

CARGOJET INC.
Management's Discussion and Analysis
Of Financial Condition and Results of Operations

For the Three Month and Nine Month Periods Ended September 30, 2012

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CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 1 of 27

The following is the Management's Discussion and Analysis ("MD&A") of the consolidated financial condition and results of operations of Cargojet Inc. (the "Company") for the three month and nine month periods ended September 30, 2012. The following also includes a discussion of and comparative operating results for the three month and nine month periods ended September 30, 2011.

Cargojet is publicly listed with shares and convertible debentures traded on the Toronto Stock Exchange ("TSX"). The Company is incorporated and domiciled in Canada and the registered office is located at 350 Britannia Road East, Units 5 and 6, Mississauga, Ontario.

The effective date of the MD&A is November 8, 2012. The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standard ("IFRS"). This MD&A should be read in conjunction with the condensed consolidated interim financial statements of the Company for the three month and nine month periods ended September 30, 2012 and 2011 and with the audited annual financial statements for the years ended December 31, 2011 and 2010.

EBITDA^(A) and Adjusted Free Cash Flow^(B)

References to "EBITDA" are to earnings before interest, income taxes, depreciation, amortization, gain or loss on disposal of capital assets and after adjusting aircraft heavy maintenance amounts to actual net expenditures. Non-GAAP measures, EBITDA and Adjusted Free Cash Flow, are not earnings measures recognized by IFRS and do not have standardized meanings prescribed by IFRS. Therefore, EBITDA and Adjusted Free Cash Flow may not be comparable to similar measures presented by other issuers. Investors are cautioned that EBITDA and Adjusted Free Cash Flow should not be construed as an alternative to net income determined in accordance with IFRS as indicators of the Company's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows. The calculations of EBITDA and Adjusted Free Cash Flow are shown on page 10 of the MD&A.

Key Factors Affecting the Business

The results of operations, business prospects and financial condition of the Company are subject to a number of risks and uncertainties and are affected by a number of factors outside the control of management of the Company. For a more complete discussion of the risks affecting the Company's business, reference should be made to the Annual Information Form ("AIF"), filed February 27, 2012 with the regulatory authorities.

Forward Looking Statements

This discussion includes certain forward-looking statements that are based upon current expectations, which involve risks and uncertainties associated with our business and the environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts, but reflect Cargojet's current expectations regarding future results or events. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, as detailed in the Company's AIF, filed February 27, 2012 with the regulatory authorities.

^(A) Please refer to End Note ^(A) included at the end of this MD&A.

^(B) Please refer to End Note ^(B) included at the end of this MD&A.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 2 of 27

Corporate Overview

The Company is Canada's leading provider of time sensitive overnight air cargo services. Its main air cargo business is comprised of the following:

- Operating a domestic overnight air cargo co-load network between thirteen major Canadian cities
- Providing dedicated aircraft to customers on an Aircraft, Crew, Maintenance & Insurance ("ACMI") basis, operating between points in Canada and the USA
- Operating scheduled international routes for multiple cargo customers between the USA and Bermuda and between Canada and Poland.

The Company operates its business across North America transporting time sensitive air cargo each business night utilizing its fleet of all-cargo aircraft. The Company's domestic overnight air cargo co-load network consolidates cargo received from customers and transports such cargo to the appropriate destination in a timely and safe manner. The Company continually monitors key performance indicators and uses this information to reduce costs and improve the efficiency of its services.

The Company currently operates one leased 757-200ER ("B757") series aircraft, two leased 767-200ER ("B767") series aircraft and ten Boeing 727-200 ("B727") series aircraft, owned by the Company. The Company also periodically contracts other airlines on an ACMI or sub-charter basis to temporarily operate aircraft on the Company's behalf. This provides added capacity to its overall network to meet new business and/or peak period demands.

As at the date of this MD&A, the Company owns two regional aircraft. One regional aircraft is under a finance lease to a third party and accordingly the aircraft has been discontinued as an owned asset. The other regional aircraft is held for lease.

Recent Events

Property, plant and equipment

In July 2012, the Company purchased a Boeing 727 aircraft for total consideration of \$1,224,925. The costs were segregated into three components consisting of engines totaling \$540,630, airframe totaling \$619,295 and deferred heavy maintenance totaling \$65,000.

In August 2012, the Company reviewed the carrying value of its used engine cores and estimated that the recoverable amount was less than the book value. The Company reduced the net book value of the used engine cores to fair value by \$567,395 and reported a loss on impairment of property, plant and equipment.

In September 2012, six used engine cores were approved for disposal and have been presented as held for sale at an estimated fair value of \$160,000 with the related deferred tax asset of \$12,841. These used engine cores were sold in October 2012.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 3 of 27

Recent Events (Continued)

Issuance of Convertible Debentures – 6.5%

In March 2012, \$28.8 million of unsecured subordinated convertible debentures were issued with a term of five years. These debentures bear a fixed interest rate of 6.5% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing April 30, 2012.

On or after April 30, 2015, but prior to April 30, 2016, the debentures are redeemable, in whole at any time or in part from time to time, at the option of the Company at a price equal to at least \$1,000 per debenture plus accrued and unpaid interest, provided that the current market price of the common shares of the Company on the date on which the notice of redemption is given is at least 125% of the conversion price of \$11.75 per common share. After April 30, 2016, but prior to the maturity date of April 30, 2017, the debentures are redeemable at a price equal to \$1,000 per debenture plus accrued and unpaid interest. On redemption or at maturity on April 30, 2017, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

Based on certain conditions, the debentures are convertible, at the holders' discretion, at \$11.75 per voting share at any time prior to the close of business on the earliest of the business day immediately preceding the maturity date; if called for redemption, on the business day immediately preceding the date specified by the Company for redemption of the debentures; or if called for repurchase pursuant to a change of control, on the business day immediately preceding the payment date. The Company also has the right at any time to purchase debentures in the market, by tender or by private contract subject to regulatory requirements, provided, however, that if an event of default has occurred and is continuing, the Company or any of its affiliates will not have the right to purchase the debentures by private contract.

The conversion rate of \$11.75 per voting share is subject to adjustment in certain circumstances, including the payment of a cash dividend or distribution to holders of voting shares in excess of \$0.142 per quarter (\$0.568 per annum).

In the event of a change in control, as defined in the indenture, the Company will be required to make an offer to the holders of debentures to repurchase the debentures at a price equal to 100% of the principal amount plus accrued and unpaid interest. In addition, if a change in control occurs in which 10% or more of the consideration consists of cash, certain equity securities or other property not traded or intended to be traded immediately following such transaction on a recognized exchange, holders of the debentures will be entitled to convert their debentures and, subject to certain limitations, receive an additional amount of voting shares to those that they would otherwise be entitled at the normal conversion rate. The amount of such additional voting shares will depend on the effective date and the price paid per voting share in the transaction constituting the change in control.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 4 of 27

Recent Events (Continued)

Issuance of Convertible Debentures – 6.5% (Continued)

The principal amount of the debentures has been allocated between its debt component and the conversion option and has been classified separately on the balance sheet. The fair value of the debt component was determined using an estimated market rate for a similar liability without an equity component and the residual was allocated to the conversion option.

The debt component is measured at amortized cost. The balance of the debt component at September 30, 2012 consisted of the following:

	September 30, 2012
	\$
Principal balance	28,750,000
Less:	
Issuance costs	(1,312,192)
Conversion option at inception	(2,642,384)
Accretion	314,589
Balance	25,110,013

The conversion option, net of related issuance costs of \$132,808, has been recorded in shareholders' equity. Factoring in issuance costs, the effective interest rate on the debentures is 10.01%.

Interest expense on the debentures for the three and nine month periods ended September 30, 2012 totaled \$624,568 and \$1,302,726, respectively

Redemption of Convertible Debentures – 7.5%

In May 2012, the Company redeemed \$24,655,000 principal amount of the convertible debentures (\$24,100,397 net of the related unamortized issuance cost and the portion allocated to the conversion option) at par or \$1,000 per convertible debenture. At redemption, the Company allocated \$24,655,000 to the liability component redeemed. The redemption of the convertible debenture resulted in a loss of \$554,603.

Interest expense on the debentures for the three and nine month periods ended September 30, 2012 totaled \$nil and \$802,030, respectively (2011 - \$605,870 and \$1,797,857, respectively).

Provisions

The Company's aircraft operating lease agreements require leased aircraft to be returned to the lessor in a specified operating condition. As a result of changes in the Company's c-check intervals for certain aircraft from 18 months to 24 months, the Company has estimated that it will incur certain maintenance costs at the end of the lease terms and has recorded a maintenance provision liability for these costs. A provision of \$1,476,973 was recorded in the period, representing the discounted present value of the obligation at the end of the leases. Such costs have been estimated based on contractual commitments and Company

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 5 of 27

Recent Events (Continued)

Provisions (Continued)

specific history. Accretion expense of \$36,198 has been recorded in the period as part of finance costs in the statement of income. The provision has been added to the cost of deferred heavy maintenance included in property, plant and equipment and will be amortized over the remaining terms of the leases.

Long-term Incentive Plan

The Company's long-term incentive plan (the "Plan" or "LTIP") provides certain of its executive officers and senior management of the Company with compensation opportunities tied to the performance of the Company. Company incentive bonuses, in the form of shares, are provided to eligible employees on an annual basis where the earnings of the Company exceed a pre-determined base (the "Base Target"). The Base Target is set annually by the Compensation Committee of the Company's Board of Directors in accordance with the terms of the Plan.

If the Company's earnings exceed the Base Target, a percentage of the excess is contributed by the Company into a long-term incentive pool. Shares are then purchased on the open market by the Company and held by the Company until they vest. Vesting of the shares will occur on the basis of one-third of the total grant at the time of granting, and one-third on each of the first and second anniversary dates.

For the three and nine month periods ended September 30, 2012, share-based compensation expense totaled \$60,777 and \$342,154, respectively, including withholding taxes of \$52,313 paid on behalf of the eligible employees. For the three and nine month periods ended September 30, 2011, share-based compensation expense totaled \$68,820 and \$428,141, respectively, including withholding taxes of \$99,675 paid on behalf of the eligible employees.

2012 Awards

In March 2012, pursuant to the Company's LTIP, an amount of \$348,750 was approved to the executive officers and senior management. Accordingly, the Company purchased 39,275 shares from the open market at an average price of \$7.55. As at September 30, 2012, 7,580 of these shares had vested and \$63,210 was transferred from share-based compensation reserve to shareholders' capital. The balance of LTIP award not vested as at September 30, 2012 was \$233,227.

2011 Awards

In the nine month period ended September 30, 2012, 25,875 of the treasury shares had vested and \$221,500 was transferred from share-based compensation reserve to shareholders' capital. The balance of LTIP award not vested as at September 30, 2012 was \$221,500.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 6 of 27

Recent Events (Continued)

Long-term Incentive Plan (Continued)

The following table details the impact of the above transactions on shareholders' capital as at September 30, 2012 and on the statement of income for the nine month period ended September 30, 2012:

Shares purchased under the Plan	Number	\$
Balance, January 1, 2012	51,746	443,000
Shares acquired by Company for long-term incentive plan	39,275	296,437
Shares distributed by Company to long-term incentive plan participants	(33,455)	(284,710)
Balance, September 30, 2012	57,566	454,727

	Nine month periods ended	
	September 30, 2012	September 30, 2011
Share-based compensation expense	\$	\$
Shares transferred to long-term incentive plan participants	284,710	121,735
Less: vested shares expensed prior year	(177,200)	-
Shares transferred to plan participants for current year	107,510	121,735
Withholding tax paid for long-term incentive plan participants	52,313	99,675
Share-based compensation, not yet vested	182,331	206,731
Share-based remuneration	342,154	428,141

Renewal of credit agreement

On October 12, 2012, the Company renewed its revolving credit facility with a Canadian chartered bank. The renewal changed the maturity date from December 31, 2013 to December 31, 2015. All other terms and conditions related to the credit facility remained the same.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 7 of 27

Revenues

The Company's revenues are primarily generated from its overnight air cargo service between thirteen major Canadian cities each business night. Customers pre-purchase a guaranteed space and weight allocation on the Company's network and a corresponding guaranteed daily revenue amount is paid to the Company for this space and weight allocation. Remaining capacity is sold on an *ad hoc* basis to contract and non-contract customers. The Company also generates revenue from a variety of other air cargo services:

- The Company provides domestic air cargo services for a number of international airlines between points in Canada that connect such airlines' gateways to Canada. This helps to support lower demand legs and provides a revenue opportunity with little or no incremental cost, as the flights are operating on regular schedules.
- To further enhance its revenues, the Company offers a specialty charter service, typically in the daytime and on weekends. The charter business targets livestock shipments, military equipment, emergency relief supplies and virtually any large shipment requiring immediate delivery across North America, to the Caribbean and to Europe.
- The Company operates an international route between Newark, New Jersey, USA and Hamilton, Bermuda. This provides a five-day per week air cargo service for multiple customers and is patterned after the domestic business that Cargojet has built in Canada. Customer contracts contain minimum daily revenue guarantees and the ability to pass through increases in fuel costs. The Company also operates scheduled international routes between Canada and Poland.
- The Company provides and operates dedicated aircraft on an ACMI basis. On these contracts, the customer is responsible for all commercial activities and the Company is paid a fixed amount to operate the routes.

Expenses

Direct expenses consist of fixed and variable expenses including aircraft and ground support, aircraft maintenance, vehicle leases, fuel, ground handling services, aircraft de-icing, sub-charter, ground transportation costs, landing fees, navigation fees, insurance, salaries and benefits, office equipment costs and building leases.

Administrative expenses are primarily costs associated with executive and corporate management and the overhead of the Company's business that include functions such as load scheduling, flight operations coordination, client relations, administration, accounting, human resources and information systems.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 8 of 27

Results of Operations and Supplementary Financial Information (in thousands)

	Three Month Period Ended September 30,		Nine Month Period Ended September 30,	
	2012 (unaudited) \$	2011 (unaudited) \$	2012 (unaudited) \$	2011 (unaudited) \$
Revenue	41,777	40,307	122,400	122,596
Direct expenses	34,974	32,695	102,837	99,815
	6,803	7,612	19,563	22,781
General and administrative	4,131	4,260	12,530	13,741
Sales and marketing	76	143	293	399
(Gain) Loss on disposal of property, plant and equipment	(6)	419	(6)	631
Loss on impairment of property, plant and equipment	567	1,138	567	1,138
Finance costs	771	832	2,674	2,446
Finance income	(35)	(48)	(151)	(171)
Gain on derivative contracts	(73)	(1,246)	(73)	(678)
Loss on debenture redemption	-	-	555	-
	5,431	5,498	16,389	17,506
Earnings before income taxes	1,372	2,114	3,174	5,275
Provision for (recovery of) income taxes				
Current	(2)	529	(2)	1,429
Deferred	427	103	1,152	(326)
	425	632	1,150	1,103
Income from continuing operations	947	1,482	2,024	4,172
Loss from discontinued operations	-	(136)	-	(136)
Net Income	947	1,346	2,024	4,036
Earnings per share from continuing and discontinued operations				
Basic	0.12	0.17	0.25	0.50
Diluted	0.12	0.17	0.25	0.50
Earnings per share from continuing operations				
Basic	0.12	0.19	0.25	0.52
Diluted	0.12	0.19	0.25	0.52
Average number of shares - basic (in thousands of shares)⁽¹⁾	7,993	7,993	7,993	7,993

^{1.} Average number of shares includes treasury shares.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 9 of 27

Summary of Most Recently Completed Consolidated Quarterly Results

	Three Month Periods Ended							
	September 30	June 30	March 31	December 31	September 30	June 30	March 31	December 31
	2012	2012	2012	2011	2011	2011	2011	2010
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Revenue (in thousands)	\$ 41,777	\$ 40,487	\$ 40,136	\$ 42,914	\$ 40,307	\$ 41,182	\$ 41,108	\$ 42,923
Net income (loss) from continuing operations (in thousands)	\$ 947	\$ 1,047	\$ 30	\$ (208)	\$ 1,482	\$ 1,407	\$ 1,283	\$ (4,316)
Net loss from discontinued operations (in thousands)	\$ -	\$ -	\$ -	\$ (32)	\$ (136)	\$ -	\$ -	\$ (806)
Earnings (loss) per Share / Trust Unit								
From continuing and discontinued operations								
- Basic	\$ 0.12	\$ 0.13	\$ -	\$ (0.03)	\$ 0.17	\$ 0.18	\$ 0.16	\$ (0.64)
- Diluted	\$ 0.12	\$ 0.13	\$ -	\$ (0.03)	\$ 0.17	\$ 0.18	\$ 0.16	\$ (0.64)
From continuing operations								
- Basic	\$ 0.12	\$ 0.13	\$ -	\$ (0.03)	\$ 0.19	\$ 0.18	\$ 0.16	\$ (0.54)
- Diluted	\$ 0.12	\$ 0.13	\$ -	\$ (0.03)	\$ 0.19	\$ 0.18	\$ 0.16	\$ (0.54)
Average number of trust units - basic (in thousands of units)⁽¹⁾	-	-	-	-	-	-	-	7,993
Average number of trust units - diluted (in thousands of units)⁽¹⁾	-	-	-	-	-	-	-	7,993
Average number of shares - basic (in thousands of shares)⁽²⁾	7,993	7,993	7,993	7,993	7,993	7,993	7,993	-
Average number of shares - diluted (in thousands of shares)⁽²⁾	7,993	7,993	7,993	7,993	7,993	7,993	7,993	-

1. For the purpose of calculating the earnings per trust unit – diluted for the three month period ended December 31, 2010 the weighted average numbers of Trust Units and the weighted average number of Exchangeable LP units have been combined.

2. Average number of shares includes treasury shares.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 10 of 27

Calculation of EBITDA and Adjusted Free Cash Flow:

(in thousands)

	Three Month Period Ended September 30		Nine Month Period Ended September 30	
	2012 (unaudited) \$	2011 (unaudited) \$	2012 (unaudited) \$	2011 (unaudited) \$
Net income from continuing operations	947	1,482	2,024	4,172
Add:				
Interest	736	784	2,522	2,275
(Recovery of) provision for current income taxes	(2)	529	(2)	1,429
Provision for (recovery of) deferred income taxes	427	103	1,152	(326)
(Gain) loss on disposal of property, plant and equipment	(6)	419	(6)	632
Impairment on property, plant & equipment	567	1,138	567	1,138
Change in fair value on non-hedge derivatives	(73)	(1,034)	(73)	(466)
Loss on debenture redemption	-	-	555	-
Amortized maintenance deposits	326	-	326	-
Depreciation of property, plant and equipment	1,643	1,368	4,505	4,266
Aircraft heavy maintenance amortization	728	812	2,100	2,634
Aircraft heavy maintenance expenditures	(237)	(544)	(1,517)	(3,354)
Heavy maintenance deposits ⁽¹⁾	-	(689)	(729)	(431)
EBITDA from continuing operations	5,056	4,368	11,424	11,969
EBITDA from discontinued operations	-	(188)	-	(188)
Total EBITDA	5,056	4,180	11,424	11,781
	\$	\$	\$	\$
Cash inflow from operating activities	5,812	4,280	13,298	13,137
Less: Additions to plant, property and equipment	(2,012)	(1,700)	(4,839)	(6,914)
Add: Proceeds from disposal of capital assets	7	49	52	959
Standardized free cash flow	3,807	2,629	8,511	7,182
Less: Changes in non-cash working capital items and deposits	(1,240)	(449)	(2,246)	(1,693)
Provision for current income taxes	2	(529)	2	(1,429)
Cash outflow from discontinued operations	-	188	-	188
Adjusted free cash flow	2,569	1,839	6,267	4,248

¹. Heavy maintenance deposits are paid to the aircraft lessors on a monthly basis. Cargojet is entitled to a refund of these payments when it incurs actual heavy maintenance expenditures.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 11 of 27

Review of Operations for the Three Month Periods ended September 30, 2012 and 2011

Highlights for the Three Month Periods ended September 30, 2012 and 2011

- Total revenue for the three month period ended September 30, 2012 was \$41.8 million as compared to \$40.3 million for the same period in 2011, representing an increase of \$1.5 million or 3.7%.
- Average cargo revenue excluding fuel surcharges and other cost pass-through revenues for the three month period ended September 30, 2012 was \$0.68 million per operating day as compared to \$0.62 million for the same period in 2011, representing an increase of \$0.06 million or 9.7%.
- EBITDA from continuing operations for the three month period ended September 30, 2012 was \$5.1 million as compared to \$4.4 million for the same period in 2011, an increase of \$0.7 million or 15.9%.
- Adjusted free cash flow was an inflow of \$2.6 million for the three month period ended September 30, 2012 as compared to an inflow of \$1.8 million for the same period in 2011, an increase of \$0.8 million or 44.4%.

Revenue

Total revenue for the three month period ended September 30, 2012 was \$41.8 million, as compared to \$40.3 million for the same period in 2011, representing an increase of \$1.5 million or 3.7%. The increase in total revenue was due primarily to the increase in ad-hoc charter activity and an increase in core overnight revenues due to the expansion of Cargojet's network in Eastern Canada. These revenues were partially offset by the cancellation of an ACMI route in 2011 by one of Cargojet's customers who exited the North American air cargo market.

Revenue related to the core overnight business excluding fuel surcharges and other cost pass-through revenues, for the three month period ended September 30, 2012 was \$27.3 million compared to \$26.7 million for the same period in 2011, an increase of \$0.6 million or 2.2%.

Revenue related to the ACMI cargo business for the three month period ended September 30, 2012 was \$1.1 million compared to \$2.1 million for the same period in 2011, a decrease of \$1.0 million or 47.6%. The decrease in ACMI revenues was due primarily to the cancellation of an ACMI route in 2011 by one of Cargojet's customers who exited the North American air cargo market.

Revenue related to scheduled and ad-hoc charters for the three month period ended September 30, 2012 was \$4.7 million compared to \$2.2 million for the same period in 2011, an increase of \$2.5 million or 113.6%. The increase in the revenue was due primarily to the increase in ad-hoc charter activities during the quarter.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 12 of 27

Review of Operations for the Three Month Periods ended September 30, 2012 and 2011 (Continued)

Revenue (Continued)

Fuel surcharges and other cost pass-through revenues were \$8.3 million for the three month period ended September 30, 2012 as compared to \$9.0 million for the same period in 2011, representing a decrease of \$0.7 million or 7.8%. The decrease was due primarily to the reduction in ACMI surcharge revenue. Fuel surcharges and other cost pass-through revenues include fuel sales to third parties of \$0.3 million for the three month period ended September 30, 2012 as compared to \$0.5 million for the same period in 2011, a decrease of \$0.2 million or 40.0%

Other revenues were \$0.4 million for the three month period ended September 30, 2012 as compared to \$0.3 for the three month period ended September 30, 2011, an increase of \$0.1 or 33.3%.

Direct Expenses

Total direct expenses were \$35.0 million for the three month period ended September 30, 2012 as compared to \$32.7 million for the three month period ended September 30, 2011. As a percentage of revenue, direct expenses increased from 81.1% in 2011 to 83.7% for the same period in 2012.

Fuel costs were \$15.6 million for the three month period ended September 30, 2012 as compared to \$13.4 million for the same period in 2011. The \$2.2 million or 16.4% increase in fuel costs were due to an increase in the block hours related to charter flights and the expansion of Cargojet's network in Eastern Canada. Any changes in fuel cost experienced by the Company due to changes in fuel prices are passed on to customers as an increase or decrease in their fuel surcharges.

Depreciation expense was \$1.5 million for the three month period ended September 30, 2012 as compared to \$1.2 million in 2011, representing an increase of \$0.3 million or 25.0%. The increase was due primarily to the acquisition of previously leased aircraft in the last quarter of 2011.

Aircraft costs were \$3.8 million for the three month period ended September 30, 2012 as compared to \$4.0 million in 2011, representing a decrease of \$0.2 million or 5.0%. The decrease was due primarily to the acquisition of previously leased aircraft in the last quarter of 2011, offset partially by engine lease costs due to unscheduled engine maintenance on the Company's B767 aircraft and the expensing of maintenance deposits in 2012.

Heavy maintenance amortization costs were \$0.8 million for the three month period ended September 30, 2012 and remain unchanged from \$0.8 million for the same period in 2011. Heavy maintenance of aircraft occurs at regular and predetermined intervals and costs related to these are deferred by the Company and amortized over a period of 24 months until the next scheduled heavy maintenance.

Maintenance costs were \$2.2 million for the three month period ended September 30, 2012 as compared to \$2.5 million for the same period in 2011. The decrease of \$0.3 million or 12.0% was primarily due to the decrease in maintenance staff partially offset by costs related to the increase in block hours for ad-hoc charters and the expansion of Cargojet's network in Eastern Canada.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 13 of 27

Review of Operations for the Three Month Periods ended September 30, 2012 and 2011 (Continued)

Direct Expenses (Continued)

Total crew costs including salaries, training and positioning were \$2.5 million for the three month period ended September 30, 2012 and \$2.4 million for the same period in 2011, an increase of \$0.1 million or 4.2%. The increase in cost was due primarily to the increase in ad-hoc charter activities.

Commercial and other direct operating costs were \$8.5 million for the three month period ended September 30, 2012 as compared to \$8.4 million for the same period in 2011. The increase of \$0.1 million or 1.2% was due primarily to the increase in ground handling and navigation charges due to the higher number of ad-hoc charter flights partially offset by a reduction in staff and lower aircraft insurance costs.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses were \$4.2 million for the three month period ended September 30, 2012 compared to \$4.4 million for the same period in 2011, a decrease of \$0.2 million or 4.5%. The decrease was due primarily to staff reductions and foreign exchange losses in the prior year.

EBITDA

EBITDA from continuing operations for the three month period ended September 30, 2012 was \$5.1 million or 12.2% of revenue, compared to \$4.4 million or 10.9% of revenue for the same period in 2011. The increase in EBITDA of \$0.7 million or 15.9% was due primarily to the following:

- The increase in core overnight revenues due to the expansion of Cargojet's network in Eastern Canada.
- Increased ad-hoc charters during the quarter.
- Lower direct and administrative costs due primarily to head count reductions and foreign exchange losses in the prior year.
- Reduced net heavy maintenance expenditures.

Finance Costs

Finance costs were \$0.7 million for the three month period ended September 30, 2012, compared to \$0.8 million for the three month period ended September 30, 2011. The decrease of \$0.1 million or 12.5% was due primarily to the lower interest rate on new debentures.

Current Income Taxes

There was no provision made for current income taxes for the three month period ended September 30, 2012 compared to the charge of \$0.5 million for the same period in 2011. The Company is carrying forward taxable losses from prior years which are eligible to be set-off against the current year's taxable profits.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 14 of 27

Review of Operations for the Three Month Periods ended September 30, 2012 and 2011 (Continued)

Deferred Income Taxes

Deferred income taxes for the three month period ended September 30, 2012 were a charge of \$0.4 million as compared to a charge of \$0.1 million for the same period in 2011. Deferred taxes result from the change in temporary differences between the financial reporting and tax bases of certain balance sheet items for the period.

Adjusted Free Cash Flow

Adjusted free cash flow was an inflow of \$2.6 million for the three month period ended September 30, 2012, compared to an inflow of \$1.8 million for the three month period ended September 30, 2011. The increase in adjusted free cash flow for the three month period ended September 30, 2012 was due primarily to the increase in EBITDA and changes in working capital.

Dividends

Total dividends declared for the three month period ended September 30, 2012 were \$1,135,065 or \$0.142 per share. In comparison, total dividends declared for the three month period ended September 30, 2011 were \$1,079,112 or \$0.135 per share.

Record Date	Date Dividends Paid/Payable	Declared	Number of Shares	Per Share	Paid
		\$		\$	\$
June 20, 2012	July 5, 2012	-	-	-	1,135,065
September 20, 2012	October 5, 2012	1,135,065	7,993,416	0.1420	-
		1,135,065		0.1420	1,135,065

Record Date	Date Dividends Paid/Payable	Declared	Number of Shares	Per Share	Paid
		\$		\$	\$
June 20, 2011	July 5, 2011	-	-	-	1,079,111
September 20, 2011	October 5, 2011	1,079,112	7,993,416	0.1350	-
		1,079,112		0.1350	1,079,111

The Company increased its dividend to \$0.142 per share from \$0.135 per share on a quarterly basis effective with the three month period ended March 31, 2012.

Liquidity and Capital Resources

Cash provided by operating activities after net changes in non-cash working capital balances for the three month period ended September 30, 2012 was \$5.8 million as compared to \$4.3 million for the same period in 2011. The \$1.5 million increase in cash was due primarily to the increase in EBITDA, the timing of collections of accounts receivable and settlement of accounts payable.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 15 of 27

Review of Operations for the Three Month Periods ended September 30, 2012 and 2011 (Continued)

Liquidity and Capital Resources (Continued)

Cash used in financing activities during the three month period ended September 30, 2012 was \$4.1 million as compared to \$2.9 million for the same period in 2011. The \$1.2 million increase was due to repayment of bank borrowings.

Cash used in investing activities during the three month period ended September 30, 2012 was \$1.5 million and was due primarily to net capital asset additions.

Capital Expenditures

Net capital asset additions were \$2.0 million for the three month period ended September 30, 2012 as compared to \$1.7 million for the same period in 2011. The capital asset additions in the current period were comprised of the purchase of aircraft, engines and rotatable assets.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 16 of 27

Review of Operations for the Nine Month Periods ended September 30, 2012 and 2011

Highlights for the Nine Month Periods Ended September 30, 2012 and 2011

- Total revenue for the nine month period ended September 30, 2012 was \$122.4 million as compared to \$122.6 million for the same period in 2011, representing a decrease of \$0.2 million or 0.2%.
- Average daily cargo revenue excluding fuel surcharges and other cost pass-through revenues for the nine month period ended September 30, 2012 was \$0.63 million per operating day, unchanged from \$0.63 million per operating day for the same period in 2011.
- EBITDA from continuing operations for the nine month period ended September 30, 2012 was \$11.4 million as compared to \$12.0 million for the same period in 2011.
- Adjusted free cash flow was an inflow of \$6.3 million for the nine month period ended September 30, 2012 as compared to an inflow of \$4.2 million for the same period in 2011, an increase of \$2.1 million.

Revenue

Total revenue for the nine month period ended September 30, 2012 was \$122.4 million as compared to \$122.6 million for the same period in 2011, representing a decrease of \$0.2 million or 0.2%. The decrease in revenues was due primarily to the decrease in core overnight volumes, ACMI revenues and pass-through revenues partially offset by higher ad-hoc charter revenues and the expansion of Cargojet's network in Eastern Canada.

Revenue related to the core overnight, charter and ACMI cargo businesses excluding fuel surcharges and other cost pass-through revenues, for the nine month period ended September 30, 2012 was \$94.1 million compared to \$93.4 million for the same period in 2011, an increase of \$0.7 million or 0.7%. The increase in revenue was due to higher ad-hoc charter activity partially offset by lower overnight revenue and the cancellation of an ACMI contract in 2011 by one of Cargojet's customers who exited the North American air cargo market.

Fuel surcharges and other cost pass-through revenues were \$27.1 million for the nine month period ended September 30, 2012 as compared to \$28.1 million for the same period in 2011, representing a decrease of \$1.0 million or 3.6%. The decrease was due primarily to the reduction in ACMI surcharge revenue partially offset by an increase in third party fuel sales. Fuel surcharges and other cost pass-through revenues include fuel sales to third parties of \$2.5 million for the nine month period ended September 30, 2012, as compared to \$1.7 million for the same period in 2011.

Other revenues were \$1.2 million for the nine month period ended September 30, 2012 compared to \$1.1 million for the same period in 2011.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 17 of 27

Review of Operations for the Nine Month Periods ended September 30, 2012 and 2011 (Continued)

Direct Expenses

Total direct expenses were \$102.8 million for the nine month period ended September 30, 2012 as compared to \$99.8 million for the same period in 2011, representing an increase of \$3.0 million or 3.0%. As a percentage of revenue, direct expenses increased from 81.4% in 2011 to 84% for the same period in 2012. The overall increase in direct expenses was due primarily to higher fuel costs partially offset by savings in maintenance and commercial costs.

Fuel costs were \$45.7 million for the nine month period ended September 30, 2012 as compared to \$40.8 million for the same period in 2011. The \$4.9 million or 12.0% increase in fuel costs were due to higher fuel prices and an increase in block hours flown related to ad-hoc charter flights and expansion of Cargojet's network in Eastern Canada. The cost incurred by the Company due to higher fuel prices was passed on to customers as an increase in their fuel surcharges.

Depreciation expense increased from \$3.6 million in 2011 to \$4.1 million in 2012, an increase of \$0.5 million or 13.9%. The increase was due primarily to the acquisition of previously leased aircraft in the last quarter of 2011 and the change in estimate related to engine depreciation partially offset by the sale of regional aircraft.

Aircraft costs remain unchanged, at \$11.7 million in 2012 as well as in 2011. Higher costs due primarily to the lease of 767 engines due to unscheduled engine maintenance were offset by lower lease costs due to the acquisition of previously leased aircraft in the last quarter of 2011.

Heavy maintenance amortization costs were \$2.1 million for the nine month period ended September 30, 2012 as compared to \$2.6 million for the same period in 2011, a decrease of \$0.5 million or 19.2%. The decrease was primarily due to the elimination of heavy maintenance charges related to the regional fleet. Heavy maintenance of aircraft occurs at regular and predetermined intervals and costs related to these are deferred by the Company and amortized over a period of 18 to 24 months until the next scheduled heavy maintenance.

Maintenance costs were \$6.8 million for the nine month period ended September 30, 2012 as compared to \$7.4 million for the same period in 2011. The decrease of \$0.6 million or 8.1% was primarily due to the decrease in maintenance staff.

Total crew costs including salaries, training and positioning were \$7.2 million for the nine month period ended September 30, 2012 as compared to \$7.1 million for the same period in 2011, an increase of \$0.1 million or 1.4%. The increase was due primarily to the increase in crew positioning cost.

Commercial and other direct operating costs were \$25.1 million for the nine month period ended September 30, 2012 as compared to \$26.4 million for the same period in 2011. The decrease of \$1.3 million or 4.9% was due primarily to reduced deicing costs, reduced employee costs due to staff reductions, reduced costs related to the cancelled ACMI route in 2011 partially offset by the costs associated with the increase in ad-hoc charters, and a reduction in aircraft insurance.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 18 of 27

Review of Operations for the Nine Month Periods ended September 30, 2012 and 2011 (Continued)

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses were \$12.8 million for the nine month period ended September 30, 2012 compared to \$14.1 million for the same period in 2011. The decrease of \$1.3 million in SG&A expenses was due primarily to staff reduction in 2012, foreign exchange losses and losses on asset disposals in 2011.

EBITDA

EBITDA for the nine month period ended September 30, 2012 was \$11.4 million or 9.3% of revenue, compared to \$12.0 million or 9.8% of revenue for the same period in 2011. The decrease of \$0.6 million in EBITDA was due primarily to the following:

- A decrease in volumes and revenues on the overnight network partially offset by increased ad-hoc charters and the expansion of Cargojet's network in Eastern Canada.
- Savings from headcount reductions offset partially by severance costs.
- Reduced net heavy maintenance expenditures.

Finance Costs

Net finance costs were \$2.5 million for the nine month period ended September 30, 2012, compared to \$2.3 million for the nine month period ended September 30, 2011. The increase of \$0.2 million or 8.7% was due to the timing of the issuance of new debentures and the redemption of the old debentures.

Current Income Taxes

There was no provision made for current income taxes for the nine month period ended September 30, 2012 compared to the charge of \$1.4 million for the same period in 2011. The Company is carrying forward taxable losses from prior years which are eligible to be set-off with the current year's taxable profits.

Deferred Income Taxes

The deferred income tax expense of \$1.2 million for the nine month period ended September 30, 2012 compared to the deferred income tax recovery of \$0.3 million for the same period in 2011 represents the change in temporary differences between the financial reporting and tax bases of certain balance sheet items for the period.

Adjusted Free Cash Flow

Adjusted free cash flow was an inflow of \$6.3 million for the nine month period ended September 30, 2012, compared to an inflow of \$4.2 million for the nine month period ended September 30, 2011. The improvement of \$2.1 million was due primarily to the decrease in capital expenditures partially offset by lower EBITDA.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 19 of 27

Review of Operations for the Nine Month Periods ended September 30, 2012 and 2011 (Continued)

Dividends/Distributions

Total dividends declared for the nine month period ended September 30, 2012 were \$3,405,195 or \$0.426 per share. In comparison, total dividends declared for the nine month period ended September 30, 2011 were \$3,165,394 or \$0.396 per unit.

Record Date	Date Dividends Paid/Payable	Declared	Number of Shares	Per Share	Paid
		\$		\$	\$
December 20, 2011	January 5, 2012	-	-	-	1,079,112
March 20, 2012	April 5, 2012	1,135,065	7,993,416	0.0142	1,135,065
June 20, 2012	July 5, 2012	1,135,065	7,993,416	0.0142	1,135,065
September 20, 2012	October 5, 2012	1,135,065	7,993,416	0.0142	
		3,405,195		0.0426	3,349,242

Record Date	Date Dividends/Distributions Paid/Payable	Declared	Number of Shares	Per Share	Paid
		\$		\$	\$
December 31, 2010	January 14, 2011	-	-	-	335,723
January 31, 2011	February 15, 2011	335,723	7,993,416	0.0420	335,723
February 28, 2011	March 15, 2011	335,724	7,993,416	0.0420	335,724
March 31, 2011	April 15, 2011	335,724	7,993,416	0.0420	335,724
June 30, 2011	July 5, 2011	1,079,111	7,993,416	0.1350	1,079,111
September 30, 2011	October 5, 2011	1,079,112	7,993,416	0.1350	
		3,165,394		0.3960	2,422,005

The Company began paying dividends on a quarterly basis effective with the three month period ended June 30, 2011.

The Company increased its dividend to \$0.142 per share from \$0.135 per share on a quarterly basis effective with the three month period ended March 31, 2012.

Liquidity and Capital Resources

Cash provided by operating activities from continuing operations after net changes in non-cash working capital balances for the nine month period ended September 30, 2012 was \$13.3 million and remained unchanged from \$13.3 million for the same period in 2011.

Cash used in financing activities during the nine month period ended September 30, 2012 was \$9.4 million and was comprised of the net repayment of long-term debt of \$8.4 million, redemption of debentures of \$24.7 million, purchase of treasury shares of \$0.3 million and dividends paid to shareholders of \$3.3 million partially offset by proceeds from the issuance of debentures of \$27.3 million.

Cash used in investing activities during the nine month period ended September 30, 2012 was \$3.7 million and was primarily comprised of net capital asset additions.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 20 of 27

Review of Operations for the Nine Month Periods ended September 30, 2012 and 2011 (Continued)

Liquidity and Capital Resources (Continued)

The Company renewed its revolving credit facility with a Canadian chartered bank in September 30, 2012. The credit facility is to a maximum of \$25.0 million, bears interest at bank prime plus 1.75% and is repayable on maturity, December 31, 2015. The credit facility is subject to customary terms and conditions for borrowers of this nature, including, for example, limits on incurring additional indebtedness and granting liens or selling assets without the consent of the lenders. The credit facility is subject to the maintenance of certain financial covenants. The Company was in compliance with all covenants as at September 30, 2012.

The credit facility is secured by the following:

- general security agreement over all assets of the Company;
- guarantee and postponement of claim to a maximum of \$35.0 million in favour of Cargojet Partnership (wholly-owned subsidiary of the Company) and certain other entities of the Company; and
- assignment of insurance proceeds, payable to the bank.

The Company also maintains fixed loans with another Canadian chartered bank through its subsidiary Cargojet Airways Ltd. ("CJA"). The fixed loans bear interest at rates ranging from 8.1% to 8.2%. They are secured by the regional aircraft owned by CJA and the Company's notes receivable. The loans are repayable in monthly installments plus interest and will mature by August 2014. The Company has also provided a standby letter of credit of \$780,000 to the bank which is held against the fixed loans.

Management anticipates that the funds available under the revolving credit facility and cash flow from operations will be adequate to fund anticipated capital expenditures, working capital and cash dividends. There are no provisions in debt, lease or other arrangements that could trigger an additional funding requirement or early payment based on current or expected results. There are no circumstances that management is aware of that would impair the Company's ability to undertake any transaction which is essential to the Company's operations.

Capital Expenditures

Net capital asset additions were \$4.8 million for the nine month period ended September 30, 2012 as compared to \$6.0 million for the same period in 2011.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 21 of 27

Financial Condition

The following is a comparison of the financial position of the Company as at September 30, 2012 to the financial position of the Company as at December 31, 2011.

Accounts Receivable

Accounts receivable as at September 30, 2012 amounted to \$10.5 million as compared to \$10.7 million as at December 31, 2011. The reduction of \$0.2 million was due to the timing of cash collections from customers. The quality of the Company's net receivable balances and its current collections, in management's opinion, remains excellent.

Property, Plant and Equipment

As at September 30, 2012 property, plant and equipment were \$43.0 million as compared to \$44.0 million as at December 31, 2011. The \$1.0 million net decrease in property, plant and equipment was due primarily to amortization of capital assets of \$6.7 million and asset impairment of \$0.6 million, offset by capital asset additions of \$4.8 million and recognition of \$1.5 million deferred heavy maintenance assets.

Trade and Other Payables

Trade and other payables as at September 30, 2012 were \$12.4 million as compared to \$10.6 million as at December 31, 2011. The increase of \$1.8 million was due primarily to the timing of supplier payments.

Working Capital Position

The Company had a working capital surplus as at September 30, 2012, representing the difference between total current assets and current liabilities, of \$1.3 million, compared to a working capital surplus of \$1.6 million as at December 31, 2011. The decrease of \$0.3 million is primarily due to the timing of collection of trade and other receivables and settlement of trade and other payables partially offset by an increase in prepaid expenses and deposits.

Borrowings

Total borrowings excluding the current portion were \$2.2 million as at September 30, 2012 as compared to \$10.6 million as at December 31, 2011. The long-term debt consists of revolving credit facility and fixed loans. The decrease of \$8.4 million is due to the reduced usage of the revolving credit facility and partial repayment of the fixed loans.

Provisions

Provisions as at September 30, 2012 were \$1.5 million as compared to \$nil as at December 31, 2011 and were comprised of maintenance liabilities for leased aircraft estimated to be incurred at the end of their lease terms.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 22 of 27

Financial Condition (Continued)

Summary of Contractual Obligations

As at September 30, 2012 (in thousands)	Payments due by period						
	Total	2012	2013	2014	2015	2016	Thereafter
	\$	\$	\$	\$	\$	\$	\$
Fixed Loans	1,337	198	822	317	-	-	-
USD Forward Sale Contracts	5,500	1,500	4,000	-	-	-	-
Revolving credit facility	1,723	-	-	-	1,723	-	-
Operating Leases	37,208	5,254	10,367	10,230	8,925	1,943	489
	45,768	6,952	15,189	10,547	10,648	1,943	489

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements other than those disclosed under "Summary of Contractual Obligations".

Major Customers

During the three and nine month periods ended September 30, 2012, the Company had sales to three customers that represented 54% and 53%, of the total revenues, respectively (September 30, 2011 – 53% and 54% respectively). These sales are provided under service agreements that expire over various periods to September 2018.

Contingencies

The Company has provided irrevocable standby letters of credit totaling approximately \$2.5 million to financial institutions as security for its loans, corporate credit cards, and to a number of vendors as security for the Company's ongoing leases and purchases.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 23 of 27

Financial Condition (Continued)

Outlook

Cargojet experienced strong demand for its charter and ACMI services, while customer demand on its core overnight network continues to be limited by the current volatile economic conditions. Cargojet continues to retain all of its major customers and expects that demand on its core overnight network will improve with a stronger economy. The pro-active management of its fleet capacity, strong on-time performance and control over its cost structure will give added advantage to the Company in this competitive market. Management expects to achieve organic growth within its existing customer base and to obtain new customers for both its domestic and international routes as the Company is making efforts to build on its competitive market position. Continued efforts to expand business have created growth opportunities in Eastern Canada in its overnight network and in international market in its charter activities that has resulted in enhancements to volumes and revenue. The Company expects long-term enhancements to overnight and charter volumes and revenue as a result of the new activities.

The Company also continues to recover fuel price increases through fuel surcharges. Any fuel cost increases due to higher fuel prices are passed on to customers as an increase in fuel surcharge and billed to customers on a cost recovery basis only. Similarly, any cost savings due to lower fuel prices are passed on to customers as a decrease in fuel surcharge. Management is confident that the Company will continue to fully recover any future increases in fuel costs.

Management's principal objective is to maximize free cash flow available for dividends by continuing to provide quality air cargo services, increasing the range of these services, focusing on improving efficiencies and cost controls, and growing the business organically and through strategic and accretive acquisitions. Management continuously reviews and evaluates all of the foregoing initiatives especially those that can improve cash flow.

Future strategic initiatives may be financed from working capital, cash flow from operations, borrowing or the issuance of shares. Any decisions regarding the above, including further increases or decreases in dividends, will be considered and determined as appropriate by the Board of Directors of Cargojet Inc.

Critical Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The significant items requiring the use of management estimates are the valuation of financial instruments, the impairment assessment of tangible and intangible assets, the accounting for deferred taxes, the valuation of inventories and the estimate of provisions. The table below discloses the methodology used by management in the assessment of these accounting estimates.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 24 of 27

Financial Condition (Continued)

Critical Estimates (Continued)

Critical Accounting Estimate	Methodology and Assumptions
Financial instruments	All financial instruments are initially measured at their fair value plus, in the case of a financial asset or financial liability not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. After initial recognition, financial instruments are measured at amortized cost using the effective interest method except for financial instruments at FVTPL.
Impairment of tangible and intangible assets	At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets with indefinite useful lives are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.
Deferred taxes	Deferred tax assets are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.
Inventories	Inventories are stated at the lower of cost and net realizable value. Net realizable value represents the estimated selling price for inventories less all estimated costs necessary to make the sale. The Company reviews the estimated selling price and the estimated costs necessary to make the sale at each reporting period to determine the net realizable value.
Provisions	The Company has estimated that it will incur certain maintenance costs at the end of the lease terms and has recorded a maintenance provision liability for these costs. Such costs have been estimated based on contractual commitments and Company specific history. The Company reviews the provisions at each reporting period to determine the change in estimated liability.

**Management's Discussion and Analysis of Financial Condition
and Results of Operations**

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 25 of 27

Information Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures within the Company are designed to provide reasonable assurance that appropriate and timely decisions are made regarding public disclosure. This is accomplished through the establishment of systems that identify and communicate relevant information to persons responsible for preparing public disclosure items, in accordance with the Disclosure Policy adopted by the Directors of the Company.

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and its preparation of financial statements for external purposes in accordance with IFRS.

This Management Discussion and Analysis was reviewed by the Disclosure Officers of the Company (individuals authorized to communicate with the public about information concerning the Company), the Audit Committee and the Board of Directors of the Company, all of whom approved it prior to its publication.

There were no changes in internal control over financial reporting that occurred during the period ended September 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

End Notes

^(A) All references to "EBITDA" in the Management's Discussion and Analysis exclude some or all of the following: "depreciation, interest on long-term debt, future income tax recovery, provision for current income taxes, non-controlling interest, gain or loss on disposal of capital assets and amortization of aircraft heavy maintenance expenditures". EBITDA is a term used by the Company that does not have a standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures used by other issuers. EBITDA is a measure of the Company's operating profitability and by definition, excludes certain items as detailed above. These items are viewed by management as non-cash (in the case of depreciation, gain or loss on disposal of capital assets, amortization of aircraft heavy maintenance expenditures and future income tax recovery), or non-operating (in the case of interest on long-term debt, provision for current income taxes and non-controlling interest). The underlying reasons for exclusion of each item are as follows:

Depreciation - as a non-cash item, depreciation has no impact on the determination of EBITDA.

Interest on long-term debt - interest on long-term debt is a function of the Company's treasury/financing activities and represents a different class of expense than those included in EBITDA.

Deferred income tax - the calculation of deferred income tax is a function of temporary differences between the financial reporting and the tax basis of balance sheet items for calculating tax expense and is separate from the daily operations of the Company.

**Management's Discussion and Analysis of Financial Condition
and Results of Operations**

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 26 of 27

End Notes (Continued)

(A) (Continued)

Provision for current income taxes – the provision for current income taxes is a non-operating item and represents a different class of expense than those included in EBITDA.

Gain or loss on disposal of property, plant & equipment - the gain or loss arising from the disposal of property, plant & equipment is a non-cash item and has no impact on the determination of EBITDA.

Gain or loss on disposal of intangible assets - the gain or loss arising from the disposal of intangible assets is a non-cash item and has no impact on the determination of EBITDA.

Gain or loss on repurchases of debentures - the gain or loss arising from repurchase of debentures is a non-cash item and has no impact on the determination of EBITDA.

Aircraft heavy maintenance depreciation - aircraft heavy maintenance depreciation represents a non-cash item and is excluded from EBITDA.

Amortization of maintenance deposits – amortization of non-refundable maintenance deposits paid to lessors that exceeds the estimated amounts recoverable represents a non-cash item and is excluded from EBITDA.

(B) Adjusted Free Cash Flow is a term, which does not have a standardized meaning prescribed by IFRS and is therefore unlikely to be comparable to similar measures used by other Companies. The objective of presenting this non-IFRS measure is to calculate the amount, which is available for dividend distributions to shareholders. Adjusted Free Cash Flow is not necessarily indicative of cash available to fund cash needs and should not be considered an alternative to cash flow as a measure of liquidity. All references in the Management's Discussion and Analysis to "Adjusted Free Cash Flow" have the meaning set out in this note.

In November 2010, the Canadian Institute of Chartered Accounts ("CICA") issued a consultation guidance titled *Reporting Supplementary Financial Measures, General Principles (The Guidance)*. The Guidance approved the continuation of previously published guidance on EBITDA and free cash flow as they continue to be relevant in the post IFRS environment.

Standardized Free Cash Flow is defined as "Cash flows from operating activities as reported in the IFRS financial statements, including operating cash flows provided from or used in discontinued operations; total capital expenditures minus proceeds from the disposition of capital assets other than those of discontinued operations, as reported in the IFRS financial statements; and dividends, when stipulated, unless deducted in arriving at cash flows from operating activities."

The Company has adopted a measurement called Adjusted Free Cash Flow to supplement net earnings as a measure of operating performance. Adjusted Free Cash Flow is defined by the Company as Standardized Free Cash Flow as defined by the CICA, less operating cash flows provided from or used in discontinued operations, changes in working capital, plus provision or recovery of current income taxes.

CARGOJET INC.

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

For the Three Month and Nine Month Periods Ended September 30, 2012

Page 27 of 27

End Notes (Continued)

^(B) (Continued)

The underlying reasons for the inclusion and exclusion of each item are as follows:

Operating cash flows provided from or used in discontinued operations – As the operating cash flows provided from or used in discontinued operations are not expected to recur in the future, it has been excluded from the calculation of Adjusted Free Cash Flow to enhance the predictive value of the measure.

Changes in working capital - Changes in non-cash working capital items and deposits represents timing differences in the Company's working capital from year to year. These items are expected to be recoverable or payable shortly from the balance sheet date. Since it only represents short-term timing differences, it should be excluded from standardized free cash flow to determine a more representative measure of cash that is available for dividend distributions.

Provision for current income taxes – The expected cash outflows from the provision of current income tax is deducted to determine cash that is available for dividend distributions as it has priority over distribution.