



HORIZON NORTH
Logistics Inc

THIRD QUARTER REPORT 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A") THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2009

This Management's Discussion and Analysis, prepared as at November 5, 2009, focuses on key statistics from the Interim Consolidated Financial Statements and pertains to known risks and uncertainties relating to the business carried on by Horizon North Logistics Inc. (the "Corporation" or "Horizon"). This Management's Discussion and Analysis should be read in conjunction with the audited consolidated financial statements dated December 31, 2008 and the unaudited interim consolidated financial statements for the three and nine months ended September 30, 2009 and related notes and material therein. This discussion should not be considered all-inclusive, as it excludes changes that may occur in general economic, political and environmental conditions.

Highlights

(000's except per share amounts)	Three months ended September 30, 2009	Three months ended September 30, 2008	Nine months ended September 30, 2009	Nine months ended September 30, 2008
Revenue	\$ 32,048	\$ 53,692	\$ 112,812	\$ 124,044
EBITDAS ⁽¹⁾	5,035	14,273	32,434	31,252
Operating (loss) earnings ⁽¹⁾	(571)	7,453	13,696	13,160
Net (loss) earnings	(105)	5,004	9,480	8,389
Net earnings per share - diluted	\$ 0.00	\$ 0.05	\$ 0.09	\$ 0.08
Total assets	222,285	368,934	222,285	368,934
Total long-term financial liabilities ⁽²⁾	21,717	54,542	21,717	54,542
Funds from operations ⁽³⁾	4,383	9,770	29,281	22,929
Capital spending	1,605	10,161	9,675	48,796

(1) EBITDAS (Earnings before interest, taxes, depreciation, amortization, gain/loss on disposal of property, plant and equipment and stock based compensation) and operating earnings (loss) are not recognized measures under Canadian generally accepted accounting principles (GAAP). Management believes that in addition to net earnings, EBITDAS is a useful supplemental measure as it provides an indication of the Corporation's ability to generate cash flow in order to fund working capital, service debt, pay current income taxes and fund capital programs. Management believes that in addition to net earnings, operating earnings (loss) is a useful supplemental measure as it provides an indication of the results generated by the Corporation's principal business activities prior to consideration of how those activities are financed or taxed. Investors should be cautioned, however, that EBITDAS and operating earnings (loss) should not be construed as alternatives to net earnings determined in accordance with GAAP as an indicator of the Corporation's performance. Horizon's method of calculating EBITDAS and operating earnings (loss) may differ from other entities and accordingly, EBITDAS and operating earnings (loss) may not be comparable to measures used by other entities. For a reconciliation of EBITDAS and operating earnings (loss) to net earnings, please refer to the Financial Results section of the Management's Discussion and Analysis.

(2) Long-term financial liabilities include operating lines of credit, the current and long-term portions of long-term debt, and the current and long-term portions of capital lease obligation.

(3) Funds from operations is not a recognized measure under GAAP. Management believes that in addition to cash flow from operations, funds from operations is a useful supplemental measure as it provides an indication of the cash flow generated by the Corporation's principal business activities prior to consideration of changes in working capital. Investors should be cautioned, however, that funds from operations should not be construed as an alternative to cash flow from operations determined in accordance with GAAP as an indicator of the Corporation's performance. Horizon's method of calculating funds from operations may differ from other entities and accordingly, funds from operations may not be comparable to measures used by other entities. Funds from operations is equal to cash flow from operations before changes in non-cash working capital items related to operations.

Key Points

- Strong financial position with continued debt reduction in the quarter; available borrowing capacity of \$58.8 million under credit facilities of \$80.5 million;
- 4.8 million shares repurchased and cancelled under Normal Course Issuer Bid for \$5.8 million;
- Substantial reduction in revenues, EBITDAS and earnings as a result of reduced activity and margin contraction;
- Results include remediation costs at the BlackSand Executive Lodge of \$539,000 and costs of starting the blast resistant structures business of \$179,000.

Overview

Revenues for the three months ended September 30, 2009 decreased \$21.6 million as compared to the same period in the prior year. Reduced activity levels were seen in all of Horizon's segments as a result of the global economic and financial downturn.

Camp & Catering revenues decreased \$11.6 million as demand for accommodation and support services declined significantly with lowered exploration and drilling activity and reduction of activity on many oil sands projects. Demand also declined significantly for the sales of new and used camps and for camp rental and catering services.

Matting revenues decreased \$7.8 million primarily due to a decrease in the number of mats sold as customers shifted from purchases to rentals, while the majority of mats purchased were lower priced used mats rather than new mats. Mat rental activity was up significantly, but reduced rental rates and bundling of transportation and installation services to remain competitive resulted in lower service revenues.

Marine Services revenues decreased \$2.9 million due to reduced tug and barge revenue, reflecting reduced activity in the Northwest Territories.

EBITDAS and operating earnings decreased by \$9.2 million and \$8.0 million respectively as compared to the same period in the prior year. The global economic and financial downturn has led to a decrease in demand for oilfield service and support activities and has led to increased customer focus on costs resulting in narrower margins on many of Horizon's products and services.

Outlook

Horizon's businesses are continuing to experience the impact of the global recession through reduced activity levels and margin contraction as competitors vie for fewer jobs. Horizon's customers in the conventional oil and gas exploration and production business have seen their cash flows reduced dramatically by lower commodity prices, which has led to 2009 drilling activity declining to levels not seen in over a decade. Relief from this situation is unlikely to occur until general economic activity improvements spur increased industrial demand for commodities, in particular for natural gas.

Crude oil prices have improved from their recent low in the \$35 US per barrel range to the high \$70's US per barrel. The combination of this price improvement and labour and materials cost deflation has helped restart a number of northern Alberta oil sands projects. As a result, the number of new camp projects that have been put out to bid has increased over the last few months. Horizon's investments in camp and catering facilities in the region should benefit from this increase in activity and help offset the continued depressed conventional oil and gas market.

The mining industry has seen an improvement in commodity prices and access to capital markets. Horizon has done substantial business with mining industry participants in the past and anticipates that a number of delayed projects will be coming back on-stream in the near future. Development of shale gas resources in remote regions of north-eastern British Columbia are in their early stages and the Corporation is exploring opportunities to enter this market.

Horizon's strong and improving financial position should ensure that the Corporation sees its way through these difficult economic times and allow it to take advantage of opportunities that might be available near the bottom of the economic cycle.

During the third quarter of 2009, the Corporation repaid \$1.8 million of bank borrowings and exited the quarter with \$58.8 million of borrowing capacity under its \$80.5 million bank credit facility. Also during the third quarter, the Corporation repurchased and cancelled 4,766,600 common shares for total cash consideration of \$5.8 million. The Corporation was of the view that its shares were undervalued in the market, and given its strong financial position the repurchase of shares represented an attractive investment that will benefit all shareholders.

Camps & Catering

Camps & Catering revenue is comprised of camp, catering and service revenue, camp and space sales, and space rental revenue as follows:

	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
<i>(000's except rental days and mandays)</i>				
Revenue from operations				
Camps, catering & service revenue	\$ 17,535	\$ 27,288	\$ 59,563	\$ 64,044
Camp sales revenue	6,184	6,563	21,424	16,190
Space sales revenue	1,321	2,787	2,616	7,190
Space rental revenue	1,063	1,084	3,154	3,657
Revenue from operations	\$ 26,103	\$ 37,722	\$ 86,757	\$ 91,081
Contract cancellation fee	-	-	8,000	-
Total Revenue	\$ 26,103	\$ 37,722	\$ 94,757	\$ 91,081
EBITDAS				
Operations	\$ 4,785	\$ 12,527	\$ 23,217	\$ 27,444
Contract cancellation fee	-	-	8,000	-
Total EBITDAS	\$ 4,785	\$ 12,527	\$ 31,217	\$ 27,444
Operating earnings				
Operations	\$ 896	\$ 7,779	\$ 9,885	\$ 15,549
Contract cancellation fee	-	-	8,000	-
Total Operating earnings	\$ 896	\$ 7,779	\$ 17,885	\$ 15,549
Bed rental days ⁽¹⁾	109,417	154,682	242,116	419,611
Catering mandays ⁽²⁾	87,439	117,959	203,910	326,056

(1) One bed rental day equals the rental of one bed for one day.

(2) One catering manday equals 3 meals for one person for one day.

Revenue from the Camps & Catering segment decreased by \$11,619,000 in the three months ended September 30, 2009 as compared to the three months ended September 30, 2008.

Camps, catering and service revenues decreased \$9,753,000 in the three months ended September 30, 2009 as compared to the three months ended September 30, 2008.

Revenues from the BlackSand facilities decreased by \$5,373,000 or 42% as compared to the same period in the prior year. Bed rental days decreased 28%, from 66,042 days in Q3 2008 to 47,287 days in Q3 2009 as occupancy levels increased steadily throughout Q3 2008 before peaking at 1,049 utilized beds in December 2008. In Q3 2009, the average number of utilized beds was 713. On a per bed rental day basis, revenues declined from \$196/day in Q3 2008 to \$160/day in Q3 2009 due to renegotiated contract terms with a major customer in Q2 2009, and a change in the mix of rooms with more craft rooms utilized as opposed to higher-priced executive rooms.

Revenues from conventional equipment decreased by \$4,341,000 or 29% as compared to the same period in the prior year. Bed rental days decreased by 30%, from 88,640 days in Q3 2008 to 62,130 days in Q3 2009, as overall support and service activity levels dropped. On a per bed rental day basis, revenues declined from \$106/day in Q3 2008 to \$81/day in Q3 2009 due to competitive pressures.

Revenues from service work remained consistent at \$4,954,000 in Q3 2009 as compared to \$4,992,000 Q3 2008, as service work followed specific camp sales and installation projects.

Combined camp and space sales revenues decreased \$1,845,000 in the three months ended September 30, 2009 as compared to the three months ended September 30, 2008. General economic pressures resulted in less overall demand for newly manufactured units as compared to the same period in the prior year. Sales of used units during the quarter came from older, lower valued units as increased competition drove down pricing.

EBITDAS and operating earnings were negatively affected by a number of factors compared to the same period in the prior year. Margins at the BlackSand facilities declined from 47% in Q3 2008 to 27% in Q3 2009 as overall rates charged decreased as part of the amended contract terms discussed above. Additionally, in Q3 2008 there were a significant number of beds billed on a take-or-pay basis for which full revenues were earned that did not have associated catering and housekeeping costs. Included in Q3 2009 were costs incurred to correct moisture accumulation problems at BlackSand of \$539,000 and costs related to the initial setup of the blast resistant structures business of \$177,000.

Matting

Matting revenue is comprised of mat rental revenue, mat sales, installation, transportation, service, and other revenue as follows:

	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
<i>(000's except rental days and mats)</i>				
Mat rental revenue	\$ 1,504	\$ 1,303	\$ 3,717	\$ 4,069
Mat sales revenue	1,220	7,387	3,340	10,337
Installation, transportation, service and other revenue	2,394	4,187	7,227	12,264
Total revenue	\$ 5,118	\$ 12,877	\$ 14,284	\$ 26,670
EBITDAS	\$ 1,791	\$ 2,926	\$ 4,073	\$ 6,511
Operating earnings (loss)	\$ 372	\$ 1,322	\$ (466)	\$ 1,833
Mat rental days	649,750	434,441	1,493,597	1,314,375
Average mats in rental fleet	13,421	18,398	13,125	18,054
Mats sold				
New mats	870	9,119	2,144	11,423
Used mats	1,738	330	3,828	1,719
Total mats sold	2,608	9,449	5,972	13,142

Revenue from the Matting segment decreased \$7,759,000 in the three months ended September 30, 2009 as compared to the three months ended September 30, 2008.

Mat rental revenues for the three months ended September 30, 2009 were \$201,000 higher than the three months ended September 30, 2008. Mat rental days were significantly higher during the quarter especially in the latter part of the quarter as rental days picked up considerably due to increasing activity related to shale gas development projects in north-eastern British Columbia. Mat utilization was considerably higher, with 53% of mats rented during the quarter as compared to 26% during the same period in the prior year. Mat rental rates in the quarter were \$2.31/mat rental day as compared to \$3.00/mat rental day in Q3 2008 with general economic conditions and competition having a negative effect on pricing.

Mat sales revenues for the three months ended September 30, 2009 were \$6,167,000 lower than the three months ended September 30, 2008. The total number of mats sold decreased significantly as customers shifted from mat purchases to mat rentals. The shift was a result of the type of projects being undertaken and a focus by customers on reducing capital expenditures. Revenue per mat sold was \$468/mat as compared to \$782/mat in the same period in 2008. The majority of mats sold in Q3 2009 were used mats which typically sell at a discount from new mats.

Installation, transportation, service and other revenue for the three months ended September 30, 2009 were \$1,793,000 lower than the three months ended September 30, 2008. The decrease was driven primarily by a drop in trucking activity as mat management customers remained focused on project specific services and reduced staging and strategic relocation work. There was also an increase in the amount of bundled services during the quarter, with transportation and installation services included within rental rates in order to compete more effectively on rental jobs.

EBITDAS and operating earnings decreased by \$1,135,000 and \$950,000 respectively, driven primarily by the decrease in overall mat sales as compared to the same period in the prior year. Rental margins were negatively impacted by competitive pressures and the bundling of transportation and installation services resulting in decreased margins for these services as well. Efforts are focused on reducing costs in a number of areas, including a shift in manufacturing towards construction of hybrid mats, which utilize a combination of oak and softwood material while still retaining structural rigidity and durability. The hybrid mats are less costly to manufacture, and their reduced weight helps lower trucking and installation costs.

Marine Services

Marine Services revenue is comprised of tug and barge revenue, barge camp revenue, and rental and other revenue as follows:

(000's)	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Tug revenue	\$ 517	\$ 3,281	\$ 547	\$ 3,632
Barge revenue	191	178	191	586
Barge camp revenue	75	185	3,033	3,299
Rental and other revenue	326	335	1,085	1,212
Total revenue	<u>\$ 1,109</u>	<u>\$ 3,979</u>	<u>\$ 4,856</u>	<u>\$ 8,729</u>
EBITDAS	\$ (175)	\$ 428	\$ 1,645	\$ 2,674
Operating (loss) earnings	\$ (468)	\$ 151	\$ 768	\$ 1,871

Revenues from the Marine Services segment for the three months ended September 30, 2009 decreased \$2,870,000 as compared to the same period in the prior year.

Tug and barge revenues were significantly lower in the three months ended September 30, 2009, down \$2,751,000 from the same period in the prior year as overall activity in the Northwest Territories was very slow. Very little work was contracted over the summer months during the period where the northern waterways are typically open. Similarly, barge camp revenue was very limited during the quarter.

Rental and other revenues were generated mainly from storage of equipment and supplies for customers and were consistent with the same period in 2008.

EBITDAS and operating earnings for the three months ended September 30, 2009 were \$603,000 and \$619,000 lower as compared to the same period in the prior year as a result of lower activity levels in the region, and several preventative maintenance projects which were begun during the quarter totalling \$610,000.

Corporate

Corporate costs are the costs of the head office which include the Chief Executive Officer, President, Chief Financial Officer, Vice President of Safety, Corporate Secretary, Corporate Accounting staff, and associated costs of supporting a public company. Overall cash costs were \$1,366,000 (excluding Stock Based Compensation and Depreciation & Amortization) in the three months ended September 30, 2009 as compared to \$1,499,000 in the same period in 2008. This decrease is largely a result of salary rollbacks implemented in the second quarter of 2009, led by senior management at 20%, and an overall focus on managing costs throughout the difficult economic times.

Other Items

Interest on operating lines of credit and long-term debt

Interest on operating lines of credit and long-term debt decreased to \$169,000 in the three months ended September 30, 2009 from \$722,000 in the three months ended September 30, 2008. This decrease is attributable to a decrease in the weighted average amount of debt held to \$18,946,000 in the three months ended September 30, 2009 as compared to \$52,896,000 in the three months ended September 30, 2008, and a reduction in interest rates.

Earnings on equity investments

Earnings on equity investments in the three months ended September 30, 2009 were \$260,000, generated primarily by Kitikmeot Caterers Ltd. ("Kitikmeot") which provided catering services to a mining project in Nunavut. Mackenzie Valley Logistics Inc. ("Mackenzie Valley") and Mackenzie Delta Integrated Oilfield Services Ltd. ("MDIOS") generated minimal income as activity in the Northwest Territories was very limited.

Liquidity and Capital Resources

The Corporation has a strong working capital position and borrowing capacity as set out below:

(000's)	September 2009	December 2008	Increase / (Decrease) \$
Current assets	\$ 40,511	\$ 50,465	\$ (9,954)
Operating lines of credit	8,206	8,834	(628)
Current liabilities excluding borrowings ⁽¹⁾	13,730	18,177	(4,447)
Current portion of long-term debt	255	488	(233)
Current liabilities	22,191	27,499	(5,308)
Working capital ⁽²⁾	18,320	22,966	(4,646)
Bank borrowings			
Operating lines of credit	\$ 8,206	\$ 8,834	\$ (628)
Senior secured revolving term facility	13,511	39,112	(25,601)
Total bank borrowings	21,717	47,946	(26,229)
Available bank lines ⁽³⁾	80,500	80,500	-
Borrowing capacity ⁽⁴⁾	\$ 58,783	\$ 32,554	\$ 26,229

(1) Calculated as the sum of bank indebtedness, accounts payable and accrued liabilities and deferred revenue.

(2) Calculated as current assets less current liabilities.

(3) Includes \$80,000,000 available to Horizon and \$1,000,000 (Horizon's 50% portion - \$500,000) available to Horizon's joint venture, Arctic Oil & Gas Services Inc.

(4) Calculated as available bank lines less total bank borrowing.

In the nine months ended September 30, 2009, Horizon's working capital position decreased \$4,646,000 and bank borrowings decreased \$26,229,000. Bank borrowings were reduced in the nine months ending September 30, 2009 using the cash flow from operations and proceeds from the sale of used equipment which remained after funding capital additions.

During the three and nine months ended September 30, 2009, the Corporation spent \$1,605,000 and \$9,675,000 on capital asset additions respectively. Year to date capital spending was related to the addition of 3,485 hybrid mats to the Matting rental fleet to replenish mats sold, camp rental assets, the expansion of camp manufacturing capacity in Grande Prairie, vehicle replacements, leasehold improvements, camp and catering supplies, and other miscellaneous additions. Horizon evaluates and manages its capital spending plans taking into account proceeds from disposals, which at September 30, 2009 totaled \$8,196,000.

The Corporation was granted approval from the Toronto Stock Exchange for a normal course issuer bid to repurchase up to a maximum of 7,426,978 common shares of the Corporation over the period from July 24, 2009 to July 23, 2010. All shares repurchased will be cancelled. As at November 5, 2009 4,766,600 shares have been repurchased for cancellation for total cash consideration of \$5,841,088.

The Corporation does not anticipate having any issues with respect to credit facility covenant violations. The Corporation is in compliance with its four debt covenants on its bank borrowings as set out below:

Debt Covenant	September 30, 2009
Current ratio ⁽¹⁾ – must be greater than 1.2:1	1.83:1
Debt ⁽²⁾ to EBITDAS ⁽³⁾⁽⁴⁾ – must be less than 2:1	0.5:1
Debt service coverage ⁽⁵⁾ – must be greater than 1.5:1	23.8:1
Debt ⁽²⁾ to total capitalization ⁽⁶⁾ – must be less than 0.5:1	0.11:1

(1) Current ratio is calculated as ratio of current assets to current liabilities.

(2) Calculated as the sum of operating lines of credit and long-term debt.

(3) EBITDAS (Earnings before interest, taxes, depreciation, amortization, gain/loss on disposal of property, plant and equipment and stock based compensation) is not a recognized measure under Canadian generally accepted accounting principles (GAAP). Management believes that in addition to net earnings, EBITDAS is a useful supplemental measure as it provides an indication of the Corporation's ability to generate cash flow in order to fund working capital, service debt, pay current income taxes and fund capital programs. Investors should be cautioned, however, that EBITDAS should not be construed as an alternative to net earnings determined in accordance with GAAP as an indicator of the Corporation's performance. Horizon's method of calculating EBITDAS may differ from other entities and accordingly, EBITDAS may not be comparable to measures used by other entities.

(4) Debt to EBITDAS is calculated as the ratio of debt to trailing 12 months EBITDAS.

(5) Debt service coverage is calculated as the ratio of trailing 12 months EBITDAS less cash taxes to debt service. EBITDAS less cash taxes is calculated as the trailing 12 months EBITDAS less trailing 12 months current tax expense. Debt service is calculated as the sum of trailing 12 months interest expense on operating lines of credit, trailing 12 months interest expense on long-term debt and current portion of long-term debt.

(6) Debt to total capitalization is calculated as the ratio of debt to total capitalization. Total capitalization is calculated as the sum of debt and shareholder's equity.

Quarterly Summary of Results

	Three months ended			Nine months ended
	March 2009	June 2009	September 2009	September 2009
<i>(000's except per share amounts)</i>				
Revenue	\$ 38,638	\$ 42,126	\$ 32,048	\$ 112,812
EBITDAS	12,090	15,309	5,035	32,434
Operating earnings (loss)	5,110	9,157	(571)	13,696
Net earnings (loss)	3,702	5,883	(105)	9,480
Net earnings per share	\$0.03	\$0.05	\$0.00	\$0.09
Net earnings per share - diluted	\$0.03	\$0.05	\$0.00	\$0.09

	Three months ended				Year ended
	March 2008	June 2008	September 2008	December 2008	December 2008
<i>(000's except per share amounts)</i>					
Revenue	\$ 41,409	\$ 28,943	\$ 53,692	\$ 56,735	\$ 180,779
EBITDAS	12,170	4,809	14,273	13,891	45,143
Operating earnings (loss)	6,758	(1,051)	7,453	6,926	20,086
Net earnings (loss)	4,535	(1,150)	5,004	(106,338)	(97,949)
Net earnings (loss) per share	\$0.04	(\$0.01)	\$0.05	(\$0.96)	(\$0.89)
Net earnings (loss) per share - diluted	\$0.04	(\$0.01)	\$0.05	(\$0.96)	(\$0.89)

	Three months ended				Year ended
	March 2007	June 2007	September 2007	December 2007	December 2007
<i>(000's except per share amounts)</i>					
Revenue	\$ 34,884	\$ 20,698	\$ 19,277	\$ 20,987	\$ 95,846
EBITDAS	10,317	4,069	5,199	3,469	23,054
Operating earnings (loss)	6,741	711	1,511	(1,199)	7,764
Net earnings	4,504	754	605	217	6,080
Net earnings per share	\$0.05	\$0.01	\$0.01	\$0.00	\$0.07
Net earnings per share - diluted	\$0.05	\$0.01	\$0.01	\$0.00	\$0.07

In the year ended December 31, 2007, prior to the acquisition of Northern Trailer Ltd. ("Northern") and the completion of the BlackSand Executive Lodge, the Corporation's Camps & Catering segment derived a substantial portion of its revenue from servicing customers in Canada's conventional oil and gas industry. The ability to move equipment in the Canadian oil and gas fields is dependent on weather conditions. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out. The duration of this "spring break up" has a direct impact on the activity levels of the Camps & Catering segment. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen hard enough to support equipment. The timing of freeze up and break up affects the ability to move equipment in and out of these areas. As a result, late March through May was traditionally the segment's slowest time.

Northern is much less seasonal than the traditional Camps & Catering operations as it derives most of its revenues from industries which operate year-round. The BlackSand Executive Lodge derives its revenues primarily from oil sands development projects which also operate year-round. The addition of Northern on November 30, 2007 and the addition of the BlackSand Executive Lodge in the third quarter of 2008 significantly reduced the seasonality which previously affected the Camps & Catering segment.

The Matting segment's services are utilized to allow operations to gain access to areas with soft ground conditions. As a result, the busiest time for its rental operations is typically between spring break up and winter freeze up. In 2007, the Matting segment saw a shift in its revenue generating activities. Utilization of the rental fleet remained strong in the second half of the year due primarily to increased work on in situ oil sands projects which tend to have more year-round activity. Mat sales, which have traditionally occurred in the first quarter after Christmas and before spring break up, also got off to an early start with some sizable orders being filled in the fourth quarter of 2007. In 2008, the revenue mix shifted again, resulting in mat rentals which were relatively consistent in each of the quarters, but reduced from the previous year, and significant mat sales in the third and fourth quarters of 2008. In 2009, mat sales volumes have remained relatively consistent quarter to quarter, with a slight drop in the second quarter, while mat rentals have been

steadily increasing from quarter to quarter. Service and other revenue was down significantly, especially in the first and third quarters as compared to prior years.

The Corporation operates marine transportation equipment in Canada's northern regions. Due to winter climate conditions, northern waterways are typically usable by tug and barge traffic from mid-June to mid-October each year. As a result, the Corporation's marine transportation services revenue has typically been concentrated in this period of each year. However, the barges and barge camps were used to facilitate winter projects in the winter drilling seasons for 2007 and 2008, resulting in higher revenues in the fourth quarters of both 2007 and 2008 and the first quarters of 2008 and 2009. Demand for marine transportation services in the 2009 summer season was significantly impacted by the overall economic conditions, with very little activity during the third quarter.

Risks and Uncertainties

Volatility of Oil, Natural Gas and Mining Industry Conditions

The demand, pricing and terms for Horizon's Camps & Catering, Matting, and Marine Services businesses depends upon the level of industry activity for oil, natural gas and mineral exploration and development in the western Canadian provinces, the Northwest Territories and Nunavut. Industry conditions are influenced by numerous factors over which Horizon has no control, including: the level of oil and gas and mineral prices; expectations about future oil and gas and mineral prices; the cost of exploring for, producing and delivering oil and gas and minerals; the expected rates of declining current production; the discovery rates of new oil and gas and mineral reserves; available pipeline and other oil and gas transportation capacity; demand for oil, gas and minerals; worldwide weather conditions; global political, military, regulatory and economic conditions; and the ability of oil and gas and mining companies to raise equity capital or debt financing for exploration and development work.

The level of activity in the oil and gas and mineral exploration and production industries is volatile. No assurance can be given that expected trends in oil and gas and mineral production activities will continue or that demand for transportation services will reflect the level of activity in the industry. Any prolonged substantial reduction in oil and natural gas and mineral prices would likely affect oil and gas and mineral production levels and therefore affect the demand for services to oil and gas and mining customers. A material decline in oil or gas or mineral prices or industry activity in any of the areas in which Horizon operates could have a material adverse effect on Horizon's business, financial condition and results of operations.

Status of Northern Development Projects

Horizon is positioning its business to participate in northern development projects that currently have not received final regulatory approval. No assurance can be given that these projects will ultimately receive approval to proceed

Seasonal Operations

Each of Horizon's businesses has seasonal aspects. Camps & Catering is exposed to the seasonality of the western Canadian oil and gas drilling industry where the busiest months are January through March and the slowest months are April through June. The Matting segment is busiest in the spring and summer months of April through September when soft ground conditions hinder the movement of heavy equipment. The Marine Services segment operates in Canada's northern regions where waterways are typically usable by tug and barge traffic from mid-June to mid-October each year. Therefore, marine transportation revenue is concentrated in this period of each year, while its barges and barge camps were used to facilitate winter projects in the winter drilling seasons for 2007 and 2008, resulting in higher revenues in the fourth quarters of both 2007 and 2008 and the first quarters of 2008 and 2009.

Competition

Horizon provides Camps & Catering, Matting and Marine Services primarily to oil and gas and mineral exploration and production companies in the western Canadian provinces and northern Canadian Territories. The service businesses in which Horizon operates are highly competitive. To be successful, Horizon has to provide services that meet the specific needs of its clients at competitive prices. The principal competitive factors in the markets in which Horizon operates are service, quality, availability, reliability and performance of equipment used to perform its services, technical knowledge and experience and reputation for safety and price. Horizon competes with several competitors that are both smaller and larger than it is. These competitors offer similar services in all geographic areas in which Horizon operates. As a result of competition, Horizon's business, financial condition and results of operations could be adversely affected.

Reduced levels of activity in the oil and natural gas and mining industries can intensify competition and result in lower revenue to Horizon. Variations in the exploration and development budgets of oil and natural gas and mining companies, which are directly affected by fluctuations in energy prices and mineral prices, the cyclical nature and competitiveness of the oil and natural gas and mining industries and governmental regulation, will have an effect upon Horizon's ability to generate revenue and earnings.

Credit Risk

A substantial portion of Horizon's accounts receivable are with customers involved in the oil and gas and mining industries, whose revenues may be impacted by fluctuations in commodity prices. Collection of these receivables could be influenced by economic factors affecting the oil and gas and mining industries.

Additional Funding Requirements

Horizon's cash flow may not be sufficient to fund its ongoing activities at all times. From time to time, Horizon may require additional financing. Failure to obtain such financing on a timely basis could cause Horizon to miss certain acquisition opportunities or reduce its operations. If Horizon's revenues decrease, it will affect Horizon's ability to expend the necessary capital to maintain its operations. If Horizon's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available on terms acceptable to Horizon.

Issuance of Debt

From time to time, Horizon may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase Horizon's debt levels above industry standards. Horizon may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms. Neither Horizon's articles nor its by-laws limit the amount of indebtedness that Horizon may incur. The level of Horizon's indebtedness from time to time could impair its ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Labour Relations

The largest component of Horizon's overall expenses is salary, wages, benefits and payments to employees, agents and contractors. Any significant increase in these expenses could impact the financial results of Horizon. In addition, Horizon will be at risk if there are any labour disruptions. Horizon believes that it has and will continue to foster a positive relationship with employees, agents and contractors.

Aboriginal Relationships

A key part of Horizon's business is development and maintenance of positive relationships with the aboriginal people and communities in the areas where Horizon operates. These relationships are important to Horizon's operations and customers who desire to work in these regions. The inability to develop and maintain relationships and to be in compliance with local requirements could adversely affect Horizon's business strategy, growth and profitability.

Agreements and Contracts

The business operations of Horizon depend on successful execution of performance-based contracts. The key factors which will determine whether a client will continue to use Horizon will be service quality and availability, reliability and performance of equipment used to perform its services, technical knowledge and experience, reputation for safety and competitive price. There can be no assurance that Horizon's relationship with its customers will continue, and a significant reduction or total loss of the business from these customers, if not offset by sales to new or existing customers, could have a material adverse effect on Horizon's business, financial condition and results of operations.

Significant Customer

In the nine months ended September 30, 2009, 28% of the Corporation's revenue was attributable to one customer. Under Horizon's multi-year contract with this customer, these significant contributions to consolidated revenues are expected to continue. The loss of this contracted source of revenue could have a substantial negative impact on the Corporation's future results from operations.

Reliance on Key Personnel

Horizon's success depends in large measure on certain key personnel. The loss of services of such key personnel could have a material adverse effect on Horizon. Horizon does not have key person insurance in effect for management. The contributions of these individuals to the immediate operations of Horizon are likely to be of central importance. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of Horizon.

Camp Permits

In most cases, permits issued by government agencies are required to set up and operate remote work camp facilities. The issuance of permits is dependent upon water and waste treatment alternatives available, road traffic volumes and fire conditions in forested areas. Failure to receive or renew permits could have a negative impact on the business of the Camps & Catering segment.

Government Regulation

The operations of Horizon are subject to a variety of federal, provincial and local laws of Canada, 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. Horizon invests financial and managerial resources to ensure such compliance. Although such expenditures are generally not material to service providers, such laws or regulations are subject to change. Accordingly, it is impossible for Horizon to predict the cost or impact of such laws and regulations on its future operations.

Environmental Regulation

Canada is a signatory to the United Nations Framework Convention on Climate Change and has ratified the Kyoto Protocol established thereunder to set legally binding targets to reduce nation-wide emissions of carbon dioxide, methane, nitrous oxide and other so-called "greenhouse gases". The Government of Canada has put forward a Climate Change Plan for Canada which suggests further legislation will set greenhouse gases emission reduction requirements for various industrial activities, including oil and gas exploration and production. Future federal legislation, together with provincial emission reduction requirements may require the reduction of emissions or emissions intensity from Horizon's operations and facilities. Mandatory emissions reductions may result in increased operating costs and capital expenditures for oil and gas and mining industry participants, thereby decreasing the demand for Horizon's services. The mandatory emissions reductions may also impair Horizon's ability to provide its services economically. Management is unable to predict the impact of the Kyoto Protocol or other provincial emissions targets on Horizon and it is possible that it will adversely affect Horizon's business, financial condition and results of operations.

The Alberta Provincial Government has recently introduced regulations to govern and accelerate the reclamation of tailings ponds used in the operations of oilsands mining facilities. These regulations will likely result in higher operating costs for our customers in the region, putting further pressure on project economics.

Other Risks

Due to the nature of Horizon's business, it is subject to a number of regulations, environmental laws and risks associated with lawsuits arising from accidents and claims. Horizon manages these risks through a combination of quality management, training and by securing insurance coverage to protect the assets of Horizon in the event of litigation.

Critical Accounting Estimates

This Management's Discussion and Analysis of the Corporation's financial condition and results of operations is based on its consolidated financial statements which are prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). The Corporation's accounting policies used to prepare the unaudited interim consolidated financial statements are consistent with those used in the preparation of the Corporation's consolidated audited financial statements for the year ended December 31, 2008 except as noted in the unaudited interim consolidated financial statements. The presentation of these financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. These estimates and judgments are based on historical experience and on various assumptions that are believed to be reasonable under the circumstances. Anticipating future events cannot be done with certainty, therefore these estimates may change as new events occur, more experience is acquired and as the Corporation's operating environment changes.

The accounting estimates believed to be the most difficult, subjective or complex judgments and which are the most critical to the reporting of results of operations and financial positions are as follows:

Impairment of Long-Lived Assets

Long-lived assets, which include property, plant and equipment and intangible assets, comprise the majority of the Corporation's assets. Management assesses the carrying value of long-lived assets on a periodic basis for indications of impairment. Indications of impairment include an ongoing lack of profitability and significant changes in our competitors' positions in the market. When an indication of impairment is present, a test for impairment is carried out by comparing the carrying value of the asset to its net fair value. If the carrying amount is greater than the net fair value, the asset would be considered impaired and an impairment loss would be recognized to reduce the asset's carrying value to its estimated fair value.

Depreciation & Amortization

Horizon's property, plant and equipment and its intangible assets are depreciated and amortized based upon estimates of useful lives and salvage values. These estimates may change as more experience is gained, market conditions shift or new technological advancements are made.

Income Taxes

The Corporation uses the asset and liability method which takes into account the differences between financial statement treatment and tax treatment of certain transactions, assets and liabilities. Future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are established to reduce future tax assets when it is more likely than not that some portion or all of the asset will not be realized. Estimates of future taxable income and the continuation of ongoing prudent tax planning arrangements have been considered in assessing the utilization of tax losses. Changes in circumstances and assumptions and clarifications of uncertain tax regulations may require changes to the valuation allowance associated with the Corporation's future tax assets.

The Corporation's business and operations are complex and the Corporation executed a number of significant financings, business combinations and acquisitions, specifically in 2006 and 2007. Computation of the provision for income taxes as a result of the transactions involves many complex factors as well as the Corporation's interpretation of relevant tax legislation and regulations. The Corporation's management believes that the provision for income tax is adequate.

Changes in Accounting Policies

Effective January 1, 2009, the Corporation has adopted the new Canadian accounting standards for goodwill and intangible assets which establish standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. The adoption of this standard did not have a material impact on the operations or financial position of the company.

Transition to International Financial Reporting Standards

In January 2006, the Canadian Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. In February 2008, as part of its strategic plan, the AcSB confirmed that Canadian publicly accountable entities will be required to report under International Financial Reporting Standards ("IFRS"), which will replace Canadian GAAP for years beginning on or after January 1, 2011. An omnibus exposure draft was issued by the AcSB in the second quarter of 2008, which incorporates IFRS into the CICA Handbook and prescribes the transitional provisions for adopting IFRS. In March 2009, the AcSB issued a second omnibus exposure draft which confirms the IFRS transition date as January 1, 2011 for all Canadian publicly accountable enterprises. These standards will require the Corporation to begin reporting under IFRS in the first quarter of fiscal 2011 with comparative data for the prior year.

The Corporation commenced its IFRS transition project in the fourth quarter of 2008 which includes three key phases: Initial assessment, Design and development and Implementation.

Initial assessment - In the fourth quarter of 2008, the Corporation established its IFRS project team and retained an independent accounting firm to assist in performing the initial assessment of the differences between current GAAP and IFRS which will impact the Corporation. The Corporation has developed a preliminary timeline to comply with the changeover date, recognizing that specific project activities and timelines may change as a result of future developments.

Design and development - The Corporation is currently working through its in-depth review of accounting and reporting differences and is in the process of evaluating and selecting appropriate IFRS accounting policies as well as examining potential IFRS 1 exemptions. The Corporation has taken steps to evaluate the impact on information systems, internal controls and business activities. Training has been provided to key employees impacted by the conversion process and will continue throughout the transition.

Implementation - This phase includes the integration of solutions into processes and financial systems required for the conversion to IFRS and for the parallel reporting required during the year of transition. Required system and process changes are planned to be completed by the end of the first quarter of 2010. The Corporation is monitoring the International Accounting Standards Board's active projects and all changes to IFRS prior to January 1, 2011 will be incorporated as required.

The transition from Canadian GAAP to IFRS is a significant undertaking that may materially affect the Corporation's reported financial position and results of operations.

Financial Instruments and Risk Management

Financial instruments of the Corporation consist of: cash and cash equivalents, trade accounts receivable, operating lines of credit, trade accounts payable and accrued liabilities, income taxes receivable and payable and long-term debt.

The carrying value of cash and cash equivalents, trade accounts receivable, trade accounts payable and accrued liabilities and income taxes receivable and payable approximate their fair value due to the relatively short period to maturity of the instruments. The fair value of operating lines of credit and long-term debt approximates their carrying values as they bear interest at floating rates.

The Corporation is exposed to a number of different financial risks arising from normal course business operations as well as through the Corporation's financial instruments. These risk factors include credit risk, liquidity risk, and market risk including currency exchange risk and interest rate risk.

The Corporation's risk management practices include identifying, analyzing and monitoring the risks faced by the Corporation. The following presents information about the Corporation's exposure to each of the risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital:

(a) Credit risk:

Credit risk is the risk that a customer will be unable to pay amounts due causing a financial loss. The Corporation's practice is to manage credit risk by examining each new customer individually for credit worthiness before the Corporation's standard payment terms are offered. The Corporation's review may include financial statement review, credit references, or bank references. Customers that lack credit worthiness transact with the Corporation on a prepayment only basis.

The Corporation constantly monitors individual customer trade receivables, taking into consideration industry, aging profile, maturity, payment history and existence of previous financial difficulties in assessing credit risk. A formal review is performed each month for each subsidiary, focusing on amounts which have been outstanding for periods which are considered abnormal for each customer. The Corporation establishes an allowance for doubtful accounts for specifically identifiable customer balances which are assessed to have credit risk exposure.

The following shows the aged balances of accounts receivable:

(000's)	September 2009	December 2008
Neither impaired nor past due	\$ 10,826	\$ 16,513
Impaired	617	548
Outstanding 31-60 days	2,771	7,481
Outstanding 61-90 days	539	5,122
Outstanding more than 90 days	863	6,111
Total	\$ 15,616	\$ 35,775
Allowance for doubtful accounts	(617)	(548)
Accrued revenue	1,837	2,315
Other receivables	8,334	331
Total accounts receivable	\$ 25,170	\$ 37,873

In the nine months ended September 30, 2009, the Corporation provided an allowance for \$180,000 of receivables aged greater than 90 days. The Corporation also applied \$111,000 of allowance for doubtful accounts against the associated receivable balance. As at November 5, 2009 the Corporation has collected \$283,000 on amounts outstanding more than 90 days.

(b) Liquidity risk:

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation believes that it has access to sufficient capital through internally generated cash flows and committed credit facilities to meet current spending forecasts.

To manage liquidity risk, the Corporation forecasts operational results and capital spending on a regular basis. Actual results are compared to these forecasts to monitor the Corporation's ability to continue to meet spending forecasts. In addition, the Corporation increased its credit facilities in the third quarter of 2008 to the following:

- \$20,000,000 revolving credit facility secured by a floating charge on land, a first floating charge on all present and after-acquired real property, and a first ranking security interest in all personal property of the

Corporation and its wholly owned subsidiaries. Interest is payable at the bank prime rate plus 1.00% (September 30, 2009 – 3.25%).

- \$60,000,000 senior secured revolving term facility secured by a floating charge on land, a first floating charge on all present and after-acquired real property, and a first ranking security interest in all personal property of the Corporation and its wholly owned subsidiaries. Interest is payable at the bank prime rate plus 1.50% (September 30, 2009 – 3.75%).

The following shows the timing of cash outflows relating to trade and other payables and funded debt.

(000's)	September 2009		December 2008	
	Trade and other payables ⁽¹⁾	Funded debt ⁽²⁾	Trade and other payables ⁽¹⁾	Funded debt ⁽²⁾
Year 1	\$ 13,730	\$ 8,461	\$ 18,177	\$ 9,322
Year 2	-	3,906	-	16,224
Year 3	-	6,600	-	19,200
Year 4	-	2,750	-	3,200
Year 5	-	-	-	-
	\$ 13,730	\$ 21,717	\$ 18,177	\$ 47,946

(1) Trade and other payables include bank indebtedness, accounts payable and accrued liabilities, deferred revenues.

(2) Funded debt includes operating lines of credit and long-term debt. Horizon's senior secured revolving term facility reached its term on February 1, 2009. The facility was renewed and extended to its next renewal date of February 1, 2010 and has been assumed to be termed out on the next renewal date.

(c) Market risk:

Market risk is the risk or uncertainty arising from possible market price movements and their impact on future performance of the Corporation. The market price movements that could adversely affect the value of the Corporation's financial assets, liabilities and expected future cash flows include foreign currency exchange risk and interest rate risk. As the Corporation's exposure to foreign currency exchange risk and interest rate risk is limited, the Corporation does not currently hedge its financial instruments.

Foreign currency exchange risk

The Corporation has limited exposure to foreign currency exchange risk as sales and purchases are typically denominated in Canadian Dollars (CAD). The Corporation's exposure to foreign currency exchange risk arises from the purchase of some raw materials which are denominated in U.S. Dollars (USD). Raw material purchases affect inventory, capital assets, cost of goods sold and depreciation expense balances, therefore, sensitivity analysis is limited to cash used in operating activities. The effect of a \$0.01 increase in the USD/CAD exchange rate would decrease cash used in operating activities for the three and nine months ended September 30, 2009 by less than \$4,000. This assumes that the quantity of USD raw material purchases in the three and nine months ended September 30, 2009 remains unchanged and that the change in the USD/CAD exchange rate is effective from the beginning of the year.

Interest rate risk

The Corporation is exposed to interest rate risk as changes in interest rates may affect interest expense and future cash flows. The primary exposure is related to the Corporation's revolving and senior secured revolving term facility which bear interest at rates of prime plus 1.00% and prime plus 1.50%, respectively. If prime were to have increased by 1%, it is estimated that the Corporation's net earnings would have decreased by approximately \$47,000 and \$240,000 for the three and nine months ended September 30, 2009, respectively. This assumes that the amount and mix of fixed and floating rate debt in the three and nine months ended September 30, 2009 remains unchanged and that the change in interest rates is effective from the beginning of the year.

Management's Report on Disclosure Controls and Procedures and Internal Control Over Financial Reporting

Disclosure Controls & Procedures

Disclosure controls and procedures (DC&P) are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure.

As at December 31, 2008, an evaluation was carried out, under the supervision of the CEO and the CFO, of the effectiveness of the design and operation of Horizon's DC&P as defined by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings.

Based on that evaluation, the CEO and CFO concluded that Horizon's DC&P were effective to ensure that information required to be disclosed in the reports that Horizon files or submits under Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified therein.

As at September 30, 2009, there were no changes in Horizon's DC&P that occurred during the nine months ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, Horizon's DC&P. Horizon will continue to periodically evaluate Horizon's DC&P and will make any modifications from time-to-time as deemed necessary.

Internal Control Over Financial Reporting

Internal control over financial reporting (ICFR) is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with Canadian GAAP. Management is responsible for establishing and maintaining adequate ICFR.

Horizon's ICFR includes policies and procedures that pertain to the maintenance of records that provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with Canadian GAAP and that receipts and expenditures are being made only in accordance with authorizations of management and directors; pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and disposition of our assets; and are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our annual and interim consolidated financial statements.

Because of its inherent limitations, ICFR can only provide reasonable assurance and may not prevent or detect all misstatements. Additionally, projections of an evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management, under the supervision of the CEO and the CFO, evaluated the effectiveness of Horizon's ICFR based on the framework and criteria established in *Internal Control – Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based on this evaluation, management has concluded that the design and operating effectiveness of Horizon's ICFR was effective as of December 31, 2008.

As at September 30, 2009, there were no changes in Horizon's ICFR that occurred during the Nine months ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, Horizon's ICFR. Horizon will continue to periodically evaluate Horizon's ICFR and will make any modifications from time-to-time as deemed necessary.

Changes in Internal Control over Financial Reporting

During the three months ended September 30, 2009, Horizon made no changes to the internal controls over financial reporting.

Transactions with Related Parties

Description of related party	September 30, 2009		September 30, 2008		
	Three months	Nine months	Three months	Nine months	
Corporation of which a director of Horizon is an officer	Purchases	\$ -	\$ 17,000	\$ 15,000	\$ 78,000
	Sales	342,000	416,000	11,000	34,000
	Included in Trade AR	361,000	361,000	17,000	17,000
	Included in Trade AP	-	-	53,000	53,000
Corporation of which a director of Horizon is an officer and an officer of Horizon is a director	Purchases	57,000	79,000	11,000	158,000
	Sales	9,000	34,000	13,000	39,000
	Included in Trade AR	3,000	3,000	3,000	3,000
	Included in Trade AP	(1,000)	(1,000)	12,000	12,000
Corporation which is a significantly influenced investee	Included in Trade AR	66,000	66,000	161,000	161,000
	Included in Trade AP	-	-	14,000	14,000
Corporation which is a significantly influenced investee	Purchases	-	-	27,000	77,000
	Sales	1,150,000	3,958,000	1,555,000	5,561,000
	Recovery of administrative overhead	22,500	113,500	16,000	128,000
	Included in Trade AR	168,000	168,000	1,337,000	1,337,000
	Included in Trade AP	-	-	20,000	20,000
Corporation which is a significantly influenced investee	Purchases	13,000	109,000	-	52,000
	Sales	130,000	265,000	-	107,000
	Recovery of administrative overhead	238,000	607,000	-	-
	Included in Trade AR	126,000	126,000	172,000	172,000
	Included in Trade AP	3,000	3,000	-	-
Corporation which is a significantly influenced investee	Interest earned	500	2,500	-	-
Corporation which is a jointly controlled investee	Purchases	19,000	74,000	206,000	237,000
	Sales	65,000	115,000	132,000	183,000
	Rent charged	20,000	74,000	-	-
	Recovery of administrative overhead	15,000	69,000	33,000	99,000
	Included in Trade AR	11,000	11,000	66,000	66,000
	Included in Trade AP	2,000	2,000	124,000	124,000
Corporation which is jointly controlled by one of the directors of Horizon	Rent paid	14,000	43,000	19,000	43,000

All related party transactions in the normal course of operations have been measured at the agreed to exchange amounts, which is the amount of consideration established and agreed to by the related parties and which is similar to those negotiated with third parties.

Outstanding Shares

Horizon has 105,633,763 voting common shares issued and outstanding with a book value of \$246,334,000 as at November 5, 2009.

Off Balance Sheet Financing

Horizon has no off balance sheet financing.

Contractual Obligations and Contingencies

There have been no changes to Horizon's contractual obligations and contingencies for the three months ended September 30, 2009.

Caution Regarding Forward-Looking Information and Statements

Certain statements contained in this Management Discussion and Analysis (“MD&A”), constitute forward-looking statements or information. These statements relate to future events or future performance of Horizon. All statements other than statements of historical fact are forward-looking statements. The use of any of the words “*anticipate*”, “*plan*”, “*continue*”, “*estimate*”, “*expect*”, “*may*”, “*will*”, “*project*”, “*predict*”, “*potential*”, “*should*”, “*believe*” and similar expressions are intended to identify forward-looking statements.

In particular such forward-looking statements include:

- a) Under the heading “Outlook” the following:

“Horizon’s customers in the conventional oil and gas exploration and production business have seen their cash flows reduced dramatically by lower commodity prices, which has lead to 2009 drilling activity declining to levels not seen in over a decade. Relief from this situation is unlikely to occur until general economic activity improvements spur increased industrial demand for commodities, in particular for natural gas.”

The foregoing statement is based on the assumption that relief from the severe economic downturn that has been experienced over the last fiscal year will not moderate unless demand for commodities, particularly natural gas, increases.

Also under the heading “Outlook” the statement that “Horizon’s strong and improving financial position should ensure that the Corporation sees its way through these difficult economic times and allow it to take advantage of opportunities that might be available near the bottom of the economic cycle,” which is a statement based on the assumption that Horizon’s financial position is strong enough to meet ongoing distressed economic conditions and that such financial condition will allow it to take advantage of new opportunities.

These foregoing assumptions are subject to the risks that the general and local downturn could get worse than currently anticipated, which could further reduce Horizon’s business activities and financial condition. Those risks are further described under the section headed “Risks and Uncertainties”.

- b) Also under the heading “Outlook” the statement that:

“Crude oil prices have improved from their recent low in the \$35 US per barrel range to the high \$70’s US per barrel. The combination of this price improvement and labour and materials cost deflation has helped restart a number of northern Alberta oil sands projects. As a result, the number of new camp projects that have been put out to bid has increased over the last few months. Horizon’s investments in camp and catering facilities in the region should benefit from this increase in activity and help offset the continued depressed conventional oil and gas market.”

The foregoing statement is based on the assumption that the increased oil price will increase oil sands activities.

That assumption is subject to the risk that oil prices could decrease to the point that it impairs present plans of oil sands participants to restart or increase current anticipated levels of activities which could have a negative impact on Horizon’s business.

- c) Also under the heading “Outlook” the statement that:

“The mining industry has seen an improvement in commodity prices and access to capital markets. Horizon has done substantial business with mining industry participants in the past and anticipates that a number of delayed projects will be coming back on-stream in the near future. Development of shale gas resources in remote regions of north-eastern British Columbia are in their early stages and the Corporation is exploring opportunities to enter this market.”

Such statement is based on the assumption that the improved access to capital markets by the mining industry could lead to increased activity and possibly increased business for Horizon due to its historical business with mining clients. That assumption is subject to the risks that mining industry activity may not increase or if it does such may not result in increased business for Horizon.

- d) An additional forward-looking statement is included under the heading “Liquidity and Capital Resources” which states the following:

“The Corporation does not anticipate having any issues with respect to covenant violations.”

The foregoing statement assumes that there are no significant adverse changes to the cash flow from operations of the Corporation and the risk to that assumption is that the current adverse economic conditions could significantly worsen to the point that the Corporation is not able to meet its financial covenants.

HORIZON NORTH LOGISTICS INC.

Consolidated Balance Sheets

September 30, 2009 and December 31, 2008 (Unaudited)

(000's)	September 2009	December 2008
Assets		
Current assets:		
Cash	\$ 122	\$ -
Accounts receivable	25,170	37,873
Inventory	12,458	9,960
Prepaid expenses	2,146	1,682
Income tax receivable	615	950
	40,511	50,465
Property, plant and equipment, net	138,655	147,924
Goodwill	441	-
Intangible assets, net	37,255	43,032
Long-term investments (Note 5)	6,023	5,760
	\$ 222,885	\$ 247,181
Liabilities and Shareholders' Equity		
Current liabilities:		
Bank indebtedness	\$ -	\$ 1,776
Operating lines of credit	8,206	8,834
Accounts payable and accrued liabilities	10,718	14,234
Deferred revenue	3,012	2,167
Current portion of long-term debt (Note 6)	255	488
	22,191	27,499
Long-term debt (Note 6)	13,256	38,624
Future income tax liability	14,021	11,456
	49,468	77,579
Shareholders' equity:		
Share capital (Note 9)	246,334	257,505
Contributed surplus (Note 9)	11,070	5,564
Deficit	(83,987)	(93,467)
	173,417	169,602
	\$ 222,885	\$ 247,181

See accompanying notes to the consolidated financial statements.

HORIZON NORTH LOGISTICS INC.

Consolidated Statements of Operations and (Deficit) Retained Earnings

Three and nine months ended September 30, 2009 and 2008 (Unaudited)

<i>(000's except per share amounts)</i>	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Revenue	\$ 32,048	\$ 53,692	\$ 112,812	\$ 124,044
Expenses:				
Cost of goods sold	5,585	11,776	18,305	22,854
Operating	19,140	25,394	55,252	62,622
General and administrative	2,255	2,215	6,776	7,234
Stock based compensation	74	446	182	1,448
Depreciation of property, plant and equipment	3,655	4,114	13,205	9,857
Amortization of intangible assets	2,244	2,242	6,728	6,726
(Gain) loss on disposal of property, plant and equipment	(367)	18	(1,377)	61
Foreign exchange loss	33	34	45	82
	32,619	46,239	99,116	110,884
Operating (loss) earnings	(571)	7,453	13,696	13,160
Interest income	(8)	(6)	(27)	(14)
Interest expense on operating lines of credit	42	129	194	476
Interest expense on long-term debt	127	593	981	1,234
(Earnings) loss on equity investments	(260)	28	(503)	(409)
(Loss) earnings before income taxes	(472)	6,709	13,051	11,873
Income taxes (Note 8)				
Current tax expense	74	2,807	935	4,845
Future tax (recovery) expense	(441)	(1,102)	2,636	(1,361)
	(367)	1,705	3,571	3,484
Net (loss) earnings and other comprehensive (loss) income	(105)	5,004	9,480	8,389
(Deficit) retained earnings, beginning of period	(83,882)	7,867	(93,467)	4,482
(Deficit) retained earnings, end of period	\$ (83,987)	\$ 12,871	\$ (83,987)	\$ 12,871
Earnings per share:				
Basic	\$ 0.00	\$ 0.05	\$ 0.09	\$ 0.08
Diluted	\$ 0.00	\$ 0.05	\$ 0.09	\$ 0.08

See accompanying notes to the consolidated financial statements.

HORIZON NORTH LOGISTICS INC.

Consolidated Statements of Cash Flows

Three and nine months ended September 30, 2009 and 2008 (Unaudited)

(000's)	Three months ended		Nine months ended	
	September 30		September 30	
	2009	2008	2009	2008
Cash provided by (used in):				
Operating activities:				
Net (loss) earnings	\$ (105)	\$ 5,004	\$ 9,480	\$ 8,389
Items not involving cash:				
Depreciation of property, plant and equipment	3,655	4,114	13,205	9,857
Amortization of intangible assets	2,244	2,242	6,728	6,726
Future income tax (recovery) expense	(441)	(1,102)	2,636	(1,361)
Stock based compensation	74	446	182	1,448
(Earnings) loss on equity investments	(260)	28	(503)	(409)
Gain on sale of property, plant and equipment	(784)	(962)	(2,447)	(1,721)
	4,383	9,770	29,281	22,929
Changes in non-cash working capital items	3,350	(9,960)	6,868	(13,101)
	7,733	(190)	36,149	9,828
Investing activities:				
Purchase of property, plant and equipment	(1,605)	(10,161)	(9,675)	(48,796)
Purchase of Intangibles	(626)	-	(626)	-
Proceeds on sale of property, plant and equipment	2,924	1,208	8,196	4,456
Return of capital from equity investments	(349)	334	240	334
Business acquisitions (Note 7)	(818)	-	(818)	(580)
	(474)	(8,619)	(2,683)	(44,586)
Changes in non-cash working capital items	1,394	346	1,394	914
	920	(8,273)	(1,289)	(43,672)
Financing activities:				
(Repayment of) proceeds from bank indebtedness	(251)	666	(1,776)	1,694
Share purchase costs	(53)	-	(53)	-
Share issue costs	-	-	-	(15)
Repurchase of shares	(5,793)	-	(5,793)	-
(Repayment of) proceeds from operating lines of credit	(1,132)	258	(628)	(6,352)
Proceeds from long-term debt	7,200	8,200	7,200	39,000
Repayment of long-term debt	(7,615)	(207)	(32,801)	(986)
Repayment of capital leases	-	(454)	-	(507)
	(7,644)	8,463	(33,851)	32,834
Changes in non-cash working capital items	(887)	-	(887)	(210)
	(8,531)	8,463	(34,738)	32,624
Increase (decrease) in cash position	122	-	122	(1,220)
Cash, beginning of period	-	-	-	1,220
Cash, end of period	\$ 122	\$ -	\$ 122	\$ -
Supplementary information:				
Income taxes paid	\$ 701	\$ 817	\$ 549	\$ 4,800
Interest income received	8	4	27	12
Interest paid	192	524	1,360	1,551

See accompanying notes to the consolidated financial statements.

HORIZON NORTH LOGISTICS INC.

Notes to the Consolidated Financial Statements (Unaudited), page 1

Three and nine months ended September 30, 2009 and 2008

1. Basis of Presentation

(a) General

These unaudited interim consolidated financial statements for Horizon North Logistics Inc. (the "Corporation" or "Horizon") were prepared using accounting policies and methods of their application consistent with those used in the preparation of the Corporation's consolidated audited financial statements for the year ended December 31, 2008 except as noted in Note 4. These unaudited interim financial statements conform in all respects to the requirements of generally accepted accounting principles in Canada for annual financial statements with the exception of certain note disclosures regarding balance sheet items and transactions occurring prior to the current reporting period. As a result, these financial statements should be read in conjunction with the Corporation's consolidated audited financial statements for the year ended December 31, 2008.

(b) Nature of business

Horizon provides camp & catering, ground matting, and marine transportation services to oil and gas exploration and production companies, oilfield service companies and mining companies working on oil sands, mineral exploration and development, and conventional oil and gas projects primarily in western Canada.

2. Significant Accounting Policies

(a) Seasonality of operations

The Corporation's Camp & Catering segment derives a substantial portion of its revenue from servicing customers in Canada's oil and gas industry. The ability to move equipment in the Canadian oil and gas fields is dependent on weather conditions. As warm weather returns in the spring, the winter's frost comes out of the ground rendering many secondary roads incapable of supporting the weight of heavy equipment until they have thoroughly dried out. The duration of this "spring break up" has a direct impact on the activity levels of the Camp & Catering segment. In addition, many exploration and production areas in northern Canada are accessible only in winter months when the ground is frozen hard enough to support equipment. The timing of freeze up and break up affects the ability to move equipment in and out of these areas. As a result, late March through May is traditionally the segment's slowest time. Horizon's expansion into the Fort McMurray, Alberta oil sands region has reduced this seasonality as oil sands developments operate year-round and will provide a steadier source of activity for the segment.

The Matting segment's services are utilized to allow operations to gain access to areas with soft ground conditions. As a result, the busiest time for its rental operations is traditionally between break up and freeze up.

The Corporation operates marine transportation equipment in Canada's northern regions. Due to winter climate conditions, northern waterways are usable by tug and barge traffic from approximately mid-June to mid-October each year. The Corporation also rents its barge camp equipment and provides support services to operators in the region over the winter seasons, which occurred in both the 2007/2008 and 2008/2009 winter seasons.

(b) Comparative figures

Certain prior period amounts have been reclassified to conform to the current period's presentation.

3. Future Accounting Policies

The Canadian Institute of Chartered Accountants Accounting Standards Board confirmed on February 13, 2008 that International Financial Reporting Standards ("IFRS") will replace Canadian generally accepted accounting principles in 2011 for profit-oriented Canadian publicly accountable enterprises. As the Corporation will be required to report its results in accordance with IFRS starting 2011, the Corporation is assessing the potential impacts of this changeover and developing its plan accordingly.

4. Changes in Accounting Policies

The Corporation has adopted the new Canadian accounting standards for goodwill and intangible assets which establish standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. The adoption of this standard did not have a material impact on the operations or financial position of the company.

HORIZON NORTH LOGISTICS INC.

Notes to the Consolidated Financial Statements (Unaudited), page 2

Three and nine months ended September 30, 2009 and 2008

5. Long-Term Investments

(000's)	Kitikmeot & Sakku	Mackenzie Valley	MDIOS	Beaufort	Total Investments
Balance December 31, 2007	\$ 2,862	\$ 1,388	\$ 1,428	\$ 1	\$ 5,679
Earnings (loss) on equity investment	780	28	(219)	-	589
Return of capital	-	(73)	(261)	-	(334)
Post-closing purchase price adjustment	(174)	-	-	-	(174)
Balance December 31, 2008	\$ 3,468	\$ 1,343	\$ 948	\$ 1	\$ 5,760
Earnings (loss) on equity investment	607	(68)	(36)	-	503
Return of capital	(240)	-	-	-	(240)
Balance September 30, 2009	\$ 3,835	\$ 1,275	\$ 912	\$ 1	\$ 6,023

6. Long-Term Debt

(000's)	September 2009	December 2008
Senior secured revolving term facility	\$ 13,200	\$ 38,400
Vehicle and equipment financing	311	712
	\$ 13,511	\$ 39,112
Less current portion	255	488
	\$ 13,256	\$ 38,624

The carrying value of Horizon's long-term debt approximates its fair value as the majority of the debt bears interest at variable rates.

7. Acquisitions

For the nine months ended September 30, 2009:

On July 22, 2009, Horizon acquired all of the common shares of Paramount Structures Inc. ("Paramount") for cash of \$818,000. Paramount designs, manufactures, sells and rents modular blast resistant portable building solutions to customers with refinery and petrochemical plant operations. The purchase price and its allocation to assets and liabilities was as follows:

(000's)	Amount
Inventory	\$ 208
Property, plant and equipment	10
Goodwill	441
Intangible assets	325
Current liabilities	(237)
Future income tax assets	71
Total cash consideration	\$ 818

Final determination of the costs of the acquisition of Paramount and the allocation thereof to the fair values of the assets is still pending.

HORIZON NORTH LOGISTICS INC.

Notes to the Consolidated Financial Statements (Unaudited), page 3

Three and nine months ended September 30, 2009 and 2008

8. Income Taxes

The provision for income taxes differs from that which would be expected by applying statutory rates. A reconciliation of the difference is as follows:

(000's)	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
(Loss) earnings before income taxes	\$ (472)	\$ 6,709	\$ 13,051	\$ 11,873
Combined federal and provincial income tax rate	29.0%	29.5%	29.0%	29.5%
Expected income tax (recovery) provision	(137)	1,979	3,785	3,503
Non-deductible stock based compensation	21	131	53	427
(Earnings) loss on equity investments	(75)	8	(146)	(121)
Change in estimated timing of realization of temporary differences	(335)	(325)	(349)	(126)
Other	159	(88)	228	(199)
	\$ (367)	\$ 1,705	\$ 3,571	\$ 3,484

9. Share Capital

(a) Authorized

Unlimited number of voting common shares without nominal or par value
Unlimited number of preferred shares issuable in series

(b) Issued

	Number	Amount (000's)
Balance at December 31, 2007	110,400,363	\$ 257,515
Share issue costs pertaining to November 30, 2007 private placement (net of future income taxes of \$5,000)	-	(10)
Balance at December 31, 2008	110,400,363	\$ 257,505
Repurchased and cancelled shares	(4,766,600)	(11,118)
Share purchase costs	-	(53)
Balance at September 30, 2009	105,633,763	\$ 246,334

The Corporation was granted approval from the Toronto Stock Exchange for a normal course issuer bid to repurchase up to a maximum of 7,426,978 common shares of the Corporation over the period from July 24, 2009 to July 23, 2010. As at November 5, 2009, 4,766,600 common shares had been repurchased and cancelled.

(c) Stock option plan

The Corporation has a stock option plan for its directors, officers and key employees whereby options may be granted, to a maximum of 10% of the issued and outstanding common shares, subject to terms and conditions. Stock option vesting privileges are at the discretion of the Board of Directors and were set at three years for the 2006 plan.

	Outstanding options	Weighted average exercise price per share \$	Options exercisable
Balance December 31, 2008	4,351,000	3.30	2,183,482
Granted	-	-	-
Forfeited	(886,000)	3.37	-
Balance September 30, 2009	3,465,000	3.30	2,465,319

HORIZON NORTH LOGISTICS INC.

Notes to the Consolidated Financial Statements (Unaudited), page 4

Three and nine months ended September 30, 2009 and 2008

9. Share Capital (continued)

(c) Stock option plan (continued)

The exercise prices for options outstanding at September 30, 2009 are as follows:

Exercise price per share	Total options outstanding			Exercisable options	
	Number	Weighted average exercise price per share \$	Weighted average remaining contractual life in years	Number	Weighted average exercise price per share \$
\$3.10 to \$3.25	2,105,000	3.24	2.5	1,213,653	3.24
\$3.26 to \$3.50	1,355,000	3.35	6.5	1,248,332	3.35
\$3.51 to \$3.75	5,000	3.56	2.7	3,334	3.56
	3,465,000	3.28	4.1	2,465,319	3.30

The Corporation calculates the fair value of the stock options granted using the Black-Scholes pricing model to estimate the fair value of the stock options issued at the date of grant. The weighted average fair market value of the options issued to date and the assumptions used in their determination are as follows: weighted average fair value per option \$1.43; weighted average expected life of 3.5 years, average risk-free interest rate 4.0%, and weighted average volatility of 58%. There were no new options granted in the nine months ended September 30, 2009.

(d) Contributed surplus

(000's)	Amount
Balance December 31, 2008	\$ 5,564
Stock based compensation	182
Effect of shares repurchased and cancelled under normal course issuer bid	5,324
Balance September 30, 2009	\$ 11,070

(e) Per share amounts

A summary of the common shares used in calculating earnings per share is as follows:

	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
Weighted average common shares outstanding – basic	108,649,065	110,400,363	109,810,182	110,400,363
Effect of share purchase options	-	-	-	-
Weighted average common shares outstanding – diluted	108,649,065	110,400,363	109,810,182	110,400,363

HORIZON NORTH LOGISTICS INC.

Notes to the Consolidated Financial Statements (Unaudited), page 5

Three and nine months ended September 30, 2009 and 2008

10. Segmented Information

The Corporation operates in Canada through three business segments: Camps & Catering, Matting, and Marine Services. Camps & Catering includes camp rental and catering services as well as the manufacture, sale and repair of camps. Matting includes mat rental, installation, and fleet management services as well as the manufacture and sale of mats. Marine Services includes marine transportation of equipment and supplies, and the rental of barge camps in Canada's northern regions.

In the nine months ended September 30, 2009, 28% of the Corporation's revenue was attributable to one customer. Under Horizon's multi-year contract with this customer, these significant contributions to consolidated revenues are expected to continue. The loss of this contracted source of revenue could have a substantial negative impact on the Corporation's future results from operations.

Three months ended September 30, 2009 (000's)	Camps & Catering	Matting	Marine Services	Corporate	Inter-segment Eliminations	Total
Revenue	\$ 26,103	\$ 5,118	\$ 1,109	\$ -	\$ (282)	\$ 32,048
Operating earnings (loss)	896	372	(468)	(1,381)	10	(571)
Depreciation and amortization	4,155	1,397	292	65	(10)	5,899
Gain on disposal of assets	(367)	-	-	-	-	(367)
Stock based compensation	101	22	1	(50)	-	74
Total assets	170,424	26,005	18,581	8,036	(161)	222,885
Goodwill	441	-	-	-	-	441
Intangibles	28,470	8,785	-	-	-	37,255
Capital expenditures	106	1,294	185	20	-	1,605

Three months ended September 30, 2008 (000's)	Camps & Catering	Matting	Marine Services	Corporate	Inter-segment Eliminations	Total
Revenue	\$ 37,722	\$ 12,877	\$ 3,979	\$ -	\$ (886)	\$ 53,692
Operating earnings (loss)	7,779	1,322	151	(1,712)	(87)	7,453
Depreciation and amortization	4,495	1,566	273	44	(22)	6,356
Loss (gain) on disposal of assets	33	(15)	-	-	-	18
Stock based compensation	220	53	4	169	-	446
Total assets	272,621	65,996	22,051	8,446	(180)	368,934
Goodwill	89,604	25,306	-	-	-	114,910
Intangibles	34,065	11,208	-	-	-	45,273
Capital expenditures	11,068	357	489	41	(1,794)	10,161

Nine months ended September 30, 2009 (000's)	Camps & Catering	Matting	Marine Services	Corporate	Inter-segment Eliminations	Total
Revenue	\$ 94,757	\$ 14,284	\$ 4,856	\$ -	\$ (1,085)	\$ 112,812
Operating earnings (loss)	17,885	(466)	768	(4,565)	74	13,696
Depreciation and amortization	14,496	4,466	870	175	(74)	19,933
(Gain) loss on disposal of assets	(1,390)	13	-	-	-	(1,377)
Stock based compensation	226	60	7	(111)	-	182
Total assets	170,424	26,005	18,581	8,036	(161)	222,885
Goodwill	441	-	-	-	-	441
Intangibles	28,470	8,785	-	-	-	37,255
Capital expenditures	6,924	2,235	217	299	-	9,675

Nine months ended September 30, 2008 (000's)	Camps & Catering	Matting	Marine Services	Corporate	Inter-segment Eliminations	Total
Revenue	\$ 91,081	\$ 26,670	\$ 8,729	\$ -	\$ (2,436)	\$ 124,044
Operating earnings (loss)	15,549	1,833	1,871	(5,846)	(247)	13,160
Depreciation and amortization	11,160	4,539	787	125	(28)	16,583
Loss (gain) on disposal of assets	80	(19)	-	-	-	61
Stock based compensation	655	158	16	619	-	1,448
Total assets	272,621	65,996	22,051	8,446	(180)	368,934
Goodwill	89,604	25,306	-	-	-	114,910
Intangibles	34,065	11,208	-	-	-	45,273
Capital expenditures	44,473	4,763	1,695	168	(2,303)	48,796

CORPORATE INFORMATION

DIRECTORS

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Yellowknife, Northwest Territories

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Calgary, Alberta

Steven C. Grant⁽¹⁾⁽²⁾
Houston, Texas

Bruce W. Mullen⁽¹⁾⁽²⁾
Calgary, Alberta

Russell Newmark⁽¹⁾⁽²⁾⁽³⁾
Calgary, Alberta

Ric E. Peterson
Calgary, Alberta

Shane P.D. Stampe⁽⁴⁾
Calgary, Alberta

Dean S. Swanberg⁽³⁾⁽⁴⁾
Grande Prairie, Alberta

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

CORPORATE OFFICE

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OFFICERS

Ric Peterson
Chairman, President and Chief Executive Officer

Bob German
Vice President Finance and Chief Financial Officer

Bill Anderson
Vice President Health, Safety and Environment

Jan Campbell
Corporate Secretary

LEGAL COUNSEL

Borden Ladner Gervais LLP
Calgary, Alberta

AUDITOR

KPMG LLP
Calgary, Alberta

STOCK EXCHANGE LISTING

Toronto Stock Exchange
Symbol: HNL

TRANSFER AGENT

CIBC Mellon Trust Company
Calgary, Alberta