Management's Discussion and Analysis

For the three and six months ended June 30, 2016 and 2015

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and six months ended June 30, 2016 and 2015

This Management Discussion and Analysis (MD&A) should be read in conjunction with the unaudited condensed interim consolidated financial statements and the notes contained therein of Enterprise Group, Inc. ("Enterprise", the "Company" or the "Corporation") for the three and six months ended June 30, 2016. The Company prepares its financial statements in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The documents are available at www.sedar.com and at www.enterprisegrp.ca.

This MD&A was prepared effective August 9, 2016.

FORWARD-LOOKING INFORMATION

Certain information in the MD&A, other than statements of historical fact, may include forward-looking information that involves various risks and uncertainties. Forward-looking statements may contain words such as "may", "will", "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "continue", and similar expressions and statements relating to matters that are not historical facts. These may include, without limitation, statements based on current expectations involving a number of risks and uncertainties related to pipeline and facilities construction and maintenance services associated with the oil and gas industries and utility services and the domestic and worldwide supplies and commodity prices of oil and gas.

These risks and uncertainties include, but are not limited to, seasonal weather patterns, maintaining and increasing market share, government regulation of energy and resource companies, terrorist activity, the price and availability of alternative fuels, the availability of pipeline capacity, potential instability or armed conflict in oil producing regions, overall economic environment, the success of integrating and realizing the potential of acquisitions, ability to attract and retain key personnel, technological change, demand for services provided by Enterprise, and fluctuations in the value of the Canadian dollar relative to the US dollar.

These risks and uncertainties may cause actual results to differ from information contained herein. There can be no assurance that such forward-looking information will prove to be accurate. Actual results and future events could differ materially from those anticipated in such forward-looking information. The forward-looking information is based on the estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company assumes no obligation to update forward-looking information should circumstances or management's estimates or opinions change as a result of new information or future events. Readers should not place undue reliance on forward-looking information.

COMPANY PROFILE

The Corporation is a construction services company operating in the energy, utility and transportation infrastructure industries. The Corporation's focus is primarily underground construction and maintenance and specialty equipment rentals. With corporate headquarters in St. Albert, Alberta, Canada; a sales office in Calgary Alberta; and site offices in Sherwood Park, Morinville, Calgary, Edmonton, Rocky Mountain House, Drayton Valley, Hinton, Valleyview, and Grande Prairie, Alberta; Pouce Coupe, and Fort St. John, British Columbia, Enterprise is strategically located near its customers. The Corporation's strategy is to acquire complementary service companies in Western Canada, consolidating capital, management and human resources to support continued growth.

Utility and Infrastructure Construction Services

Enterprise provides directional drilling and installation of underground power, telecommunications and natural gas lines to the utility infrastructure segment. These activities are conducted from the Corporation's Sherwood Park, Alberta construction office which operates as T.C. Backhoe and Directional Drilling ("TC"), maintaining the namesake of a business unit that has provided services to customers since 1975. Customers include some of Canada's largest providers of telecommunications, cable television, electricity and natural gas services.

On July 7, 2016, Enterprise Group, Inc. closed a transaction to divest substantially all of the assets of T.C. Backhoe & Directional Drilling Ltd.

In June 2013, Enterprise became engaged in the highly specialized trenchless solutions field through its acquisition of Calgary Tunnelling & Horizontal Augering Ltd. ("Calgary Tunnelling" or "CTHA"). Calgary Tunnelling was founded in 1984 and is a leader in this segment of the construction industry. This business unit utilizes a number of trenchless disciplines to complete projects efficiently and safely, including laser guided boring and augering, pipe ramming and pipe jacking/tunnel boring. Calgary Tunnelling performs its services from the west coast through to central Canada across the energy, utility and infrastructure segments. Its clients range from Canada's largest rail companies and premier utility providers to leading infrastructure contractors and some of North America's largest pipeline companies.

Equipment Rental Services

In September 2012, Enterprise expanded its equipment rental division by acquiring Artic Therm International Ltd. ("Artic Therm" or "ATI"). Founded in 1998, Artic Therm is an industry leader in providing flameless heat technology to the broad based construction and oil & gas industries in Western Canada. Artic Therm provides flameless heaters ranging in heat output from 375,000 British Thermal Units ("BTUs") to 3,300,000 BTUs.

On January 3, 2014, Enterprise began providing oilfield infrastructure site services and rentals through its acquisition of Hart Oilfield Rentals Ltd. ("Hart"). Hart is a full service oilfield site service infrastructure company providing services and rentals to its oil and gas customers operating within the Western Canadian Sedimentary Basin. Hart's rental fleet includes patent-pending highly efficient modular designs that provide its competitive advantage. Hart designs, manufactures and assembles its modular/combo equipment (including fuel, generator, light stand, sewage treatment, medic, security and truck trailer combos), or when required, subcontracts manufacturing to local suppliers. Hart's broad conventional and modular/combo rental equipment fleet is designed to provide "one-stop" on-site infrastructure to support drilling and completion operations.

Hart's principal office is located in Rocky Mountain House, Alberta where it operates from office and yard space used for storage of rental equipment as well as for manufacturing, repairs and maintenance of the equipment fleet. Hart services highly active plays of West Central Alberta and Northeast British Columbia, including Cardium, Duvernay, Montney and the Deep Basin from four service locations in Alberta (Drayton Valley, Valleyview, Grande Prairie and Hinton) and a fifth location in British Columbia (Pouce Coupe) where it maintains office and yard facilities.

On October 1, 2014, Enterprise completed the acquisition of Westar Oilfield Rentals Inc. ("Westar"), a privately held oilfield site service infrastructure company based in Fort St. John, British Columbia. Management expects that this acquisition will result in both revenue and cost synergies with Hart and further bolster the Equipment Rental Services segment. Furthermore, it is expected to provide the Company with a foothold in the important Fort St. John market and a platform from which to introduce the services of Enterprise's other divisions.

Seasonality of Operations

The Corporation provides services to the oil and gas industry and infrastructure utility sectors. The oil and gas industry is affected by the seasonal nature of that industry. In general, the level of activity in the Canadian oil and gas industry is influenced by seasonal weather patterns. Wet weather and the spring thaw can make the ground unstable. Consequently, municipalities and provincial transportation authorities enforce road bans that restrict movement of rigs and other heavy equipment, thereby reducing activity levels. Certain oil and gas producing areas are located in areas that are inaccessible other than during the winter months because the ground surrounding the drilling sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in the activity levels of exploration and production companies and corresponding declines in the demand for the services

of the Corporation. Services provided by the utility infrastructure sector tend to be more evenly distributed throughout the calendar year although the spring thaw does affect movement of equipment even in the urban/suburban areas resulting in April and May being the slowest months of the year historically.

HIGHLIGHTS

Consolidated:	**Three months June 30, 2016**	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Revenue	**$8,405,193**	$12,439,554	**$19,841,405**	$32,635,187
Gross margin	**$122,738**	$1,972,231	**$2,957,792**	$7,590,786
Gross margin %	**1%**	16%	**15%**	23%
EBITDA(1)	**$(508,620)**	$1,121,043	**$1,454,628**	$5,478,197
Net loss	**$(2,399,765)**	$(1,788,670)	**$(3,826,389)**	$(1,296,092)
EPS(2)	**$(0.04)**	$(0.04)	**$(0.07)**	$(0.03)
Total Assets	**$113,939,386**	$151,795,277	**$13,939,386**	$151,795,277

(1) Identified and defined under "Non-IFRS Measures".

- Revenue declined 32% to $8,405,193 for the three months ended June 30, 2016. Revenue declined 39% to $19,841,405 for the six months ended June 30, 2016. The decrease was due to:
  - Severe decline in activity of the energy industry, triggered by the reduction in oil prices over the last 24 months;
  - Pricing reductions; and
  - Numerous project delays due to economic uncertainty.

- EBITDA declined to $(508,620) and $1,454,628 for the three and six months ended June 30, 2016 as a result of the same factors that drove revenue decreases. While Enterprise has taken numerous measures to reduce the Company's cost structure, it remains committed to the highest service levels.

OUTLOOK

Management is maintaining a cautious outlook for the Company and its services due to limited visibility into the remainder of 2016. Management believes that Enterprise is relatively well positioned due to the diversity of its business and operational performance.

Enterprise's customers include some of Canada's largest energy producers, telecommunication providers, utility service providers and the federal and provincial governments of Canada. The Company employs management experienced in infrastructure projects to spearhead more civic related construction and maintenance as there are inherent synergies in the equipment, crews and services provided.

With the diversification of the Company's services, streamlining of operations, cash management measures, and the acquisitions of ATI in 2012, CTHA in 2013, Hart in January 2014, and Westar in October 2014, management believes the Company is well positioned to navigate a difficult commodity price environment. Management continues to drive cost reductions throughout the Company to assist in offsetting pricing pressures and reduced activity. Although cost reductions will continue in 2016, management is committed to maintaining the quality of service provided to its clients in order to position the Company for the future increases in activity levels and large project approvals.

Management remains confident in its strategic and operational plans and has a seasoned leadership team to guide the Company.

As compared to 2014, the demand for services provided by Enterprise's Utility and Infrastructure Construction Services division was weaker in 2015 and the first half of 2016, reflecting in part a less robust sub-division workflow. Historically, the companies within this division have displayed less sensitivity to commodity prices than the Equipment Rental Services Division.

In regards to the Equipment Rental Services Division, the decline in the oil price since the second half of 2014 has led to a meaningful change in the Company's operating environment, despite the relative economic resilience of the locations serviced by Enterprise, including well sites in the Duvernay, Cardium, and Montney formations. To protect established business relationships, Enterprise anticipates continued pricing reductions, particularly in the Equipment Rental Services division, in line with the pricing pressure seen across the energy services industry.

Given the above noted limited visibility in regards to the remainder of 2016 activity and pricing levels, management will maintain a conservative approach towards capital spending while looking at fleet management, and opportunistic asset dispositions. This approach will allow management to both maintain financial flexibility and allow for opportunistic acquisition activity.

SELECTED CONSOLIDATED FINANCIAL INFORMATION

	Three months June 30, 2016	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Revenue	**$8,405,193**	$12,439,554	**$19,841,405**	$32,635,187
EBITDA (1)	**$(508,620)**	$1,121,043	**$1,454,628**	$5,478,197
Loss before income tax	**$(3,520,173)**	$(2,464,466)	**$(5,665,340)**	$(1,777,188)
Net loss	**$(2,399,765)**	$(1,788,670)	**$(3,826,389)**	$(1,296,092)
Basic and diluted earnings per share	**$(0.04)**	$(0.04)	**$(0.07)**	$(0.03)
Weighted average common shares outstanding – basic	**55,652,374**	48,802,276	**55,652,374**	49,461,853
Weighted average common shares outstanding – diluted	**55,652,374**	48,802,276	**55,652,374**	49,468,750
Total common shares outstanding(2)	**55,652,374**	49,468,943	**55,652,374**	49,468,943
Total assets	**$113,939,386**	$151,795,277	**$113,939,386**	$151,795,277
Total liabilities	**$52,333,023**	$70,713,766	**$52,333,023**	$70,713,766
Total equity	**$61,606,363**	$81,081,511	**$61,606,363**	$81,081,511

(1) Identified and defined under "Non-IFRS Measures".
(2) The Company completed a 3 for 1 consolidation of outstanding shares on June 24, 2015.

ENTERPRISE GROUP, INC.

	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Revenue	$60,623,196	$79,629,450	$34,849,266
EBITDA (1)	$7,906,849	$20,245,679	$8,484,903
Loss before income tax	$(23,789,003)	$9,064,446	$5,020,985
Net loss	$(20,307,151)	$5,731,399	$5,782,426
Basic and diluted earnings per share	$(0.40)	$0.12	$0.08
Weighted average common shares outstanding – basic	50,990,059	46,133,986	74,138,301
Weighted average common shares outstanding – diluted	50,990,059	46,915,104	75,752,942
Total common shares outstanding	55,652,443	49,418,876	87,881,002
Total assets	$119,217,868	$165,101,322	$66,877,308
Total liabilities	$54,293,286	$83,497,806	$37,332,012
Total equity	$64,924,582	$81,603,516	$29,545,296

(1) Identified and defined under “Non-IFRS Measures”.
(2) The Company completed a 3 for 1 consolidation of outstanding shares on June 24, 2015.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Financial Highlights

Consolidated:	**Three months June 30, 2016**	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Revenue	**$8,405,193**	$12,439,554	**$19,841,405**	$32,635,187
Gross margin	**$122,738**	$1,972,231	**$2,957,792**	$7,590,786
Gross margin %	**1%**	16%	**15%**	23%
EBITDA(1)	**$(508,620)**	$1,121,043	**$1,454,628**	$5,478,197
Net loss	**$(2,399,765)**	$(1,788,670)	**$(3,826,389)**	$(1,296,092)
EPS(2)	**$(0.04)**	$(0.04)	**$(0.07)**	$(0.03)
Total Assets	**$113,939,386**	$151,795,277	**$113,939,386**	$151,795,277

(1) Identified and defined under “Non-IFRS Measures”.

Revenue decline for the three and six months ended June 30, 2016 can be attributed to:

- Severe decline in activity of the energy industry, triggered by the reduction in oil prices over the last 24 months;
- Pricing reductions; and
- Numerous project delays due to economic uncertainty.

Utilities/Infrastructure Services Division

Utilities/Infrastructure Construction:	**Three months June 30, 2016**	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Revenue	**$4,958,779**	$7,652,669	**$10,448,710**	$15,829,079
Decrease	**$(2,693,890)**		**$(5,380,369)**	
EBITDA(1)	**$4,052**	$1,512,726	**$1,231,572**	$2,619,990
Decrease	**$(1,508,674)**		**$(1,388,418)**	
Total Assets	**$36,136,339**	$54,303,028	**$36,136,339**	$54,303,028
Decrease	**$(18,166,689)**		**$(18,166,689)**	

(1) Identified and defined under “Non-IFRS Measures”.

The utilities/infrastructure services division includes operations for T.C. Backhoe & Directional Drilling Ltd. ("TCB") and Calgary Tunnelling & Horizontal Augering Ltd. Revenue for the three and six months ended June 30, 2016 was lower compared to 2015, declining by $2,693,890 and $5,380,369 respectively. This decline was primarily the result of the challenges that resulted from a weakened economy in Alberta.

The Utilities/Infrastructure Division generated EBITDA of $4,052 during the second quarter, a decrease of $1,508,674 when compared to the prior year. EBITDA for the first six months of 2016 was $1,231,572 a decrease of $1,388,418 when compared to the prior year. This decline was primarily due to lower activity and discounted rates for the Company's services.

Equipment Rental Services Division

Equipment Rental:	**Three months June 30, 2016**	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Revenue	**$3,446,414**	$4,786,885	**$9,392,695**	$16,806,108
Decrease	**$(1,340,471)**		**$(7,413,413)**	
EBITDA(1)	**$269,867**	$527,921	**$1,933,875**	$5,054,549
Decrease	**$(258,054)**		**$(3,120,674)**	
Total Assets	**$70,595,549**	$82,804,531	**$70,595,549**	$82,804,531
Decrease	**$(12,208,982)**		**$(12,208,982)**	

(1) Identified and defined under "Non-IFRS Measures".

The Equipment Rental Services Division includes operations for Artic Therm International Ltd., Hart Oilfield Rentals Ltd. and Westar Oilfield Rentals Ltd. Revenue for the three and six months ended June 30, 2016 was lower compared to 2015, declining by $1,340,471 and $7,413,413 respectively. This decline was primarily due to lower activity and discounted rates for the Company's services. Additionally, warmer weather has had a pronounced impact on the demand for flameless heaters.

The Equipment Rental Services division generated EBITDA of $269,867 during the second quarter, a decrease of $258,054 when compared to the prior year. EBITDA for the first six months of 2016 was $1,933,875, a decrease of $3,120,674 when compared to the prior year. This decline was primarily due to the same factors that impacted revenue.

Pricing pressure and workflow reductions continued in the second quarter of 2016. Visibility remains limited for this division's services for the remainder of 2016, and its customers remain cautious. To address these challenges, the Company is streamlining costs where appropriate, however, the Company is committed to certain service standards for its existing clients which management believes to be critical for fostering the Company's longer-term growth. As the Company better understands the economic outlook for the remainder of 2016 and the likely level of demand for its services, it will adjust its internal infrastructure accordingly.

Selected Consolidated Expenses

Selected Consolidated Expenses:	**Three months June 30, 2016**	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
General and administrative	**$770,740**	$986,095	**$1,695,460**	$2,233,984
Finance expense	**$733,221**	$790,683	**$1,204,169**	$1,694,262
Share based payments	**$nil**	$325,560	**$521,840**	$736,587
Loss on sale of property, plant and equipment	**$47,172**	$159,420	**$940,837**	$201,384

General and administrative expenses

General and administrative for the three month period ended June 30, 2016 decreased to $770,740 a decrease of $215,355 compared to the prior period. General and administrative for the six month period ended June 30, 2016 declined to $1,695,460, a decrease of $538,524 compared to the prior period. Enterprise has historically operated with minimal head office infrastructure, and as a result has fewer opportunities to reduce corporate level costs. In order to gain further operating efficiencies, the Company completed a corporate re-organization in early 2016.

ENTERPRISE GROUP, INC.

Finance expense

Finance expense includes interest charges on all outstanding debt including: the convertible debentures issued in 2013, the loan facility with PNC, finance leases and vendor take-back debt. The Company has utilized debt to support operations, fund capital expenditures and partially fund acquisitions as required. During the quarter, total loans and borrowings have decreased from $42,507,417 at December 31, 2015 to $40,316,949 at June 30, 2016. Total loans and borrowings have decreased $2,190,468 year over year. The decrease in finance expense reflects the ongoing reduction in the Company's total debt.

Share-based payments

Share-based payments reflect the fair value of options issued which is then recognized over time in the statement of income (loss). On March 31, 2016, the Company cancelled all outstanding stock options and recognized a charge equal to the remaining fair value of previously issued options which had not previously been expensed.

Loss on sale of property, plant and equipment

During the quarter, fleet management activities resulted in a loss on disposal of property, plant and equipment of $47,172, a decrease of $112,248 when compared to the prior period. For the six months ended June 30, 2016, loss on disposal of property, plan and equipment was $940,837, a decrease of $739,453. During this period of economic uncertainty, the Company will continue to look for opportunities to streamline its equipment fleet.

Cash Flow Information

A summary of cash flow information for the six months ended June 30, 2016, and 2015, is set out below:

Cash Flow Information	**Six months June 30, 2016**	Six months June 30, 2015
Net cash provided by operating activities	**$4,730,373**	$9,347,271
Net cash used in financing activities	**(3,939,776)**	(10,722,705)
Net cash used in investing activities	**(1,250,885)**	(1,429,566)
Change in cash and cash equivalents	**(460,288)**	(2,805,000)
Cash and cash equivalents, beginning of period	**1,999,775**	9,888,351
Cash and cash equivalents, end of period	**$1,539,487**	$7,083,351

Operating activities provided net cash of $4,730,373 compared to $9,347,271 in the prior period. The decrease is consistent with the decrease in revenue and a net loss from operations.

Net cash used in financing activities reflects the regular debt reduction payments made during the period.

Net cash used by investing activities reflects $2,073,587 cash paid to purchase equipment.

Segmented Information

The Company operates in two main business segments in Western Canada. The business segments presented reflect the management structure of the Company and the fashion in which management reviews business performance. The accounting policies and practices of the reportable segments are the same as those described in the Company's Audited Consolidated Financial Statements for the fiscal year ended December 31, 2015.

	Utilities/infrastructure construction		Equipment rental		Corporate		Consolidated	
Three months ended June 30	2016	2015	2016	2015	2016	2015	2016	2015
Revenue	$4,958,779	$7,652,669	$3,446,414	$4,786,885	$nil	$nil	$8,405,193	$12,439,554
EBITDA	$4,052	$1,512,726	$269,867	$527,921	($782,539)	($919,604)	$(508,620)	$1,121,043
Depreciation and amortization	$463,561	$625,749	$1,763,837	$1,667,259	$3,762	$16,839	$2,231,160	$2,309,847
Finance expense	$391,390	$409,624	$277,706	$314,832	$64,125	$66,227	$733,221	$790,683
Loss on sale of equipment	$47,172	$27,846	$nil	$131,574	$nil	$nil	$47,172	$159,420
Share-based payments	$nil	$nil	$nil	$nil	$nil	$325,560	$nil	$325,560
Loss before taxes	$(898,071)	$449,507	($1,771,676)	($1,585,744)	($850,426)	($1,328,230)	($3,520,173)	($2,464,466)
Total identifiable assets	$36,136,339	$54,303,028	$70,595,549	$82,804,531	$7,207,498	$14,687,718	$113,939,386	$151,795,277

	Utilities/infrastructure construction		Equipment rental		Corporate		Consolidated	
Six months ended June 30	2016	2015	2016	2015	2016	2015	2016	2015
Revenue	$10,448,710	$15,829,079	$9,392,695	$16,806,108	$nil	$nil	$19,841,405	$32,635,187
EBITDA	$1,231,572	$2,619,990	$1,933,875	$5,054,549	($1,710,819)	($2,196,342)	$1,454,628	$5,478,197
Depreciation and amortization	$918,561	$1,246,245	$3,525,267	$3,353,341	$9,294	$23,566	$4,453,122	$4,623,152
Finance expense	$601,730	$801,571	$493,762	$756,466	$108,677	$136,225	$1,204,169	$1,694,262
Loss on sale of equipment	$220,581	$33,003	$720,256	$168,381	$nil	$nil	$940,837	$201,384
Share-based payments	$nil	$nil	$nil	$nil	$521,840	$736,587	$521,840	$736,587
Loss before taxes	$(509,300)	$539,171	$(2,805,410)	$776,361	($2,350,630)	($3,092,720)	($5,665,340)	($1,777,188)
Total identifiable assets	$36,136,339	$54,303,028	$70,595,549	$82,804,531	$7,207,498	$14,687,718	$113,939,386	$151,795,277

SUMMARY OF QUARTERLY RESULTS

	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30
Revenue	$8,405,193	$11,436,212	$13,301,900	$14,686,109	$12,439,554	$20,195,634	$11,111,993	$10,007,253
Net (loss) income for the period	($2,399,765)	($1,426,622)	($18,410,699)	($602,764)	($1,788,671)	$494,983	$210,330	$3,948,137
(Loss) earnings per share - basic and diluted	($0.04)	($0.03)	($0.35)	($0.01)	($0.04)	$0.01	$0.01	$0.14

Quarterly information is discussed in the “Overall Performance and Results of Operations” section of this MD&A.

POST-REPORTING DATE EVENTS

On July 7, 2016, Enterprise Group Inc., closed a transaction to divest substantially all of the assets of T.C. Backhoe & Directional Drilling Ltd. Gross cash proceeds from the transaction will be approximately $20.0 million, subject to post close adjustments. Included in the $20.0 million of gross proceeds is approximately $3.0 million of working capital. Additionally, upon closing of the transaction, the Company amended its bank loan facility as described under the "Capital management' section in this MD&A.

OUTSTANDING SHARE DATA

	August 9, 2016	June 30, 2016	December 31, 2015
Common shares outstanding	55,652,374	55,652,374	55,652,374
Stock options outstanding	4,835,000	nil	4,322,167
Warrants outstanding	6,183,500	6,183,500	7,021,768
Total	66,670,874	61,835,874	66,996,309

(1) Warrants convert into 7,021,768 common shares.

The exercise of all outstanding options and warrants would generate a cash inflow of approximately $4,735,900.

OFF-BALANCE SHEET ARRANGEMENTS

Enterprise enters into short-term and long-term operating leases with various vendors to provide office space and equipment in our normal course of operations. Our commitments under operating leases are disclosed in the table labeled "contractual obligations." Enterprise does not have any other off-balance sheet arrangements as at June 30, 2016.

RELATED PARTY TRANSACTIONS

The Company has entered into various transactions in the normal course of business with corporations controlled by officers and directors of the Company and corporations that have common ownership. These transactions were recorded at the exchange amount established and agreed to by the parties. Management and consulting fees were paid to companies controlled by Leonard Jaroszuk, President and Chief Executive Officer, and Doug Bachman, Chief Operating Officer as compensation for serving the Company in those roles. Equipment rental fees were paid to a company controlled by Leonard Jaroszuk, President and Chief Executive Officer, and Desmond O'Kell, Senior Vice President and Director, to rent equipment required for operating activities.

	Six months June 30, 2016	Six months June 30, 2015
Management and consulting fees	**$278,346**	$403,521
Equipment rental	**75,000**	nil
Total	**$353,346**	$403,521

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The following are significant management judgements, apart from those involving estimation uncertainty, in applying the accounting policies of the Company that have the most significant effect on the financial statements:

i. Leases

Management uses judgement in determining whether the lease is a finance lease arrangement that transfers substantially all the risks and rewards of ownership. Management evaluates the lease terms and in some cases the lease transaction is not always conclusive in its classification as a finance lease.

Management uses judgement in determining whether modifications to a lease impacts its classification as a finance lease, impacts the original financial liability, and if changes should be recognized immediately in the statement of income and comprehensive income or as part of the leased asset.

ii. Deferred taxes
Management estimates the probability of future taxable income in which deferred tax assets can be utilized based on the Company's forecasted budget. The Company also takes into consideration non-taxable income and expenses and the various tax rules in effect or expected to be in effect at a future date. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, then the asset is recognized. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed by management based on specific circumstances.

ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts included in the financial statements included, but were not limited to, the following:

i. Share-based payments
The Company estimates the fair value of stock option awards using the Black-Scholes Option Pricing Model. Certain key assumptions used in the model include the expected interest rate, expected volatility, forfeitures, dividend yield and expected term.

ii. Property, plant and equipment and intangible assets
The Company estimates useful life, residual value and depreciation methods based on industry norms, historical experience, market conditions and future cash flows. It is possible that future results could be materially affected by changes in the above factors.

iii. Investment property
The determination of the fair value of the investment property requires the use of estimates based on local market conditions existing at the reporting date. In arriving at estimates of market values, the Company uses an expert in order to apply market knowledge and professional judgement.

iv. Convertible debentures
The valuation of the liability and equity components of the convertible debenture requires the use of estimates in determining the fair value of the two components which include the interest rate that would be obtained on a similar instrument that is not convertible.

v. Business combinations
In a business combination, the Company may acquire assets and assume certain liabilities of an acquired entity. Estimates are made as to the fair value of property, plant and equipment, intangible assets, and goodwill, among other items. In certain circumstances, such as the valuation of property, plant and equipment and intangible assets and goodwill acquired, the Company may rely on independent third party valuators. The determination of these fair values involves a variety of assumptions, including revenue growth rates, expected operating income, discount rates, and earnings multiples.

vi. Impairments
An asset or cash generating unit ("CGU") is impaired when its carrying value exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model, which incorporated the Company's budget and business plan. The recoverable amount is most sensitive to the discount rate used in the discounted cash flow model as well as the expected future cash flows and the

growth rate used for extrapolation purposes. To arrive at cash flow projections the Company uses estimates of economic and market information over the projection period, including growth rates in revenues, estimates of future expected changes in operating margins, cash expenditures, the amount of property, plant and equipment required to achieve the cashflow projections, other future estimates of capital expenditures and changes in future working capital requirements.

vii. Impairment of financial assets
At the end of each reporting period, management reviews the individual balances in accounts receivable and assesses their recoverability based on the aging of outstanding balances, historical bad debt experience, indicators of change in customer credit worthiness, and change in customer payment terms, to identify and determine the extent of impairment, if any.

viii. Income tax
The Company follows the asset/liability method for calculating deferred taxes. Tax interpretations, regulations and legislation in the various jurisdictions in which the Company operates are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings. Assessing the recoverability of deferred tax assets requires the Company to make significant estimates related to the expectations of future cash flows from operations and the application of existing tax laws in each jurisdiction.

CHANGES IN ACCOUNTING POLICIES

A number of new and revised standards are effective for annual periods beginning on or after January 1, 2016. Information on these standards is presented below:

IFRS 11 - Joint Arrangements

These amendments provide guidance on the accounting for acquisitions of interests in joint operations constituting a business. The amendments require all such transactions to be accounted for using the principles on business combinations accounting in IFRS 3 'Business Combinations' and other IFRSs except where those principles conflict with IFRS 11. Acquisitions of interests in joint ventures are not impacted by this new guidance. There was no material impact on the consolidated financial statements as a result of adopting this standard.

ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

Unless otherwise noted, the following revised standards and amendments are effective for annual periods beginning on or after January 1, 2016 with earlier application permitted. The following is a brief summary of the new standards:

IFRS 9 - Financial Instruments

The IASB recently released IFRS 9 'Financial Instruments' (2014), representing the completion of its project to replace IAS 39 'Financial Instruments: Recognition and Measurement'. The new standard introduces extensive changes to IAS 39's guidance on the classification and measurement of financial assets and introduces a new 'expected credit loss' model for the impairment of financial assets. IFRS 9 also provides new guidance on the application of hedge accounting.

The Company's management has yet to assess the impact of IFRS 9 on these consolidated financial statements. The new standard is required to be applied for annual reporting periods beginning on or after January 1, 2018.

IFRS 15 - Revenue from Contracts with Customers

IFRS 15 presents new requirements for the recognition of revenue, replacing IAS 18 'Revenue', IAS 11 'Construction Contracts', and several revenue-related Interpretations. The new standard establishes a control-based revenue recognition model and provides additional guidance in many areas not covered in detail under existing IFRSs, including how to account for arrangements with multiple performance obligations, variable pricing, customer refund rights, supplier repurchase options, and other common complexities.

The Company's management has yet to assess the impact of IFRS 15 on these consolidated financial statements.

IFRS 15 is effective for reporting periods beginning on or after January 1, 2018.

RISKS AND UNCERTAINTIES

The Company's activities expose it to a variety of financial risks that arise as a result of certain financial instruments held such as credit risk, liquidity risk and market risk. The following presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk through cash and cash equivalents and trade and other receivables. The Company manages the credit risk associated with its cash and cash equivalents by holding its funds in financial institutions with high credit ratings. Credit risk for trade and other receivables are managed through established credit monitoring activities.

The maximum exposure to credit risk at period-end is as follows:
The Company has trade receivables from customers in the utilities/infrastructure construction industry, as well as customers in the oil and gas industry. Credit risk is mitigated due to significant customers being large industry leaders and following a program of credit evaluation and limiting the amount of customer credit where deemed necessary. The Company monitors trade receivables monthly to identify any amounts which are past due and considers if they are impaired. This assessment is done on an invoice by invoice basis. Losses from trade accounts receivable have not historically been significant. As such the Company has recorded a provision of doubtful accounts at June 30, 2016 of $4,475 (December 31, 2015 - $564,000).

The majority of the accounts receivable relates to sub division underground utilities installation for large energy and utility providers and as such invoices outstanding over 90 days are not uncommon.

At June 30, 2016 $1,251,000 or 21% of trade receivables were from two customers compared to $2,500,000 or 23% from two customers as at December 31, 2015.

		June 30, 2016		December 31, 2015
Current (less than 90 days)	**$**	**5,271,741**	$	9,900,475
Past due (more than 90 days)		**631,535**		907,029
Total	**$**	**5,903,276**	$	10,807,504

Included in trade receivables past due (more than 90 days) is $18,400 (December 31, 2015 - $77,000) of holdback receivables.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations. On an ongoing basis the Company manages liquidity risk by maintaining adequate cash and cash equivalents balances and appropriately utilizing available lines of credit. Management believes that forecasted cash flows from operating activities, along with available lines of credit, will provide sufficient cash requirements to cover the Company's forecasted normal operating activities, commitments and capital expenditures.

The following are undiscounted contractual maturities of financial liabilities, excluding estimated interest and the

impact of netting agreements at June 30, 2016:

Contractual Obligations June 30, 2016	Total	2016	2017	2018	2019	2020	After 5 years
Trade and other payables	$5,422,159	$5,422,159	$nil	$nil	$nil	$nil	$nil
Loans and borrowings	$40,316,886	$4,340,911	$32,169,547	$1,933,538	$836,879	$226,581	$809,428
Operating lease commitments	$2,502,797	$1,028,641	$856,262	$523,760	$94,134	$nil	$nil
Total contractual obligations	$48,241,842	$10,791,711	$33,025,809	$2,457,298	$931,013	$226,581	$226,581

The Company has no significant commitments to capital resources other than those disclosed in this MD&A.

Market Risk
Market risk is the risk that changes in market prices, such as interest rates, will affect the Company's income or the value of the financial instruments. Management has assessed the effect of a 1% interest rate increase or decrease in the prime lending rate at June 30, 2016 to impact the Company's annual interest expense by approximately $318,000 (December 31, 2015 - $327,000). The Company has not entered into any derivative agreements to mitigate this risk.

Capital Management
The primary objective of capital management is to ensure the Company has sufficient capital to support its business and maximize shareholder value. The Company manages its capital in proportion to the risk of the underlying assets and makes adjustments in light of changes in economic conditions and risks. The Company's strategy remains unchanged from prior periods. Management considers its capital structure to include net debt and adjusted capital of the Company. Adjusted capital comprises all components of equity (share capital, contributed surplus, warrants, convertible debenture and deficit), other than amounts in accumulated other comprehensive income relating to the marketable securities. Included in net debt is the bank loan facility which requires the Company to maintain certain financial covenants as defined below. The Company's objectives when managing capital are to finance its operations and growth strategies and to provide an adequate return to its shareholders. In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to reduce debt. As at June 30, 2016 the Company has met these objectives.

The Company's covenants are as follows:

	June 30, 2016	**Minimum Required**	December 31, 2015	Minimum Required
Fixed charge coverage ratio	N/A	N/A	Waived	N/A
Senior leverage ratio	N/A	N/A	Waived	N/A
EBITDA [1]	$3,883,284	$3,607,716	N/A	N/A
Capital expenditure	$921,268	Not to exceed $1,125,000	$3,383,551	Not to exceed $6,000,000

(1) Identified and defined under "Non-IFRS Measures".

The minimum covenants are noted in the table above. The Company monitors these requirements on an ongoing basis and reports on its compliance to its lender on a monthly basis.

Effective June 30, 2016, the Company amended the term and the covenants to its bank loan facility. Beginning June 30, 2016 the Company is required to maintain EBITDA of not less than 85% of forecast. Beginning June 30, 2017, the Company will be required to maintain a senior leverage ratio of not more than 6.5; at December 31, 2017, not more than 6.25. Beginning on June 30, 2017 the Company will be required to maintain a fixed charge coverage ratio of not less than 1.25. The interest rate on the facility decreased from prime plus 3.5% to prime plus 3.0% with the facility expiring on September 30 2020. The capital expenditures are not to exceed $1,125,000 in any fiscal year. Upon closing of the sale of TCB assets, the maximum loan amount will be reduced to $25,000,000. All other terms and

conditions of the facility remain unchanged.

Effective March 23, 2016, the Company amended the covenants to its bank loan facility. Beginning March 31, 2016, the Company is required to maintain a senior leverage ratio of not greater than 7.50, June 30, 2016, 6.00; Dec 31, 2016, 4.25; March 31, 2017, 3.75; June 30, 2017, 3.50. The Company is also required to maintain EBITDA[(1)] of not less than 85% of forecast from March 31, 2016 to September 30, 2016, calculated on a trailing twelve month basis. Beginning December 31, 2016, the Company will be required to maintain a fixed charge coverage ratio of not less than 1.25. The interest rate on the facility increased from prime plus 1.5% to prime plus 3.5% over the remaining term of the loan. The capital expenditures are not to exceed $1,500,000 in any fiscal year. All other terms and conditions of the facility remain unchanged.

As at June 30, 2016, the Company is in compliance with all covenants.

(1) Identified and defined under "Non-IFRS Measures".

Financial Instruments and Business Risks

The Company classifies financial assets and liabilities as either available-for-sale, loans and receivables or other financial liabilities. The classification of a financial asset or liability is determined at the time of initial recognition. Financial instruments are initially recognized at fair value and are measured subsequently as described below. The Company does not enter into derivative contracts.

i. Loans and receivables

The Company's cash and cash equivalents, trade and other receivables, and deposits are classified as loans and receivables. Loans and receivables are subsequently measured at amortized cost using the effective interest method.

ii. Other financial liabilities

The Company's loans and borrowings and trade and other payables are classified as other financial liabilities. Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial instruments are classified into one of the following levels of fair value hierarchy:

Level 1 - Fair value measurements based on unadjusted quoted market prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2 - Fair value measurements are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3 - Fair value measurements derived from valuation techniques that include unobservable inputs.

Other Risks

Other risks include:

- Commodity pricing – Fluctuation in the price of petroleum products is a business risk that impacts the Company directly. Oil and gas prices determine the economic feasibility of exploration and drilling activity in the oil and gas industry, to which the Company provides its services. High prices increase demand for the Company's services, while adverse or lower prices impact the Company's ability to generate revenues.

- Production declines and new discoveries – New discoveries of oil and gas reserves lead to an increase in the demand for the Company's services. On the other hand, declines in production result in decreased demands for the Company's services. Either situation directly impacts the operating results of the Company.

- Access to capital – The Company is dependent on access to equity or debt financing to fund capital expansion programs when operating cash flows are not sufficient to do so. To date, sufficient capital has been obtained to meet the Company's capital expansion and acquisition requirements. Any further capital expansion or acquisitions that cannot be funded through operating cash flows will require external financing, the availability of which is dependent on economic factors such as interest rates, investor and creditor confidence, and industry profitability.

- Weather – The Company operates heavy equipment, the movement of which requires reasonable weather and road conditions. In the spring season this is especially true, with spring breakup making many secondary roads impassable. Since heavy equipment cannot be moved under these conditions, the Company's operating results are subject to significant decreases during this time period. To mitigate this risk, the Company is diversifying its operations to other industries enabling the Company to perform services elsewhere during the spring. The Company also rents flameless heaters which are in greater demand during cold weather. The extent of cold weather and the duration of winter will have a significant impact on operating results. To mitigate this risk, the Company is diversifying the use of its blower capacity, contained within the flameless heaters, in warmer months.

- Available workforce – The ability to perform services is contingent upon sufficient and appropriately skilled staff being available. Obtaining personnel is crucial to the Company's ability to meet demand for its services.

- Recession Risk – Although the current economic environment is recovering from the recent recession, the recovery is still fragile. Should economic environment slide into a double dip recession, demand for the Company's services would be reduced and have a negative impact on revenues and earnings. This would result in the Company continuing to implement cost control measures and possibly expand its services into other industries in order to manage through the recession. Management has already implemented some cost cutting measures and is continuing to review other areas for possible cost savings.

- Cyclicality – The Company has a significant portion of its revenues tied directly to oil and gas pipeline construction industry in Western Canada. These revenues are subject to any cyclicality of the industry. To mitigate this risk the Company has diversified its revenue stream to include pipeline maintenance, transportation infrastructure, and directional drilling and installation of underground utility infrastructure, all of which are less seasonal than pipeline construction.

- Operating Risk and Liability Insurance – The Company believes the insurance coverage it has in place is appropriate for the nature of its services provided and its associated risks, however such coverage may not be adequate. To mitigate this risk, management reviews the Company's insurance coverage on a regular basis.

- Competition – The Company's ability to provide cost-effective, quality service to its customers is essential to help mitigate the Company's business risk of competition.

A change in any one of these factors could have a material impact on the financial performance of the Company. The above discussion of risks is not intended to be all-inclusive. The intention of this discussion is to highlight for the reader what are typical risks for this industry and readers should carefully consider, among other things, the risks described herein and in the Company's Annual Information Form dated March 24, 2016.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS

Management's Interim Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, and has designed internal controls to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Management has used a recognized framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to evaluate the effectiveness of internal controls over financial reporting.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any 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 or procedures may deteriorate.

Management has evaluated the design and operation of the Company's internal control over financial reporting as of June 30, 2016, and has concluded that such internal controls over financial reporting were effective. There are no material weaknesses that have been identified by management in this regard.

Management's Interim Report on Disclosure Controls

As of June 30, 2016, the Company's management evaluated the effectiveness of its disclosure controls and procedures as defined in the rules of the Canadian Securities Administrators. This evaluation is performed under the supervision of, and with the participation of, the Chief Executive Officer and the Chief Financial Officer. The Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of June 30, 2016.

NON-IFRS MEASURES

In addition to using financial measures prescribed by IFRS, certain non IFRS measures are used in this MD&A. Non-IFRS measures should not be construed as an alternative to net income or cash flow from operating activity as an indicator of financial performance or to cash flow from operating activities as a measure of liquidity and cash flow. Non-IFRS performance measures do not have any standardized meaning prescribed by IFRS and therefore the Company's methods of calculating non-IFRS measures may not be comparable to similar measures presented by other companies. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. This measure has been described and presented in the same manner in which the chief operating decision maker makes operating decisions and assesses performance.

EBITDA

EBITDA is defined as earnings before interest, taxes, depreciation and amortization, loss (gain) on disposal of property, plant and equipment, fair value adjustments, impairment losses and share-based payments. Management believes that EBITDA is a useful measure used by management when evaluating the Company's principal business activities.

Reconciliation of net (loss) income to EBITDA:

	Three months June 30, 2016	Three months June 30, 2015	**Six months June 30, 2016**	Six months June 30, 2015
Net loss	**($2,399,765)**	($1,788,670)	**($3,826,389)**	($1,296,092)
Add:				
Interest	**733,221**	790,683	**1,204,169**	1,694,262
Income taxes recovery	**(1,120,408)**	(675,796)	**(1,838,951)**	(481,096)
Depreciation and amortization	**2,231,160**	2,309,846	**4,453,122**	4,623,152
Loss on disposal of property, plant and equipment	**47,172**	159,420	**940,837**	201,384
Share-based payments	**nil**	325,560	**521,840**	736,587
EBITDA	**$(508,620)**	$1,121,043	**$1,454,628**	$5,478,197

ENTERPRISE
GROUP, INC.

	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
(Loss) net income	$(20,307,151)	$5,731,399	$5,782,426
Add:			
Interest	3,217,328	3,053,769	1,439,079
Income tax (recovery)	(3,481,852)	3,333,047	(761,441)
Depreciation and amortization	9,313,858	7,148,460	2,671,257
Loss on disposal of property, plant, and equipment	219,714	(452,479)	64,440
Fair value adjustments	nil	(345,000)	(1,515,000)
Impairment losses	17,032,509	nil	nil
Share-based payments	521,840	411,027	1,912,443
EBITDA [(1)]	$7,906,849	$20,245,679	$8,484,903

(1) Identified and defined under "Non-IFRS Measures".

CONCLUSION

Management is maintaining a cautious outlook for the Company and its services as visibility into 2016 continues to be a challenge. Management believes that Enterprise is relatively well positioned due to the diversity of its business and operational performance. Management also believes that a balanced and diversified position between infrastructure and utilities construction and specialized equipment rental is the best path to generating shareholder value.

Enterprise's customers include some of Canada's largest energy producers, telecommunication providers, utility service providers and the federal and provincial governments of Canada. The Company employs management experienced in infrastructure projects to spearhead more civic related construction and maintenance as there are inherent synergies in the equipment, crews and services provided.

With the diversification of the Company's services, streamlining of our operations, our cash management measures, and the acquisitions of ATI in 2012, CTHA in 2013, Hart in January 2014, and Westar in October 2014, management believes the Company is well positioned to navigate a difficult commodity price environment. Management continues to drive cost reductions throughout the Company to assist in offsetting pricing pressures and reduced activity. Although cost reductions will continue in 2016, management is committed to maintaining the quality of service provided to its clients in order to position the Company for the future increases in activity levels and large project approval.

Management remains confident in its strategic and operational plans and has a seasoned leadership team to guide the Company. Enterprise is committed to its customer base throughout the Western Canadian provinces and strives to provide excellent customer service and is excited about its future prospects.

ADDITIONAL INFORMATION

Additional information, including the Company's Annual Information Form, can be found on SEDAR at www.sedar.com or the Company web site at www.enterprisegrp.ca.

MANAGEMENT TEAM / BOARD OF DIRECTORS

Leonard D. Jaroszuk, President, Chief Executive Officer and Director

Desmond O'Kell, Senior Vice President, Director and Corporate Secretary

Warren Cabral, CA, Chief Financial Officer

Rich Hoffart, Chief Operating Officer (started April 2015)

John Campbell, CA, CFA, CPA (Illinois), Lead Director

John Pinsent, FCA, ICD.D., Director

Neil Darling, Director (appointed April 2015)

Manu Sekhri, Director (resigned April 2015)

CONTACT INFORMATION

#2, 64 Riel Drive
St. Albert, Alberta,
Canada T8N 4A4

Phone: (780) 418-4400
Fax: (780) 418-1941
Toll Free: (888) 303-3361

Email: contact@enterprisegrp.ca
Website: www.enterprisegrp.ca