



4 POINTS OF GROWTH

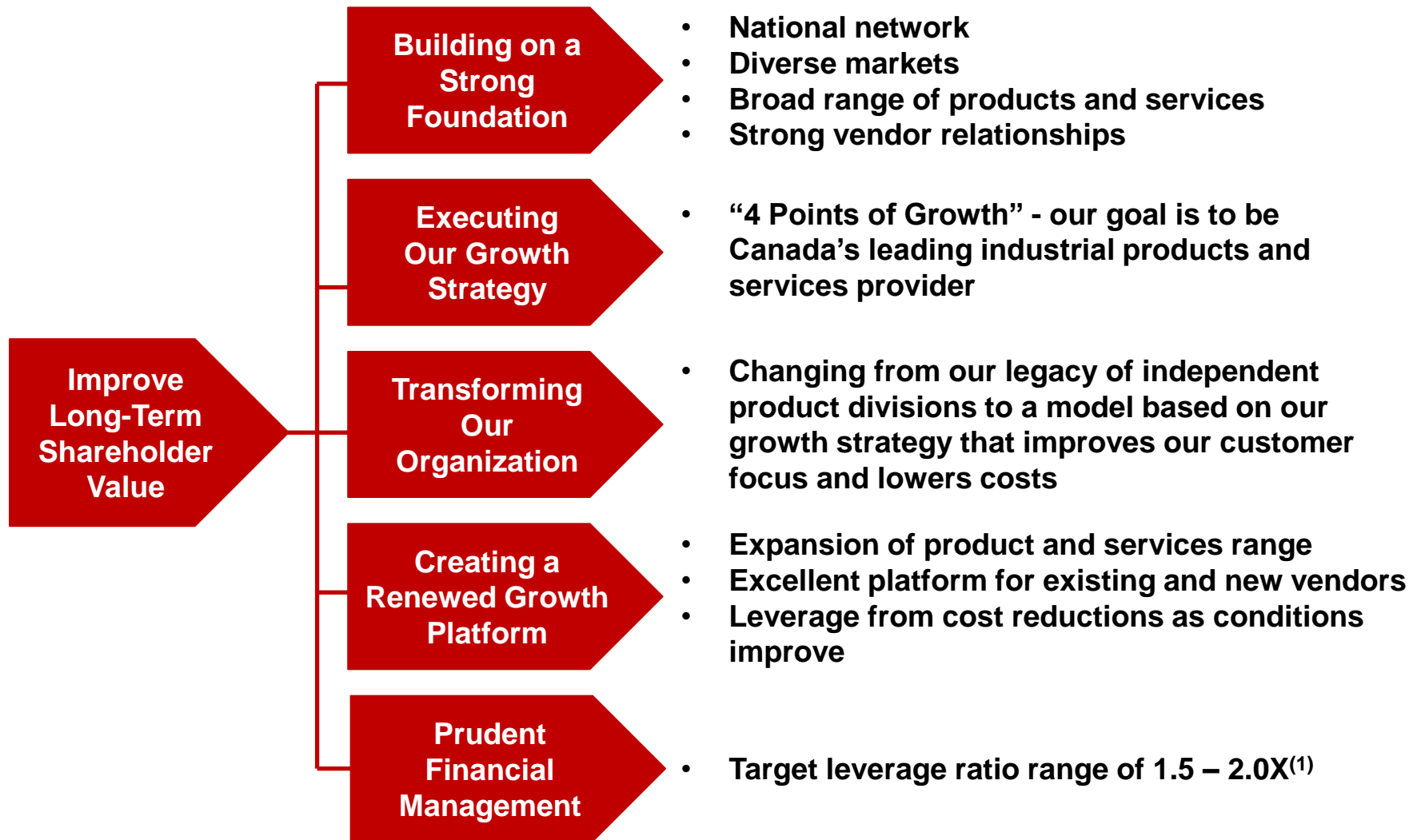
EXECUTING OUR STRATEGY

Wajax Corporation – Annual Meeting (May 3, 2016)

Forward-Looking Statements

This presentation contains certain forward-looking statements and forward-looking information, as defined in applicable securities laws (collectively, “**forward-looking statements**”). These forward-looking statements relate to future events or the Corporation’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “anticipates”, “intends”, “predicts”, “expects”, “is expected”, “scheduled”, “believes”, “estimates”, “projects” or “forecasts”, or variations of, or the negatives of, such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors beyond the Corporation’s ability to predict or control which may cause actual results, performance and achievements to differ materially from those anticipated or implied in such forward-looking statements. There can be no assurance that any forward-looking statement will materialize. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this presentation are made as of the date of this presentation, reflect management’s current beliefs and are based on information currently available to management. Although management believes that the expectations represented in such forward-looking statements are reasonable, there is no assurance that such expectations will prove to be correct. Specifically, this presentation includes forward-looking statements regarding, among other things, maintaining our leverage within reasonable tolerance of our target leverage ratio range of 1.5 – 2.0 times; our ongoing conservatism with respect to capital budgets and discretionary investments; our outlook for 2016, including the expected effect of difficult market conditions in western Canada and reduced resource customer capital and operating expenditures, our expectation for year-over-year earnings in the first and the second halves of 2016; our confidence in the enhanced earnings potential presented by the execution of our 4 Points of Growth strategy by the reorganized Wajax; our expectation that we will deliver four large mining shovels to customers in 2016; our 4 Points of Growth strategy and the goals for such strategy, including our goal of becoming Canada’s leading industrial products and services provider; our “4 Points of Growth” framework to grow the corporation, including the use of engineered repair services (ERS) acquisitions to accelerate such growth, and our intention to allocate up to \$100 million in capital to the acquisition of ERS companies between 2015 and 2019; our planned strategic reorganization and the benefits we expect to achieve therefrom, including, without limitation, improved operational leverage, estimated cost savings, and the enhanced ability to execute our growth strategy; and the current amount of our dividend being sustainable throughout our expectations of a negative cycle. These statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions regarding general business and economic conditions; the supply and demand for, and the level and volatility of prices for, oil and other commodities; financial market conditions, including interest rates; our ability to execute our 4 Points of Growth strategy, including our ability to develop our core capabilities, execute on our organic growth priorities, complete and effectively integrate acquisitions and to successfully implement new information technology platforms, systems and software; our ability to execute our strategic reorganization and realize the benefits therefrom, including cost savings and productivity gains; the future financial performance of the Corporation; our costs; market competition; our ability to attract and retain skilled staff; our ability to procure quality products and inventory; and our ongoing relations with suppliers, employees and customers. The foregoing list of assumptions is not exhaustive. Factors that may cause actual results to vary materially include, but are not limited to, a deterioration in general business and economic conditions; volatility in the supply and demand for, and the level of prices for, oil and other commodities; a continued or prolonged decrease in the price of oil; fluctuations in financial market conditions, including interest rates; the level of demand for, and prices of, the products and services we offer; levels of customer confidence and spending; market acceptance of the products we offer; termination of distribution or original equipment manufacturer agreements; unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications or expectations, cost escalation, our inability to reduce costs in response to slow-downs in market activity, unavailability of quality products or inventory, supply disruptions, job action and unanticipated events related to health, safety and environmental matters), our ability to attract and retain skilled staff and our ability to maintain our relationships with suppliers, employees and customers. The foregoing list of factors is not exhaustive. The forward-looking statements contained in this presentation are expressly qualified in their entirety by this cautionary statement. The Corporation does not undertake any obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws. Further information concerning the risks and uncertainties associated with these forward-looking statements and the Corporation’s business may be found in our Annual Information Form for the year ended December 31, 2015, filed on SEDAR.

Key Messages



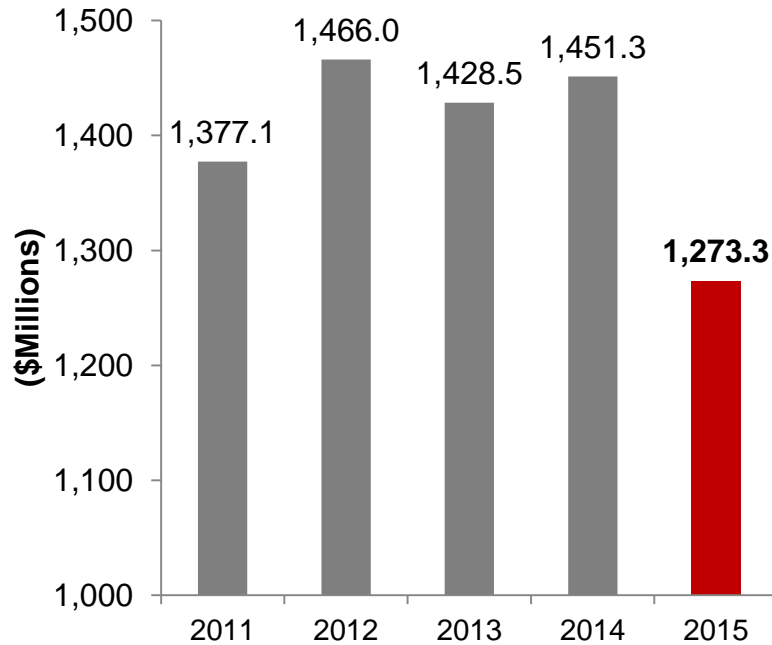
⁽¹⁾ This measure does not have a standardized meaning prescribed by GAAP. See Non-GAAP and Additional GAAP measures in Appendix 1.



Financial Performance

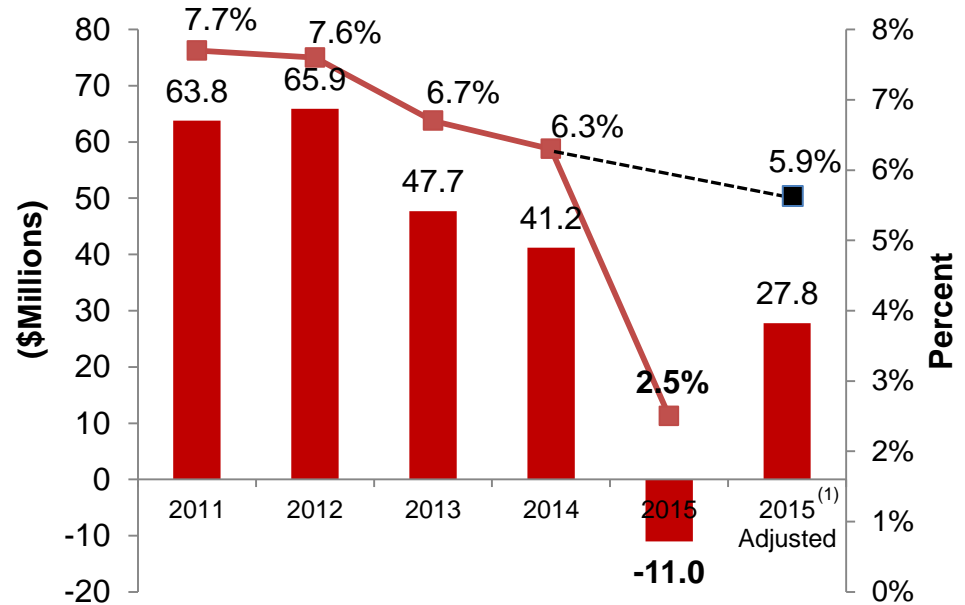
Financial Performance

Revenue



4-Year Revenue CAGR: -1.9%

Net Earnings EBITDA Margin⁽¹⁾



4-Year Adjusted Net Earnings⁽¹⁾ CAGR: -18.7%

Major YoY Performance Drivers:

- **Commodity market weakness since peak earnings year of 2012**
- **2015: significant decline in western Canada.**

⁽¹⁾ This measure does not have a standardized meaning prescribed by GAAP. See Non-GAAP and Additional GAAP measures in Appendix 1.

2016 Outlook

- Our outlook for 2016 is that market conditions will remain very challenging.
 - We continue to expect that earnings will be under significant pressure due to difficult market conditions in western Canada and resource customer capital and operating expenditure reductions.
- We expect lower year-over-year earnings in the first half of 2016.⁽¹⁾
- During the second half of this year, earnings are expected to improve, driven by customer equipment deliveries and cost reductions⁽²⁾.
- The current quarterly dividend amount of \$0.25 per share was established in March 2015 at a level that is believed sustainable through expectations of a negative cycle.⁽³⁾
- While conditions remain challenging, we are very confident in the enhanced earnings potential from the execution of our 4 Points of Growth strategy in a reorganized Corporation.

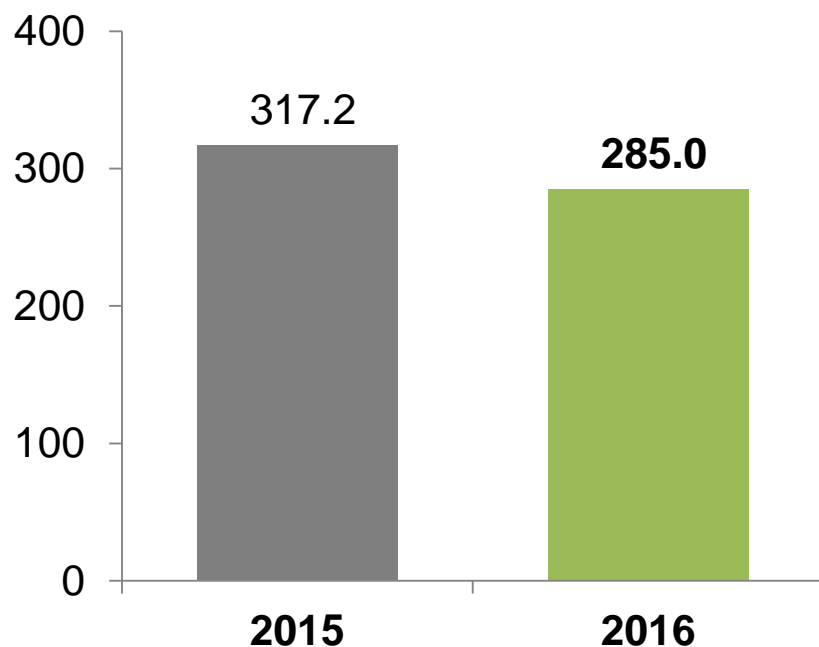
⁽¹⁾ Excluding the impact of the Q1 2016 \$12.5 million restructuring provision.

⁽²⁾ Excluding the impact of the \$41.2 million 2015 goodwill and intangible asset impairment.

⁽³⁾ We will continue to consider the amount of our dividend quarterly, taking into account the Corporation's forecasted earnings, leverage and other investment opportunities.

2016 Q1 Consolidated Results

Revenue
(\$M)



YOY 2016 Change: -10.2%

Decline driven by lower volumes in Western Canada:

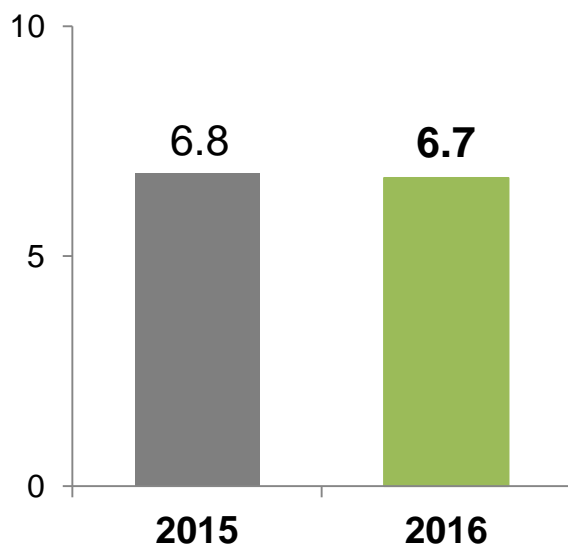
	<u>West</u>	<u>Rest of Canada</u>	<u>Total</u>
WE	↓21%	↓1%	↓12%
WPS	↓48%	↑14%	↓16%
WIC	↓16%	↑5%	↓3%
Total % of Revenue	↓27%	↑5%	↓10%

2016 Q1 Segment Earnings⁽¹⁾

(\$M)

Equipment

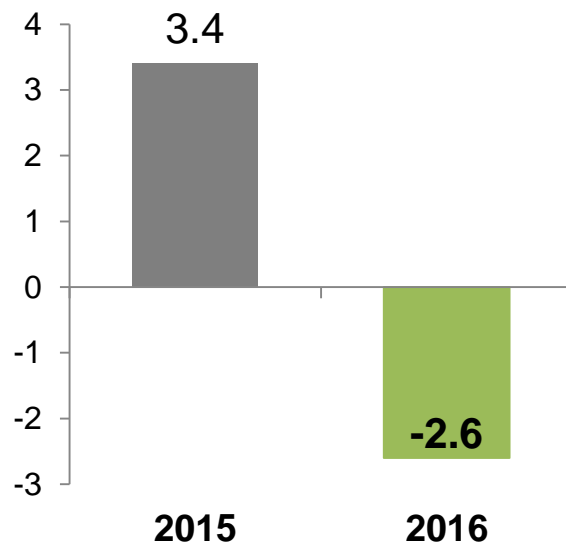
Excellent performance!



YOY 2016 Change:
Revenue: -12.1%

Power Systems

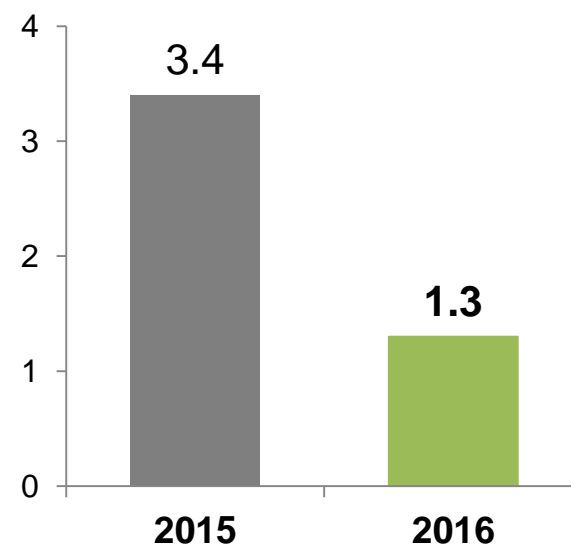
Tougher quarter due to Western Canada, Power Generation and Central.



YOY 2016 Change:
Revenue: -15.7%

Industrial Components

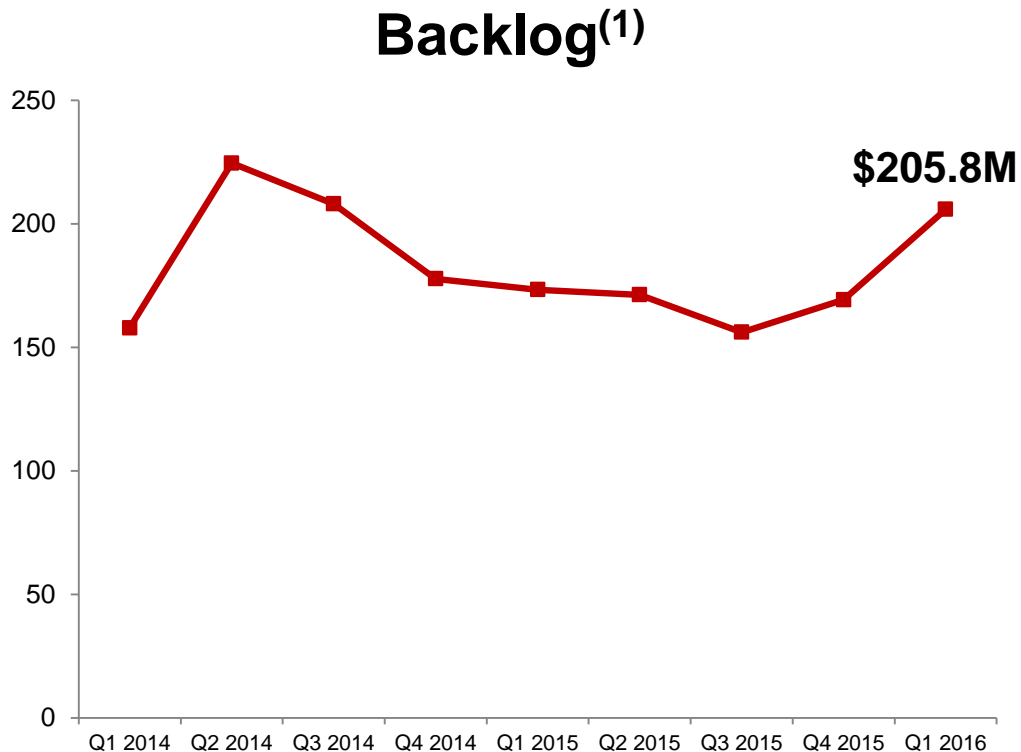
On expectations, with improving trend.



YOY 2016 Change:
Revenue: -2.9%

⁽¹⁾ Earnings before finance costs and income taxes.

Backlog Trend



Consolidated backlog at March 31, 2016

- Increased 22% compared to Q4 on increases in all three segments
 - Now includes four large mining shovels, expected to be delivered this year.
- Increased 19% compared to Q1 2015.

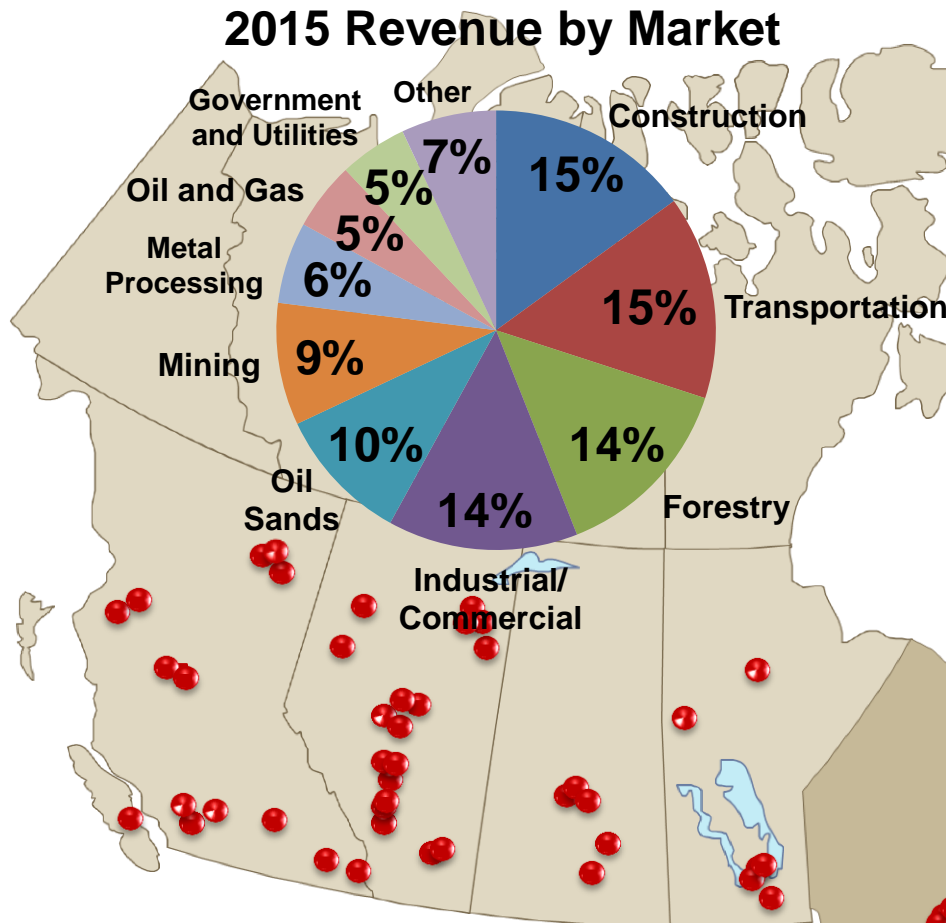
⁽¹⁾ This measure does not have a standardized meaning prescribed by GAAP. See Non-GAAP and Additional GAAP measures in Appendix 1.



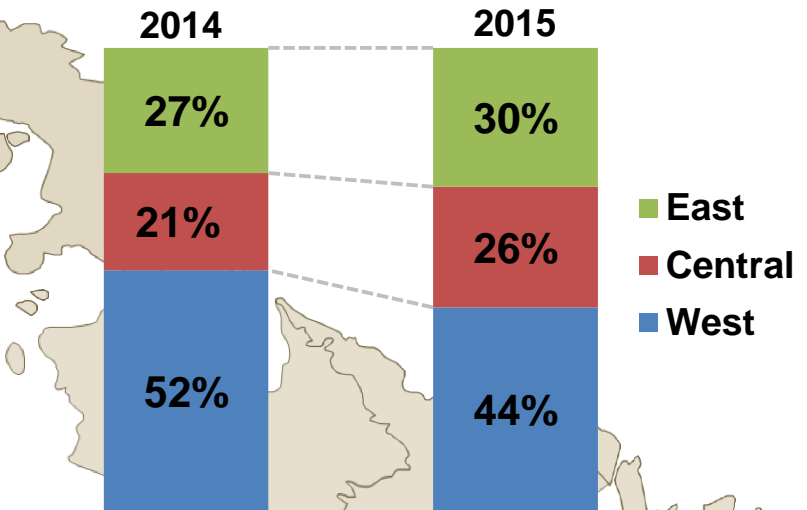
Building on a Strong Foundation

National Network and Diverse Markets

2015 Revenue by Market



Revenue by Region



- 123 branches located to serve major resource and commercial/industrial markets.



Executing our Growth Strategy

Our Goal

... is to be Canada's leading industrial products and services provider, distinguished through:

- **The excellence of our sales force;**
- **The breadth and efficiency of our repair and maintenance operations; and**
- **Our ability to work closely with existing and new vendor partners to constantly expand our offering to customers.**

Execute Strategy - 4 Points of Growth



Core Capabilities

- Organizational skills that drive growth and create value for customers and vendor partners

Organic Growth

- Programs covering ~50% of current revenue base and accounting for majority of expected growth

Acquisitions

- Tuck-under acquisitions to accelerate growth of ERS⁽¹⁾

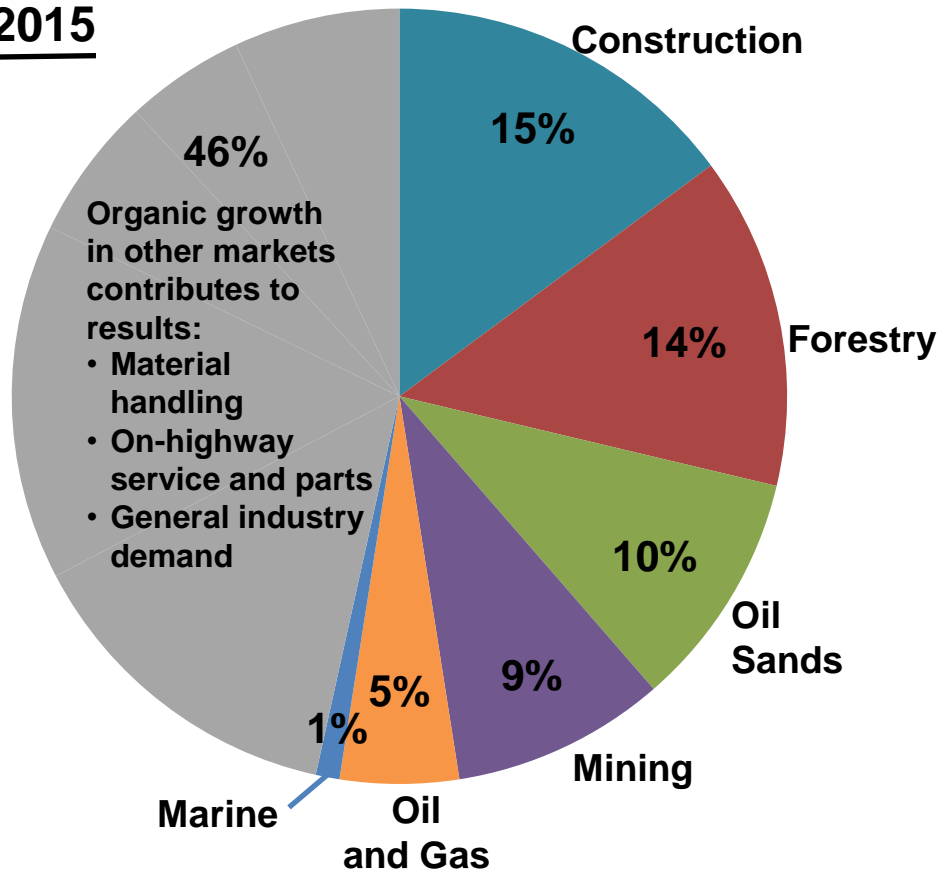
Systems

- Common systems to increase customer insight and improve future cost productivity

⁽¹⁾ Engineered Repair Services.

Core Markets Offer Excellent Growth Opportunity

2015



Core Markets

Viewed over the long-term, core markets are the highest growth opportunities for Wajax:

- Significant market sizes with market share improvement potential
- High aftermarket contribution
- Important growth markets for vendors
- Opportunity to grow product and service range with specific focus on aftermarket categories
- MRO⁽¹⁾ spending of oil sands, mining and oil and gas customers is significant and offers specific growth opportunities

Our strategy focusses on improving the durability of earnings by increasing our services business, continuing to emphasize aftermarket intensive categories and growing our share in the less cyclical product needs of core markets.

⁽¹⁾ Maintenance and Repair Operations.

Core Capabilities – Organizational Skills to Drive Growth

Sales Force

Objective:

To distinguish Wajax to our customers and vendors through the excellence of our sales force.

- Technical and selling skills
- CRM technology
- Major customer teams

650

**Sales
Personnel**

Repair and Maintenance Operations

Objective:

To achieve significant improvement and ultimately leadership in repair operations in terms of safety, customer service, breadth of repair services and profitability.

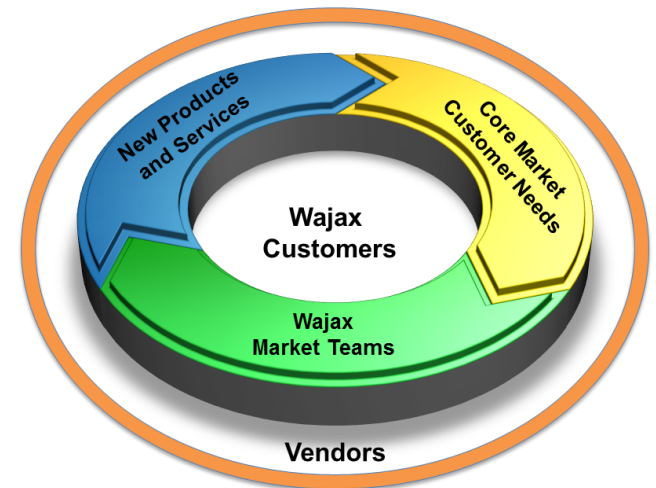
**~770
Technicians**

**240
Parts and Service
Support**

Product and Vendor Development

Objective:

To work closely with existing and new vendor partners to constantly expand our offering to our customers.



Balanced Organic Growth⁽¹⁾



Construction



Forestry



Mining (Including Oil Sands)



Engineered Repair Services



Power Generation



Marine

We estimate that the majority of our revenue growth will come from gains in our core business product and service categories.

⁽¹⁾ See the Corporation's 2015 Annual Report for further information on many of these programs.

Accelerating Growth in ERS Services Via Acquisitions

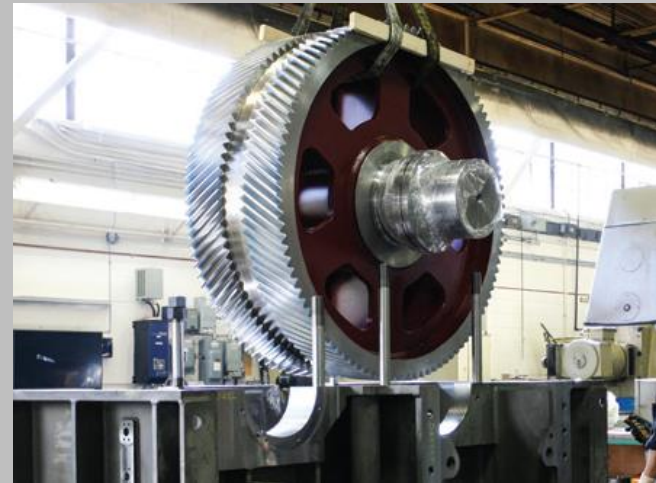
Our focus is on building our capacity to acquire and integrate regional Engineered Repair Services companies into our ERS business.

Target companies:

- \$10 – \$20 million in revenue.
- Generally low capital requirements.
- Focused on markets with high maintenance and repair requirements, such as mining.
- Specialize in services related to one or more of our industrial components categories.

Based on our view of the Canadian marketplace, we anticipate that Wajax will allocate up to \$100 million in capital to the acquisition of ERS companies (2015 - 2019).

Example: Wilson Machine Co. Ltd.



- North American leader in the manufacturing and repair of precision rotating machinery and gearboxes.
- Additional ERS opportunities include pump remanufacturing, large bearing and power transmission services and welding and fabrication of large mechanical systems.



Transforming Our Organization

Transforming Our Organization

Where We've Been

Three Product Divisions:

Division-specific functional teams and independent infrastructures.

Separate customer and vendor development programs.



What's Driving Change

1. **Customers** require a consistent interface.
2. **Need to accelerate our strategy execution** given difficult market conditions.
3. **Lower fixed costs** are required to improve earnings during a negative cycle and to improve earnings leverage as conditions improve.
4. **Operational leverage** needs to improve for core capabilities and back-office functions.

Where We're Going

Transitioning to a leaner, more integrated organization based on three main functional groups:

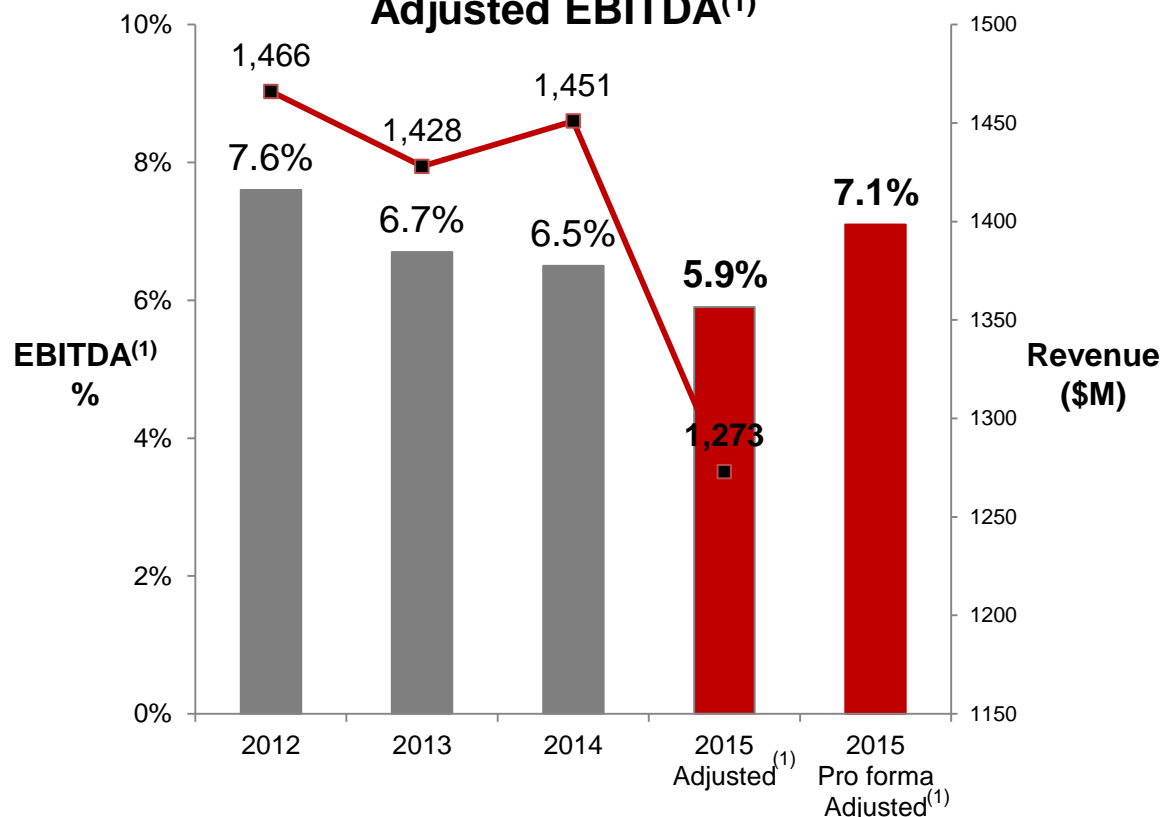
1. **Business Development** – the “front-end” of our business that includes our major sales functions.
2. **Service Operations** – parts and service operations for our main on and off highway businesses.
3. **Vendor Development** – creates a world-class interface between our major vendor partners and our sales and service functions.

Transforming Our Organization

Benefits of Change

1. **Customers** – consistent support and access to full range of products, services and technical resources.
2. **Vendors** – improved planning and execution and access to complete customer list and full range of Wajax sales, service and technical resources.
3. **Investors** – improved strategy execution and lower costs.

Pro forma Impact of Estimated Cost Reductions of \$15M Applied to 2015 Adjusted EBITDA⁽¹⁾



1.2% improvement in Adjusted EBITDA margin based on 2015 revenue

⁽¹⁾ This measure does not have a standardized meaning prescribed by GAAP. See Non-GAAP and Additional GAAP measures in Appendix 1.



Why Invest?

Why Invest ?



- Solid foundation
- Renewed growth strategy
 - 4 Points of Growth
 - New Organizational Model
- Strongly differentiated within the industry
- Positioned to benefit from improvements in market conditions
- Dividend⁽¹⁾

⁽¹⁾ Quarterly dividend of \$0.25 per share considered sustainable during the Corporation's expectations of a negative cycle but will be reviewed quarterly considering earnings, leverage and other investment opportunities.



Appendices

Appendix 1 – Non-GAAP and Additional GAAP Measures

This Investor Presentation contains certain non-GAAP and additional GAAP measures that do not have a standardized meaning prescribed by GAAP. Therefore, these financial measures may not be comparable to similar measures presented by other issuers. The Corporation's calculation of Pro forma Adjusted EBITDA includes an adjustment based on assumptions and estimates that may prove to have been inaccurate. Investors are cautioned that these measures should not be construed as an alternative to net earnings or to cash flow from operating, investing, and financing activities determined in accordance with GAAP as indicators of the Corporation's performance. The Corporation's management believes that:

- i. these measures are commonly reported and widely used by investors and management,
- ii. the non-GAAP measures are commonly used as an indicator of a company's cash operating performance, profitability and ability to raise and service debt, and
- iii. the additional GAAP measures are commonly used to assess a company's earnings performance excluding its capital, tax structures, goodwill and intangible assets impairment and restructuring costs.
- iv. "Adjusted net earnings" provide indications of the results by the Corporation's principal business activities prior to recognizing goodwill and intangible assets impairment and restructuring costs that are outside the Corporation's normal course of business. "Adjusted EBITDA" excludes goodwill and intangible assets impairment and restructuring costs.
- v. "Pro forma Adjusted EBITDA" differs from the term "Adjusted EBITDA" in that it also includes the pro forma effect of the anticipated annual cost savings of approximately \$15 million related to the Corporation's new structure assuming the transition to the new structure was successfully completed and effective at the beginning of 2015. "Pro forma Adjusted EBITDA" provides an indication of the Corporation's principal business activities assuming the transition to the new structure was successfully completed and effective at the beginning of 2015 and prior to recognizing goodwill and intangible assets impairment and restructuring costs that are outside the Corporation's normal course of business. On March 1, 2016, Wajax announced that it will be transitioning from its current three independent product divisions to a leaner and more integrated organization based on three main functional groups: business development, service operations and vendor development. The new structure is intended to improve Wajax's cross-company customer focus, closely align resources to the 4 Points of Growth strategy, improve operational leverage, and lower costs through productivity gains and the elimination of redundancy inherent in the current structure.

Appendix 1 – Non-GAAP and Additional GAAP Measures

Non-GAAP financial measures are identified and defined below:	
EBITDA	Net earnings before finance costs, income tax expense, depreciation and amortization.
Adjusted net earnings	Net earnings before after tax goodwill and intangible assets impairment and restructuring costs.
Adjusted EBITDA	EBITDA before goodwill and intangible assets impairment and restructuring costs.
Pro forma Adjusted EBITDA	Adjusted EBITDA including the pro forma effect of the anticipated annual restructuring cost savings of approximately \$15 million as if the transition to the new structure was successfully completed and effective at the beginning 2015.
EBITDA Margin	EBITDA divided by Revenue
Adjusted EBITDA Margin	Adjusted EBITDA divided by Revenue
Pro forma Adjusted EBITDA Margin	Pro forma Adjusted EBITDA divided by Revenue
Leverage ratio	The leverage ratio is defined as debt at the end of a particular quarter divided by trailing 12-month Adjusted EBITDA. The Corporation's objective is to maintain this ratio between 1.5 times and 2.0 times.
Debt	Debt includes bank indebtedness, long-term debt, obligations under finance leases and letters of credit, net of cash. Debt is a component relevant in calculating the Corporation's Leverage Ratio, which is a non-GAAP measure commonly used as an indicator of a company's ability to raise and service debt.
Backlog	Backlog includes the total sales value of customer purchase commitments for future delivery or commissioning or equipment, parts and related services.
Additional GAAP measures are identified and defined below:	
Earnings before finance costs and income taxes (EBIT)	Earnings before finance costs and income taxes, as presented on the Consolidated Statements of Earnings.
Earnings before income taxes (EBT)	Earnings before income taxes, as presented on the Consolidated Statements of Earnings.

Reconciliation of the Corporation's net (loss) earnings to adjusted net earnings and basic and diluted adjusted earnings per share is as follows:

	Twelve months ended December 31	
	2015	2014
Net (loss) earnings	\$ (11.0)	\$ 41.2
Goodwill and intangible assets impairment, after tax ⁽¹⁾	37.3	-
Restructuring costs, after-tax ⁽²⁾	1.5	2.1
Adjusted net earnings	\$ 27.8	\$ 43.3

⁽¹⁾ Goodwill and intangible assets impairment of \$41.2 million (\$37.3 million after-tax) was recorded in 2015, comprised of \$13.7 million related to the Power Systems segment and \$27.5 million related to the Industrial Components segment. As a result, the carrying value of goodwill and intangible assets of each segment approximates their recoverable amounts as at December 31, 2015 of \$nil in the Power Systems segment and \$18.3 million in the Industrial Components segment. The recoverable amounts assumed that weakness in oil and gas activity in western Canada continues.

⁽²⁾ Restructuring costs of \$2.1 million (\$1.5 million after-tax), consisting of severance costs, were recorded in the second quarter of 2015 in the Power Systems segment. The Power Systems' restructuring plan is anticipated to be completed by the first quarter of 2016 and is expected to result in annualized savings of approximately \$7.4 million. In 2014, the Industrial Components segment recorded restructuring costs of \$2.8 million (\$2.1 million after-tax) as part of its plan to simplify and improve the effectiveness of the sales force and branch management organization.

Appendix 1 – Non-GAAP and Additional GAAP Measures

Reconciliation of the Corporation's net earnings to EBT, EBIT, EBITDA, Adjusted EBITDA and Pro forma Adjusted EBITDA is as follows:

	Twelve months ended December 31	
	2015	2014
REVENUE	\$ 1,273.0	\$ 1,451.0
Net (loss) earnings	\$ (11.0)	\$ 41.2
Income tax expense	6.3	15.3
EBT	(4.7)	56.5
Finance costs	12.2	13.0
EBIT	7.5	69.5
Depreciation and amortization	24.5	22.5
EBITDA	32.0	92.0
Goodwill and intangible assets impairment ⁽¹⁾	41.2	-
Restructuring costs ⁽²⁾	2.1	2.8
Adjusted EBITDA	\$ 75.3	\$ 95.0
New structure cost savings ⁽³⁾	15.0	
Proforma Adjusted EBITDA	\$ 90.3	\$ 95.0
Adjusted EBITDA Margin	5.9%	
Proforma Adjusted EBITDA Margin	7.1%	

⁽¹⁾ Goodwill and intangible assets impairment of \$41.2 million (\$37.3 million after-tax) was recorded in 2015, comprised of \$13.7 million related to the Power Systems segment and \$27.5 million related to the Industrial Components segment. As a result, the carrying value of goodwill and intangible assets of each segment approximates their recoverable amounts as at December 31, 2015 of \$nil in the Power Systems segment and \$18.3 million in the Industrial Components segment. The recoverable amounts assumed that weakness in oil and gas activity in western Canada continues.

⁽²⁾ Restructuring costs of \$2.1 million (\$1.5 million after-tax), consisting of severance costs, were recorded in the second quarter of 2015 in the Power Systems segment. The Power Systems' restructuring plan is anticipated to be completed by the first quarter of 2016 and is expected to result in annualized savings of approximately \$7.4 million. In 2014, the Industrial Components segment recorded restructuring costs of \$2.8 million (\$2.1 million after-tax) as part of its plan to simplify and improve the effectiveness of the sales force and branch management organization.

⁽³⁾ Anticipated annual restructuring cost savings of approximately \$15 million related to the Corporation's new structure assuming the transition to the new structure was successfully completed and effective at the beginning 2015.

For more information on non-GAAP and additional GAAP measures please refer to our 2015 Fourth Quarter Report and 2016 First Quarter Report which are available on SEDAR at www.sedar.com and on the Corporation's website at www.wajax.com.