do so could harm our business, financial condition and results of operations. Further, there can be no assurance that any governmental action to mitigate inflationary cycles will be taken or be effective. Central banks have increased interest rates in response to inflation, and additional rate increases are expected. Governmental action, such as the imposition of higher interest rates or wage controls, may also negatively impact the Company's costs and may magnify the risks identified in this MD&A and in the AIF. Continued inflation, any governmental response thereto, or the Company's inability to offset inflationary effects may have a material adverse effect on our business, results of operations, financial condition or value of our share price.

Cyber Security

Bri-Chem manages cyber security risk by ensuring appropriate technologies, processes and practices are effectively designed and implemented to help prevent, detect and respond to threats as they emerge and evolve. The primary risks to Bri-Chem include, loss of data, destruction or corruption of data, compromising of confidential customer or employee information, leaked information, disruption of business, theft or extortion of funds, regulatory infractions, loss of competitive advantage and reputational damage. Bri-Chem applies technical and process controls in line with industry-accepted standards to protect its information assets and systems. Data backup and recovery processes are in place to minimize risk of data loss and resulting disruption of business. As result of the unpredictability of the timing, nature and scope of disruptions from cyber-attacks, Bri-Chem could potentially be subject to: operational delays, the compromising of confidential or otherwise protected information, destruction or corruption of data, security breaches, other manipulation or improper use of its systems and networks or financial losses, any of which could have a material adverse effect on Bri-Chem's reputation and competitive position, financial condition or results of operations.

Government Regulation

Bri-Chem is subject to a variety of federal, provincial, state, and local laws in Canada and the US, including laws and regulations relating to health and safety, the conduct of operations, the protection of the environment, the operation of equipment used in its operations and the transportation of materials and equipment it provides for its customers. Bri-Chem invests financial and managerial resources to ensure such compliance. Although such expenditures are generally not material to companies such as Bri-Chem, such laws or regulations are subject to change. Accordingly, it is impossible for Bri-Chem to predict the cost or impact of such laws and regulations on its future operations.

Climate Change

The Company is subject to climate change that relates to the consequences of a global transition to reduced carbon, including the risk of regulatory and policy change. Governments in Canada and around the world have responded to these shifting societal attitudes by adopting ambitious emissions reduction targets and supporting legislation, including measures relating to carbon pricing, clean energy and fuel standards, and alternative energy incentives and mandates. Concerns over climate change may result in additional or more stringent legislation. Such changes could impose higher standards or require significant reductions to green house gas emissions or setback requirements for facilities and wells, which could result in significant penalties for failure to comply, or increased capital expenditures, operating expenses, abandonment and reclamation obligations and distribution costs or the loss of operating licenses. All of which could impact the demand for the Company's products.

Seasonal Operations

Bri-Chem's Canadian operations are affected by the seasonality normally associated with the western Canadian oil and natural gas drilling industry. During the year, the busiest months are January through March and the slowest months are April through September when soft ground conditions hinder the movement of heavy equipment. Bri-Chem's US operations are not impacted by seasonality to the same degree as its Canadian operations.

OFF-BALANCE SHEET FINANCING

Bri-Chem has no off-balance sheet financing.

TRANSACTIONS WITH RELATED PARTIES

During the three months ended June 30, 2024 the Company incurred office sharing costs that were paid to a company over which a Director has control. A summary of these costs for the periods presented is as follows:

	Three months ended		Change		Six months ended		Change	
		June 30				June 30		
(in 000's)	2024	2023	$	%	2024	2023	$	%
Office sharing costs	$ 6	$ 6	$ -	0%	$ 12	$ 12	$ -	0%

ACCOUNTING ESTIMATES

Bri-Chem's critical accounting estimates are discussed in Note 2 of its annual audited consolidated financial statements for the year ended and December 31, 2023. There have been no changes to the Company's critical accounting estimates as at June 30, 2024.

CHANGES IN ACCOUNTING POLICIES

Bri-Chem's accounting policies are discussed in Note 2 of the annual audited consolidated financial statements for the year ended December 31, 2023.

OUTSTANDING SHARES

As at June 30, 2024, the Company had 26,432,981 common shares issued and outstanding and no potentially dilutive shares. The Company had 310,000 stock options outstanding as at June 30, 2024.

NON-IFRS MEASURES

Bri-Chem uses certain measures in this MD&A which do not have any standardized meaning as prescribed by IFRS. These measures, which are derived from information reported in the annual consolidated financial statements, may not be comparable to similar measures presented by other reporting issuers. These measures have been described and presented in this MD&A in order to provide shareholders and potential investors with additional information regarding the Company. These Non-IFRS measures are identified and defined as follows:

Adjusted Net (Loss) Earnings and Adjusted EBITDA

Adjusted Net (Loss) Earnings are defined as net earnings before non-recurring events, net of corporate income taxes ("Adjusted Net (Loss) Earnings"). Management believes that in addition to net earnings, Adjusted Net (Loss) Earnings is a useful supplemental measure that represents normalized net earnings from the business so that financial statement users can make insightful comparisons between current period and historical results. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, amortization, impairment charges, share-based payments, and non-recurring events ("Adjusted EBITDA"). Management believes that in addition to net earnings, Adjusted EBITDA is a useful supplemental measure of operating performance that normalizes financing, depreciation, income tax, and other non-recurring charges which are not controlled at the operating level. The following table provides a reconciliation of net earnings under IFRS, as disclosed in the annual consolidated financial statements, to Adjusted Net (Loss) Earnings and Adjusted EBITDA:

	Three months ended June 30		Six months ended June 30	
(in 000's)	2024	2023	2024	2023
Net (loss) / earnings	**$ (488)**	$ 553	**$ (1,994)**	$ 818
Less:				
Deferred tax (credit) / expense	**(96)**	161	**(357)**	287
Adjusted net (loss) / earnings	**(584)**	714	**(2,351)**	1,105
Add:				
Financing costs	**897**	953	**1,882**	1,875
Income tax expense / (recovery)	**68**	(14)	**75**	(28)
Depreciation and amortization	**325**	319	**657**	635
Adjusted EBITDA	**$ 707**	$ 1,972	**$ 264**	$ 3,587

MANAGEMENT'S EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, together with management, have established and maintain disclosure controls and procedures ("DC&P") for the Company in order to provide reasonable assurance that material information relating to the Company is made known to them in a timely manner, particularly during the period in which the annual filings are being prepared. The CEO and CFO, together with management, have evaluated the design and operating effectiveness of the Company's DC&P as of June 30, 2024 and, based on that evaluation, have concluded that these controls and procedures are effective in providing such reasonable assurance, except as noted below.

Internal controls over financial reporting ("ICFR")

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company's disclosure controls and procedures and internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

The Chief Executive Officer and Chief Financial Officer have concluded, based on their assessment, that the design and implementation of the Company's disclosure controls and procedures and ICFR are not effective due to the material weaknesses in ICFR as described below. A material weakness is a deficiency, or a combination of deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

- Control limitations were identified relating to segregation of duties, review of journal entries and various IT related weaknesses around passwords and monitoring of user access in the accounting process. These situations are common to many small companies. While deficiencies in segregation of duties could lead to a material misstatement in the financial statements, other checks and balances including direct involvement of senior management in the day to day operations of the Company are in place, and no misstatement has occurred related to segregation of duties. However, these mitigating procedures may not be considered enough to reduce the likelihood that a material misstatement would be prevented or detected in the future.

As the Company grows, it plans to expand the number of individuals involved in the accounting function and to implement additional oversight and review type controls around the specific control deficiencies noted above.

Changes in ICFR

There were no changes in the Company's ICFR in 2024 that have materially affected, or that are reasonably likely to materially affect, its internal control over financial reporting. It should be noted that while the CEO and CFO believe that Bri-Chem Corp.'s disclosure controls and procedures and internal controls over financial reporting provide a reasonable level of assurance that they are effective, except as noted above, they do not expect that the disclosure controls and procedures or internal control over financial reporting will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain information and statements contained in this MD&A constitute forward-looking information, including the anticipated costs associated with the purchase of capital equipment, expectations concerning the nature and timing of growth within the various business divisions operated through affiliates of the Company, expectations respecting the competitive position of such business divisions, expectations concerning the financing of future business activities, and statements as to future economic and operating conditions. Readers should review the cautionary statement regarding forward-looking information that appears below.

The information and statements contained in this MD&A that are not historical facts are forward-looking statements. Forward-looking statements (often, but not always, identified by the use of words such as “seek”, “plan”, “continue”, “estimate”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, “expect”, “may”, “anticipate” or “will” and similar expressions) may include plans, expectations, opinions, or guidance that are not statements of fact. Forward-looking statements are based upon the opinions, expectations and estimates of management as at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or outcomes to differ materially from those anticipated or implied by such forward-looking statements. These factors include, but are not limited to, such things as changes in industry conditions (including the levels of capital expenditures made by oil and gas producers and explorers), the credit risk to which the year ended December 31, 2023 which is available on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedarplus.ca. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise. Company is exposed in the conduct of its business, fluctuations in prevailing commodity prices or currency and interest rates, the competitive environment to which the various business divisions are, or may be, exposed in all aspects of their business, the ability of the Company’s various business divisions to access equipment (including parts) and new technologies and to maintain relationships with key suppliers, the ability of the Company’s various business divisions to attract and maintain key personnel and other qualified employees, various environmental risks to which the Company’s business divisions are exposed in the conduct of their operations, inherent risks associated with the conduct of the businesses in which the Company’s business divisions operate, timing and costs associated with the acquisition of capital equipment, the impact of weather and other seasonal factors that affect business operations, availability of financial resources or third-party financing and the impact of new laws and regulations or changes in existing laws, regulations or administrative practices on the part of regulatory authorities, including without limitation taxation and environmental laws and regulations and changes in how such laws and regulations are interpreted and enforced. Forward-looking information respecting the anticipated costs associated with the purchase of capital equipment are based upon historical prices for various classes of equipment, expectations relating to the impact of inflation on the future cost of such equipment and management’s views concerning the negotiating position of the Company and its affiliates. Forward-looking information concerning the nature and timing of growth within the various business divisions is based on the current budget of the Company (which is subject to change), factors that affected the historical growth of such business divisions, sources of historic growth opportunities and expectations relating to future economic and operating conditions. Forward-looking information concerning the future competitive position of the Company’s business divisions is based upon the current competitive environment in which those business divisions operate, expectations relating to future economic and operating conditions, current and announced build programs and other expansion plans of other organizations that operate in the energy service business. Forward-looking information concerning the financing of future business activities is based upon the financing sources on which the Company and its predecessors have historically relied and expectations relating to future economic and operating conditions. Forward-looking information concerning future economic and operating conditions is based upon historical economic and operating conditions, opinions of third-party analysts respecting anticipated economic and operating conditions. Although management of the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Accordingly, readers should not place undue reliance upon any of the forward-looking information set out in this MD&A. All the forward-looking statements of the Company contained in this MD&A

are expressly qualified, in their entirety, by this cautionary statement. The various risks to which the Company is exposed are described in additional detail in this MD&A under the heading “Risk Factors and Risk Management” on page 20 and in the Company’s Annual Information Form (AIF) for the year ended December 31, 2023 which is available on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedarplus.ca. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking information or statements, whether as a result of new information, future events or otherwise.

BRI-CHEM

Corporate Information

Officers and Directors
Don Caron[2]
Chairman, President, CEO and Director
Edmonton, Alberta

Tony Pagnucco, CPA, CA
CFO
Edmonton, Alberta

Albert Sharp[1] [2]
Director
Parkland County, Alberta

Eric Sauze, CPA, CA, CFA[1] [2]
Director
Edmonton, Alberta

Brian Campbell[1]
Director
Edmonton, Alberta

(1) Member of Audit Committee
(2) Member of Compensation Committee

Corporate Office
27075 Acheson Road
Acheson, Alberta T7X 6B1
Ph: 780.962.9490
Fax: 780.962.9875

Auditors
Kingston Ross Pasnak LLP
Suite 1500, 9888 Jasper Avenue
Edmonton, Alberta T5J 5C6

Shares Listed
Toronto Stock Exchange
Trading Symbol – BRY

Bankers
CIBC
10102 Jasper Avenue
Edmonton, Alberta T5J 1W5

Lenders
CIBC Asset Based Lending Inc.
199 Bay Street, 4th Floor
Toronto, Ontario M5L 1A2

Canadian Western Bank
Suite 100, 12230 Jasper Avenue
Edmonton, Alberta T5N 3K3

Transfer Agent
Computershare Investor Services
530 – 8th Avenue SW, #600
Calgary, Alberta T2P 3S8