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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 6, 2024

Bridger Aerospace Group Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-41603	88-3599336
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

90 Aviation Lane Belgrade, Montana	59714
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (406) 813-0079

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001 per share	BAER	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of Common Stock at an exercise price of $11.50 per share	BAERW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 2.02 Results of Operations and Financial Condition.

On November 11, 2024, Bridger Aerospace Group Holdings, Inc. (the "Company") issued a press release announcing its results of operations for the third quarter ended September 30, 2024 (the "Earnings Release"). A copy of the Earnings Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Also on November 11, 2024, following the issuance of the Earnings Release, the Company held an investor conference call to discuss its results of operations for the third quarter ended September 30, 2024 and its business outlook. A copy of the transcript of the investor conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 2.02, including Exhibits 99.1 and 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 6, 2024, Matthew P. Sheehy, a director of the Company, notified the Company of his decision to resign from the Board of Directors of the Company (the "Board") and all committees of the Board, effective immediately. Mr. Sheehy has confirmed that his resignation is not due to any disagreement with the Company on any matters relating to the Company's operations, policies or practices.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated November 11, 2024
99.2	Transcript of November 11, 2024 Investor Conference Call
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

BRIDGER AEROSPACE GROUP HOLDINGS, INC.

Dated: November 12, 2024

By: */s/ Eric Gerratt*
Eric Gerratt
Chief Financial Officer

Exhibit 99.1

Bridger Aerospace Announces Record Third Quarter 2024 Results; Raises Revenue Guidance and Narrows Adjusted EBITDA Estimates

BELGRADE, MT, November 11, 2024 – Bridger Aerospace Group Holdings, Inc. ("Bridger", "the Company" or "Bridger Aerospace"), (NASDAQ: BAER, BAERW), one of the nation's largest aerial firefighting companies, today reported record results for the third quarter ended September 30, 2024, raising its 2024 revenue guidance and narrowing its Adjusted EBITDA guidance.

Highlights:

- Achieved record quarterly revenue, net income, and Adjusted EBITDA of $64.5 million, $27.3 million and $47.0 million, respectively, in the third quarter of 2024, representing growth over the third quarter of 2023 of approximately 20%, 56% and 21%, respectively.
- The Company expects to generate positive free cash flow for 2024
- Bridger's Super Scooper fleet experienced its highest level of utilization during the third quarter with multiple Super Scoopers flying into November
- Recently acquired FMS Aerospace ("FMS") contributed $1.6 million of revenue in the third quarter and is pursuing new business opportunities expected to benefit 2025 and 2026 results
- International expansion into Spain on track with the first two Super Scoopers nearing completion of their return-to-service work
- Raising 2024 revenue guidance by over 35% to $90 million to $95 million and narrowing 2024 adjusted EBITDA guidance to a range of $35 million to $40 million
- The Company anticipates 2024 adjusted EBITDA to grow by over 85% from 2023 adjusted EBITDA

Third Quarter 2024 Results

"Bridger's Super Scooper fleet was in strong demand during the 2024 wildfire season, driving record revenue, net income and adjusted EBITDA in the third quarter," commented Sam Davis, Bridger's Chief Executive Officer. "This strong performance of our six Super Scoopers and six Air Attack aircraft during the 2024 wildfire season validates our business model and, with some of our aircraft still deployed, positions us for a record year, including an approximate doubling of Adjusted EBITDA from 2023 and the generation of positive free cash flow after maintenance capital expenditures and debt service."

Revenue for the third quarter of 2024 increased approximately 20% to $64.5 million from $53.6 million in the third quarter of 2023. Revenue in the third quarter of 2024 benefitted from higher flight revenue as well as approximately $2.2 million related to return-to-service work performed on the four Spanish Super Scoopers as part of our partnership agreement with MAB Funding LLC and approximately $1.6 million from the Company's June acquisition of FMS.

Cost of revenues was $23.0 million in the third quarter of 2024 and was comprised of flight operations expenses of $15.1 million and maintenance expenses of $7.9 million. This compares to $16.0 million in the third quarter of 2023, which included $10.2 million of flight operations expenses and $5.7 million of maintenance expenses. Due primarily to greater flight hours in the third quarter of 2024 compared to the third quarter of 2023, higher cost of revenues reflect increased depreciation, maintenance and travel expenses tied to higher utilization in the field. Also reflected were the expenses associated with the return to service work for the Spanish Scoopers, the addition of FMS and inflationary pressures.

Selling, general and administrative expenses ("SG&A") were $8.6 million in the third quarter of 2024 compared to $15.1 million in the third quarter of 2023. The decrease was primarily due to a decline in the fair value of outstanding warrants as of the end of the third quarter of 2024 compared to the third quarter of 2023. The decrease was also partially attributable to lower non-cash stock-based compensation expense in the third quarter of 2024 compared to the third quarter of 2023.

Interest expense for the third quarter of 2024 was $6.0 million compared to $6.0 million in the third quarter of 2023. Bridger also reported Other Income of $0.5 million for the third quarter of 2024, compared to $0.6 million for the third quarter of 2023.

Bridger reported net income of $27.3 million, or $0.31 per diluted share, in the third quarter of 2024 compared to net income of $17.5 million, or $0.22 per diluted share, in the third quarter of 2023. The increase in net income was primarily driven by increased fleet utilization in the third quarter of 2024. Adjusted EBITDA was $47.0 million in the third quarter of 2024, compared to $38.7 million in the third quarter of 2023. Adjusted EBITDA excludes interest expense, depreciation and amortization, income tax expense or benefit, gains and losses on disposals of assets, offering costs related to financing and other transactions, stock-based compensation, business development and integration expenses, the change in the fair value of earnout consideration and the change in the fair value of outstanding warrants.

Definitions and reconciliations of net loss to EBITDA and Adjusted EBITDA, are attached as Exhibit A to this release.

At September 30, 2024, cash, cash equivalents and restricted cash rose to $42.6 million from $22.5 million at June 30, 2024 driven by seasonality and the strong third quarter performance. Incoming trade and unbilled accounts receivable of approximately $26.7 million from the wildfire season are expected to further increase the cash balance in the coming months.

Year to Date Results

Revenue for the first nine months of 2024 was $83.0 million compared to $65.6 million in the first nine months of 2023.

Cost of revenues was $42.1 million in the first nine months of 2024 and was comprised of flight operations expenses of $25.2 million and maintenance expenses of $16.8 million. This compares to $33.7 million in the first nine months of 2023, which included $20.3 million of flight operations expenses and $13.5 million of maintenance expenses.

SG&A expenses were $28.2 million in the first nine months of 2024 compared to $63.5 million for the first nine months of 2023 which included non-cash stock-based compensation expense of $39.7 million for RSUs compared to $13.7 million in the first nine months of 2024. The decrease was also partially attributable to a decrease in the fair value of outstanding warrants.

Interest expense for the first nine months of 2024 increased to $17.8 million from $17.2 million in the first nine months of 2023. Bridger also reported Other income of $1.8 million for the first nine months of 2024 compared to $2.3 million of Other income for the first nine months of 2023.

Bridger reported a net loss of $2.7 million in the first nine months of 2024 compared to a net loss of $46.2 million in the first nine months of 2023. Adjusted EBITDA was

$40.2 million in the first nine months of 2023, compared to $29.0 million in the first nine months of 2023.

Business Outlook
The Company achieved record results in the third quarter of 2024 and continued dry weather in the western U.S. kept multiple aircraft operating into November. As a result, we are increasing our 2024 revenue guidance to a range of $90 million to $95 million from $70 million to $86 million. This 2024 revenue guidance represents an increase of between 35% and 42% over the Company's reported 2023 revenue. Approximately $6 million to $8 million of anticipated 2024 revenue relates to pass-through revenue from return-to-service work performed on the four Spanish Super Scoopers and the June 2024 acquisition of FMS Aerospace, neither of which was included in the initial guidance range.

Given the Company's largely fixed cost structure and seasonality of its revenue, Bridger typically generates the majority of its Adjusted EBITDA in the third quarter each year, during the bulk of the wildfire season. As a result, the Company anticipates its 2024 adjusted EBITDA to grow by over 85% to a range of $35 million to $40 million. This compares to the Company's initial adjusted EBITDA guidance range of $35 million to $51 million. The Company has yet to realize all the anticipated benefits from targeted reductions to its cost structure, and it has experienced some inflationary pressures that prevented the Company from reaching the higher end of its initial range of adjusted EBITDA. Based on its latest guidance, Bridger currently expects to report positive free cash flow (adjusted EBITDA less maintenance capital expenditures and less debt service) for 2024 in a range of $5 million to $10 million.

Definitions and reconciliations of net loss to EBITDA and Adjusted EBITDA, are attached as Exhibit A to this release.

Conference Call
Bridger Aerospace will hold an investor conference call on Monday, November 11, 2024, at 5:00 p.m. Eastern Time (3:00 p.m. Mountain Time) to discuss these results and its business outlook. Interested parties can access the conference call by dialing 800-225-9448 or 203-518-9708. The conference call will also be broadcast live on the Investor Relations section of our website at https://ir.bridgeraerospace.com. An audio replay will be available through November 18, 2024, by calling 844-512-2921 or 412-317-6671 and using the passcode 11157311. The replay will also be accessible at https://ir.bridgeraerospace.com.

About Bridger Aerospace
Based in Belgrade, Montana, Bridger Aerospace Group Holdings, Inc. is one of the nation's largest aerial firefighting companies. Bridger provides aerial firefighting and wildfire management services to federal and state government agencies, including the United States Forest Service, across the nation, as well as internationally. More information about Bridger Aerospace is available at https://www.bridgeraerospace.com.

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Forward Looking Statements Certain statements included in this press release are not historical facts but are forward-looking statements, including for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally are accompanied by words such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect," "should," "would," "plan," "project," "forecast," "predict," "poised," "positioned," "potential," "seem," "seek," "future," "outlook," "target," and similar expressions that predict or indicate future events or trends or that are not statements of historical matters, but the absence of these words does not mean that a statement is not forward-looking. These forward-looking statements include, but are not limited to, (1) anticipated expansion of Bridger's operations, including references to Bridger's acquisition of FMS Aerospace and the anticipated benefits therefrom, and increased deployment of Bridger's aircraft fleet, including references to Bridger's acquisition of and/or right to use the four Spanish Scoopers, including the expected closing timings thereof, the anticipated benefits therefrom, and the ultimate structure of such acquisitions and/or right to use arrangements and anticipated operational and revenue growth in Spain; (2) Bridger's business and growth plans, including the timing of any international expansion, if any, and the potential jurisdictions in which Bridger may generate revenue; (3) Bridger's future financial performance, including the collection of any outstanding receivables; (4) the magnitude, timing, and benefits from any cost reduction actions; (5) current and future demand for aerial firefighting services, including the duration or severity of any domestic or international wildfire seasons; and (6) anticipated investments in additional aircraft, capital resources, and research and development and the effect of these investments. These statements are based on various assumptions and estimates, whether or not identified in this press release, and on the current expectations of Bridger's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of Bridger. These forward-looking statements are subject to a number of risks and uncertainties, including: Bridger's ability to identify and effectively implement any current or future anticipated cost reductions, including any resulting impacts to Bridger's business and operations therefrom; the duration or severity of any domestic or international wildfire seasons; changes in domestic and foreign business, market, financial, political and legal conditions; Bridger's failure to realize the anticipated benefits of any acquisitions; Bridger's successful integration of any aircraft (including achievement of synergies and cost reductions); Bridger's ability to successfully and timely develop, sell and expand its services, and otherwise implement its growth strategy; risks relating to Bridger's operations and business, including information technology and cybersecurity risks, loss of requisite licenses, flight safety risks, loss of key customers and deterioration in relationships between Bridger and its employees; risks related to increased competition; risks relating to potential disruption of current plans, operations and infrastructure of Bridger, including as a result of the consummation of any acquisition; risks that Bridger is unable to secure or protect its intellectual property; risks that Bridger experiences difficulties managing its growth and expanding operations; Bridger's ability to compete with existing or new companies that could cause downward pressure on prices, fewer customer orders, reduced margins, the inability to take advantage of new business opportunities, and the loss of market share; the ability to successfully select, execute or integrate future acquisitions into Bridger's business, which could result in material adverse effects to operations and financial conditions; and those factors discussed in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" included in Bridger's Annual Report filed with the U.S. Securities and Exchange Commission (the "SEC") on March 20, 2024, as amended by Amendment No. 1 to Bridger's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2023, filed with the SEC on July 12, 2024, and Bridger's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed with the SEC on August 12, 2024. If any of these risks materialize or Bridger management's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. The risks and uncertainties above are not exhaustive, and there may be additional risks that Bridger presently does not know or that Bridger currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect Bridger's expectations, plans or forecasts of future events and views as of the date of this press release. Bridger anticipates that subsequent events and developments will cause Bridger's assessments to change. However, while Bridger may elect to update these forward-looking statements at some point in the future, Bridger specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Bridger's assessments as of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements contained in this press release.

BRIDGER AEROSPACE GROUP HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(unaudited)

	For the Three Months Ended September 30, 2024	For the Three Months Ended September 30, 2023	For the Nine Months Ended September 30, 2024	For the Nine Months Ended September 30, 2023
Revenues	$ 64,507	$ 53,619	$ 83,028	$ 65,600
Cost of revenues:				
Flight operations	15,122	10,248	25,237	20,280
Maintenance	7,879	5,723	16,837	13,450
Total cost of revenues	23,001	15,971	42,074	33,730
Gross income	41,506	37,648	40,954	31,870
Selling, general and administrative expense	8,641	15,064	28,153	63,480
Operating income (loss)	32,865	22,584	12,801	(31,610)
Interest expense	(5,989)	(5,970)	(17,766)	(17,176)
Other income	470	560	1,773	2,253
Income (loss) before income taxes	27,346	17,174	(3,192)	(46,533)
Income tax benefit	–	314	470	314
Net Income (loss)	$ 27,346	$ 17,488	$ (2,722)	$ (46,219)
Series A Preferred Stock – adjustment for deemed dividend upon Closing	–	–	–	(48,300)
Series A Preferred Stock – adjustment to eliminate 50% multiplier	–	–	–	156,362
Series A Preferred Stock – adjustment to maximum redemptions value	(6,476)	(6,048)	(18,861)	(16,128)
Earnings (loss) earnings attributable to Common stockholders - basic	$ 20,870	$ 11,440	$ (21,583)	$ 45,715
Change in fair value of embedded derivative	–	(179)	–	45
Dilutive adjustments to (Loss) earnings attributable to Common stockholders - basic	6,476	6,048	–	(91,934)
Earnings (loss) attributable to Common stockholders - diluted	$ 27,346	$ 17,309	$ (21,583)	$ (46,174)
Earnings (loss) earnings per share - basic	$ 0.39	$ 0.25	$ (0.43)	$ 1.02
Earnings (loss) per share - diluted	$ 0.31	$ 0.22	$ (0.43)	$ (0.60)
Weighted average Common Stock outstanding – basic	52,935	45,906	49,633	44,937
Weighted average Common Stock outstanding – diluted	87,956	79,478	49,633	76,645

BRIDGER AEROSPACE GROUP HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)
(Unaudited)

	As of September 30, 2024	As of December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 33,328	$ 22,956
Restricted cash	9,262	13,981
Investments in marketable securities	–	1,009
Accounts and note receivable	27,267	4,113
Aircraft support parts	799	488
Prepaid expenses and other current assets	3,656	2,648
Total current assets	74,312	45,195
Property, plant and equipment, net	185,390	196,611
Intangible assets, net	6,217	1,730
Goodwill	24,813	13,163
Other noncurrent assets	16,580	16,771
Total assets	$ 307,312	$ 273,470
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' DEFICIT		

Current liabilities:		
Accounts payable	$ 3,723	$ 3,978
Accrued expenses and other current liabilities	13,570	17,168
Operating right-of-use current liability	2,332	2,153
Current portion of long-term debt, net of debt issuance costs	2,121	2,099
Total current liabilities	21,746	25,398
Long-term accrued expenses and other noncurrent liabilities	7,318	10,777
Operating right-of-use noncurrent liability	5,852	5,779
Long-term debt, net of debt issuance costs	203,045	204,585
Total liabilities	237,961	246,539
COMMITMENTS AND CONTINGENCIES		
MEZZANINE EQUITY		
Series A Preferred Stock	373,701	354,840
STOCKHOLDERS' DEFICIT		
Common Stock	6	5
Additional paid-in capital	111,288	84,771
Accumulated deficit	(416,394)	(413,672)
Accumulated other comprehensive income	750	987
Total stockholders' deficit	(304,350)	(327,909)
Total liabilities, mezzanine equity, and stockholders' deficit	$ 307,312	$ 273,470

BRIDGER AEROSPACE GROUP HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	For the nine months ended September 30,	
	2024	2023
Cash Flows from Operating Activities:		
Net loss	$ (2,722)	$ (46,219)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities, net of acquisition:		
Depreciation and amortization	14,759	10,234
Stock based compensation expense	13,719	38,651
Amortization of debt issuance costs	692	726
Loss on disposal of fixed assets	251	423
Deferred tax benefit	(490)	–
Impairment of long-lived assets	–	627
Change in fair value of the Warrants	(3,997)	1,865
Change in fair value of freestanding derivative	–	51
Change in fair value of earnout consideration	479	–
Realized gain on investments in marketable securities	(16)	(562)
Change in fair value of embedded derivative	(885)	(45)
Changes in operating assets and liabilities:		
Accounts receivable	(20,453)	(25,373)
Aircraft support parts	(46)	1,273
Prepaid expense and other current and noncurrent assets	1,303	(4,058)
Accounts payable, accrued expenses and other liabilities	(2,428)	(19,084)
Net cash provided by (used in) operating activities	166	(41,491)
Cash Flows from Investing Activities:		
Proceeds from sales and maturities of marketable securities	1,055	53,089
Purchases of property, plant and equipment	(3,099)	(18,054)
Sale of property, plant and equipment	505	817
Expenditures for capitalized software	(973)	–
Cash acquired through acquisition	2,592	–
Net cash provided by investing activities	80	35,852
Cash Flows from Financing Activities:		
Repayments on debt	(2,210)	(1,482)
Payment of issuance costs for Common Stock in offerings	(1,006)	–
Payment of finance lease liability	(20)	(23)
Restricted stock units settled in cash	(694)	–
Proceeds from issuance of Common Stock in the at-the-market offering	168	–
Proceeds from issuance of Common Stock in the registered direct offering	9,169	–
Proceeds from the Closing	–	3,194
Costs incurred related to the Closing	–	(6,794)
Net cash provided by (used in) financing activities	5,407	(5,105)
Effects of exchange rate changes	–	(44)
Net change in cash, cash equivalents and restricted cash	5,653	(10,788)
Cash, cash equivalents and restricted cash – beginning of the period	36,937	42,460
Cash, cash equivalents and restricted cash – end of the period	$ 42,590	$ 31,672
Less: Restricted cash – end of the period	9,262	12,293

Cash and cash equivalents – end of the period	$ 33,328	$ 19,379

EXHIBIT A
Non-GAAP Results and Reconciliations

Although Bridger believes that net income or loss, as determined in accordance with GAAP, is the most appropriate earnings measure, we use EBITDA and Adjusted EBITDA as key profitability measures to assess the performance of our business. Bridger believes these measures help illustrate underlying trends in our business and use the measures to establish budgets and operational goals, and communicate internally and externally, in managing our business and evaluating its performance. Bridger also believes these measures help investors compare our operating performance with its results in prior periods in a way that is consistent with how management evaluates such performance.

Each of the profitability measures described below is not recognized under GAAP and does not purport to be an alternative to net income or loss determined in accordance with GAAP as a measure of our performance. Such measures have limitations as analytical tools, and you should not consider any of such measures in isolation or as substitutes for our results as reported under GAAP. EBITDA and Adjusted EBITDA exclude items that can have a significant effect on our profit or loss and should, therefore, be used only in conjunction with our GAAP profit or loss for the period. Bridger's management compensates for the limitations of using non-GAAP financial measures by using them to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Because not all companies use identical calculations, these measures may not be comparable to other similarly titled measures of other companies.

Bridger does not provide a reconciliation of forward-looking measures where Bridger believes such a reconciliation would imply a degree of precision and certainty that could be confusing to investors and is unable to reasonably predict certain items contained in the GAAP measures without unreasonable efforts, such as acquisition costs, integration costs and loss on the disposal or obsolescence of aging aircraft. This is due to the inherent difficulty of forecasting the timing or amount of various items that have not yet occurred and are out of Bridger's control or cannot be reasonably predicted. For the same reasons, Bridger is unable to address the probable significance of the unavailable information. Forward-looking non-GAAP financial measures provided without the most directly comparable GAAP financial measures may vary materially from the corresponding GAAP financial measures.

EBITDA and Adjusted EBITDA

EBITDA is a non-GAAP profitability measure that represents net income or loss for the period before the impact of the interest expense, income tax expense (benefit) and depreciation and amortization of property, plant and equipment and intangible assets. EBITDA eliminates potential differences in performance caused by variations in capital structures (affecting financing expenses), the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortization expense).

Adjusted EBITDA is a non-GAAP profitability measure that represents EBITDA before certain items that are considered to hinder comparison of the performance of our businesses on a period-over-period basis or with other businesses. During the periods presented, we exclude from Adjusted EBITDA gains and losses on disposals of assets, and offering costs related to financing and other transactions, which include costs that are required to be expensed in accordance with GAAP. In addition, we exclude from Adjusted EBITDA non-cash stock-based compensation, business development and integration expenses, the change in the fair value of earnout consideration and the change in the fair value of warrants. Our management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA are appropriate to provide additional information to investors about certain material non-cash items and about unusual items that we do not expect to continue at the same level in the future.

The following table reconciles net income (loss), the most directly comparable GAAP measure, to EBITDA and Adjusted EBITDA for the three and nine months ended September 30, 2024 and 2023.

(in thousands)	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Net income (loss)	$ 27,346	$ 17,488	$ (2,722)	$ (46,219)
Income tax benefit	–	(314)	(470)	(314)
Depreciation and amortization	11,471	5,248	14,759	10,234
Interest expense	5,989	5,970	17,766	17,176
EBITDA	44,806	28,392	29,333	(19,123)
Stock-based compensation[(1)]	3,369	6,605	13,718	39,749
Business development & integration expenses[(2)]	287	680	748	1,553
Offering costs[(3)]	105	662	(44)	3,930
Loss on disposal[(4)]	–	–	–	1,052
Change in fair value of earnout consideration[(5)]	272	–	479	–
Change in fair value of Warrants[(6)]	(1,865)	2,399	(3,997)	1,866
Adjusted EBITDA	$ 46,974	$ 38,738	$ 40,237	$ 29,027

1 Represents non-cash stock-based compensation expense associated with employee and non-employee equity awards.
2 Represents expenses related to integration costs for completed acquisitions and potential acquisition targets and additional business lines.
3 Represents one-time costs for professional service fees related to the preparation for potential offerings that have been expensed during the period.
4 Represents loss on the disposal of an aging aircraft and the non-cash impairment charges on a retired aircraft.
5 Represents non-cash fair value adjustment for earnout consideration issued in connection with the acquisition of Ignis Technologies, Inc. and Flight Test & Mechanical Solutions, Inc.
6 Represents the non-cash fair value adjustment for the outstanding warrants.

Exhibit 99.2

C O R P O R A T E P A R T I C I P A N T S

Eric Gerratt, *Chief Financial Officer*

Sam Davis, *Chief Executive Officer*

John Saunders, *Senior Vice President of Finance and Capital Markets*

C O N F E R E N C E C A L L P A R T I C I P A N T S

Austin Moeller, *Canaccord Genuity*

P R E S E N T A T I O N

Operator

Good day, everyone, and welcome to today’s Bridger Aerospace Third Quarter 2024 Conference Call.

At this time, all participants are in a listen-only mode. Later, you’ll have the opportunity to ask questions during the question-and-answer session.

Please note today’s call will be recorded, and I will be standing by should you need any assistance.

It is now my pleasure to turn the conference over to CFO of Bridger Aerospace, Eric Gerratt. Please go ahead.

Eric Gerratt

Good afternoon and thank you for joining us today.

Joining me on the call this afternoon is Chief Executive Officer, Sam Davis and Senior Vice President of Finance and Capital Markets, John Saunders.

Before we begin, please note that certain statements contained in this conference call that do not describe historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Since forward-looking statements are based on various assumptions, risks and uncertainties, actual results may differ materially from those expressed or implied by such statements. Factors that could cause results to differ materially from those expressed include, but are not limited to, those discussed in the Company's filings with the U.S. Securities and Exchange Commission, including expectations regarding financial results for 2024.

Management cannot control or predict many factors that ultimately impact future results. Listeners should not place undue reliance on forward-looking statements, which reflect Management's views only as of today. We anticipate that subsequent events and developments will cause our assessments to change. However, we undertake no obligation to revise or update any forward-looking statement, or to make any other forward-looking statement.

Throughout this afternoon's earnings release and our call today, we refer to the non-GAAP financial measure Adjusted EBITDA. The definition, calculation and a reconciliation to the financial statements of Adjusted EBITDA can be found in Exhibit A of our earnings release, which is available on our website. We believe Adjusted EBITDA is useful in evaluating our reported results as a supplement to, and not a substitute for, results reported under GAAP.

With that, I'd like to turn the call over to Sam.

Sam Davis

Thank you, Eric.

Before I begin, I just want to recognize all of our Veterans today on Veterans Day. We thank you all for your service, including those veterans at Bridger who play a critical role in our operations.

We are extremely proud to announce our third quarter results which include the height of the 2024 wildfire season, with revenue reaching nearly $65 million, net income of $27.3 million, and Adjusted EBITDA of $47 million. Our dedicated operations team facilitated high levels of deployment of our entire fleet throughout the year, ensuring our fleet was ready as early as February and through our current deployment in Texas, for the latest and longest wildfire season in Bridger's history. Twenty twenty-four is representative of the trend of longer and more intense wildfire seasons and the financial results Bridger can generate with its current fleet of 6 Scoopers and 6 Air Attack aircraft.

Overall, we consider 2024 a more typical wildfire season, particularly when compared to last year. While we saw a late start to the peak of the season, the US spent a total of 59 days at Preparedness Level 5, which we refer to as PL5, including 10 days in October. As a reminder, PL5 is the National Interagency Fire Center's highest level, and it signifies that major fire incidents are occurring across multiple geographic areas with the potential to exhaust all agency fire resources.

In comparison, last year there were 0 days at PL5 and only 21 days at PL4. The last time we saw PL5 was actually in 2021 with 68 days at PL5 and an additional 31 at PL4. Through November 1, 2024, over 8 million acres have burned nationally. This compares to just 2.7 million acres burned last year. For comparison, the five-year average is 7.7 million total acres burned. While 2024 was an above average year in duration, and even the East Coast has seen unprecedented wildfire activity this fall, a combination of factors can impact whether Bridger gets called. Overall, we believe the days of work and flight hours were only slightly above average for Bridger.

As states scrambled this summer to secure aerial firefighting resources against a backdrop of government agency contracting lags and budgeting delays, we strategically secured exclusive-use, minimum-day task orders for four of our six Air Attack aircraft, two multi-Mission aircraft, and four of our six Super Scoopers, driving increased utilization. We continue to focus on maximizing the number of these exclusive use commitments ensuring our fleet remains dedicated to critical wildfire response efforts with a goal of maximizing price and flight hours.

We also are focusing on securing multi-year contracts which will serve to guarantee overall revenue and smooth out seasonality associated with peak wildfire season days and hours. Much of this groundwork happens in the winter months as government budgeting and planning cycles are underway.

As the 2024 wildfire season winds down, the task orders for our two Pilatus PC-12 Multi-Mission Aircraft, or MMA, guaranteed for 150 days apiece, were extended to greater than 190 days apiece. We also added some non-fire related missions throughout the year for additional work. We currently have stationed two Scoopers in Texas on standby, positioned for activity under continued high threat of fire activity. A testament to the growing demand during the late season. While some of this revenue is less profitable than in-season revenue, it serves to boost asset utilization in the shoulder season.

Turning to FMS, as a reminder we closed the acquisition on June 28th, so this was FMS' first quarter as part of Bridger, and it contributed approximately $1.6 million to revenue. Adding FMS' strong engineering, modification and manufacturing capabilities to Bridger has already created exciting growth opportunities in mission critical areas such as aerospace modifications and defense systems engineering. We hope these opportunities will enable us to diversify our customer base and add more year-round revenue to help offset the seasonal nature of our aerial firefighting business.

FMS also continues to build a pipeline to support Bridger aircraft for modifications to solidify our competitive advantage and to incorporate leading-edge sensor technologies as well as separate projects on Bridger aircraft to enhance performance, reliability and safety.

A quick update on Ignis Technologies. Our software subsidiary launched its mobile platform this year to support firefighters in the field. Several counties, crews, and incident management teams are currently piloting the app. As we move forward, many of these organizations are expected to transition to a subscription-based model for the 2025 wildfire season, with flexible pricing based on organization size and features.

A major focus of ongoing development is linking Bridger's real-time sensor imagery with the Ignis app, creating a seamless data flow from air to ground. This capability promises to unlock new levels of situational awareness, supporting multi-mission aviation contracts and enhancing both operational effectiveness and safety.

We remain on track with plans to expand into Europe through our partnership with Marathon Asset Management LP and Avenue Sustainable Solutions Fund which completed the purchase of four Super Scoopers from the Spanish government last fall. We are pleased with the progress of the return-to-service process managed by our Spanish subsidiary, Albacete Aero, and we remain on schedule for all four Scoopers to be available during the 2025 wildfire season.

We recognized approximately $2.2 million of revenue related to this return-to-service work in the quarter with the majority of that also hitting our cost line as well. We are in the process of sourcing operating contracts for all four of these aircraft while their services remain in high demand. At that point we will determine how best to bring these high margin assets into the business.

As we look ahead to the fourth quarter, we see continued use of Bridger aircraft as the intensity of the wildfire season extended into October nationally and into November in certain parts of the country. Year-to-date we have dropped just shy of 9 million gallons of water. As a result, we expect a record year, including the generation of positive free cash flow after maintenance capital expenditures and debt service.

Let me now turn it back to Eric, who will talk about our financial performance in the quarter.

Eric Gerratt

Thanks, Sam.

Looking at results for the third quarter of 2024, revenue increased approximately 20% to $64.5 million from $53.6 million in the third quarter of 2023. Revenue in the third quarter of 2024 benefitted from higher flight revenue as well as approximately $2.2 million related to return-to-service work performed on the Spanish Super Scoopers by our Spanish subsidiary, Albacete Aero as part of our partnership agreement with MAB Funding LLC, as well as approximately $1.6 million of revenue from the Company's June acquisition of FMS.

Cost of revenues was $23 million in the third quarter of 2024, up from $16 million in the third quarter last year. Cost of revenues for the third quarter of 2024 was comprised of flight operation expenses of $15.1 million and maintenance expenses of $7.9 million. This compares to $10.2 million of flight operations expenses and $5.7 million of maintenance expenses in the third quarter of 2023.

The increase in cost of revenues is primarily due to increased flight hours in the third quarter of 2024 compared to the third quarter of 2023, resulting in increased depreciation, maintenance and travel expenses tied to higher utilization in the field. Also reflected were the expenses associated with the return to service work for the Spanish Scoopers, which is largely pass through, as well as the addition of FMS and some inflationary pressure.

Selling, general and administrative expenses were $8.6 million in the third quarter of 2024 compared to $15.1 million in the third quarter of 2023. The decrease (phon) was primarily due to a decline in the fair value of outstanding warrants as of the end of the third quarter of 2024 compared to the third quarter of 2023. The decrease was also partially attributable to lower non-cash stock-based compensation expense in the third quarter of 2024 compared to the third quarter last year.

Interest expense for the third quarter of 2024 was $6 million compared to $6 million in the third quarter of 2023. Bridger also reported Other Income of $0.5 million in the third quarter this year, compared to $0.6 million in the third quarter last year.

For the third quarter of 2024, we reported net income of $27.3 million, or $0.31 per diluted share, compared to net income of $17.5 million, or $0.22 per diluted share, in the third quarter of 2023. The increase in net income was primarily driven by strong fleet utilization in the third quarter of 2024. Adjusted EBITDA was $47.0 million compared to $38.7 million in the third quarter of 2023. A reconciliation of Adjusted EBITDA to net loss for income is included in exhibit A of our earnings release distributed earlier today.

Due to our seasonality, the Company typically generates a net loss and negative EBITDA in the first and fourth quarters each year with the majority of our Adjusted EBITDA generated primarily in the third quarter, coinciding with the U.S. wildfire season.

Looking at our results for the first nine months of 2024, revenue was $83 million compared to $65.6 million in the first nine months of 2023.

Cost of revenues was $42.1 million, comprised of flight operation expenses of $25.2 million and maintenance expenses of $16.8 million. Cost of revenues for the first nine months of 2023 was $33.7 million, comprised of $20.3 million of flight operation expenses and maintenance expenses of $13.5 million.

SG&A expenses declined to $28.2 million in the first nine months of 2024 compared to $63.5 million for the first nine months of 2023, which included non-cash stock-based compensation expense of $39.7 million for RSUs compared to only $13.7 million in the first nine months of 2024. The decrease was also partially attributable to a decrease in the fair value of outstanding warrants.

Interest expense for the first nine months of 2024 was $17.8 million compared to $17.2 million in the first nine months of 2023. Bridger also reported Other Income of $1.8 million for the first nine months of 2024 compared to $2.3 million for the first nine months of last year. Net loss was $2.7 million in the first nine months of 2024 compared to a net loss of $46.2 million in the first nine months of 2023. Adjusted EBITDA was $40.2 million for the first nine months of this year compared to $29 million in the same period last year.

Turning to the balance sheet, we ended the third quarter with total cash and restricted cash of $42.6 million. Outstanding trade and unbilled receivables of over $26 million as of September 30, 2024 are expected to further increase the cash balance in the coming months.

With that, I'd like to turn the call over now to John to discuss our 2024 guidance.

John Saunders

Thank you, Eric.

As the bulk of the wildfire season has come to an end, Bridger is in a position to refine its guidance. Supported by record results in the third quarter and continued dry weather in the western U.S. that has led to multiple aircraft operating into October and even November, we are increasing our 2024 revenue guidance. We now expect revenue to be in a range of $90 million to $95 million. This is an increase of between 35% and 42% over our reported 2023 revenue and an increase from our initial guidance of $70 million to $86 million.

It is also important to note that approximately $6 million to $7 million of anticipated 2024 revenue relates to pass through return-to-service work performed on our four Spanish Super Scoopers by our Spanish subsidiary Albacete Aero, as well as the June 2024 acquisition of FMS Aerospace, neither of which was included in the initial guidance range.

Given the Company's largely fixed cost structure and seasonality of its revenue, Bridger typically generates the majority of its Adjusted EBITDA in the third quarter each year, during the bulk of the wildfire season. As a result, 2024 Adjusted EBITDA is expected to grow by over 85% to a range of $35 million to $40 million. This compares to the Company's initial Adjusted EBITDA guidance range of $35 million to $51 million first provided last November.

We have not fully realized the anticipated benefits from targeted reductions to our cost structure that we estimated a year ago. This includes the exit of certain subscription maintenance programs and leasing costs for aviation assets that we kept in place to support the high level of fire activity. We also experienced some inflationary pressures. Collectively, these factors are expected to prevent us from reaching the higher end of our initial guidance range for 2024 Adjusted EBITDA.

In addition, we also pivoted from some EBITDA boosting opportunities to focus on growth of our non-fire revenue to help smooth seasonality, which are expected to benefit 2025 operations.

Based on this latest guidance, we expect to report positive free cash flow for the first time in Bridger's history in a range of $5 million to $10 million. Free cash flow is defined as Adjusted EBITDA less debt service and less maintenance capital expenditures. Bridger intends to put a portion of this capital to work on low-cost high-benefit aviation investments to find new and expanded revenue opportunities. This includes aircraft modifications for additional customer opportunities, sensor enhancements, and downlink capabilities that will provide increased utilization, opportunity for new contracts, and multi-year work and increase customer satisfaction and brand awareness.

With that, I would like to turn the call back to Sam for final comments.

Sam Davis

Thank you, John.

At the heart of Bridger Aerospace remains the unshakeable focus on the mission to protect lives, property and habitat threatened by wildfires. This year we flew in 16 states, and provided support for 385 fires, and gathered numerous success stories from suppression on major fires preventing the loss of structures to early detection, preventing small lightning strikes from becoming large incidents. Bridger employees worked long days and nights in some of the harshest conditions to readily serve fellow Americans facing the rising threat of wildfires. Being able to see the result of our hard work to protect others from loss while supporting firefighters on the frontlines is at the core of Bridger's makeup.

What makes the effort of the Bridger team even more commendable was the onslaught of politically motivated attacks we endured as a Company as our former CEO ran for public office in a highly contested race. Regardless of political affiliation, Bridger employees, customers and partners were subject to a torrent of speculative foreboding, designed to tarnish the Company's reputation and sabotage its laudable efforts to deliver record results, while executing on a critical mission to save lives and property.

Today, we confidently let the integrity of our results speak for themselves, and we will continue to protect our employees, customers and investors from those negative voices that attempt to defame or mischaracterize our efforts to carry out our mission of protecting lives, property and habitat.

Ultimately, the leadership team at Bridger and strength of its Board has guided it through a crucial period in Bridger's lifecycle, where it has finally stepped into its stride by exceeding expectations, and we continue to be ready and able to answer the call to fight wildfires around the country.

Now that the election is decided and our founder and former CEO Tim Sheehy has been elected to the U.S. Senate, our Nominating and Corporate Governance Committee of the Board has officially commenced a comprehensive CEO search process and will consider both internal and external candidates. Rear Admiral Wyman Howard will chair the search committee. While there is no specified timeline for completion, the search is expected to be completed in 2025. I am fully committed to being a part of the process and am confident that the Board's ultimate decision will be in the best interest of Bridger's shareholders.

Additionally, to avoid any further allegations of potential conflicts of interest, Tim's brother Matt Sheehy has resigned from the board, and we thank him for his tireless service to our Company over the past 10 years, as well as his steadfast support of us with his continued substantial investments in the Company.

Bridger is a critical piece of the nation's aerial firefighting responding network and is proud to have aircraft deployed in support of firefighting in 10 out of the 12 months in 2024. I am honored to lead such an incredibly talented team, and I look forward to continuing to pursue and execute our business plans in the future.

With that, I would like to open up the call for questions.

Operator

At this time, if you would like to ask a question, please press the star and one on your telephone keypad. You may withdraw yourself from the queue at any time by pressing star, two.

We'll take a question from Austin Moeller with Canaccord. Your line is open.

Austin Moeller

Hi. Good afternoon. Congrats on the quarter, everyone.

Sam Davis

Thank you, Austin.

Austin Moeller

Just my first question here, can you go into a little bit more detail about the inflation in the quarter, the trimmed (phon) EBITDA guidance? Was that in aftermarket maintenance or pilot compensation, fuel costs? How should we think about that?

Sam Davis

Yes, thanks for the question. I'll turn this one over to Eric, if you wouldn't mind speaking to some of the inflationary pressures.

Eric Gerratt

Yes, sure, Austin. So, yeah, you mentioned a few. We definitely saw some inflationary pressure in—like most companies, in the area of salaries, wages, benefits. Kind of on that piece of the puzzle as well as we, especially during fire season, incur a lot of costs in terms of travel with our crews and mechanics going all over the country to support our efforts, and so travel costs definitely. There's some inflationary pressures there.

In terms of maintenance, in addition to the labor and benefits side of things and travel, we also saw some pressures in terms of some of our small parts and replacement parts that we use. We're looking at opportunities and have done some things to try to make our inventory as efficient as possible to try to reduce those impacts and manage those costs.

On the travel side, we also have looked at and have done some things in some areas where we'd leverage some crew housing, some things like that, so we're not always in hotels and things of that nature.

So, we've done a decent job of managing it, but there's definitely been those pressures there.

Austin Moeller

That's helpful. How do you view the new administration's impact on federal firefighting funds? Presumably the committees that oversee the Department of the Interior and the Forest Service are bipartisan on this issue.

Sam Davis

Yes, I'll take that one. You're right, and we speak to this all the time, wildfires are a very bipartisan issue because they affect everybody, and it's a national threat and a rising one year over year. Bridger will do what we've always done, which is continue to work with the administration and be on the forefront of talking with these different committees as we affect a lot on the legislative side to increase some of our strategy in terms of getting more exclusive use contracts and guaranteed days, because that is at the core of what everybody is trying to do to solve this threat. Even right now, as we speak, there's fires on the east coast outside of New York and in New Jersey. So, this is becoming a rising problem.

There will maybe be some potential changes to the committees that we deal with, but Bridger continues to do work, especially in the off-season, meeting with those folks and being on the forefront of championing solutions that we have.

Austin Moeller

Great. Just one more, if I may. Should we expect to see a reduction in cost structure operating costs, and improve revenue volumes in the off-season now that you've required (inaudible), you might be getting some other government services work?

Sam Davis

Yes, I'll turn this one over to John, who's been working on this, especially as we look at guidance for the end of the year and beyond.

John Saunders

Yes, Austin, that's a great question. Absolutely, we expect to see OpEx down with lower flight levels throughout the winter. I would also comment that the cost rationalization that the Company put in place in 2023 going into 2024, we're seeing the effect and impact of that cost rationalization really starting to go into the P&L in the back half of '24 and into 2025. So, we have some cost rationalization over personnel, and Eric mentioned travel policy, vendors, professional services. We have some things that, we believe, will significantly reduce OpEx throughout the winter.

On the revenue side, absolutely. FMS has been winning contracts and continues to deliver on engineering service contracts throughout Q4, Q1, helping to reduce seasonality. Also, the Company has been successful with fire and non-fire work with its aviation assets this year, so we expect significant revenue from the core business in Q4 this year. A very significant change with revenue levels in the outside of fire season quarters, Q4 and Q1.

Austin Moeller

Excellent. That's very exciting. Thanks for all the details.

John Saunders

Thank you, Austin.

Operator

It does appear that there are no further questions at this time. I'd now like to turn it back to Sam Davis for any additional or closing remarks.

Sam Davis

Thanks again for joining our conference call today. We look forward to updating you on our progress when we report our final Annual results in March. And if anyone has any follow-up questions, please reach out to our investor relations directly. Thank you.

Operator

This does conclude today's program. Thank you for your participation. You may disconnect at any time and have a wonderful evening.