

2014 CHAIRMAN'S *MESSAGE* TO OUR SHAREHOLDERS



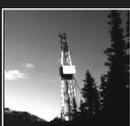
Mullen Group's Corporate Office
Okotoks, Alberta

“The only true WISDOM is in knowing YOU know nothing.”
~ Socrates

I am certain, but don't truly know, that the Greek philosopher **Socrates** was not referring to the price of crude oil with this saying. One could surmise, however, that the words "You know nothing" apply to those involved in the energy sector, with nearly everyone caught off-guard by the oil price collapse beginning last fall. Of course even those who believed or had what they believed was the knowledge to predict the price collapse are not insulated from the expected downturn, just as Socrates was not saved from his own knowledge – who was found guilty of crimes against the state and sentenced to death. So much for wisdom! Here is another life lesson – **If those who are in power change their minds it doesn't matter what you think or believe!**

In this year's message to shareholders I will discuss our performance in 2014 – which did not meet our predictions or expectations – provide an overview of what shareholders should expect in 2015, as well as outline the opportunities that we will pursue over the next few years. All of this is within the context that we really "know nothing". But there are some areas of business that we understand really well. It is from this perspective that I will outline how Mullen is prepared to deal with what I expect will be a challenging 2015, but at the same time be positioned to capitalize as opportunities arise. I am quite confident that our loyal shareholders will be rewarded for their patience. THIS IS MY GOAL!

ADVISORY: This message may contain forward-looking statements that are subject to risk factors associated with the oil and natural gas business and the overall economy. Mullen Group believes that the expectations reflected in this message are reasonable, but results may be affected by a variety of variables. For a more detailed review of the risks and assumptions refer to our 2014 Annual Financial Review.



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A LOOK IN THE REARVIEW MIRROR

2014 was another volatile year for our shareholders, not the kind that one can brag about.

In this section I will discuss and analyze three main topics that are of interest to most investors and shareholders. **First**, and probably of most significance, is our stock performance, because at the end of the day this is how investors value our organization. **Second**, I will delve into the operating performance of our organization, sharing my thoughts on what worked particularly well and where improvements are required. In this organization we are fully aware that **Performance Is What Matters!** **Third**, a series of corporate initiatives were consummated last year that I believe establish the foundation for a successful future. This is all about the **Planning and the Preparing**, not just for the next year but for the much longer term.

{ STOCK PERFORMANCE } 1

Measuring our stock performance is very simple. We began the year with a stock

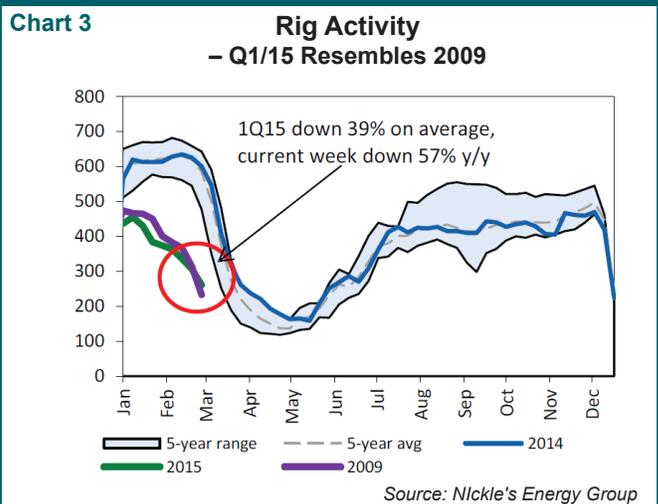
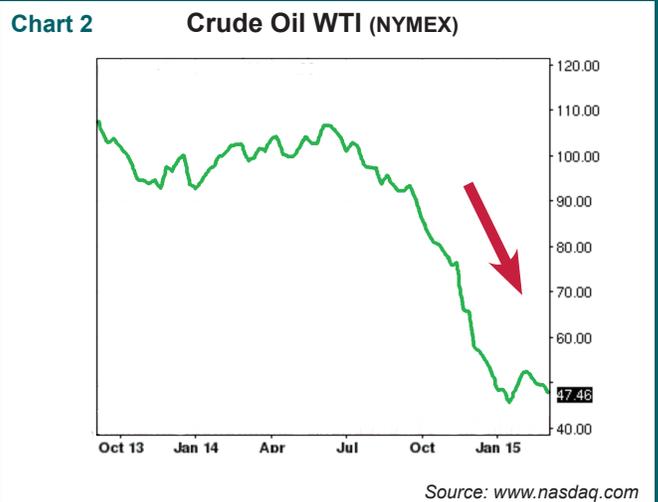
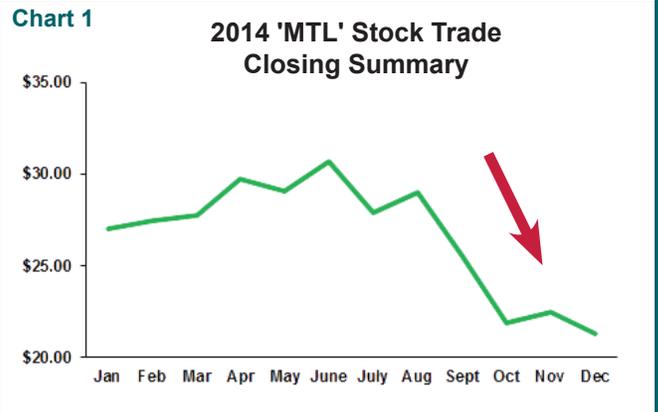
valued at \$28.39 per share. We ended 2014 at \$21.31 per share. This is the quantitative view. The more instructive yet much more difficult component is defining why, other than to state the obvious: investors' view of the future changed dramatically. The bottom line is this – our shareholders took one on the chin last year. I would suggest this was a result of the collapse in crude oil prices and the weakening of natural gas prices. Both are critical to the oil and gas industry's profitability and cash flow. Mullen is not an oil and gas company, but as a service provider to the industry we are connected in a meaningful way through our ownership of 16 Operating Entities in our Oilfield Services segment. As such, we are not immune to low commodity prices.

As early as September 2014, investors began to recalibrate the impact lower commodity prices would have on the oil and gas companies and service sector. These expectations were reflected in stock valuations, including Mullen's (see Charts 1, 2 and 3).

Commodity prices rising and falling is not a new phenomenon to long-term investors in the energy sector. Since the early 1990s, there have been seven market corrections in which the price of crude oil has fallen by over 40 percent¹, which really suggests that significant commodity price declines and market corrections are not "black swan events." They are more like the norm, meaning this market correction should not really surprise anyone. Of course, this one did so – again – because very few investors or even industry participants want to think negatively or

¹ Douglas Petno, CEO, Chase Commercial Banking - February 27, 2015

The correlation between the price of crude oil, drilling rig activity and our stock price is evident.



about the downside. They prefer to believe *"this time is different"* or *"I can get out before it gets really bad"*. But reality is much different than thinking or hoping, because once new facts and information become available, market adjustments happen very quickly.

At Mullen, we have been in business for over six decades and have witnessed many market downturns. They are never exactly the same but they do have a common theme – they are all ugly! The bottom line is this: anyone involved in or investing in the oil and gas sector knows or should know this is a cyclical, volatile industry in which the good times are great and the bad times are challenging at best. At Mullen we understand this, which explains why our business model is based upon diversification. We do not invest just in the oil and gas services industry. A significant and growing part of our business is levered to the overall economy. This strategy provides our shareholders with a natural hedge, at least from the perspective that oil and natural gas prices effectively are a tax on the consumers of energy. The prevailing logic is that higher commodity prices tend to weaken the overall economy whereas lower commodity prices encourage economic growth, because the consumer represents a great deal of economic activity – over two-thirds in the U.S., for example. The consumer allocates their available funds to the things they need – energy being an important need. As a result, from the consumer's perspective, commodity price movements are a zero-sum game.

Our Trucking/Logistics segment is comprised of 11 Operating Entities representing 40% of revenue in 2014, the highest since 2006.

Diversification is not, however, the only element of Mullen's business strategy. Of equal importance is the strength and structure of our balance sheet. Cyclical lows will challenge even the best of companies from an operating perspective as activity levels decline and competitive pressures intensify. A company must be positioned to weather the downturn. Some will be. A few – of which Mullen is one – will be positioned not only to survive, but to grow and acquire other companies and assets at very attractive entry points, taking advantage of the cyclical lows, based with the knowledge that these cycles do not last forever. Quite simply, the cure for low commodity prices is low commodity prices. As investing activity is curtailed – and it will in 2015 – the natural production declines to which all oil and natural gas deposits are subject reduce the production levels of energy companies, bringing energy supply and demand back into balance. The investing cycle resumes as commodity prices rise.

Mullen's stock performance over the years has been closely linked to the commodity cycle. As such, I suspect that our stock will improve when commodity prices return to levels that justify new capital investment by the oil and gas companies. This is the primary demand driver for the oil and gas services sector. This will happen. Attempting to predict when commodity prices will recover, or to what level, would simply be guessing, however, now that everyone is an "expert" on oil and gas prices – where were they last summer? – it is probably better I focus on what is within my control, like where and when do we deploy the \$153 million of cash we have on the balance sheet. But there is one thing I do know – if you or your company are not prepared for this down phase of the cycle, you might not be around when commodity prices and demand recovers!

{ OPERATING PERFORMANCE } 2

In last year's message I opined that I fully expected 2014 would be another record year in terms of revenue and profitability. But I did preface my prediction with one caveat – namely that there were challenges. These were predominately associated

with a modest pace of economic expansion in Canada, a complicated energy story, which is susceptible to cyclical highs and lows, and the lack of meaningful progress on new takeaway capacity – i.e., pipelines – to Canada's deep-water ports allowing for the export of crude oil and natural gas to new markets. The latter challenge was primarily due to the fact that the United States was "boxing" Canadian energy supply from their market, a direct result of their success in growing domestic energy production from oil and gas shale deposits. Furthermore, I cautioned that there were few acquisition opportunities that met our thresholds.

So how did we do? Well, we got close! Consolidated revenue was essentially flat at \$1.43 billion for six fundamental reasons:

1. Economic growth in Canada held steady at 2.5 percent, not robust enough to stimulate significant new demand. Our Trucking/Logistics segment generated revenue of \$571 million, up by 3.1 percent year-over-year, generally in line with GDP statistics.
2. The energy story, which began the year with much promise, started to unravel in the fall and by December the oil and gas companies were curtailing capital investment as well as reducing drilling activity in western Canada, negatively impacting many of our Oilfield Services segment Operating Entities.
3. Pipeline projects and liquefied natural gas development did not materialize. These are long-life investments that, in my opinion and that of many industry participants and experts, are crucial to future development of Canada's energy resources.
4. We never wavered from our acquisition strategy. We had no appetite to invest additional shareholders' capital in the energy sector and we did not like the opportunities presented to us. On the other hand, the trucking/



logistics sector of the economy was more attractive, in our view, offering more upside and long-term potential on a risk-adjusted basis. The acquisitions we consummated in 2014 – Bernard Transport Ltd., Recon Utility Search L.P. and Gardewine Group Limited Partnership – were completed late in the year and in early 2015.

5. We finalized a transaction with Kriska Transportation Group, contributing our Ontario-based Mill Creek Motor Freight business in return for an equity stake of 30 percent in the newly formed corporation. Our view is that owning 30 percent of a new and expanding group with an engaged and growth-oriented management team was better than holding 100 percent of a small company that simply was not growing. This transaction was completed as of December 1, 2014. As such, Mill Creek contributed only 11 months of revenue in 2014.

Mullen now has a 30 percent equity stake in Kriska Transportation – a well-established successful brand in eastern Canada.

6. Lastly, early in the year we commenced planning for a slowdown in the oil and gas industry, curtailing capital expenditures and in the summer closing terminals in our drilling rig moving business, reducing 2014 rig moving revenue.

Our original plan for 2014 was to invest \$100 million in capital expenditures. Actual was only \$69.4 million.

Profitability was also down in 2014 as measured by operating income, net income and earnings per share, due to many of the reasons mentioned above. In addition, there were other very important factors:

- Competition in the oil and gas services sector intensified throughout the year as competitors continued to add capacity while demand was actually slowing. By the fourth quarter, pricing for services was in decline. In fact, of the 16 Operating Entities in our Oilfield Services segment, only six were able to improve operating profitability in 2014. They were all led by the same capable management groups we had in prior years, so I know that the industry-led issues were significant. Competitive pricing was particularly evident in production services and fluid hauling. In 2014 we owned seven Operating Entities focused on servicing of producing wells and the hauling of fluids, including produced water, crude oil and liquids. Collectively, these Operating Entities had a challenging 2014.
- Premay Pipeline Hauling had a very successful year in 2014, but it was not even close to the outstanding results of 2013, and partially explains why Mullen's overall profitability was lower last year. Several planned pipeline projects were delayed.
- Lastly, one of our longstanding customers cancelled their 2014/2015 winter coring program, which typically commences in the fourth quarter as drilling locations become accessible. The cancellation left our Treo Drilling Services group, which had had a very strong fourth quarter of 2013, with virtually no work in late 2014 and no way to secure additional work. For the full year, however, the Treo group had excellent results, besting 2013 on nearly every operational, safety and financial measurement.

Production Services' revenue was down by \$10.2 million to \$391.8 million; operating income was down by \$10.6 million to \$71.9 million; and the operating margin declined to 18.4 percent from 20.5 percent in 2013.

All of these factors reduced Mullen's profitability. Operating income declined by \$16.0 million to \$284.7 million in 2014 from \$300.7 million in 2013 and adjusted earnings per share declined to \$1.44 per share in 2014 from \$1.57 per share in 2013, well below our expectations for the year.

While we are obviously disappointed with last year's financial results, we still generated cash flow well in excess of our combined requirements for capital expenditures, funds to meet our financial obligations including internal payments and, of course, the coveted \$1.20 per share dividend payment to you, our shareholders.

For a more detailed look at our 2014 financial performance, I refer you to the 2014 Annual Financial Review – a 100-page document full of accounting and financial information including analysis, discussion and disclosure. It is available on Sedar at www.sedar.com as well as our website at www.mullen-group.com. STEPHEN CLARK, our Chief Financial Officer, and his highly qualified team prepared an excellent and informative document for readers who require additional insight.

MULLEN HAS DISTRIBUTED OVER \$900 MILLION TO SHAREHOLDERS SINCE JANUARY 1, 2005.



CORPORATE INITIATIVES

Two-thousand fourteen was a very active year from a corporate perspective. It will, I believe, also be remembered as a very important year. After referencing Socrates, it would be foolish for me to say "I knew" more than anyone else. Although

I certainly did not know that oil and gas prices would fall as they have, my instincts plus years of experience taught me that when everyone else seems to be in agreement, it was time to be careful. I also pay close attention to supply and demand fundamentals. With these as my guide, I became quite concerned that the oil and gas sector was in a vulnerable space. As a result I, along with my trusted Executive Team of STEPHEN CLARK, Chief Financial Officer, and RICHARD MALONEY, Senior Vice President, presented a business case to the Board of Directors in April that Mullen should act swiftly on two fronts. **First**, we needed to prepare for a potential decline in oil and natural gas pricing. **Second**, we would rebalance our business model and focus our acquisition strategy on the trucking/logistics sector, principally because the opportunities were better and risks much lower than in the oilfield services sector.

The initiatives we subsequently undertook were bold and, to some, controversial. Why, for example, was Mullen not growing when many of our peers, both private and public, were expanding and producing wonderful results? My answer was always the same – we just did not see the value and the returns on capital did not appear, at least to this team, to justify further commitments. Our planning and preparation seemed to be at odds with many. Today, of course, we know what happened to oil and gas prices. Industry cash flows will be decimated, and in anticipation there have already been significant adjustments to drilling programs, capital investment plans and major projects. The impact on the energy services sector was immediate and severe – in some cases devastating.

Mullen shareholders have already felt the pain, as evidenced by our share price decline, quite accurately anticipating a difficult and competitive operating environment. But we are prepared. We have planned. And we will emerge from this downturn just like from the others – stronger. I am confident in saying this because of the many steps we took last year, which I can summarize as follows:

- At the beginning of 2014, and as explained in my message last March, we did not increase the \$1.20 per share dividend. The rationale at the time was that we needed to grow our business and build a higher base of sustainable cash flow, and then we would consider increasing the dividend. In other words, I did not see significant growth in early 2014.
- We refused to commit additional capital to our Oilfield Services segment, either through significant internal capital expenditures or acquisitions. The returns did not justify additional investment. We turned away many opportunities.
- We began streamlining several of our Operating Entities, closing branches and eliminating overhead costs.
- We strengthened the balance sheet through a number of initiatives. In April we initiated discussions with our financial advisors to ascertain the

We hedged the U.S. dollar debt to protect against currency swings.

potential for additional debt capital. The response from private lenders was overwhelmingly positive, allowing Mullen to raise \$400 million via private placement at a sub-4 percent interest rate with an average term of 11 years. Ultimately we raised new capital of \$250 million and used the balance to prepay debt due in 2016 and 2017, thereby adding significant cash to the balance sheet and enhancing its structure. Today, these markets are effectively closed, especially at the rates and terms we negotiated.

We instructed our Operating Entities to "clean out the garage", monetizing \$25.7 million of older, underutilized equipment that either was unproductive or too costly to repair, at a time when buyers were paying top dollar. Today the market for this equipment has collapsed.

We raised over \$30.7 million by selling property in Edmonton, Alberta, an asset that was not generating any value for Mullen.

In addition, we embarked on several initiatives that we believe will provide opportunity to Mullen for years to follow:

- After several years of study we approved the development of the Edmonton Transload Facility. This will be a world-class facility capable of handling rail transfer freight from either CN or CP. Our Kleysen Group are transload/intermodal experts capable of not just managing this new venture but also growing their business from this investment.
- We acquired Recon Utility Search, a small but very efficient provider of vacuum and hydrovac excavation services to the midstream sector of the energy industry. We expect this industry segment to grow and we intend to use the new business as a platform to pursue additional acquisition opportunities.
- We continued our strategy of investing in the trucking/logistics sector of the economy. More specifically, we view the regional less-than-truckload ("LTL") business as a growth area. In 2014 we acquired Bernard Transport, a small but best-in-class LTL carrier based in Edmonton, Alberta. This was followed by one of the largest investments we have made, acquiring the Gardewine Group of Companies. Gardewine is a brand name company in the Canadian trucking industry, providing LTL, truckload and specialized services predominantly in Manitoba and Ontario.



2015

TRUCKING/LOGISTICS WILL SHINE

– IN AN OTHERWISE DIFFICULT YEAR –

There is no way to sugar-coat the situation – 2015 will be difficult because of challenges associated with oil and natural gas prices.

Our Oilfield Services segment (currently the largest component of our overall business), as strong and diversified as it is, is facing a double-shot of significantly lower demand and pricing pressures due to our customers slashing their capital expenditure budgets, in many cases by 50 percent. This will affect drilling programs, capital projects and infrastructure development. This scenario limits our options, requiring many of our Operating Entities within the Oilfield Services segment to implement a series of cutbacks, which unfortunately means job losses for many and reduced incomes for everyone else. We will strive to minimize the impacts on our people and organization through a combination of job sharing, temporary layoffs, temporary leaves and other measures to the best of our ability, all with the hope that this cyclical downturn does not last long.

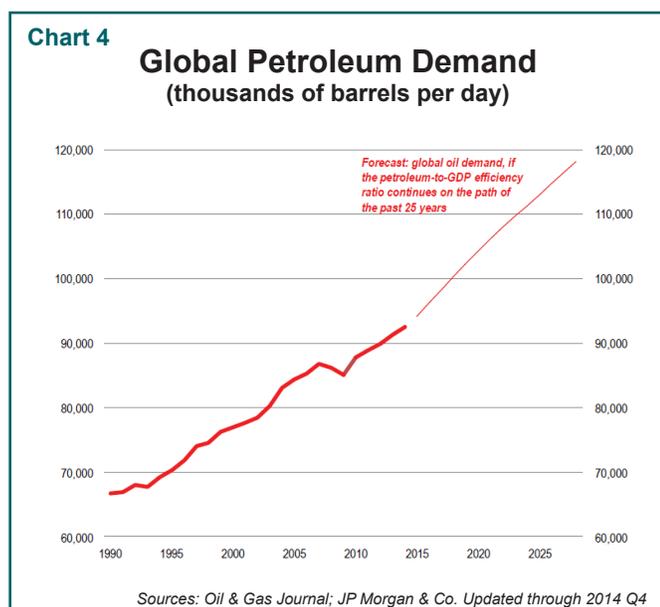
As challenging as I expect 2015 to be, my overarching message to all of our stakeholders – including our shareholders, employees and owner operators – is quite simple: *Mullen Group is a diversified organization, we have a strong balance sheet and I fully expect that our organization will emerge from this commodity-driven downturn in much better shape than our peers.* My confidence is based upon my belief that where there is challenge there is also opportunity. First, as I have already mentioned, oil and gas prices are volatile and subject

to extreme price adjustments, down during times such as these when supply exceeds demand but also up when supply does not meet demand. Reductions in capital spending will bring oil and gas supplies down, creating the opportunity for commodity prices to be rebalanced. As commodity prices rise, the oil and gas industry will increase its capital expenditures, because this is what it must do to replace lost production due to natural declines. With this in mind, I am quite certain that oil and gas prices will begin to recover in 2015, finding an equilibrium that will provide the necessary incentive for the industry to once again increase investment. The questions surround the timing of the rebalancing and at what level commodity prices will recover to. These are questions without current answers, because no one really knows. However, looking at a graph of global petroleum demand, it is projected that additional supply will be required to meet future needs (see Chart 4). Incremental new demand will require new capital investment by the industry.

There is another event that I believe provides opportunity for our Oilfield Services business to recover. It is based upon the saying that "Only the strong will survive", and I include our Operating Entities in this category. At current activity and pricing levels, there is no way that every oilfield service company can survive an extended down-phase. The industry grew too fast, accumulated high debt and has cost structures that cannot be supported by projected activity levels. My view is that many service companies will either fail or be severely weakened during this low-price period. Once this occurs, rational pricing will return. Until then, our customers are chasing the low price. So in the service sector, just as in the commodity-producing sector, low prices will eventually provide the cure for low prices. Those customers asking for excessive pricing adjustments will eventually pay the price, and Mullen will be around to explain the other side of the law of supply and demand.

We must patiently wait for these two events to unfold. Until they occur, we all should have low expectations for the oil and gas services industry.

Fortunately for Mullen – and not by luck – our diversified business means we are not 100 percent leveraged to the oilfield sector. Over the last four years we have allocated a disproportionate amount of shareholders' capital to the trucking/logistics sector, primarily due to our view that the opportunities there provide better value and more upside than in the oil and gas services sector. In 2011 we acquired Hi-Way 9 Group of Companies, a brand name



regional LTL carrier based in Alberta. In 2013 we acquired Jay's Transportation Group, an LTL carrier based in Saskatchewan. In 2014 we acquired another LTL business, Bernard's Transport, serving the fast-growing Grande Prairie, Alberta market. And our latest and largest acquisition, the Gardewine Group based in Winnipeg, Manitoba, is a recognized brand in the Canadian LTL business, serving western Canada and Ontario. Gardewine is an excellent company and a great fit with our organization. Working with their senior management team we have already identified a number of growth opportunities that will complement this strategic acquisition.

So what does all this mean to our dividend? That's a question I am often asked. Last year I went to great lengths to explain, even justify, why shareholders should consider Mullen as an alternative to the traditional **"SAFE ASSET CLASS"**. I believed, as I do today, that shareholders who invest in Mullen do so because we are viewed as a safe investment. And why not? Over the last 10 years we have returned to shareholders, first by way of distributions through the income trust structure, and more recently as dividends, over \$900 million. Our business generates free cash, some of which we distribute to our shareholders rather than use to chase diminishing returns. Yes, we could grow faster than we do. Yes, we could pursue more acquisitions. But why, if the returns do not justify the risks?

We prefer to operate Mullen as efficiently as possible, live within our means and distribute a significant portion of the free cash that we generate to you, the shareholder. In saying all of this, the question remains – will Mullen generate sufficient cash flow in 2015 to fund its current obligations? I believe so, but in saying this I need to prudently preface this with, *"it depends"*. We have stress-tested our business model and balance sheet to ensure we can meet our ongoing obligations, which include: \$40 million in replacement capital expenditures, \$33 million for interest payments associated with the long-term debt, \$25 million in taxes and \$110 million for dividends. We can meet all of these obligations unless the Oilfield Services segment totally collapses for an extended period of time. Were this to occur, it would be prudent to protect the Company rather than stubbornly defend the dividend. Our balance sheet is strong, with over \$150 million in cash accompanied by an unutilized \$75 million bank line of credit. But the sustainability of a dividend should not be based upon a strong balance sheet, it should be based upon cash generated from operations. I trust that, as long-term shareholders, you agree.

Two-thousand fifteen will undoubtedly present many challenges for our organization. As I suggested, however, there will be opportunity. The trucking/logistics sector is undergoing a realignment after years of underperformance, which will

create consolidation opportunities. At Mullen we will continue to build on our LTL network, primarily because this part of the freight distribution business is in the midst of industry-wide consolidation. Those that utilize technology, critical mass and operational excellence will be successful. These are attributes that Mullen knows well and I fully expect our future results will reflect our commitment to these fundamentals.

Another recurring investment theme at Mullen, as our shareholders know, is that we love owning *"the real estate"*, i.e., our operating locations. Nowhere is this more evident than in the LTL sector, a real estate capital-intensive industry which becomes very difficult for new market entrants to replicate. By owning the real estate, we are in control of the asset, we can make our own business decisions, and we are provided with steady cash flow.

Today we have two avenues to acquire high-quality, brand-name companies in the trucking/logistics sector. The most obvious being Mullen, where we have a long history of acquisitions. But we also realize that some owners have other preferences when they wish to monetize their companies, which explains why we consummated the Kriska Transportation transaction. MARK SEYMOUR, the President and Chief Executive Officer of Kriska, built an outstanding company and has aspirations to expand the business in eastern Canada using a model well-known to us: invest in profitable well-known brands and operate them as stand-alone businesses. Mullen shareholders will benefit from our investment in this growth-oriented company based in Ontario. Call it the new form of equity investing! We just happen to know more than the finance piece. We also have a very clear understanding of operations. Simply put, when we see great companies and opportunity we invest – and if we can't own it all, we own as much as we can. We will continue to search for and invest alongside high-quality entrepreneurs like Mark.

Lastly, we must be patient. The oil and gas industry is cyclical. Commodity prices will recover and the investment cycle will begin again. A company has to be prepared and be patient, two attributes that I doubt many of our competitors have. It is far too late to start planning. That was required last year. If you did not plan, it will be nearly impossible to be patient. Consequently, there may be opportunity for Mullen, and if we see great opportunity in the Oilfield Services segment we will invest additional capital. As I have often articulated, however, we will not pursue acquisitions just to grow. They must be strategic to our business and meet our investment thresholds, ingredients that have been missing in the oilfield sector for quite some time. THIS YEAR MAY BE DIFFERENT.

***At Mullen we prefer to own the real estate.
The book value as at December 31, 2014
was \$400.0 million.***



FINAL WORD:

WE THINK **tomorrow**[™]

Knowing what we know today, would we have done anything differently last year?

This is something we think about often, but keep coming to the same conclusion. We planned for a market downturn. We did not chase growth. We instructed our Operating Entities to be prepared. And we found a few great acquisition opportunities that further diversify our organization, provide another level of stability and offer growth potential. From this perspective, there is little we would have done differently.

But this does not diminish the seriousness of the current situation. Investors have been stung. Our employees, and owner operators in our Oilfield Services segment are about to feel the pain of lower incomes and, worse, job losses. The oil and gas industry is a wonderful business, full of opportunity – except for this part of the cycle.

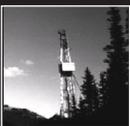
As the CEO of Mullen Group I have a great admiration for our people, the over 6,000 hard working, dedicated individuals that show up every day making sure the job at hand gets done. **THANK YOU**. I will continue to work on your behalf to ensure our organization is safe and successful.

To our loyal shareholders, I know the last few months have not been kind. Nevertheless, I trust that the initiatives and steps I have outlined in this years Annual Message provide you with a level of confidence that everything we do is to firstly protect your investment in our organization and, secondly, to grow your investment over the longer term. I am confident that we can accomplish both of these objectives.

Sincerely, and on behalf of your Board of Directors,



Murray K. Mullen
Chairman and Chief Executive Officer
March 17, 2015



DIVERSITY • STABILITY • RELIABILITY



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