
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 1, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 0-31051

SMTC CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

98-0197680
(I.R.S. EMPLOYER IDENTIFICATION NO.)

7050 WOODBINE AVENUE
MARKHAM, ONTARIO, CANADA L3R 4G8
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(905) 479-1810
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an "emerging growth company". See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 8, 2018, SMTC Corporation had 17,183,278 shares of common stock, par value \$0.01 per share, outstanding.

SMTC CORPORATION

Table of Contents

| | |
|-----------------------------------------------------------------------------------------------------|----|
| PART I FINANCIAL INFORMATION | 3 |
| <i>Item 1 Financial Statements</i> | 3 |
| Interim Consolidated Balance Sheets (unaudited) | 3 |
| Interim Consolidated Statements of Operations and Comprehensive Income (Loss) (unaudited) | 4 |
| Interim Consolidated Statements of Changes in Shareholders' Equity (unaudited) | 5 |
| Interim Consolidated Statements of Cash Flows (unaudited) | 6 |
| Notes to Interim Consolidated Financial Statements (unaudited) | 7 |
| <i>Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations</i> | 23 |
| <i>Item 3 Quantitative and Qualitative Disclosures about Market Risk</i> | 29 |
| <i>Item 4 Controls and Procedures</i> | 30 |
| PART II OTHER INFORMATION | 30 |
| <i>Item 1A Risk factors</i> | 30 |
| <i>Item 6 Exhibits</i> | 32 |

Part I FINANCIAL INFORMATION

Item 1 Financial Statements

Interim Consolidated Balance Sheets:

(Expressed in thousands of U.S. dollars)

(Unaudited)

| | April 1, 2018 | December 31, 2017 |
|----------------------------------------------|------------------|----------------------|
| Assets | | |
| Current assets: | | |
| Cash | \$ 3,322 | \$ 5,536 |
| Accounts receivable — net (note 4) | 30,902 | 29,110 |
| Unbilled contract assets (note 2) | 5,469 | — |
| Inventories (note 4) | 19,923 | 22,363 |
| Prepaid expenses and other assets | 2,511 | 2,142 |
| Derivative assets (note 11) | — | 37 |
| Total current assets | <u>62,127</u> | <u>59,188</u> |
| Property, plant and equipment — net (note 4) | 9,592 | 10,269 |
| Deferred income taxes — net | 389 | 305 |
| Deferred financing costs — net | 118 | 94 |
| Total assets | <u>\$ 72,226</u> | <u>\$ 69,856</u> |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Revolving credit facility (note 5) | \$ 10,041 | \$ 12,191 |
| Accounts payable | 28,866 | 25,028 |
| Accrued liabilities (note 4) | 6,053 | 4,877 |
| Derivative liabilities (note 11) | 19 | 375 |
| Income tax payable | — | 48 |
| Current portion of long-term debt (note 5) | 2,000 | 2,000 |
| Current portion of capital lease obligations | 177 | 174 |
| Total current liabilities | <u>47,156</u> | <u>44,693</u> |
| Long-term debt (note 5) | 5,500 | 6,000 |
| Capital lease obligations | 42 | 89 |
| Total liabilities | <u>\$ 52,698</u> | <u>\$ 50,782</u> |
| Shareholders' equity: | | |
| Capital stock (note 6) | 397 | 396 |
| Additional paid-in capital | 265,480 | 265,355 |
| Deficit | <u>(246,349)</u> | <u>(246,677)</u> |
| Total liabilities and shareholders' equity | <u>\$ 72,226</u> | <u>\$ 69,856</u> |

Commitments (note 12)

See accompanying notes to interim consolidated financial statements.

Interim Consolidated Statements of Operations and Comprehensive Income (Loss)

(Expressed in thousands of U.S. dollars, except number of shares and per share amounts)
(Unaudited)

| | Three months ended | |
|---------------------------------------------------------|--------------------|------------------|
| | April 1, 2018 | April 2, 2017 |
| Revenue (note 2) | \$ 37,120 | \$ 33,178 |
| Cost of sales (note 12) | 33,270 | 29,621 |
| Gross profit | 3,850 | 3,557 |
| Selling, general and administrative expenses | 3,509 | 3,762 |
| Operating income (loss) | 341 | (205) |
| Interest expense (note 4) | 307 | 179 |
| Net income (loss) before income taxes | 34 | (384) |
| Income tax expense (recovery) (note 7): | | |
| Current | 110 | 127 |
| Deferred | (84) | (134) |
| | 26 | (7) |
| Net income (loss) and comprehensive income (loss) | 8 | (377) |
| Net income (loss) per share: | | |
| Basic | \$ 0.00 | \$ (0.02) |
| Diluted | \$ 0.00 | \$ (0.02) |
| Weighted average number of shares outstanding (note 8): | | |
| Basic | 17,041,504 | 16,660,900 |
| Diluted | 17,523,890 | 16,660,900 |

See accompanying notes to interim consolidated financial statements.

Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in thousands of U.S. dollars)

Three months ended April 1, 2018

(Unaudited)

| | Common Shares | Capital stock | Additional paid-in capital | Deficit | Total Shareholders' equity |
|----------------------------------------|--------------------------|--------------------------|-------------------------------------------|---------------------|-------------------------------------------|
| Balance, December 31, 2017 | <u>16,992,627</u> | <u>\$ 396</u> | <u>\$ 265,355</u> | <u>\$ (246,677)</u> | <u>\$ 19,074</u> |
| Impact of adoption of ASC 606 (note 2) | — | — | — | 320 | 320 |
| RSU vested and issued in common shares | 99,746 | 1 | (1) | — | — |
| Stock-based compensation | — | — | 126 | — | 126 |
| Net income | — | — | — | 8 | 8 |
| Balance, April 1, 2018 | <u>17,092,373</u> | <u>\$ 397</u> | <u>\$ 265,480</u> | <u>\$ (246,349)</u> | <u>19,528</u> |

See accompanying notes to interim consolidated financial statements.

Interim Consolidated Statements of Cash Flows
(Expressed in thousands of U.S. dollars)
(Unaudited)

| | Three months ended | |
|-------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------|
| | April 1, 2018 | April 2, 2017 |
| Cash provided by (used in): | | |
| Operations: | | |
| Net income (loss) | \$ 8 | \$ (377) |
| Items not involving cash: | | |
| Depreciation | 774 | 979 |
| Unrealized foreign exchange gain on unsettled forward exchange contracts | (319) | (1,272) |
| Deferred income taxes | (84) | (134) |
| Amortization of deferred financing fees | 9 | 5 |
| Stock-based compensation | 126 | 203 |
| Change in non-cash operating working capital: | | |
| Accounts receivable | (1,793) | (1,747) |
| Unbilled contract assets | (1,735) | — |
| Inventories | (974) | (2,129) |
| Prepaid expenses and others assets | (369) | (84) |
| Income taxes payable | (48) | (160) |
| Accounts payable | 3,837 | (1,490) |
| Accrued liabilities | 1,184 | 416 |
| | <u>616</u> | <u>(5,790)</u> |
| Financing: | | |
| (Repayments) net advance of revolving credit facility | (2,149) | 2,744 |
| Repayment of long-term debt | (500) | (500) |
| Debt issuance and deferred financing fees | (33) | — |
| Principal repayment of capital lease obligations | (44) | (183) |
| | <u>(2,726)</u> | <u>2,061</u> |
| Investing: | | |
| Purchase of property, plant and equipment | (104) | (511) |
| | <u>(104)</u> | <u>(511)</u> |
| Decrease in cash | (2,214) | (4,240) |
| Cash, beginning of period | 5,536 | 8,503 |
| Cash, end of the period | <u>\$ 3,322</u> | <u>\$ 4,263</u> |
| Supplemental Information | | |
| Property, plant and equipment acquired that was unpaid in cash and included in accounts payable and accrued liabilities | 16 | 37 |

See accompanying notes to interim consolidated financial statements.

Unaudited Notes to Interim Consolidated Financial Statements

1. Nature of the business

SMTC Corporation (the “Company” or “SMTC”) is a provider of end-to-end electronics manufacturing services, or EMS, including product design and sustaining engineering services, printed circuit board assembly, or PCBA, production, enclosure fabrication, cable assembly, systems integration and comprehensive testing services, configuration to order, build to order and direct order fulfilment. SMTC facilities span a broad footprint in the United States, Mexico, and China, with approximately 1,350 employees of which 1,087 are full-time employees. SMTC’s services extend over the entire electronic product life cycle from the development and introduction of new products through to growth, maturity and end of life phases. SMTC offers fully integrated contract manufacturing services to global original equipment manufacturers, or OEMs, and technology companies primarily within the industrial, computing and communications, power and energy and medical market segments. In addition, the Company operates an international sourcing and procurement office in Hong Kong and maintains its corporate headquarters in Markham, Canada.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with the accounting principles and methods of application disclosed in the audited consolidated financial statements within the Company’s Form 10-K for the fiscal period ended December 31, 2017, (“Form 10-K”) filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2018, except for the adoption of the new accounting policy for revenue recognition and the impact on our current accounting policy for inventory, which are outlined in Note 2. The accompanying unaudited interim consolidated financial statements include adjustments of a normal, recurring nature that are, in the opinion of management, necessary for a fair statement of the consolidated financial statements under generally accepted accounting principles in the United States (“U.S. GAAP”). These unaudited interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements contained in the Company’s Form 10-K. The consolidated balance sheet at December 31, 2017 was derived from the audited annual consolidated financial statements, but does not contain all of the footnote disclosures from the annual consolidated financial statements.

Unless otherwise specified or the context requires otherwise, all statements in these notes to the interim consolidated financial statements regarding financial figures are expressed in thousands of U.S. dollars.

2. ASC 606: Revenue from Contracts with Customers

General description of the new guidance

Effective January 1, 2018, the Company applied a modified retrospective adoption of ASC 606: Revenue from Contracts with Customers. The primary impact of the new standard results in a change to the timing of the Company's revenue recognition policy for our custom manufacturing services to recognizing revenue "over time" as products are manufactured as opposed to a "point in time" model upon shipment (prior revenue recognition policy). The transitional adjustment results in the recognition of unbilled contract assets for revenue with a corresponding reduction in finished goods and work-in-process inventory. The Company recognized the cumulative effect of initially applying the new revenue standard as an adjustment to its opening deficit balance at January 1, 2018 included in shareholders' equity. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

Satisfaction of performance obligations

The Company primarily provides contract manufacturing services to its customers. The customer provides a design, the Company procures materials and manufactures to that design and ships the product to the customer or customer designated location. Revenue is derived primarily from the sale of these electronics components that are built to customer specifications. Revenue from the sale of products is recognized as goods are manufactured over time. The Company has an enforceable right to payment for work completed to date and the goods do not have an alternative use once the manufacturing process has commenced. The Company records an unbilled contract asset for finished goods associated with non-cancellable customer orders. Similarly, the Company records an unbilled contract asset for revenue related to its work-in-process ("WIP") when the manufacturing process has commenced and there is a non-cancellable customer purchase order. The Company uses direct manufacturing labor inputs to measure progress towards satisfying its performance obligation associated with WIP inventory.

In addition, the Company has contractual arrangements with the majority of its customers that provide for customers to purchase any unused inventory that the Company has purchased to fulfill that customer's forecasted manufacturing demand. Revenue from the sale of any excess inventory to the customer is recognized at a point in time when control transfers, which is typically when title passes to the customer upon shipment. The Company also derives revenue from the sale of procured finished goods, specifically for resale. Revenue from the sales of these goods is recognized when control transfers at a point in time, which is typically when title passes to the customer. The Company also derives revenue from engineering and design services. Service revenue is recognized over time as services are performed.

Impact of adoption of ASC 606

The cumulative effect of the changes to our consolidated January 1, 2018 balance sheet in connection with the adoption of ASU 2014-09, Revenue - Revenue from Contracts with Customers was as follows:

| | Balance at December 31, 2017 | Adjustments Due to ASC 606 | Balance at January 1, 2018 |
|-----------------------------|---------------------------------------------|-------------------------------------------|---------------------------------------|
| Assets | | | |
| Inventories | \$ 22,363 | \$ (3,414) | \$ 18,949 |
| Unbilled contract assets | — | 3,734 | 3,734 |
| Shareholders' Equity | | | |
| Deficit | 19,074 | 320 | 19,394 |

The following table presents the impacted financial statements line items in the consolidated balance sheet as of April 1, 2018:

| | Balances Without Adoption of ASC 606 | Impact of Change | As Reported |
|--------------------------------|---------------------------------------------------------|-----------------------------|--------------------|
| Unbilled contract assets | — | 5,469 | 5,469 |
| Inventories | 25,021 | (5,098) | 19,923 |
| Shareholders' Equity - Deficit | (246,720) | 371 | (246,349) |

The following table presents the impacted financial statement line items in the consolidated statements of operations and comprehensive income (loss) for the three months ended April 1, 2018:

| | Without Adoption of ASC 606 | Impact of Change | As Reported |
|--------------------|--------------------------------------------|-----------------------------|--------------------|
| Revenues | | | |
| Revenue | \$ 35,385 | \$ 1,735 | \$ 37,120 |
| Cost of sales | 31,586 | 1,684 | 33,270 |
| Gross profit | 3,799 | 51 | 3,850 |
| Income tax expense | 26 | — | 26 |
| Net income (loss) | (43) | 51 | 8 |

As part of the adoption of ASC 606 the company also considered the impact on income taxes and earnings per share. The adoption had a nominal impact on these items and are not presented in the tables above.

Critical accounting policies and estimates under ASC 606

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Note 3 to the consolidated financial statements included on the Company's Form 10-K, describe the significant accounting policies and methods used in the preparation of our consolidated financial statements. The following critical accounting policies are updated as a result of the adoption of ASC 606 and are affected significantly by judgments, assumptions and estimates used in the preparation of the consolidated financial statements. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue recognition

Revenue is derived primarily from the sale of electronics components that are built to customer specifications. Revenue from the sale of products is recognized as goods are manufactured over time. The Company has an enforceable right to payment for work completed to date and the goods do not have an alternative use once the manufacturing process has commenced. The Company records an unbilled contract asset for finished goods associated with non-cancellable customer orders. Similarly, the Company records an unbilled contract asset for revenue related to its work-in-process ("WIP") when the manufacturing process has commenced and there is a non-cancellable customer purchase order. The Company uses direct manufacturing labor inputs to estimate the percentage of completion in satisfying its performance obligation associated with WIP inventory.

In addition, the Company has contractual arrangements with the majority of its customers that provide for customers to purchase any unused inventory that the Company has purchased to fulfill that customer's forecasted manufacturing demand. Revenue from the sale of excess inventory to the customer is recognized at a point in time, or when title passes to the customer which occurs when the inventory is shipped to the customer. The Company also derives revenue from engineering and design services. Service revenue is recognized as services are performed.

Sales taxes collected from customers and remitted to governmental authorities are presented on a net basis.

Inventories

Inventories are valued, on a first-in, first-out basis, at the lower of cost and replacement cost for raw materials and at the lower of cost and net realizable value for finished goods that are recognized at a point in time. In accordance with the adoption of ASC 606, the Company no longer reports finished goods [with the exception of inventory procured for resale whereby performance obligations are recognized at a point in time] and work in process inventories, as these are included within unbilled contract assets. The Company writes down estimated obsolete or excess inventory for the difference between the cost of inventory and estimated net realizable value based upon customer forecasts, shrinkage, the aging and future demand for the inventory, past experience with specific customers, and the ability to sell inventory back to customers or return to suppliers. If these assumptions change, additional write-downs may be required. Parts and other inventory items relate to equipment servicing parts that are capitalized to inventory and expensed as utilized to service the equipment. Parts inventory is valued at lower of cost and net realizable value.

Estimation of the percentage of completion in satisfying its performance obligation

The Company records an unbilled contract asset for revenue related to its WIP when the manufacturing process has commenced and there is a non-cancellable customer purchase order. The Company uses direct manufacturing labor inputs to estimate the percentage of completion in satisfying its performance obligation associated with WIP inventory. If assumptions change related to the inputs or outputs utilized to estimate the performance obligation associated with WIP inventory, this could have a material impact on the revenue and corresponding margin recognized.

3. Recently Adopted Accounting Pronouncements

In March 2016, the FASB published ASU 2016-08: Revenue from Contracts with Customers (Topic 606). The amendment clarifies the implementation guidance on principal versus agent considerations. In April 2016, the FASB published ASU 2016-10: Revenue from Contracts with Customers (Topic 606), which clarified application of the standard in identifying performance obligations and licensing arrangements. In May 2016, the FASB published ASU 2016-12: Revenue from Contracts with Customers (Topic 606), which included narrow-scope improvements and practical expedients. Specifically the update addresses application of collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition. In May 2014, the FASB published ASU 2014-09: Revenue from Contracts with Customers (Topic 606), which supersedes (i) revenue recognition requirements in Topic 605 and most related industry-specific guidance, and (ii) cost guidance included in Subtopic 605-35, Revenue Recognition—Construction-Type and Production-Type Contracts, and amends existing requirements for recognition of a gain/loss on the transfer of nonfinancial assets that are not in a contract with a customer (for example, assets within the scope of Topic 360, Property, Plant, and Equipment, and intangible assets within the scope of Topic 350, Intangibles—Goodwill and Other) to be consistent with the new requirements. In August 2015, the FASB published ASU 2015-14 Topic 606 which effectively postponed the effective adoption requirement by one year such that the standard is effective for years beginning after December 15, 2017 including interim periods with those years. The impact of the adoption of the standard is outlined in more detail on note 2 to these consolidated financial statements.

In January 2016, the FASB published ASU 2016-01: Financial Instruments - Overall (Topic 825-10). The amendment addresses certain aspects of recognition, measurement, presentation and disclosure of financial assets and liabilities. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The impact of adoption of the standard had no material impact on the consolidated financial statements as at April 1, 2018.

In August 2016, the FASB published ASU 2016-15 Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. This Accounting Standards Update addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. The amendment is effective for years beginning after December 15, 2017 including interim periods within those years. The impact of the adoption of this standard had no impact on the consolidated statements of cash flows.

In November 2016, the FASB published ASU 2016-18 Statement of Cash Flows (Topic 230): Restricted Cash. This update addresses the requirement that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendment is effective for years beginning after December 15, 2017 including interim periods with those years. Early adoption is permitted. The impact of adoption of the standard is expected to result in a modification to the current presentation of the statement of cash flows such that restricted cash is not presented as an investing activity, but is presented as part of the net change in cash from beginning to the ending balance. The impact of the adoption of this standard had no impact on the consolidated statements of cash flows as there were no restricted cash balances in any periods presented.

Recent Accounting Pronouncements Not Yet Adopted

In February 2016, the FASB published ASU 2016-02: Leases (Topic 842). The amendment requires that all lessees should recognize the assets and liabilities that arise from leases. Elections may be available for those leases with terms of 12 months or less. The amendment still retains the distinction between finance leases and operating leases. The amendments in this ASU are effective for public business entities for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The impact of the adoption of the standard is expected to result in the recognition of all leases with the corresponding assets and liabilities recorded in the consolidated financial statements. Management is currently evaluating the qualitative and quantitative impact of this standard.

In May 2016, the FASB published ASU 2016-13 Financial Instruments – Credit losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The main objective of this Update is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this Update replace the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The amendment is effective for years beginning after December 15, 2019 including interim periods with those years. Early adoption is permitted only for those annual reporting periods beginning on or after December 15, 2018. The Company continues to evaluate the impact of this accounting standard. The impact of adoption of the standard has not yet been determined.

4. Interim Consolidated financial statement details

The following consolidated financial statement details are presented as of the period ended for the consolidated balance sheets and for the periods ended for each of the consolidated statements of operations and comprehensive loss.

Consolidated Balance Sheets

Accounts receivable – net:

| | <u>April 1, 2018</u> | <u>December 31, 2017</u> |
|---------------------------------|----------------------|--------------------------|
| Trade accounts receivable | \$ 30,604 | \$ 28,793 |
| Other receivables | 298 | 317 |
| Allowance for doubtful accounts | — | — |
| Total | <u>\$ 30,902</u> | <u>\$ 29,110</u> |

Unbilled contract assets

| | <u>April 1, 2018</u> | <u>December 31, 2017</u> |
|-----------------------------------|----------------------|--------------------------|
| Opening balance – January 1, 2018 | \$ 3,734 | \$ — |
| Contract assets invoiced | (3,734) | — |
| Unbilled contract assets | 5,469 | — |
| Ending balance | <u>\$ 5,469</u> | <u>\$ —</u> |

Inventories:

| | <u>April 1, 2018</u> | <u>December 31, 2017</u> |
|----------------------------|----------------------|--------------------------|
| Raw materials | \$ 18,786 | \$ 17,668 |
| Work in process | — | 1,874 |
| Finished goods (1) | 1,005 | 3,029 |
| Parts | 577 | 411 |
| Provision for obsolescence | (445) | (619) |
| Total | <u>\$ 19,923</u> | <u>\$ 18,949</u> |

- (1) Finished goods represent inventory the Company procured for resale and revenue will be recognized at a point in time when the performance obligation has been satisfied and control of the finished goods has transferred to the customer.

4. Interim Consolidated financial statement details cont'd

Property, plant and equipment – net:

| | April 1, 2018 | December 31, 2017 |
|-----------------------------------|------------------|----------------------|
| Cost: | | |
| Land | \$ 1,648 | \$ 1,648 |
| Buildings | 9,903 | 9,852 |
| Machinery and equipment (a) (b) | 30,336 | 30,319 |
| Office furniture and equipment | 522 | 534 |
| Computer hardware and software | 3,274 | 3,173 |
| Leasehold improvements | 2,100 | 2,160 |
| | <u>47,783</u> | <u>47,686</u> |
| Less accumulated depreciation: | | |
| Land | — | — |
| Buildings | (8,764) | (8,619) |
| Machinery and equipment (a) (b) | (25,124) | (24,650) |
| Office furniture and equipment | (410) | (413) |
| Computer hardware and software | (2,742) | (2,622) |
| Leasehold improvements | (1,151) | (1,113) |
| | <u>(38,191)</u> | <u>(37,417)</u> |
| Property, plant and equipment—net | <u>\$ 9,592</u> | <u>\$ 10,269</u> |

- (a) Included within machinery and equipment were assets under capital leases with costs of \$533 and \$533 and associated accumulated depreciation of \$237 and \$222 as of April 1, 2018 and December 31, 2017, respectively. The related depreciation expense for the three months ended April 1, 2018 and April 2, 2017 was \$15 and \$78, respectively.
- (b) In accordance with ASC 360-10, the Company is required to evaluate for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Upon the occurrence of a triggering event, the Company assesses whether the estimated undiscounted cash flows expected from the use of the asset and the residual value from the ultimate disposal of the asset exceeds the carrying value. As at April 1, 2018, the Company identified that operating results for its China segment asset group did not meet forecasted results, which was considered a triggering event related to its China segment asset group. The net carrying amount of the China asset group is \$1,262. The Company estimated undiscounted cash flows and determined a recoverable amount of \$1,056 in excess of the net carrying value, therefore no impairment loss was recorded in 2018. The key assumptions included in these cash flows are projected revenue based on management's forecast and corresponding margins. The estimate of undiscounted cash flows are sensitive to these key assumptions, for instance, if our revenue projections are lower by 10%, the recoverable amount in excess of the carrying amount would be reduced to \$731. As such, the Company continues to monitor for impairment triggers each quarter, which may result in future impairments in this asset group.

4. Interim Consolidated financial statement details cont'd

Accrued liabilities:

| | April 1, 2018 | December 31, 2017 |
|-----------------------|--------------------------|------------------------------|
| Customer related | \$ 1,433 | \$ 936 |
| Payroll | 2,811 | 2,485 |
| Professional services | 407 | 328 |
| Restructuring | 95 | 109 |
| Vendor related | 740 | 493 |
| Other | 567 | 526 |
| Total | <u>\$ 6,053</u> | <u>\$ 4,877</u> |

Consolidated Statements of Operations and Comprehensive Income (Loss)

Interest expense:

| | Three months ended | |
|-----------------------------------------|---------------------------|----------------------|
| | April 1, 2018 | April 2, 2017 |
| Long-term debt | \$ 109 | \$ 109 |
| Revolving credit facility | 175 | 54 |
| Amortization of deferred financing fees | 9 | 5 |
| Obligations under capital leases | 14 | 11 |
| Total | <u>\$ 307</u> | <u>\$ 179</u> |

5. Debt

(a) Revolving credit and long-term debt facilities

The Company borrows money under a Revolving Credit and Security Agreement with PNC Bank, National Association (“PNC”) which governs the terms of a revolving credit facility (the “PNC Revolving Credit Facility”) and a long-term debt facility (the “Long-Term Debt Facility”) and, together with the PNC Revolving Credit Facility, the “PNC Facilities”). The PNC Facilities have terms ending on January 2, 2021. Advances made under the PNC Revolving Credit Facility bear interest at the U.S. base rate plus 0.75%. The applicable interest rate for the Long-Term Debt Facility is U.S. base rate plus 1.25%. The base commercial lending rate should approximate prime rate.

The maximum amount of funds available under the PNC Revolving Credit Facility is \$30,000. Availability under the PNC Revolving Credit Facility is subject to certain conditions, including borrowing base conditions based on eligible inventory and accounts receivable, and certain conditions as determined by the lender. The Company is required to use a “lock-box” arrangement for the PNC Revolving Credit Facility, whereby remittances from customers are swept daily to reduce the borrowings under the PNC Revolving Credit Facility. As at April 1, 2018 the funds available to borrow under the PNC Revolving Credit Facility after deducting the current borrowing base conditions was \$9,581 (December 31, 2017 - \$5,295).

On March 28, 2018, the Company entered into the Thirteenth Amendment (“Thirteenth Amendment”) of the Revolving Credit and Security Agreement, which was initially entered into on September 14, 2011 with PNC.

Pursuant to the Thirteenth Amendment, the Lender has made a facility available to fund the purchase of equipment to a maximum amount of \$3,000 (the “Equipment Facility”). Loans advanced for the purchase of equipment in Mexico specifically shall not exceed \$2,000 in aggregate. All such advances under the Equipment Facility shall not exceed eighty percent (80%) of the net cost of the equipment being purchased. The Equipment Facility has been available to the Company during the period commencing on the March 28, 2018 and ending on December 31, 2018 (the “Borrowing Period”). At the end of the Borrowing Period, the Company will be required to repay the Equipment Facility over a three (3) year period, payable monthly. The Thirteenth Amendment sets the applicable interest rate margins (which margins are added to an interest rate based upon LIBOR or the U.S. base rate, as applicable, to determine the applicable interest rate) based on U.S. base rate plus 1.75%. The Equipment Facility is governed by the terms and conditions of the PNC Facilities and as such has a term ending on January 2, 2021.

The PNC Long-Term Debt Facility of \$10,000 matures on January 2, 2021 with quarterly principal payments of \$500 with the remaining balance due at maturity.

At April 1, 2018, \$10,041 (December 31, 2017 - \$12,191) was outstanding under the PNC Revolving Credit Facility and is classified as a current liability based on the requirement to hold a “lock-box” under the terms of the PNC Revolving Credit Facility.

At April 1, 2018, \$7,500 (December 31, 2017 – \$8,000) was outstanding under the PNC Long-Term Debt Facility.

At April 1, 2018, \$Nil was outstanding under the PNC Equipment Loan.

The PNC Facilities are a joint and several obligations of the Company and its subsidiaries that are borrowers under the facilities and are jointly and severally guaranteed by other subsidiaries of the Company. Repayment under the PNC Facilities is collateralized by the assets of the Company and each of its subsidiaries.

(b) Covenants

The PNC Facilities agreement contains certain financial and non-financial covenants.

The financial covenants require the Company to maintain minimum consolidated fixed charge coverage ratio and limit unfunded capital expenditures (all as defined in the credit agreement governing the PNC Facilities). The Company must maintain a minimum fixed charge coverage ratio is in effect for the six months ended April 1, 2018, nine months ended July 1, 2018, twelve months ended September 30, 2018 and thereafter on a rolling twelve month basis until January 2, 2021.

The Company is in compliance with the financial covenants included in the PNC Facilities as of April 1, 2018.

6. Capital stock

Common shares

Issued and outstanding:

The issued and outstanding number of common shares included in shareholders' equity consisted of the following:

| | <u>Number of shares</u> | <u>\$</u> |
|------------------------------|-----------------------------|---------------|
| Balance at December 31, 2017 | 16,992,627 | \$ 396 |
| Share issuance | 99,746 | 1 |
| Balance as April 1, 2018 | <u>17,092,373</u> | <u>\$ 397</u> |

Stock Options

For more detailed information regarding the Company's stock option arrangements, see Note 6 of the consolidated financial statements within the Company's Form 10-K for the fiscal period ended December 31, 2017. During the three month period ended April 1, 2018, 335,929 stock options were granted. A summary of stock option activity for the three month period ended April 1, 2018 is as follows:

| | <u>Number of options</u> | <u>Weighted average exercise price</u> | <u>Aggregate intrinsic value</u> | <u>Weighted average remaining contractual term (years)</u> |
|----------------------------------|------------------------------|----------------------------------------------------|------------------------------------------|----------------------------------------------------------------------------|
| Outstanding at December 31, 2017 | 1,870,753 | \$ 1.39 | 61 | 8.6 |
| Options granted | 335,929 | \$ 2.07 | | |
| Options forfeited | (316,180) | \$ 1.25 | | |
| Outstanding at April 1, 2018 | <u>1,890,502</u> | <u>\$ 1.54</u> | <u>\$ 1,381</u> | <u>8.2</u> |
| Exercisable at April 1, 2018 | <u>624,689</u> | <u>\$ 1.59</u> | <u>\$ 425</u> | <u>6.0</u> |

During the three month periods ended April 1, 2018 and April 2, 2017, the Company recorded stock-based compensation expense related to stock options and a corresponding increase in additional paid-in capital of \$ 25 and \$12, respectively.

Certain stock options outstanding have market conditions such that the awards are vested and exercisable only if the Company's stock exceeds specified targets during the vesting period. If the market conditions are not met, the stock options will not vest and will expire.

6. Capital stock cont'd

Restricted Stock Units

For more detailed information regarding the Company's Restricted Stock Units ("RSU") arrangements, see Note 6 of the consolidated financial statements within the Company's Form 10-K for the fiscal period ended December 31, 2017. There were no RSUs granted during the three months ended April 1, 2018. A summary of the RSU activity for the three month period ended April 1, 2018 is as follows:

| | Outstanding RSU | Weighted average stock price | Weighted average remaining contractual term (years) |
|------------------------------------------|----------------------------|-------------------------------------------------|----------------------------------------------------------------------------|
| Outstanding balance at December 31, 2017 | 576,023 | \$ 1.13 | 1.84 |
| RSU vested and issued in common shares | (99,746) | \$ 1.40 | |
| RSU forfeited | (25,376) | \$ 1.33 | |
| Outstanding balance at April 1, 2018 | 450,901 | \$ 0.93 | 1.49 |

Certain RSUs outstanding have a market condition such that the awards are vested and issuable only if the market price of the Company's stock meets or exceeds a specified target during the vesting period. If the market condition is not met, the RSUs will not vest and will be forfeited.

Stock based compensation recognized during the three month period ended April 1, 2018 and April 2, 2017 related to the restricted stock units was \$101 and \$191.

7. Income taxes

During the three month period ended April 1, 2018 and April 2, 2017, the Company recorded current income tax expense of \$110 and \$127, respectively, in connection with U.S. state taxes and taxes on profits in certain foreign jurisdictions, and deferred income tax recovery of \$84 and \$134, respectively, in connection with temporary differences related to the Mexican operations.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of deferred tax liabilities, change of control limitations, projected future taxable income and tax planning strategies in making this assessment. Guidance under ASC 740, Income Taxes, ("ASC 740") states that forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence, such as cumulative losses in recent years in the jurisdictions to which the deferred tax assets relate. The U.S., Canadian and Asian jurisdictions continue to have a full valuation allowance recorded against the deferred tax assets.

8. Earnings per common share

The following table details the weighted average number of common shares outstanding for the purposes of computing basic and diluted earnings per common share for the following periods:

| <i>(Number of common shares)</i> | Three months ended | |
|---------------------------------------------|---------------------------|----------------------|
| | April 1, 2018 | April 2, 2017 |
| Basic weighted average shares outstanding | 17,041,504 | 16,660,900 |
| Dilutive stock awards ^{(a) (b)} | 482,386 | — |
| Diluted weighted average shares outstanding | 17,523,890 | 16,660,900 |

(a) For the three months ended April 1, 2018, as a result of net income for the period, dilutive earnings per share were calculated using the treasury stock method. The dilutive stock awards have been calculated as 482,386 for the three months ended April 1, 2018 related to outstanding unvested restricted stock units and incremental in-the-money stock options.

(b) For the three months ended April 2, 2017, as a result of net losses for the periods, dilutive earnings per share were calculated using the basic weighted average shares outstanding as the effect of potential common shares would have been anti-dilutive. Had there been net income for the periods, dilutive stock awards would have been calculated as 887,138 for the three months ended April 2, 2017, respectively related to outstanding unvested restricted stock units and incremental in-the-money stock options.

9. Segmented information

General description

The Company is operated and managed geographically and has production facilities in the United States, Mexico and China. The Company utilizes reportable segment's site contribution (site revenues minus operating expenses, excluding unrealized foreign exchange, corporate allocations and restructuring expenses) to monitor reportable segment performance. Site contribution is utilized by the chief operating decision-maker as the indicator of reportable segment performance, as it reflects costs which our operating site management is directly responsible for. Intersegment adjustments reflect intersegment sales that are generally recorded at prices that approximate arm's-length transactions. In assessing the performance of the reportable segments, management attributes site revenue to the reportable segment that ships the product to the customer, irrespective of the product's destination. Information about the reportable segments is as follows:

| | Three months ended | |
|--------------------------------------------------------------------------|---------------------------|----------------------|
| | April 1, 2018 | April 2, 2017 |
| Revenues | | |
| Mexico | \$ 29,073 | \$ 22,491 |
| China | 5,233 | 8,322 |
| U.S. | 5,255 | 4,982 |
| Total | <u>\$ 39,561</u> | <u>\$ 35,795</u> |
| Intersegment revenue | | |
| Mexico | \$ (120) | \$ (12) |
| China | (2,227) | (2,511) |
| U.S. | (94) | (94) |
| Total | <u>\$ (2,441)</u> | <u>\$ (2,617)</u> |
| Net external revenue | | |
| Mexico | \$ 28,953 | \$ 22,479 |
| China | 3,006 | 5,811 |
| U.S. | 5,161 | 4,888 |
| Total segment revenue (which also equals consolidated revenue) | <u>\$ 37,120</u> | <u>\$ 33,178</u> |
| Site Contribution | | |
| Mexico | \$ 2,506 | \$ 1,347 |
| China | 128 | 425 |
| U.S. | 23 | (435) |
| Total | <u>\$ 2,657</u> | <u>\$ 1,337</u> |
| Corporate allocations | 2,635 | 2,814 |
| Unrealized foreign exchange gain on unsettled forward exchange contracts | (319) | (1,272) |
| Interest | 307 | 179 |
| Income (loss) before income taxes | <u>\$ 34</u> | <u>\$ (384)</u> |

9. Segmented information cont'd

Additions to property, plant and equipment

The following table contains additions, including those acquired through capital leases, to property, plant and equipment for the three months ended:

| | Three months ended | |
|---------------------|--------------------|---------------|
| | April 1, 2018 | April 2, 2017 |
| Mexico | \$ 88 | \$ 155 |
| China | — | 66 |
| U.S. | 6 | 75 |
| Segment total | 94 | 296 |
| Corporate and other | 3 | 5 |
| Total | \$ 97 | \$ 301 |

Property, plant and equipment ^(a)

| | April 1, 2018 | December 31, 2017 |
|---------------------|---------------|----------------------|
| | Mexico | \$ 7,058 |
| China | 1,262 | 1,380 |
| U.S. | 1,110 | 1,188 |
| Segment total | 9,430 | 10,086 |
| Corporate and other | 162 | 183 |
| Segment assets | \$ 9,592 | \$ 10,269 |

(a) Property, plant and equipment information is based on the principal location of the asset.

Geographic revenues

The following table contains geographic revenues based on the product shipment destination, for the three months ended April 1, 2018 and April 2, 2017:

| | Three months ended | |
|--------|--------------------|---------------|
| | April 1, 2018 | April 2, 2017 |
| U.S. | \$ 30,130 | \$ 25,938 |
| Canada | 5,161 | 5,422 |
| China | 1,829 | 1,311 |
| Africa | — | 507 |
| Total | \$ 37,120 | \$ 33,178 |

9. Segmented information cont'd

Significant customers and concentration of credit risk

Sales of the Company's products are concentrated in certain cases among specific customers in the same industry. The Company is subject to concentrations of credit risk in trade receivables. The Company considers concentrations of credit risk in establishing the allowance for doubtful accounts and believes the recorded allowances are adequate.

The Company expects to continue to depend upon a relatively small number of customers for a significant percentage of its revenue. In addition to having a limited number of customers, the Company manufactures a limited number of products for each customer. If the Company loses any of its larger customers or any product line manufactured for one of its larger customers, it could experience a significant reduction in revenue. Also, the insolvency of one or more of its larger customers or the inability of one or more of its larger customers to pay for its orders could decrease revenue. As many costs and operating expenses are relatively fixed, a reduction in net revenue can decrease profit margins and adversely affect the business, financial condition and results of operations.

During the three months ended April 1, 2018, four customers exceeded 10% of total revenues, comprising of 45.8% of total revenue across all geographic segments. During the three months ended April 2, 2017, one customer exceeded 10% of total revenues, comprising of 10.7% of total revenue across all geographic segments.

As of April 1, 2018, two customers represented 20% and 14% (December 31, 2017, three customers represented 14%, 14% and 12%, respectively of the Company's trade accounts receivable. No other customers exceeded 10% of the Company's trade accounts receivable.

10. Assessment of Liquidity Risk

As at April 1, 2018, the Company's liquidity is comprised of \$3,322 (as at December 31, 2017, \$5,536) in cash on hand and \$9,581 (as at December 31, 2017, \$5,295) of funds available to borrow under the PNC Revolving Credit Facility (as defined in Note 5). In addition, the Company negotiated the Thirteenth Amendment to the PNC Facilities, which provides additional capital of up to \$3,000 (subject to a limit of \$2,000 in the aggregate for loans advanced for the purchase of equipment which will be located specifically in Mexico) to acquire capital equipment to support the Company's growth primarily in the Mexico facility. The Company is in compliance with the financial covenants included in the PNC Facilities as at April 1, 2018. Based on management's updated forecasted cash flows, the Company anticipates that it will continue to be in compliance with the amended financial covenants in the PNC Facilities for fiscal 2018 and beyond.

Management believes that the Company will be able to satisfy its liquidity needs, for at least but not limited to, the twelve months from the issuance date of these financial statements.

11. Derivative financial instruments

The Company enters into forward foreign exchange contracts to reduce its exposure to foreign exchange currency rate fluctuations related to a portion of the forecasted Canadian dollar and Mexican Peso denominated payroll, rent and utility cash flows to the end of July 2018. These contracts are effective economic hedges but do not qualify for hedge accounting under ASC 815 “Derivatives and Hedging”. Accordingly, changes in the fair value of these derivative contracts are recognized into net earnings in the consolidated statement of operations and comprehensive loss. The Company does not enter into forward foreign exchange contracts for trading or speculative purposes.

The following table presents a summary of the outstanding foreign currency forward contracts as at April 1, 2018:

| Currency | Buy/Sell | Foreign Currency Amount | Notional Contract Value in USD |
|-----------------|----------|-------------------------|--------------------------------|
| Canadian Dollar | Buy | 1,100 CAD | \$ 870 |
| Mexican Peso | Buy | 55,000 MXN | \$ 2,988 |

The unrealized gain recognized in earnings as a result of revaluing the instruments to fair value on April 1, 2018 was \$319 (April 2, 2017 – \$1,272 unrealized gain) which was included in cost of sales in the interim consolidated statement of operations and comprehensive loss. The realized gain on settled contracts was \$48 (April 2, 2017 – \$465 realized loss), which is also included in cost of sales. Fair value is determined using the market approach with valuation based on market observables (Level 2 quantitative inputs in the hierarchy set forth under ASC 820 “Fair Value Measurements”).

| | April 1, 2018 | December 31, 2017 |
|--------------------------------------|---------------|-------------------|
| Average USD:CAD contract rate | 1.26 | 1.29 |
| Average USD:CAD mark-to-market rate | 1.29 | 1.26 |
| Average USD:PESO contract rate | 18.41 | 18.69 |
| Average USD:PESO mark-to-market rate | 18.43 | 20.11 |

The derivative assets as at April 1, 2018 was \$Nil (December 31, 2017 – \$37) and derivative liabilities was \$19 (December 31, 2017 – \$375) which reflected the fair market value of the unsettled forward foreign exchange contracts.

Foreign exchange gains and losses are recorded in cost of sales in the consolidated statement of operations and comprehensive loss pertaining to translation of foreign denominated transactions during the period in addition to foreign denominated monetary assets and liabilities at the end of the reporting period. A total aggregate translated foreign exchange loss of \$113 was recognized for the three months ended April 1, 2018 (April 2, 2017 – gain of \$90).

12. Commitments

Purchase obligations not recorded on the balance sheet as at April 1, 2018 consist of open non-cancellable purchase orders for raw materials for \$18,494 which are expected to be paid within 12 months of the PO issue date. Purchase obligations not recorded on the balance sheet as at December 31, 2017 consisted of open non-cancellable purchase orders for raw materials for \$14,394 to be paid within 12 months of the PO issue date.

Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

Where we say "we", "us", "our", the "Company" or "SMTC", we mean SMTC Corporation or SMTC Corporation and its subsidiaries, as the context may require. Where we refer to the "industry", we mean the electronics manufacturing services industry.

You should read this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") in combination with the accompanying unaudited interim consolidated financial statements and related notes as well as the audited consolidated financial statements and the accompanying notes to the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") included within the Company's Annual Report on Form 10-K filed on March 8, 2018. The forward-looking statements in this discussion regarding the electronics manufacturing services industry, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion include numerous risks and uncertainties, some of which are as described in the "Risk Factors" section in the Annual Report on Form 10-K filed on March 8, 2018, as updated by Item 1A in Part II of this quarterly report. Certain statements in this MD&A contain words such as "could", "expects", "may", "anticipates", "believes", "intends", "estimates", "plans", "envisions", "seeks" and other similar language and are considered forward looking statements or information under applicable securities laws. These statements are based on our current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which we operate. These statements are subject to important assumptions, risks and uncertainties, which are difficult to predict and the actual outcome may be materially different. Except as required by applicable law, we may not update these forward-looking statements after the date of this Form 10-Q, even though our situation may change in the future. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

This MD&A contains discussion in U.S. dollars (US\$) unless specifically stated otherwise.

Background

We are a provider of end-to-end electronics manufacturing services ("EMS") including product design and sustaining engineering services, printed circuit board assembly ("PCBA"), production, enclosure fabrication, cable assembly, systems integration and comprehensive testing services, configuration-to-order, build-to-order and direct order fulfilment. Our facilities span a broad footprint in the United States, Mexico, and China, with approximately 1,350 employees of which 1,087 are full-time employees. Our services extend over the entire electronic product life-cycle, from the development and introduction of new products to growth, maturity and end-of-life phases. We offer fully-integrated contract manufacturing services to global original equipment manufacturers ("OEMs"), and technology companies, primarily within the industrial, computing and communications, power and energy and medical industries. In addition, we operate an international sourcing and procurement office in Hong Kong and maintain our corporate headquarters in Markham, Canada.

Results of Operations

The unaudited interim consolidated financial statements of SMTC are prepared in accordance with U.S. GAAP.

Quarter ended April 1, 2018 compared with the quarter ended April 2, 2017:

The following table sets forth summarized operating results in millions of US\$ for the periods indicated:

| | Three months ended | | Three months ended | | Change | |
|----------------------------------------------|--------------------|-------|--------------------|-------|--------------|-------|
| | April 1, 2018 | | April 2, 2017 | | 2017 to 2018 | |
| | \$ | % | \$ | % | \$ | % |
| Revenue | 37.1 | 100.0 | 33.2 | 100.0 | 3.9 | 11.7 |
| Cost of sales | 33.3 | 89.8 | 29.6 | 89.2 | 3.7 | 12.5 |
| Gross profit | 3.8 | 10.2 | 3.6 | 10.8 | 0.2 | 5.6 |
| Selling, general and administrative expenses | 3.5 | 9.4 | 3.8 | 11.4 | (0.3) | (7.9) |
| Operating income (loss) | 0.3 | 0.8 | (0.2) | (0.6) | 0.5 | 250.0 |
| Interest expense | 0.3 | 0.8 | 0.2 | 0.6 | 0.1 | 50.0 |
| Income (loss) before income taxes | (0.0) | 0.0 | (0.4) | (1.2) | 0.4 | 100.0 |
| Income tax expense (recovery) | | | | | | |
| Current | 0.1 | 0.3 | 0.1 | 0.3 | 0.0 | 0.0 |
| Deferred | (0.1) | (0.3) | (0.1) | (0.3) | 0.0 | 0.0 |
| | 0.0 | 0.0 | (0.0) | 0.0 | 0.0 | 0.0 |
| Net income (loss) | 0.0 | 0.0 | (0.4) | (1.2) | 0.0 | 100.0 |

Note 1: The three months ended April 2, 2017 operating results are reported under ASC 605 (former revenue recognition standard) and have not been restated to conform with current standards

Revenue

| Industry Sector | Three months ended | | Three months ended | | Change | |
|-------------------------------|--------------------|--------------|--------------------|--------------|------------|-------------|
| | April 1, 2018 | | April 2, 2017 | | | |
| | \$ | % | \$ | % | \$ | % |
| Industrial | 15.5 | 41.8 | 14.5 | 43.7 | 1.0 | 6.9 |
| Networking and Communications | 10.8 | 29.1 | 11.1 | 33.4 | (0.3) | (2.7) |
| Power and Energy | 3.0 | 8.1 | 1.5 | 4.5 | 1.5 | 100.0 |
| Medical | 7.8 | 21.0 | 6.1 | 18.4 | 1.7 | 27.9 |
| Total | 37.1 | 100.0 | 33.2 | 100.0 | 3.9 | 11.7 |

Revenue increased \$3.9 million to \$37.1 million for the first quarter of 2018 from \$33.2 million in the first quarter of 2017. Revenue growth from our operations in Mexico for the first quarter was primarily due to two new customers from 2017 with increased demand, representing increased revenue of \$4.5 million in the medical sector and \$2.1 million in the power and energy sector, respectively. One long standing industrial sector customer serviced in Mexico also experienced increased demand representing \$1.8 million in additional revenue. These increases were partially offset by a \$1.8 million reduction from one networking and communications customer previously serviced in Mexico that transferred its business to other contract manufacturers during early 2017. China experienced a revenue decline of \$3.0 million from one medical sector customer that had no demand in the first quarter.

Demand from customers for delivery of products during the second quarter of 2018 has increased. To satisfy this increased demand, we must increase our inventory levels, as measured on April 1, 2018. In accordance with ASC 606, we recognize revenue based on the Company's performance obligations performed in the manufacturing of its finished goods and work on process inventory. As a result, we recognized a net increase in revenue of \$1.7 million during the quarter due to higher inventory levels at the end of the first fiscal quarter of 2018 when compared to the same period in 2017.

The Company recorded approximately \$ 0.3 million of revenue from sales of raw materials inventory to customers during the first quarter of 2018 and the first quarter of 2017. The Company purchases raw materials based on customer purchase orders. When a customer requires an order to be altered or changed, the customer is generally obligated to purchase the original on-order raw material at cost, to the extent the materials are not consumed within a specified period.

Due to changes in market conditions, the life cycle of products, the nature of specific programs and other factors, revenues from a particular customer typically varies from quarter-to-quarter and year-to-year. The Company's ten largest customers represented 79.1% of revenue during the first quarter of 2018, compared with 76.9% in the first quarter of 2017. Revenues from the four largest customers during the first quarter of 2018 were \$5.0 million, \$4.5 million, \$3.8 million, and \$3.7 million representing 13.4%, 12.1%, 10.2% and 10.1% respectively of total revenue. This compares with revenue from the largest customer during the first quarter of 2017 of \$3.5 million, representing 10.7% of total revenue. No other customers represented more than 10% of revenue in either period.

During the first quarter of 2018, 78.0% of our revenue was attributable to production from our operations in Mexico, 13.9% of our revenue was attributable to production from our operations in the U.S. and 8.1% of our revenue was attributable to production from our operations in China. During the first quarter of 2017, 67.8% of our revenue was attributable to production from our operations in Mexico, 14.7% of our revenue was attributable to production from our operations in the U.S. and 17.5% of our revenue was attributable to production from our operations in China.

Gross Profit

Gross profit for the first quarter of 2018 increased by \$0.3 million to \$3.9 million or 10.5% of revenue compared with \$3.6 million or 10.8% of revenue for the same period in 2017. This was due primarily to the \$3.9 million increase in revenue quarter over quarter, favorable foreign exchange rates on settled forward exchange contracts and reduced direct costs when compared to the same period in the prior year. When excluding unrealized foreign exchange gains on unsettled forward contracts, the adjusted gross profit was \$3.5 million or 9.6 % of revenue for the first quarter of 2018 compared with \$2.3 million or 6.9% of revenue for the first quarter of 2017.

The Company calculates an adjusted gross profit amount as we consider gross margins exclusive of such unrealized foreign exchange gains or losses on unsettled forward foreign exchange contracts to be a meaningful measure as it is non-cash and management does not consider the mark-to-market valuation reflective of operating performance in the current period. Below is the reconciliation from the financial statement presentation of gross profit to the non-GAAP measure of adjusted gross profit:

| | Three months ended April 1, 2018 | Three months ended April 2, 2017 |
|---------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| Gross profit | \$ 3,850 | \$ 3,557 |
| Deduct: | | |
| Unrealized foreign exchange gains on unsettled forward exchange contracts | (319) | (1,272) |
| Adjusted gross profit | <u>\$ 3,531</u> | <u>\$ 2,285</u> |
| Adjusted gross profit percentage | <u>9.5%</u> | <u>6.9%</u> |

The Company entered into forward foreign exchange contracts to reduce its exposure to foreign exchange currency rate fluctuations related to forecasted Canadian dollar and Mexican peso expenditures. These contracts were effective as hedges from an economic perspective, but do not meet the requirements for hedge accounting under ASC Topic 815 “Derivatives and Hedging”. Accordingly, changes in the fair value of these contracts were recognized into net loss in the consolidated statement of operations and comprehensive loss. Included in cost of sales for the first quarter of 2018 was an unrealized gain recognized as a result of revaluing the instruments to fair value of \$ 0.3 million, and a realized gain of \$0.05 million. Included in cost of sales for the first quarter of 2017 was an unrealized gain recognized as a result of revaluing the instruments to fair value of \$1.3 million, and a realized loss of \$0.5 million. The average contract and mark-to-market rates for outstanding forward foreign exchange contracts were as follows;

| | April 1, 2018 | December 31, 2017 |
|--------------------------------------|--------------------------|------------------------------|
| Average USD:CAD contract rate | 1.26 | 1.29 |
| Average USD:CAD mark-to-market rate | 1.29 | 1.26 |
| Average USD:PESO contract rate | 18.41 | 18.69 |
| Average USD:PESO mark-to-market rate | 18.43 | 20.11 |

EBITDA and Adjusted EBITDA Reconciliation:

EBITDA and Adjusted EBITDA, non-GAAP financial measures, are defined as earnings before interest, taxes, depreciation and amortization, with Adjusted EBITDA also excluding restructuring charges, stock based compensation and unrealized foreign exchange gains and losses on unsettled forward foreign exchange contracts. Management presents EBITDA and Adjusted EBITDA, as it is utilized by management to monitor performance against budget as well as compliance with bank covenants. We also believe EBITDA and Adjusted EBITDA provide useful information to investors in understanding and evaluating our operating results in the same manner as management.

Below is the reconciliation of net loss, the closest GAAP measure, to EBITDA and Adjusted EBITDA.

| | Three months ended April 1, 2018 | Three months ended April 2, 2017 |
|--------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| Net income (loss) | \$ 8 | \$ (377) |
| Add: | | |
| Depreciation | 774 | 979 |
| Interest | 307 | 179 |
| Income taxes | 26 | (7) |
| EBITDA | <u>\$ 1,115</u> | <u>\$ 774</u> |
| Add: | | |
| Stock based compensation | 126 | 203 |
| Unrealized foreign exchange gain on unsettled forward exchange contracts | (319) | (1,272) |
| Adjusted EBITDA | <u>\$ 922</u> | <u>\$ (295)</u> |

Adjusted EBITDA for three months ended April 1, 2018 increased by \$1.2 million to \$0.9 million compared with \$(0.3) million for the same period in 2017 due to the increase in gross profit, which was due to restructuring activities which reduced costs when compared to the same period in the prior year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$0.3 million during the first quarter of 2018 to \$3.5 million from \$3.8 million for the same period in 2017. The decrease was primarily due to cost savings related to the restructuring plan, implemented in May 2017, in addition to reduced rent and operating costs arising out of our corporate office move, which occurred during the second quarter of 2017. These costs reductions were partially offset by the hiring of a Chief Operating Officer and a Vice President of Customer Acquisition which were positions created after the first quarter of 2017 and a new Chief Financial Officer, who was hired during the first quarter of 2018. In addition, during the transition to the new Chief Financial Officer, our former Chief Financial Officer received ongoing salary and the Company recorded severance costs of \$0.1 million for our former Chief Financial Officer in the first quarter of 2018.

Interest Expense

Interest expense was \$0.3 million in the first quarter of 2018 compared to \$0.2 million for the same period in the prior year due to a higher interest rates in the first quarter of 2018 compared to the same period in 2017. The weighted average interest rates with respect to the debt facilities was 5.5 % and 4.4% for each of the first quarters of 2018 and 2017, respectively. In addition, average debt balance on our PNC Revolving Credit Facility was higher in the first quarter of 2018 compared to the same period in the prior year.

Income Tax Expense

The Company recorded current income tax expense of \$0.1 million for each of the first quarter 2018 and 2017 in connection with U.S. state taxes and taxes on profits in certain foreign jurisdictions, and deferred income tax expense of \$0.1 million and \$0.1 million, respectively, in connection with temporary differences related to the Mexican operations.

Liquidity

As at April 1, 2018, the Company's liquidity is comprised of \$3.3 million in cash on hand and \$9.6 million of funds available to borrow under the PNC Facilities. The Company funds its operations by regularly utilizing its PNC Facilities (refer to Note 5). The Company manages its capital requirements through budgeting and forecasting processes while monitoring for compliance with bank covenants. Funds available under the PNC Revolving Credit Facility are managed on a weekly basis based on the cash flow requirements of the various operating segments. Cash flows generated from operations are immediately applied towards paying down the PNC Revolving Credit Facility, which has a maximum limit of \$30.0 million which is restricted based on certain borrowing base conditions.

Net cash generated in operating activities during the three months ended April 1, 2018 was \$0.6 million. Accounts payable had increased \$3.9 million due to an increase in inventory levels and timing of payments. Unbilled contract assets increased \$1.7 million resulting from an increased level of production for non-cancellable customer purchase orders when compared to year-end due to second quarter customer demand. As a result, accounts payable days outstanding increased to 70 days for the first quarter of 2018 compared to 66 days for the first quarter of 2017. This is higher inventory purchases which increased accounts payable at the quarter end. Inventory turnover, on an annualized basis was 5 times for the first quarter of 2018 and 2017. Accounts receivable days sales outstanding decreased to 64 days from 67 days for the first quarter of 2018 compared to the first quarter of 2017 primarily the result of a higher weighting of sales in the final month of the quarter when compared to the same period in the prior year, resulting in a larger balance of accounts receivable which was not past due at the end of the quarter.

Net cash used in financing activities during the first quarter of 2018 was \$2.7 million compared to net cash provided by \$2.1 million for the first quarter of 2017. During the first quarter of 2018, the Company made net repayments to the revolving debt of \$ 2.1 million compared to net advances of \$2.7 million for the same period in 2017. The Company also paid down its long-term debt in the amount of \$0.5 million in both the first quarters of 2018 and 2017.

Net cash used in investing activities during the first quarter of 2018 was \$0.1 million compared to \$0.5 million in the first quarter of 2017 related to capital asset purchases.

Capital Resources

The Company borrows money under a Revolving Credit and Security Agreement with PNC Bank, National Association (“PNC”) which governs the PNC Facilities. The PNC Facilities have a term ending on January 2, 2021. Advances made under the PNC Revolving Credit Facility bear interest at the U.S. base rate plus 0.75%. The applicable interest rate for the Long-Term Debt Facility is U.S. base rate plus 1.25%.

In order to provide additional funding for the Company’s capital equipment requirements during fiscal 2018, the Company executed the Thirteenth Amendment with PNC on March 28th, 2018, which provides a \$3.0 million Equipment Facility (subject to a limit of \$2.0 million in the aggregate for the purchase of equipment which will be located specifically in Mexico) payable over 36 months, commencing January 1, 2019. The Equipment Facility bears interest based on the U.S. base rate plus 1.75%. The base commercial lending rate should approximate prime rate. The Thirteenth Amendment with PNC is further described in the Company’s Form 8-K filed with the Securities and Exchange Commission on March 28, 2018, which is incorporated herein by reference.

We believe that cash generated from operations, available cash and amounts available under our PNC Facilities and additional financing sources such as leasing companies and other lenders will be adequate to meet our debt service requirements, capital equipment expenditures and working capital needs at our current level of operations for the next twelve months, although no assurance can be given in this regard, particularly with respect to amounts available from lenders. We have agreed to a borrowing base formula under which the amount we are permitted to borrow under the PNC Facilities is based on our accounts receivable and inventory. Further, there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available to enable us to service our indebtedness. Our future operating performance and ability to service indebtedness will be subject to future economic conditions and to financial, business and other factors, certain of which are beyond our control.

Item 3 Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

The PNC Facilities bear interest at floating rates. The weighted average interest rate incurred on the PNC Facilities for the quarter ended April 1, 2018 was 5.5%. Advances made under the PNC Revolving Credit Facility bear interest at the U.S. base rate plus 0.75%. The applicable interest rate for the Long-Term Debt Facility is U.S. base rate plus 1.25%. The Equipment Loan bears interest based on the U.S. base rate plus 1.75%. The base commercial lending rate should approximate prime rate.

The impact of a 10% change in interest rates would not have a significant impact on our reported earnings.

Foreign Currency Exchange Risk

As a result of operating a global business, we are exposed to exchange rate fluctuations on expenditures denominated in foreign currencies. However, most of our sales and component purchases are denominated in U.S. dollars, which limits our foreign currency risk. Our foreign exchange risk relates primarily to our Canadian, Mexican and Asian payroll, Euro based component purchases and other various operating expenses denominated in local currencies in our geographic locations. To mitigate this risk, the Company enters into forward foreign exchange contracts to reduce its exposure to foreign exchange currency rate fluctuations related to forecasted Canadian dollar and Mexican peso. The strengthening of the Canadian dollar and Mexican peso would result in an increase in costs to the organization and may lead to a reduction in reported earnings.

The impact of a 10% change in exchange rates would be estimated to have the following impact on cost of sales for the Company:

| | | |
|------------------------------------------------------------------------|----|-----|
| 10% increase in both the CAD and PESO foreign exchange rates (million) | \$ | 1.1 |
| 10% decrease in both the CAD and PESO foreign exchange rates (million) | \$ | 1.3 |

Credit Risk

In the normal course of operations, there is a risk that a counterparty may default on its contractual obligations to us which would result in a financial loss that could impact our reported earnings. In order to mitigate this risk, we complete credit approval procedures for new and existing customers and obtain credit insurance where it is financial viable to do so given anticipated revenue volumes, in addition to monitoring our customers' financial performance. We believe our procedures in place to mitigate customer credit risk and the respective allowance for doubtful accounts are adequate.

There is limited risk of financial loss from defaults on our outstanding forward currency contracts as the counterparty to the transactions had a Standard and Poor's rating of A- or above as at March 31, 2018.

Liquidity Risk

There is a risk that we may not have sufficient cash available to satisfy our financial obligations as they come due. The financial liabilities we have recorded in the form of accounts payable, accrued liabilities and other current liabilities are primarily due within 90 days with the exception of the current portion of capital lease obligations which could exceed 90 days and our PNC Revolving Credit Facility which utilizes a lock-box to pay down the obligation effectively daily. Principal payments for the PNC Long-Term Debt Facility are made on a quarterly basis. We believe that cash flow from operations, together with cash on hand and our PNC Revolving Credit Facility, which has a maximum credit limit of \$30 million, subject to certain borrowing restrictions is sufficient to fund our financial obligations.

Item 4 Controls and Procedures

Evaluation of Disclosure Controls and Procedures.

As of the end of the period covered by this quarterly report, the Company's Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Accounting Officer) have conducted an evaluation of the Company's disclosure controls and procedures. Based on their evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective during and as at April 1, 2018 to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the applicable Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended April 1, 2018 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

Part II OTHER INFORMATION

Item 1A Risk Factors

There are no other material changes to the risk factors disclosed in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Item 5 Other Information

A severance and general release agreement ["release agreement"] was executed on May 2, 2018, by and between the Company and Roger Dunfield. The terms of the release agreement outlines the effective last day of employment of May 2, 2018 in addition to outlining the severance payment of \$0.1 million, less applicable withholding taxes to be paid over a six month period. Subject to effectiveness and non-revocation of this Agreement, the Board of Directors of the Company has approved waiver of the Exercise and Sale Limitation for the 2017 Option, which has vested shares of 67,186. Accordingly, these options held by Mr. Dunfield will remain exercisable, to the extent vested, for three months after May 2, 2018. For further details, the release agreement is included in full which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, SMTC Corporation has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

SMTC CORPORATION

By: /s/ Edward Smith

Name: Edward Smith

Title: President and Chief Executive Officer

By: /s/ Steve Waszak

Name: Steve Waszak

Title: Chief Financial Officer (Principal Accounting Officer)

Date: May 8, 2018

EXHIBIT INDEX

- 10.1* [Severance and general release agreement dated as of May 2, 2018, by and between the Company and Roger Dunfield.](#)
- 31.1* [Certification of Edward Smith pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 8, 2018.](#)
- 31.2* [Certification of Steve Waszak pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 8, 2018.](#)
- 32.1* [Certification of Edward Smith, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 8, 2018.](#)
- 32.2* [Certification of Steve Waszak, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 8, 2018.](#)

101.INS* XBRL Instance

101.SCH*XBRL Taxonomy Extension Schema

101.CAL*XBRL Taxonomy Extension Calculation

101.DEF*XBRL Taxonomy Extension Definition

101.LAB*XBRL Taxonomy Extension Labels

101.PRE* XBRL Taxonomy Extension Presentation

* Filed herewith



CONFIDENTIAL SEVERANCE AND GENERAL RELEASE AGREEMENT

THIS CONFIDENTIAL SEVERANCE AND GENERAL RELEASE AGREEMENT ("Agreement") is made effective as of the date set forth below by and between SMTC Corporation (the "Company") and Roger Dunfield ("Employee") (collectively, the "Parties") with reference to the following:

WHEREAS, Employee was notified that Employee's services with the Company were separated effective May 2, 2018 (the "Separation Date");

WHEREAS, the Company has agreed to pay Employee certain payment, as outlined herein, to which Employee is not otherwise entitled in exchange for execution of this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, Employee and Company agree as follows:

1. Cessation of Services: Employee's separation with the Company is effective May 1, 2018. Employee represents that, except as set forth herein, Employee has been paid all amounts owed to Employee by the Company, including wages, compensation, bonuses and vacation pay.

2. Payment:

(a) In consideration of Employee entering into this Agreement, the Company agrees to pay Employee the total the gross amount of One Hundred Fifteen Thousand and Eight-Hundred Seventy-Five dollars (\$115,875.00), less applicable withholdings (the "Severance Payment"). The Severance Payment will be paid to Employee, following signing of this Agreement, over a six (6) month period (less applicable legal deductions), payable ratably in accordance with the regular payroll practices of the Company; provided Employee has not revoked this Agreement, as outlined below in Paragraph 4, below.

(b) As of the Separation Date, Employee's unvested equity awards will terminate. As of the Separation Date, Employee holds outstanding vested options granted on May 15, 2017 and vested as to 67,186 shares (the vested portion of the 2017 option grant, the "2017 Option"). Pursuant to its terms, the 2017 Option is not exercisable, and no shares may be sold thereunder, for 180 days following vesting of the 2017 Option on March 2, 2018 (the "Exercise and Sale Limitation"). Subject to effectiveness and non-revocation of this Agreement, the Board of Directors of the Company has approved waiver of the Exercise and Sale Limitation for the 2017 Option. Accordingly, options held by Employee will remain exercisable, to the extent vested, for three months after the Separation Date, after which time any unexercised portions will terminate and cease to be exercisable. Employee understands and agrees that he has no other vested options to purchase Company stock or other rights to acquire securities of the Company. Exercise of the options otherwise will be subject to the terms and conditions of the Company's 2010 Incentive Plan and the Notice of Option Grant and Stock Option Agreement evidencing each option.

3. **General Release:** For and in consideration of the Severance Payment and waiver of the Exercise and Sale Limitation for the 2017 Option described above in Paragraph 2 to which Employee is not otherwise entitled, and other good and valuable consideration:

(a) Employee hereby voluntarily, knowingly and willingly releases, acquits and forever discharges the Company (including, without limitation the Company's affiliated entities), including, without limitation, all of their former, current and future agents, managers, employees, officers, directors, shareholders, investors, joint venturers, attorneys, representatives, predecessors, successors, assigns, owners and servants from any and all claims, costs or expenses of any kind or nature whatsoever, whether known or unknown, foreseen or unforeseen, including without limitation, any contract claims or any claims under the Americans with Disabilities Act, Title VII of the Civil Rights Act, the Family and Medical Leave Act, the Age Discrimination in Employment Act, the Employee Retirement Income Security Act, the California Fair Employment and Housing Act, the California Family Rights Act, the California Constitution, or under common law, which against any or all of them Employee ever had, now has or hereinafter may have, up to and including the date of Employee's execution of this Agreement, including, without limitation, those arising out of or in any way related to Employee's rendition of services to the Company or the separation of his employment from the Company.

(b) It is a condition hereof, and it is Employee's intention in the execution of the General Release in subparagraph 3(a), above, that the same shall be effective as a bar to each and every claim specified above, and in furtherance of this intention, Employee hereby expressly waives any and all rights and benefits conferred upon him by Section 1542 of the California Civil Code which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the Release, which if known by him or her must have materially affected his or her settlement with the debtor.

4. **Time to Consider Agreement:** Employee understands (i) Employee has a period of twenty-one (21) days to consider this Agreement before signing it and any changes made in the terms of this Agreement, whether material or not, will not restart the running of this 21-day period; and (ii) Employee has a right to revoke this Agreement within seven (7) days after signing it, and that this Agreement, will not become effective or enforceable until this revocation period has expired. Employee further understands that a revocation notice must be in writing and received by the Company before the end of the revocation period.

5. **Confidentiality:** Absent prior express written approval and permission of Company, Employee will keep confidential and not make public or reveal to any person or entity any information regarding the terms or existence of this Agreement, including, without limitation, the payment Employee is receiving under it. This confidentiality proscription shall not apply to Employee providing any such information to Employee's immediate family, attorney, accountant, tax consultant and/or the duly designated taxing authorities of the United States of America and/or the State of California or unless otherwise compelled to disclose such information by law. Nothing in this Agreement shall prohibit Employee from seeking and obtaining a whistleblower award from a government agency, as provided for, protected under or warranted by applicable law, including Section 21F of the Securities Exchange Act.

6. Confidential Information: In the course of Employee's rendition of services to the Company, Employee had access to confidential and proprietary information of the Company including, without limitation, records, data, marketing information, pricing information, financial information, billing and revenue information, client lists and information, information regarding vendors and suppliers, production processes, research and development and other trade secrets of Company ("Confidential Information"). Employee agrees he shall not directly or indirectly disclose Confidential Information to any person or entity or use any Confidential Information in any way. This Paragraph 6 shall supplement any previously executed nondisclosure and confidentiality agreements executed between Employee and the Company. Employee may not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (a) is made (i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (b) is made in a complaint or other document that is filed under seal in a lawsuit or other proceeding.

(a) Employee agrees that for a period of one (1) year from the date of execution of this Agreement by Employee, Employee will not solicit the employment of any person who is employed by the Company (as an employee or consultant), on behalf of Employee or in connection with any other person, firm, corporation, association or other entity, directly or indirectly.

(b) Employee acknowledges and agrees that Employee possesses valuable Confidential Information of the Company, including exposure to key customers and potential customers of the Company. Employee therefore agrees for a period of one (1) year from the execution of this Agreement by Employee, Employee will not, directly or indirectly, solicit any customers of the Company or cause such customer to reduce, cease or not to do business with the Company.

(c) Employee will not (a) make any false, misleading or disparaging representations or statements with regard to the Company, its officers, directors, employees, advisors and consultants, or the products or services of the Company to any third party or (b) make any statement to any third party that may impair or otherwise adversely affect the goodwill or reputation of the Company.

7. Breach or Misrepresentation: In the event of any breach by Employee of any provision of this Agreement, including, without limitation, Paragraphs 5 or 6 above, Company shall be entitled to seek a decree of specific performance against Employee. Such remedy, however, shall be cumulative and non-exclusive and shall be in addition to any other remedy to which Company may be entitled.

8. Miscellaneous:

(a) Employee represents and warrants that Employee has not assigned or transferred, or purported to assign or transfer, to any person, firm, corporation or entity any claim or other matter released by this Agreement. Employee agrees to indemnify Company and anyone else released by this Agreement and hold them harmless against any claims, costs or expenses, including, without limitation, attorneys' fees actually paid or incurred, arising out of, related to or in any manner whatsoever connected with any such transfer of assignment or purported to claimed transfer or assignment.

(b) With the exception of any previously executed confidentiality and nondisclosure/no solicitation agreements, which shall supplement this Agreement, this Agreement sets forth the entire agreement between Employee and Company and fully supersedes any and all prior agreements or understanding between them pertaining to the subject matter of this Agreement. It may not be altered, modified, amended or changed, in whole or in part, except in writing executed by Employee and Company.

(c) Should any provision or term or part of a provision or term, of this Agreement be declared or determined by any court to be illegal or invalid, the validity of the remaining parts, provision or terms shall not be affected thereby and said illegal or invalid part, provision or term shall not be deemed to be a part of this Agreement.

(d) This Agreement shall be governed by the laws of the State of California.

(e) Nothing contained in this Agreement nor shall the fact that the parties sign this Agreement be considered as an admission of any type by either party.

(f) Employee acknowledges that: (i) Employee has been advised to seek legal counsel as to execution of this Agreement; (ii) Employee fully understands the terms of this Agreement including, without limitation, the significance and consequences of the General Release in Paragraph 3, above; (iii) Employee is executing this Agreement in exchange for consideration in addition to anything of value to which Employee is already entitled; and (iv) Employee is fully satisfied with the terms of this Agreement and is executing this Agreement voluntarily, knowingly and willingly and without duress.

(g) Employee agrees to waive the right to receive future monetary recovery directly from Employer, including Employer payments that result from any complaints or charges that Employee files with any governmental agency or that are filed on Employee's behalf.

(h) Employee acknowledges and reaffirms Employee's obligation, in accordance with Company policy to return any and all Company property immediately upon termination of his employment and as a condition to entitlement to the Severance Payment and Additional Severance Payment.

(i) This Agreement may be executed in counterparts. A photocopy, facsimile or "pdf" of any signature to this Agreement shall be equal and valid as the original.

IN WITNESS HEREOF, this Confidential Severance and General Release Agreement is entered into and executed by the parties on the date set forth below.

SMTC Corporation (“Company”)

(“Employee”)

By: Edward Smith

Print Name: Roger Dunfield

Title: President and Chief Executive Officer

Signature: /s/ Roger Dunfield_____

Signature: /s/ Edward Smith_____

Dated: May 2, 2018

Dated: May 2, 2018

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, Edward Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SMTC Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles of the United States of America;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2018

By: /s/ Edward Smith
Edward Smith
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, Steve Waszak, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SMTC Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles of the United States of America;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2018

By: /s/ Steve Waszak

Steve Waszak
Chief Financial Officer

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of SMTC Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's quarterly report on Form 10-Q for the quarter ended April 1, 2018 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's quarterly report on Form 10-Q for the quarter ended April 1, 2018 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Edward Smith

Edward Smith
President and Chief Executive Officer

Date: May 8, 2018

A signed original of this written statement required by Section 906 has been provided to SMTC Corporation and will be retained by SMTC Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of SMTC Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's quarterly report on Form 10-Q for the quarter ended April 1, 2018 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's quarterly report on Form 10-Q for the quarter ended April 1, 2018 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steve Waszak

Steve Waszak
Chief Financial Officer

Date: May 8, 2018

A signed original of this written statement required by Section 906 has been provided to SMTC Corporation and will be retained by SMTC Corporation and furnished to the Securities and Exchange Commission or its staff upon request.