



TRANSMOUNTAIN

TRANS MOUNTAIN CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2023

Management's Responsibility for Financial Statements

The accompanying consolidated financial statements of Trans Mountain Corporation ("the Corporation" or "TMC") are the responsibility of management and were authorized for issue by the Board of Directors on March 7, 2024. The consolidated financial statements have been prepared by TMC in accordance with accounting principles generally accepted in the United States of America. The financial statements of TMC's four wholly-owned subsidiaries for which it has responsibility have been consolidated with TMC. When alternative accounting methods exist, TMC has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on best estimates and judgments.

TMC maintains systems of internal accounting and administrative controls designed to provide reasonable assurance that the consolidated financial records are reliable, form a proper basis for the preparation of consolidated financial statements, and that TMC's assets are properly accounted for and adequately safeguarded.

The Board of Directors carries out its responsibilities for the consolidated financial statements principally through its Audit Committee. The Audit Committee reviews TMC's annual consolidated financial statements and reports its findings to the Board for its consideration and approval. The Audit Committee also meets with the Corporation's auditors to discuss auditing matters and financial reporting issues.

These consolidated financial statements have been audited by the Corporation's auditors, the Auditor General of Canada and PricewaterhouseCoopers LLP, whose report is presented separately.

As President & Chief Executive Officer and Chief Financial & Strategy Officer of TMC, we have reviewed TMC's consolidated financial statements and based upon our knowledge, having exercised due diligence, believe they fairly present in all material respects the financial position as at December 31, 2023, and financial performance and cash flows for the year ended December 31, 2023.

"signed"

Dawn Farrell
President & Chief Executive Officer
Trans Mountain Corporation

"signed"

Mark Maki
Chief Financial & Strategy Officer
Trans Mountain Corporation

March 7, 2024



INDEPENDENT AUDITORS' REPORT

To the Shareholder of Trans Mountain Corporation

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Trans Mountain Corporation and its subsidiaries (the Corporation), which comprise the consolidated balance sheet as at 31 December 2023, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as at 31 December 2023, and its consolidated results of operations and its consolidated cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America (US GAAP).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 2 in the consolidated financial statements which describes events or conditions that indicate the existence of a material uncertainty that may cast substantial doubt about the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management Report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with US GAAP, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Corporation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Compliance with Specified Authorities

Opinion

In conjunction with the audit of the consolidated financial statements, we have audited transactions of Trans Mountain Corporation and its wholly-owned subsidiaries coming to our notice for compliance with specified authorities. The specified authorities against which compliance was audited are Part X of the *Financial Administration Act* and regulations, the *Canada Business Corporations Act*, and the articles and by-laws of Trans Mountain Corporation and its wholly-owned subsidiaries.

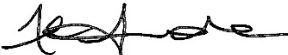
In our opinion, the transactions of Trans Mountain Corporation and its wholly-owned subsidiaries that came to our notice during the audit of the consolidated financial statements have complied, in all material respects, with the specified authorities referred to above. Further, as required by the *Financial Administration Act*, we report that, in our opinion, the accounting principles in US GAAP have been applied on a basis consistent with that of the preceding year.

Responsibilities of Management for Compliance with Specified Authorities

Management is responsible for Trans Mountain Corporation and its wholly-owned subsidiaries' compliance with the specified authorities named above, and for such internal control as management determines is necessary to enable Trans Mountain Corporation and its wholly-owned subsidiaries to comply with the specified authorities.

Auditors' Responsibilities for the Audit of Compliance with Specified Authorities

Our audit responsibilities include planning and performing procedures to provide an audit opinion and reporting on whether the transactions coming to our notice during the audit of the consolidated financial statements are in compliance with the specified authorities referred to above.



Firyal Awada, CPA, CA
Principal
for the Auditor General of Canada

Ottawa, Canada
7 March 2024



Chartered Professional Accountants

Calgary, Canada
7 March 2024

TRANS MOUNTAIN CORPORATION
CONSOLIDATED STATEMENT OF INCOME
(In thousands of Canadian dollars)

Year ended December 31,	2023	2022
Revenues <i>(Note 4)</i>	521,803	478,004
Expenses		
Pipeline operating costs	172,380	156,785
Depreciation and amortization <i>(Notes 8, 10)</i>	109,274	104,331
Salaries and benefits	108,168	91,062
Taxes, other than income taxes	38,174	36,900
Administration	13,878	6,604
Goodwill impairment <i>(Note 9)</i>	888,098	-
	1,329,972	395,682
Operating (loss) income	(808,169)	82,322
Equity allowance for funds used during construction <i>(Note 8)</i>	1,165,361	704,334
Interest expense, net of capitalized debt financing costs <i>(Note 18)</i>	(343,538)	(82,352)
Other, net	1,435	1,934
Foreign exchange (loss) gain	(260)	1,835
Income before income taxes	14,829	708,073
Income tax expense <i>(Note 6)</i>	(223,242)	(174,076)
Net (loss) income	(208,413)	533,997

The accompanying notes are an integral part of these consolidated financial statements.

TRANS MOUNTAIN CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(In thousands of Canadian dollars)

Year ended December 31,	2023	2022
Net (loss) income	(208,413)	533,997
Other comprehensive (loss) income, net of tax		
Currency translation adjustment	(6,931)	17,126
Pension and post-employment benefits	(14,159)	28,425
	(21,090)	45,551
Comprehensive (loss) income	(229,503)	579,548

The accompanying notes are an integral part of these consolidated financial statements.

TRANS MOUNTAIN CORPORATION
CONSOLIDATED BALANCE SHEET
(In thousands of Canadian dollars)

As of December 31,	2023	2022
Assets		
Current Assets		
Cash and cash equivalents	109,508	162,488
Accounts receivable	149,122	122,213
Other current assets (Note 7)	26,516	41,170
	285,146	325,871
Property, plant and equipment (Note 8)	34,427,826	24,205,240
Right-of-use assets	54,347	65,531
Regulatory assets (Note 15)	194,171	131,111
Goodwill (Note 9)	-	888,098
Restricted investments	105,428	90,481
Restricted cash	6,731	78,514
Deferred amounts and other assets (Note 10)	100,998	198,220
Total Assets	35,174,647	25,983,066
Liabilities and Equity		
Current Liabilities		
Accounts payable and accrued liabilities (Note 11)	963,360	1,099,574
Interest payable	40,282	19,664
Regulatory liabilities (Note 15)	73,198	80,228
Other current liabilities (Note 12)	28,255	40,175
	1,105,095	1,239,641
Debt (Note 16)	24,340,314	15,052,768
Long term interest payable (Note 17)	62,671	36,808
Deferred income taxes (Note 6)	1,127,098	914,294
Regulatory liabilities (Note 15)	111,962	92,556
Pension and post-employment benefits (Note 13)	57,959	51,166
Lease liabilities (Note 5)	49,321	48,873
Other deferred credits (Note 14)	10,688	7,918
Total Liabilities	26,865,108	17,444,024
Equity	8,309,539	8,539,042
Total Liabilities and Equity	35,174,647	25,983,066

Going concern (Note 2)

Litigation, commitments and contingencies (Note 21)

The accompanying notes are an integral part of these consolidated financial statements.

Approved on behalf of the Board of Directors

“signed”
William Downe
Director

“signed”
Brian Ferguson
Director

TRANS MOUNTAIN CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands of Canadian dollars)

Year ended December 31,	2023	2022
Operating activities		
Net (loss) income	(208,413)	533,997
Items not affecting cash		
Depreciation and amortization	109,274	104,331
Equity allowance for funds used during construction	(1,165,361)	(704,334)
Deferred income tax expense (Note 6)	217,831	174,484
Goodwill impairment (Note 9)	888,098	-
Changes in non-cash working capital and other items (Note 19)	62,998	61,817
Total Cash and cash equivalents and Restricted cash (used in) provided by operating activities	(95,573)	170,295
Investing activities		
Capital expenditures	(8,885,808)	(8,464,148)
Insurance proceeds	5,995	24,495
Internal-use software expenditures	(16,158)	(10,981)
Restricted investments	(8,955)	(16,162)
Total Cash and cash equivalents and Restricted cash used in investing activities	(8,904,926)	(8,466,796)
Financing activities		
Issuances of debt	8,890,000	8,709,750
Repayment of debt (Note 17)	-	(1,595,000)
Capital contributions (Note 17)	-	1,235,250
Debt issuance costs	(12,758)	(2,553)
Total Cash and cash equivalents and Restricted cash provided by financing activities	8,877,242	8,347,447
Effects of exchange rate changes on Cash and cash equivalents and Restricted cash	(1,506)	1,555
Net (decrease) increase in Cash and cash equivalents and Restricted cash	(124,763)	52,501
Cash and cash equivalents and Restricted cash, beginning	241,002	188,501
Cash and cash equivalents and Restricted cash, end	116,239	241,002
Cash and cash equivalents, beginning	162,488	115,740
Restricted cash, beginning	78,514	72,761
Cash and cash equivalents and Restricted cash, beginning	241,002	188,501
Cash and cash equivalents, end	109,508	162,488
Restricted cash, end	6,731	78,514
Cash and cash equivalents and Restricted cash, end	116,239	241,002

Supplemental cash flow information (Note 19)

The accompanying notes are an integral part of these consolidated financial statements.

TRANS MOUNTAIN CORPORATION
CONSOLIDATED STATEMENT OF EQUITY
(In thousands of Canadian dollars)

	Share capital	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total Equity
Balance at December 31, 2021	2,064,150	4,115,250	554,472	(9,628)	6,724,244
Capital contributions (<i>Note 17</i>)	-	1,235,250	-	-	1,235,250
Net income	-	-	533,997	-	533,997
Other comprehensive income, net of tax	-	-	-	45,551	45,551
Balance at December 31, 2022	2,064,150	5,350,500	1,088,469	35,923	8,539,042
Net loss	-	-	(208,413)	-	(208,413)
Other comprehensive loss, net of tax	-	-	-	(21,090)	(21,090)
Balance at December 31, 2023	2,064,150	5,350,500	880,056	14,833	8,309,539

The accompanying notes are an integral part of these consolidated financial statements.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. General

Trans Mountain Corporation (“the Corporation” or “TMC”) is a Federal Crown corporation, incorporated under the *Canada Business Corporations Act* on May 28, 2018. TMC is a wholly owned subsidiary of Canada TMP Finance Ltd. (“TMP Finance”), which is a wholly owned subsidiary of Canada Development Investment Corporation (“CDEV”). CDEV is wholly owned by His Majesty in Right of Canada and is an agent Crown corporation. TMC is subject to the provisions of Part X of the *Financial Administration Act* and the provisions of the *Income Tax Act*. TMC is a non-agent Crown corporation which allows it to borrow from parties other than the Government of Canada.

TMC conducts operations through four entities: Trans Mountain Pipeline Limited Partnership (“TMP LP”) and its wholly owned subsidiary Trans Mountain Pipeline (Puget Sound) LLC (“Puget”), Trans Mountain Pipeline ULC (“TMP ULC”), and Trans Mountain Canada Inc. (“TMCI”). Together these entities own and operate the Trans Mountain pipeline (“TMPL”) and the Puget Sound pipeline (“Puget Pipeline”). TMPL has operated since 1953, and transports crude oil and refined petroleum from Edmonton, Alberta to Burnaby, British Columbia. TMP LP holds certain rights, designs and construction contracts related to the expansion of the TMPL known as the Trans Mountain Expansion Project (“TMEP”). Puget owns the Puget Pipeline, which interconnects with TMPL at the international border near Sumas, British Columbia, and transports crude oil to refineries in Washington State. TMP ULC is the General Partner of TMP LP, and TMCI employs the workforce that manages and operates the pipelines and related assets. These consolidated financial statements include operating results of TMC and the wholly owned Trans Mountain Entities, including the Trans Mountain Pipeline Reclamation Trust (the “Trust”) which is consolidated with the Corporation.

TMC’s mandate is to operate the existing TMPL and Puget Pipeline and to complete the TMEP in a timely and commercially viable manner.

2. Going Concern

The consolidated financial statements have been prepared on a going concern basis in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The going concern basis of presentation assumes that TMC will continue in operation for at least one year after the date the consolidated financial statements are issued and contemplates the realization of assets and settlement of liabilities as they become due in the normal course of business.

The Corporation’s ability to continue as a going concern is dependent upon its ability to service its existing debt and working capital obligations, and fund the remaining construction costs of the TMEP. On February 18, 2022, the Deputy Prime Minister and Minister of Finance reaffirmed the government’s commitment to complete the TMEP; however, the Minister stated that TMC needed to secure external financing to fund the remaining costs of the project. As a result, TMC entered into a credit agreement with a syndicate of lenders (the “Syndicated Credit Agreement”), which as of December 31, 2023 contains two facilities with a total combined available credit of \$18 billion and matures on March 24, 2025. See Note 16 for details on TMC’s debt.

In order to meet obligations as they become due, TMC will require additional funding through external financing. TMC expects the external financing will be obtained in a timely manner and on terms satisfactory to TMC. However, there is no assurance that external financing will be obtained. The above factors cause material uncertainty that casts substantial doubt as to TMC’s ability to continue as a going concern.

These consolidated financial statements do not include any adjustments to the carrying value of the assets and liabilities, the reported revenues and expenses (including the application of rate regulated accounting) or the balance sheet classifications that might be necessary if TMC is unable to attain the necessary funds to service its existing debt and working capital obligations, and finance the remaining construction costs of the TMEP. Such adjustments could be material.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with U.S. GAAP, as contained in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC” or the “Codification”). The *Canada Business Corporations Act* subsection 71(1) requires the preparation of annual financial statements in accordance with Canadian GAAP. TMC applied for and received an exemption from this requirement, allowing TMC to use U.S. GAAP in the preparation of its consolidated financial statements for the year ended December 31, 2023. TMC believes that U.S. GAAP provides better comparability with industry peers and best reflects the economic effects of the actions of regulatory bodies on its operations. In preparing these annual consolidated financial statements in accordance with U.S. GAAP, all intercompany items have been eliminated on consolidation.

In management’s opinion, all adjustments considered necessary for a fair statement of the financial position and operating results have been included in the accompanying consolidated financial statements.

Amounts are stated in Canadian dollars, which is the functional currency of all of the Corporation’s operations, except for Puget which uses the U.S. dollar as its functional currency.

TMC operates in one operating segment, as the chief operating decision maker reviews operating results at this level to assess financial performance and make resource allocation decisions.

These consolidated financial statements were authorized by the board of directors on March 7, 2024. Subsequent events have been evaluated from December 31, 2023 to the date the consolidated financial statements were available for issue on March 7, 2024 and there are no subsequent events which would require adjustment to the consolidated financial statements and related disclosures.

Use of Estimates

Certain amounts included in or affecting the consolidated financial statements and related disclosures must be estimated, requiring certain assumptions with respect to values or conditions, which cannot be known with certainty at the time the consolidated financial statements are prepared. These estimates and assumptions affect the amounts reported for assets and liabilities, revenues and expenses during the reporting period, and the disclosures, including as it relates to contingent assets and liabilities at the date of the consolidated financial statements. These estimates are evaluated on an ongoing basis, utilizing historical experience, consultation with experts and other methods considered reasonable in the particular circumstances. Nevertheless, actual results may differ significantly from estimates. Any effects on the business, financial position or results of operations resulting from revisions to these estimates are recorded in the period in which the facts that give rise to the revision become known.

Certain accounting policies are of more significance in the financial statement preparation process than others. Set out below are the principal accounting policies applied in the preparation of the accompanying consolidated financial statements.

Regulation

TMP LP’s operations are regulated by the Canada Energy Regulator (“CER”, previously known as the National Energy Board) under the Canadian Energy Regulator Act. Puget’s operations are regulated by the United States Federal Energy Regulatory Commission (“FERC”) and the U.S. Department of Transportation (“U.S. DOT”) for pipeline companies.

The CER exercises statutory authority over matters such as construction and operation of facilities, rates and ratemaking, and accounting practices for Canadian pipelines crossing a provincial or international border. To recognize the economic effects of the actions of the regulator, TMP LP applies the provisions of ASC 980 *Regulated Operations*, under which the timing of recognition of certain revenues and expenses may differ from that otherwise expected under U.S. GAAP for non-regulated businesses. The FERC exercises statutory authority over rates and ratemaking for U.S. interstate or international pipelines, including the Puget Pipeline, while the U.S. DOT regulates facility operations.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies *(continued)*

Regulation (continued)

Regulatory assets represent amounts that are expected to be recovered from customers in future periods through rates. Regulatory liabilities represent amounts that are expected to be refunded to customers in future periods through rates or paid out of the Trust to cover future abandonment costs in relation to the CER's Land Matters Consultation Initiative ("LMCI"). Regulatory assets and liabilities are recognized based on the actions, or expected future actions, of the regulator. To the extent that the regulator's actions differ from expectations, the timing and amount of recovery or settlement of regulatory balances could differ from those recorded. See Note 15.

Allowance for funds used during construction ("AFUDC") is included in the cost of property, plant and equipment and is depreciated over future periods as part of the total cost of the related asset. AFUDC includes both an interest component (interest during construction or "IDC") and, if approved by the regulator, a cost of equity component ("Equity AFUDC"), which are both capitalized based on rates set out in a regulatory agreement. In the absence of rate regulation, TMP LP would capitalize interest using a capitalization rate based on its cost of borrowing, whereas the capitalized equity component, the corresponding earnings during the construction phase and the subsequent depreciation would not be recognized.

Revenue Recognition

Revenue from contracts with customers is accounted for in accordance with ASC Topic 606. The unit of account in Topic 606 is a performance obligation, which is a promise in a contract to transfer to a customer either a distinct good or service (or bundle of goods and services) or a series of distinct goods or services provided over a period of time. Topic 606 requires that a contract's transaction price, which is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, be allocated to each performance obligation in the contract based on relative standalone selling prices and recognized as revenue when (point in time) or as (over time) the performance obligation is satisfied.

Nature of Revenue

TMC primarily provides crude oil and refined petroleum transportation services on a fee basis. The regulated tariffs for the TMPL and Puget Pipeline are designed to provide revenues sufficient to recover the costs of providing transportation services to shippers, including a return on invested capital. TMPL and Puget Pipeline are common carrier pipelines, generally providing services on a non-firm basis. Non-firm, interruptible ("spot") transportation services are provided when and to the extent that it is determined capacity is available in these pipeline systems. The shippers pay a per-unit rate for actual quantities of product delivered from the transportation system.

Regulatory adjustments are made for TMPL's revenue according to terms prescribed in its toll settlement with shippers as approved by the CER. Differences between transportation revenue recognized pursuant to its toll settlement and actual toll receipts are recognized as regulatory assets or liabilities and are settled in future tolls.

TMC also provides leased storage space for tanks under long-term contracts. While the CER does not economically regulate these tank leases like the transportation services, the lease rates are designed to recover the operating costs of the tanks and to provide a return on invested capital. Refer to the leases discussion below for lessor accounting policies.

Other revenues include pipe rack rent revenue at TMC's terminals and other miscellaneous revenues.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies *(continued)*

Revenue Recognition *(continued)*

Transportation Revenue from Contracts with Customers

The customer service contracts primarily include transportation service contracts. Generally, for the majority of these contracts: (i) the promise is to transfer a series of distinct integrated services over a period of time, which is a single performance obligation; (ii) the transaction price includes fixed and/or variable consideration, which amount is determinable at contract inception and/or at each month end based on the right to invoice at month end for the value of services provided to the customer that month; and (iii) the transaction price is recognized as revenue over the service period specified in the contract (which can be a day, including each day in a series of promised daily services, a month, a year, or other time increment, including a deficiency makeup period) as the services are rendered using a time-based (passage of time) or units-based (units of service transferred) method for measuring transfer of control of the services and progress towards satisfying the performance obligation, based on the nature of the promised service (e.g., firm or non-firm) and the terms and conditions of the contract (e.g., contracts with or without makeup rights).

Firm services (also called uninterruptible services) are services that are promised to be available to the customer at all times during the period(s) covered by the contract, with limited exceptions. The firm service contracts are typically structured with take-or-pay or minimum volume provisions, which specify minimum service quantities a customer will pay for even if it chooses not to receive or use them in the specified service period. The transaction price is recognized as revenue in the specified service period as the promised units of services are transferred to the customer.

Non-firm services (also called interruptible services) are the opposite of firm services in that such services are provided to a customer on an “as available” basis. Generally, there is no obligation to perform these services until a customer’s periodic request for service is accepted. For the majority of the non-firm service contracts, the customer will pay only for the actual quantities of services it chooses to receive or use, and the transaction price is typically recognized as revenue as those units of service are transferred to the customer in the specified service period (typically a daily or monthly period).

Leases

Lessee

An arrangement is determined to be, or contain, a lease at inception. Right-of-use (“ROU”) assets represent the right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized based on the present value of future lease payments over the lease term at commencement date. For purposes of determining the lease liabilities, the lease term is deemed to include the renewal option when it is reasonably certain that it will be exercised. As most of TMC’s leases do not provide an implicit rate, an incremental borrowing rate based on the lease term is used to determine the present value of the lease payments. The implicit rate is used when readily determinable. Where leases are subject to changes based on an index or rate, the lease liability is not remeasured based on these changes and instead, are treated as variable lease payments. For certain leases, related to real estate, TMC applies the practical expedient to account for lease and non-lease components as a single component.

Leases are classified as either operating or finance leases. Operating leases are recognized as “Right-of-use assets” and corresponding liabilities are included in “Other current liabilities” and “Lease liabilities” on the accompanying consolidated balance sheet. Operating lease costs are recognized as a single lease cost on a straight-line basis over the lease term. Finance lease assets are included in “Property, plant, and equipment” and the corresponding liabilities are included in “Other current liabilities” and “Other deferred credits” on the accompanying consolidated balance sheet. Finance lease costs include recognition of interest expense on the lease liability and amortization of the ROU asset.

TMC applies the practical expedient to not recognize ROU assets or lease liabilities for which the short-term lease recognition exemption applies.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies (*continued*)

Leases (continued)

Lessor

Leases where the Corporation is the lessor are classified and accounted for as operating leases. The Corporation recognizes lease payments as income over the lease term on a straight-line basis. For certain leases, including the merchant tanks, the lease and non-lease components are accounted for as a single component. Variable lease payments are recognized as income in the period in which the change in facts and circumstances on which these payments are based occur. See Note 5 for additional information regarding leases.

Pensions and post-employment benefits

The differences between the fair value of each of the pension and other post-employment benefit plans' assets and the benefit obligations are recorded as either assets or liabilities on the accompanying consolidated balance sheet. Deferred plan costs and income—unrecognized losses and gains, unrecognized prior service costs and credits, and any remaining unamortized transition obligations—are recorded in "Accumulated other comprehensive income" or as a regulatory asset or liability for certain regulated operations until they are amortized as a component of benefit expense. The service cost component of net benefit expense is recognized in "Salaries and benefits" and the other components of the net benefit expense are recognized in "Other, net" within the accompanying consolidated statement of income. See Note 13 for additional information regarding the pension and other post-employment benefit plans.

Income Taxes

Income tax expense is based on an estimate of the effective tax rate in effect or to be in effect during the relevant periods. The changes in tax legislation are included in the relevant computations in the period in which such changes are enacted. The Corporation does business in various jurisdictions with differing laws concerning how income subject to each jurisdiction's tax regime is measured and at what effective rate such income is taxed, which requires an estimate of how income will be apportioned among the various jurisdictions in order to arrive at an overall effective tax rate. Changes in the effective rate, including any effect on previously recorded deferred taxes, are recorded in the period in which the need for such change is identified.

Deferred income tax assets and liabilities are recognized for temporary differences between the basis of assets and liabilities for financial reporting and tax purposes. Deferred tax assets are reduced by a valuation allowance for the amount that is, more likely than not, to not be realized. While estimated future taxable income and prudent and feasible tax planning strategies are considered in determining the amount of the valuation allowance, any change in the amount that is expected to ultimately be realized will be included in income in the period in which such a determination is reached.

Foreign Currency

Transactions in foreign currencies are initially recorded at the exchange rate in effect at the time of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to Canadian dollars using the closing exchange rate at the balance sheet date. The resulting exchange rate differences are included in the consolidated statement of income.

The assets and liabilities of Puget, which uses U.S. dollars as its functional currency, are translated to Canadian dollars at period-end exchange rates. Income and expense items are translated at weighted-average rates of exchange prevailing during the period and its equity accounts are translated by using historical exchange rates. The cumulative translation adjustments balance is included in "Accumulated other comprehensive income" on the consolidated statement of equity and would be recognized in earnings upon the sale of Puget.

Cash and Cash Equivalents

Cash and cash equivalents include all highly liquid short-term investments with original maturities of three months or less.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies (*continued*)

Restricted Cash

Cash and cash equivalents that are restricted as to withdrawal or usage are presented as restricted cash on the consolidated balance sheet and are presented as non-current to the extent they are to be used to satisfy long-term obligations. Restricted cash consists of cash in the Trust that is to be used to satisfy the LMCI liabilities.

Accounts Receivable

The Corporation's financial instruments primarily consist of our accounts receivable from customers. TMC measures expected credit losses on a collective (pool) basis when similar risk characteristics exist. Historical credit losses by age of receivable, current economic conditions, and forward looking information is utilized in determining estimated credit losses. Accounts receivable are measured at cost, net of allowance for credit losses. Collectability is reviewed regularly and adjustments are established as necessary.

Inventories

Inventories, which consist of materials and supplies, are valued at weighted-average cost, and are periodically reviewed for physical deterioration and obsolescence.

Internal-Use Software

Internal-use software projects are recognized at historical cost and included in "Deferred amounts and other assets" on the accompanying consolidated balance sheet. TMC capitalizes costs incurred during the application development stage of internal-use software projects. In general, software assets are amortized on a straight-line basis over the assets estimated useful lives, commencing when the asset is available for use.

Property, Plant and Equipment

Property, plant and equipment is recorded at historical cost. Expenditures are capitalized for construction, expansion, major renewals and betterments. Maintenance and repair costs are expensed as incurred. Expenditures are capitalized for project development if they are expected to have future benefit. Interest on borrowed funds is capitalized for non-rate-regulated assets. For rate-regulated assets, AFUDC is included in the cost of property, plant and equipment and is depreciated over future periods as part of the total cost of the related asset. IDC and interest capitalized on non-rate-regulated assets are referred to herein as "capitalized debt financing costs" and result in a reduction in interest expense. Equity AFUDC is recognized as other income in "Equity allowance for funds used during construction" in the accompanying consolidated statement of income.

Depreciation is recorded on a straight-line basis over the assets estimated useful lives. Depreciation rates for regulated assets are approved by the regulator.

Construction work in progress stops accumulating AFUDC and begins depreciating when the assets are available for their intended use.

Long-lived Asset Impairments

Long-lived assets, including property, plant and equipment as well as other intangibles are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment losses are recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

If triggering events exist, a review is completed of the carrying value of the long-lived assets and any appropriate impairments are recorded prior to conducting the goodwill impairment test. Because the impairment test for long-lived assets held in use is based on undiscounted cash flows, there may be instances where an asset or asset group is not considered impaired, even when its fair value may be less than its carrying value, because the asset or asset group is recoverable based on the cash flows to be generated over the estimated life of the asset or asset group. For the year ended December 31, 2023 there were no impairments recorded to long-lived assets.

Acquisitions and Goodwill

Business combinations are accounted for using the acquisition method of accounting and, accordingly, the assets and liabilities of the acquired entities are primarily measured at their estimated fair values at the date of acquisition.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies *(continued)*

Acquisitions and Goodwill (continued)

The excess, if any, of the fair value of the consideration transferred over the estimated fair value of the net assets acquired is classified as goodwill. Goodwill is not subject to amortization but must be tested for impairment at least annually. Goodwill is tested for impairment by comparing the fair value of a reporting unit with its carrying amount. To the extent the carrying amount of the reporting unit exceeds its fair value a loss is recognized for the excess. Goodwill is also evaluated for impairment to the extent events or conditions indicate a risk of possible impairment. Generally, the evaluation of goodwill for impairment involves a quantitative test, although under certain circumstances an initial qualitative evaluation may be sufficient to conclude that goodwill is not impaired without conducting the quantitative test. For the year ended December 31, 2023, a goodwill impairment loss of \$888.1 million was recognized. See Note 9 for details on goodwill.

Restricted Investments

Restricted investments are long-term investments in Canadian government and Federal agency bonds held in the Trust. The restricted long-term investments held by the Trust are to be used solely for the purposes of satisfying future abandonment costs under the LMCI. There are related LMCI long-term obligations of an amount equal to the restricted cash and restricted investments in the Trust recorded in "Regulatory liabilities" on the accompanying consolidated balance sheet. The abandonment cost estimate used to measure and fund the Trust is based on a set of assumptions and a collection period established by the CER. The restricted assets are measured at fair value with offsetting adjustments recorded to the LMCI liabilities. Fair values for the restricted investments are determined based on observable prices and inputs for similar instruments available in the market, utilizing widely accepted cash flow models to value such instruments. Such techniques represent a Level 2 fair value measurement. See Note 15 regarding the amounts recorded in "Regulatory liabilities".

Asset Retirement Obligations ("ARO")

Liabilities are recorded for obligations related to the retirement and removal of long-lived assets used in the Corporation's businesses. Liabilities are recorded for the fair value of ARO on a discounted basis when they are incurred and can be reasonably estimated, which is typically at the time the assets are installed or acquired. Amounts recorded for the related assets are increased by the amount of these obligations. Over time, the liabilities increase due to the change in their present value, and the initial capitalized costs are depreciated over the useful lives of the related assets. The liabilities are eventually extinguished when the asset is taken out of service.

Due to the lack of information that can be derived from past experience or industry practice, the timing and scope of future removal and site restoration costs for the Corporation's assets is not reasonably determinable. Therefore, no ARO is recognized in these consolidated financial statements. Also see Note 15 regarding pipeline abandonment surcharges retained in the Trust.

Environmental Matters

Environmental expenditures are capitalized or expensed, as appropriate. Certain environmental expenditures required in obtaining rights-of-way, regulatory approvals or permitting as part of construction are capitalized. Environmental costs that relate to an existing condition caused by past operations, which do not contribute to current or future revenue generation are accrued and expensed. Generally, environmental liabilities are not discounted to a net present value and are recorded as environmental liabilities when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated. Generally, recording of these accruals coincides with completion of a feasibility study or commitment to a formal plan of action. Receivables are recognized for anticipated associated insurance recoveries when such recoveries are deemed to be probable. Environmental liabilities assumed in a business combination are recorded at estimated fair value, where appropriate.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

3. Summary of Significant Accounting Policies *(continued)*

Environmental Matters (continued)

Reviews of potential environmental issues and claims that could impact the Corporation's assets or operations are routinely conducted. These reviews assist in identifying environmental issues and estimating the costs and timing of remediation efforts. Environmental liabilities are also routinely adjusted to reflect changes in previous estimates. In making environmental liability estimations, the material effect of environmental compliance, pending legal actions against the Corporation, and potential third-party liability claims are considered. Often, as the remediation evaluation and effort progresses, additional information is obtained, requiring revisions to estimated costs. These revisions are reflected in income in the period in which they are reasonably determinable. As of December 31, 2023 and 2022, there was \$11.8 million and \$7.9 million, respectively accrued for outstanding environmental matters and are included in "Other current liabilities" and "Other deferred credits" within the accompanying consolidated balance sheet.

Adoption of New Accounting Pronouncements

Measurement of credit losses on financial instruments

Effective January 1, 2023, the Corporation adopted Accounting Standard Update (ASU) 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," and related amendments (collectively referred to as "Topic 326") using a modified retrospective approach. The ASU replaces the current "incurred loss" impairment methodology with an "expected loss" model for financial assets measured at amortized cost and includes the evaluation of certain off-balance sheet credit exposures.

Upon adoption of ASC 326, no material credit losses were recognized and adoption of this standard does not have a material impact on the consolidated financial statements.

Accounting Standards Updates ("ASU") Not Yet Adopted as of December 31, 2023

Income taxes — ASU No. 2023-09

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to income tax disclosures." This ASU requires additional disclosures related to income tax rate reconciliation, income taxes paid and certain tax information by jurisdiction. ASU No 2023-09 will be effective as of January 1, 2026 with early adoption permitted. Management is currently reviewing the effect of this ASU on the consolidated financial statements.

4. Revenue Recognition

Disaggregation of Revenues

The following table presents revenues disaggregated by revenue source and type of revenue for each revenue source:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Transportation revenue		
Fee-based services	475,975	400,518
Regulatory adjustment ^(a)	(27,995)	7,730
	447,980	408,248
Lease revenue (Note 5)	71,331	67,127
Other revenue	2,492	2,629
Total revenue	521,803	478,004

(a) For TMPL, regulatory adjustments are made for differences between transportation revenue recognized pursuant to its toll settlement with shippers, as approved by the CER, and actual toll receipts.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

4. Revenue Recognition *(continued)*

Contract Balances

Contract assets and contract liabilities are the result of timing differences between revenue recognition, billings and cash collections. Contract assets are recognized in those instances where billing occurs subsequent to revenue recognition and the right to invoice the customer is conditioned on something other than the passage of time. For the years ended December 31, 2023 and 2022, there were no contract assets recognized. Contract liabilities are substantially related to capital improvements paid for in advance by certain customers, generally in the Corporation's non rate regulated businesses, which are subsequently recognized as revenue on a straight-line basis over the initial term of the related customer contracts.

The following table presents the activity in contract liabilities:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Opening balance	3,991	4,203
Additions	881	446
Transfer to revenues	(1,094)	(658)
Ending balance	3,778	3,991
Presented as:		
Other current liabilities	213	213
Other deferred credits	3,565	3,778
Total contract liabilities	3,778	3,991

Revenue Allocated to Remaining Performance Obligations

The following table presents the estimated revenue allocated to remaining performance obligations for contracted revenue that has not yet been recognized, representing the "contractually committed" revenue as of December 31, 2023 that will be invoiced or transferred from contract liabilities and recognized in future periods.

Year	Estimated Revenue
<i>(In thousands of Canadian dollars)</i>	
2024	20,236
2025	213
2026	213
2027	213
2028	213
Thereafter	2,715
Total	23,803

The contractually committed revenue primarily consists of customer contracts for service, which have minimum volume commitment payment obligations. The actual revenue recognized on these customer contracts can vary depending on the service provided. The contractually committed revenue for purposes of the tabular presentation above is generally limited to the minimum revenue committed to under these customer contracts. The contractually committed revenue amounts generally exclude remaining performance obligations for: (i) contracts with indexed pricing or variable volume attributes in which such variable consideration is allocated entirely to a wholly unsatisfied performance obligation or to a wholly unsatisfied promise to transfer a distinct service that forms part of a series of distinct services; (ii) contracts with an original expected duration of one year or less; (iii) contracts for which revenue is recognized at the amount for which there is a right to invoice for services performed; and (iv) contracts for revenue dependent on the completion of the TMEP.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Leases

Lessee

TMC incurs operating lease costs related primarily to real estate buildings, land, and office equipment. The operating leases have remaining lease terms ranging from one to 81 years. TMC is obligated to pay variable costs as it relates to building and land, such as a proportionate share of property taxes, insurance and common area maintenance. These payments are excluded from the lease liabilities. Some leases have options to extend the lease which are included in the lease term for purposes of determining the lease liabilities when it is reasonably certain that the renewal option will be exercised.

The following table presents the amounts recognized related to operating leases:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Lease cost:		
Operating lease cost ^(a)	32,708	62,392
Short-term and variable cost	32,122	15,527
Total operating lease cost	64,830	77,919
Other information:		
Operating cash flows from operating leases	(4,225)	(4,098)
Investing cash flows from operating leases	(31,548)	(55,929)
Reduction in operating ROU assets	29,418	57,981
(a) Includes capitalized lease costs of \$29.3 million and \$59.1 million for the years ended December 31, 2023 and 2022, respectively		

The following table presents other information related to operating leases:

December 31,	2023	2022
Weighted-average remaining lease term	35.8 years	30.0 years
Weighted-average discount rate	4.39%	4.44%

Lease Maturity analysis

The operating lease payments under non-cancellable leases, excluding short-term leases, as of December 31, 2023 are as follows:

Year	Operating Lease Payments
<i>(In thousands of Canadian dollars)</i>	
2024	14,935
2025	4,469
2026	4,380
2027	4,456
2028	3,272
Thereafter	100,619
Total undiscounted cash flows	132,131
Less: imputed interest	(68,155)
Total operating lease liabilities	63,976
Presented as:	
Other current liabilities (Note 12)	14,655
Lease liabilities	49,321

TRANS MOUNTAIN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Leases (continued)

Lessor

Operating leases in which the Corporation is the lessor relate to merchant tanks owned by the Corporation and housing located along the pipeline right of way or in the proximity of pump stations. These leases have remaining lease terms of up to 15 years, some of which have extension options of up to 5 years per the renewal term. The agreement terms on certain merchant tanks are subject to automatic renewal for successive 5-year terms unless terminated by either party within the specified notice period. In relation to the same merchant tanks, the Corporation retains the right to relinquish the right of the lessee to use any specified tank, or multiples of such, if the assets are required for regulated service and the appropriate notice period of approximately 2 years is given. During the year ended December 31, 2023, Trans Mountain recalled two tanks for regulated service. Options for a lessee to renew the contract are not included as part of future minimum operating lease revenues. None of the Corporation's leases allow the lessee to purchase the leased asset.

Some leases contain payments for both lease and non-lease components, such as the services associated with the operation of the various merchant tanks. Variable lease payments related to the service of operating certain merchant tanks have been excluded from the future operating lease revenues as their variability is dependent on the use of the merchant tanks, market conditions and pricing, occurrence or non-occurrence of certain events or based on other factors controlled by TMC as lessor.

The following table presents the lease income recognized. Merchant tank income is recognized in "Lease revenue" and includes the variable lease payments described above. Housing income is recognized in "Other revenue." See Note 4 for revenue details.

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Lease income from merchant tanks	71,331	67,127
Lease income from housing	264	267

The future undiscounted minimum operating lease payments to be received based on contractual agreements as of December 31, 2023 are as follows:

	Operating Lease Payments to be Received
<i>(In thousands of Canadian dollars)</i>	
2024	48,642
2025	42,567
2026	40,910
2027	39,281
2028	37,681
Thereafter	294,456
Total	503,537

The cost, accumulated depreciation, and net book value of property, plant and equipment that represent operating leases are as follows:

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Cost	423,571	510,539
Accumulated depreciation	(69,525)	(75,132)
Net book value	354,046	435,407

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

6. Income Taxes

Components of the income tax provision are as follows:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Current tax expense (recovery)	5,411	(408)
Deferred tax expense	217,831	174,484
Total income tax expense	223,242	174,076

The current and deferred tax rate was 24.67% for the years ended December 31, 2023 and 2022. The difference between the statutory income tax and the effective income tax recognized is summarized below.

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Statutory income tax expense	3,658	174,682
Decrease (Increase) as a result of:		
Non-deductible goodwill impairment	219,093	-
Non-deductible expenditures	328	292
Foreign tax rate differential	(1,135)	(706)
Adjustment related to prior periods	1,298	(192)
Total income tax expense	223,242	174,076

Deferred tax assets and liabilities result from the following:

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Deferred tax assets		
Non-capital losses	567,557	312,853
Reserves	18,847	5,771
Total deferred tax assets	586,404	318,624
Deferred tax liabilities		
Property, plant and equipment	(1,713,502)	(1,232,918)
Total deferred tax liabilities	(1,713,502)	(1,232,918)
Total deferred income taxes	(1,127,098)	(914,294)

Expiration Periods for Deferred Tax Assets: There were non-capital loss carryforwards of \$2.3 billion and \$1.3 billion as of December 31, 2023 and 2022, respectively, which will start to expire in 2037.

Unrecognized Tax Benefits: There were no unrecognized tax benefits as of December 31, 2023 and 2022.

7. Other Current Assets

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Prepaid expenses and deposits	13,252	16,904
Inventory	9,264	7,489
Regulatory assets (Note 15)	4,000	16,777
Total other current assets	26,516	41,170

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

8. Property, Plant and Equipment

Property, plant and equipment consisted of the following:

December 31,	Useful Life in Years	2023	2022
<i>(In thousands of Canadian dollars)</i>			
Pipelines	30-64	1,291,257	1,256,593
Tanks and Station Equipment	5-51	1,947,116	1,925,377
Other	5-40	43,545	32,569
Accumulated depreciation, depletion, and amortization		(541,931)	(415,492)
		2,739,987	2,799,047
Construction work in progress		31,377,794	21,096,124
Land		310,045	310,069
Property, plant and equipment		34,427,826	24,205,240

Depreciation and amortization expense charged against property, plant and equipment was \$101.6 million for the year ended December 31, 2023 and \$100.3 million for the year ended December 31, 2022.

Equity AFUDC and capitalized debt financing costs charged against property, plant and equipment totaled \$1.2 billion and \$824.7 million, respectively for the year ended December 31, 2023 and \$704.3 million and \$446.4 million, respectively for the year ended December 31, 2022, which was primarily related to the TMEP. See Note 3 for more details on the regulatory concept of AFUDC.

As of December 31, 2023, construction work in progress related to the TMEP was \$31.3 billion, compared to \$21.1 billion as of December 31, 2022.

9. Goodwill

During the year ended December 31, 2023, a goodwill impairment loss of \$888.1 million was recognized for the full carrying value of goodwill. Goodwill was previously related to the acquisition of the TMPL and the Puget Pipeline on August 31, 2018. Management is required to evaluate goodwill at least annually, or more frequently when indicators of impairment exist. As a result of significant factors, primarily a rise in the cost of capital from increased domestic interest rates, as well as changes in the timing of the commencement of service of the TMEP and related increases in construction costs, Management performed an impairment test as of September 30, 2023. The fair value of the reporting unit was estimated using an income-based approach based on discounted cash flows. The estimate of fair value required the use of significant unobservable inputs, including assumptions related to the discount rate, the timing and cost to complete the TMEP, tolls consistent with the CER approved toll methodology, and the likelihood that cash flows will be re-contracted at the end of the initial TMEP term contracts, and therefore, the fair value is representative of a Level 3 fair value. For purposes of determining the fair value, the estimate of discounted cash flows included probability-weighted scenarios of various in-service dates for the TMEP. As of December 31, 2023, the total estimated cost of the TMEP is estimated to be \$34.2 billion, which includes equity AFUDC and capitalized debt financing costs, and commencement of service is expected in the second quarter of 2024.

TRANS MOUNTAIN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10. Deferred Amounts and Other Assets

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Prepaid construction advances	-	116,887
Internal-use software	36,260	24,892
Pension and post-employment benefits (Note 13)	7,784	19,971
Debt issuance costs	9,577	1,022
Other recoverable assets	47,377	35,448
Total deferred amounts and other assets	100,998	198,220

Prepaid construction advances relate to advances paid to construction contractors for the TMEP.

Depreciation and amortization expense charged against "Deferred amounts and other assets" for the years ended December 31, 2023 and 2022 was \$7.7 million and \$4.0 million, respectively and relates to internal-use software and other recoverable assets. Accumulated depreciation and amortization as of December 31, 2023 and 2022 was \$16.8 million and \$9.3 million, respectively.

11. Accounts Payable and Accrued Liabilities

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Trade accounts payable and other accrued liabilities	113,930	135,852
Property, plant and equipment accrued liabilities and contractor retainage	849,430	963,722
Total accounts payable and accrued liabilities	963,360	1,099,574

12. Other Current Liabilities

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Operating lease liabilities (Note 5)	14,655	28,806
Environmental accrual	9,722	7,461
Pension and post-employment benefits (Note 13)	1,770	1,634
Contract liabilities and other deferred revenue	213	955
Finance lease liabilities	1,895	1,319
Total other current liabilities	28,255	40,175

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits

TMCI sponsors pension plans covering eligible Canadian employees and retirees (the Legacy and TMCI plans). Legacy plans are closed to new participants. The plans include registered defined benefit pension plans (the Legacy plan includes a defined contribution component and is included in the following disclosures), and supplemental unfunded arrangements which provide pension benefits in excess of Income Tax Act limits. Post-employment benefits other than pension are also provided for qualified retired employees.

Retirement benefits under the defined benefit plans are based on employees' years of credited service and pensionable earnings. Contributions for the defined benefit component of the plans are based on independent actuarial valuations. The most recent actuarial valuation for the defined benefit pension plans for funding purposes was completed as of December 31, 2022. Contributions for the defined contribution component of the Legacy plan were based on pensionable earnings.

Certain employees are eligible to receive supplemental benefits under the defined benefit plans. The supplemental plans provide pension benefits in excess of Income Tax Act limits, but consistent with the plan formula. The TMCI supplemental plan is unfunded and the Legacy supplemental plan is secured by a letter of credit.

Other post-employment benefits ("OPEB") are provided to current and future retirees and their dependents, including depending on circumstance, supplemental health, dental and life insurance coverage. Medical benefits under those OPEB plans may be subject to deductibles, co-payment provisions, dollar caps and other limitations on the amount of employer costs, and the Corporation reserves the right to change these benefits. Post-employment benefits are unfunded and annual expense is recorded on an accrual basis based on independent actuarial determination, considering, among other factors, health care cost escalation. The most recent actuarial valuation for accounting purposes was completed as of December 31, 2023.

Pension and OPEB benefits expense associated with labour attributable to TMPL's regulated operations is incorporated as part of fixed costs under the terms of the 2022-2023 Incentive Toll Settlement ("ITS").

TRANS MOUNTAIN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits (continued)

Benefit Obligation, Plan Assets, and Funded Status

The following table provides information about the pension and OPEB plans.

Year ended December 31, <i>(In thousands of Canadian dollars)</i>	Pension		OPEB	
	2023	2022	2023	2022
Change in benefit obligation:				
Benefit obligation, opening	252,184	314,919	13,977	18,055
Service cost	9,383	13,352	332	563
Interest cost	12,847	8,721	710	489
Actuarial loss (gain)	24,604	(75,710)	1,065	(4,418)
Benefits paid	(12,140)	(12,421)	(637)	(712)
Participant contributions	5,161	4,071	-	-
Expenses paid	(550)	(748)	-	-
Benefit obligation, ending	291,489	252,184	15,447	13,977
Change in plan assets:				
Fair value of plan assets, opening	233,332	264,300	-	-
Return on plan assets	21,862	(31,251)	-	-
Employer contributions	7,326	9,381	637	712
Participant contributions	5,161	4,071	-	-
Benefits paid	(12,140)	(12,421)	(637)	(712)
Expenses paid	(550)	(748)	-	-
Fair value of plan assets, ending	254,991	233,332	-	-
Funded status – net liabilities	36,498	18,852	15,447	13,977
Presented as follows:				
Non-current benefit asset ^(a)	7,784	19,971	-	-
Current benefit liabilities ^(b)	(951)	(839)	(819)	(795)
Non-current benefit liabilities ^(c)	(43,331)	(37,984)	(14,628)	(13,182)
Total net liabilities	(36,498)	(18,852)	(15,447)	(13,977)

(a) Amounts included in "Deferred amounts and other assets" on the consolidated balance sheet (Note 10).

(b) Amounts included in "Other current liabilities" on the consolidated balance sheet (Note 12).

(c) Amounts included in "Pension and post-employment benefits" on the consolidated balance sheet.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits *(continued)*

Benefit Obligation, Plan Assets, and Funded Status (continued)

As of December 31, 2023, the most significant source of actuarial losses was the decrease in the applicable bond yields used to determine the present value of obligations. These losses were offset by greater than expected asset returns. There were also less significant changes due to refreshed census data as of December 31, 2022. As of December 31, 2022, the most significant source of actuarial gains was the increase in the applicable bond yields used to determine the present value of obligations. These gains were offset by lower than expected asset returns. There were also less significant changes due to refreshed census data as of December 31, 2021.

The funded status based on the accumulated benefit obligation for all pension plans is as follows:

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Fair value of plan assets	254,991	233,332
Accumulated benefit obligation	259,958	229,235
Funded status – plan (deficit) surplus	(4,967)	4,097

Certain plans included in the above have both an accumulated benefit obligation and a projected benefit obligation in excess of the fair value of plan assets. These plans included the Legacy supplemental pension plan and the TMCI supplemental pension plan as of December 31, 2023 and 2022. For these plans, the total projected benefit obligation, accumulated benefit obligation and fair value of plan assets were as follows:

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Fair value of plan assets	4,085	4,000
Projected benefit obligation	48,367	42,823
Accumulated benefit obligation	39,623	37,007

Components of Accumulated Other Comprehensive Income

The following table details the amounts of pre-tax accumulated other comprehensive loss related to the pension and OPEB plans, which are included in "Accumulated other comprehensive income" on the accompanying consolidated balance sheet:

December 31,	Pension		OPEB	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>				
Unrecognized net actuarial gain	(15,735)	(33,409)	(4,150)	(5,597)
Unrecognized prior service cost	2,019	2,344	-	-
Accumulated other comprehensive income	(13,716)	(31,065)	(4,150)	(5,597)

Actuarial gains and losses and prior service costs deferred in accumulated other comprehensive income are amortized into income over either the period of expected future service of active participants, or over the expected future lives of inactive plan participants.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits *(continued)*

Plan Assets

The investment policies and strategies for the assets of the pension plans are established by the Pension Committee (the "Committee"), which is responsible for investment decisions and management oversight of the plans. The stated philosophy of the Committee is to manage these assets in a manner consistent with the purpose for which the plans were established and the time frame over which the plans' obligations need to be met. The objectives of the investment management program are to (i) meet or exceed plan actuarial earnings assumptions over the long term and (ii) provide a reasonable return on assets within established risk tolerance guidelines and to maintain the liquidity needs of the plans with the goal of paying benefit and expense obligations when due. In seeking to meet these objectives, the Committee recognizes that prudent investing requires taking reasonable risks in order to raise the likelihood of achieving the targeted investment returns. In order to reduce portfolio risk and volatility, the Committee has adopted a strategy of using multiple asset classes.

As of December 31, 2023 and 2022, the target asset allocation for the Legacy plans was 95% fixed income and 5% equity and the target allocation for the TMCI plans was 40% fixed income, 50% equity, and 10% real estate investments.

Below are the details of the pension plan assets by class and a description of the valuation methodologies used for assets measured at fair value.

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Measured within Level 1 of fair value hierarchy		
Cash	4,504	4,914
Mutual funds ^(a)	233,459	211,374
Measured within Level 2 of fair value hierarchy		
Real estate investment funds	17,028	17,044
Total plan assets	254,991	233,332

(a) Mutual funds were invested in approximately 61% fixed income and 39% equity as of December 31, 2023 and 65% fixed income and 35% equity as of December 31, 2022.

Level 1 asset fair values are based on quoted market prices for the instruments in actively traded markets. Included in this level are cash and exchange traded mutual funds. These investments are valued at the closing price reported on the active market on which the individual securities are traded. Included in Level 2 are real estate investment funds for which the fair value is determined using inputs other than quoted prices included in Level 1 that are observable for the assets.

Expected Payment of Future Benefits and Employer Contributions

Following are the expected future benefit payments as of December 31, 2023:

Year	Pension	OPEB
<i>(In thousands of Canadian dollars)</i>		
2024	13,545	819
2025	13,846	835
2026	14,261	844
2027	14,618	856
2028	14,820	872
2029-2033	76,984	4,598

In 2024, employer contributions are expected to be approximately \$8.4 million and \$0.8 million for the pension and OPEB plans, respectively.

TRANS MOUNTAIN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits (continued)

Actuarial Assumptions

Benefit obligations and net benefit cost are based on actuarial estimates and assumptions. The following table details the weighted-average actuarial assumptions used in determining the benefit obligation and net benefit costs of the pension and OPEB plans:

December 31,	Pension		OPEB	
	2023	2022	2023	2022
Assumptions related to benefit obligations:				
Discount rate	4.64%	5.27%	4.64%	5.27%
Rate of compensation increase	4.50/3.75% ^(a)	5.00/3.75% ^(b)	N/A	N/A
Assumptions related to benefit costs:				
Discount rate for benefit obligations	5.27%	3.20%	5.27%	3.23%
Discount rate for interest on benefit obligations	5.23%	2.82%	5.23%	2.77%
Discount rate for service cost	5.27%	3.33%	5.27%	3.41%
Discount rate for interest on service cost	5.25%	3.07%	5.27%	3.33%
Expected return on plan assets	5.82%	4.36%	N/A	N/A
Rate of compensation increase	5.00/3.75% ^(b)	3.50%	N/A	N/A

(a) Actuarial estimates assumed a rate of compensation increase of 4.50% for 2024 and 3.75% thereafter.

(b) Actuarial estimates assumed a rate of compensation increase of 5.00% for 2023 and 3.75% thereafter.

The expected long-term rates of return on plan assets were determined by combining a review of the historical returns realized within the portfolio, the investment strategy included in the plans' investment policy, and capital market projections for the asset classes in which the portfolio is invested and their target weightings of each asset class.

Actuarial estimates for the OPEB plan benefit obligation assumed a weighted-average annual rate of increase in the per capita cost of covered health care benefits of 5.10% gradually decreasing to 4.00% by the year 2040.

TRANS MOUNTAIN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

13. Pension and Post-employment Benefits (continued)

Components of Net Benefit Cost and Other Amounts Recognized in Other Comprehensive Income

The components of net benefit cost and other amounts recognized in pre-tax other comprehensive income related to the pension and OPEB plans for the years ended December 31, 2023 and 2022 are presented in the table below.

Year ended December 31, <i>(In thousands of Canadian dollars)</i>	Pension		OPEB	
	2023	2022	2023	2022
Components of net benefit cost:				
Service cost	9,383	13,352	332	563
Interest cost	12,847	8,721	710	489
Expected return on plan assets	(13,455)	(11,469)	-	-
Amortization of prior service cost	325	325	-	-
Amortization of net gain	(1,480)	-	(382)	-
Net benefit cost	7,620	10,929	660	1,052
Other changes recognized in other comprehensive income:				
Net loss (gain) arising during the year	16,194	(32,993)	1,065	(4,416)
Amortization of prior service cost	(325)	(325)	-	-
Amortization of net gain	1,480	-	382	-
Total recognized in total other comprehensive loss (income)	17,349	(33,318)	1,447	(4,416)
Total recognized in net benefit cost and other comprehensive loss (income)	24,969	(22,389)	2,107	(3,364)

14. Other Deferred Credits

December 31, <i>(In thousands of Canadian dollars)</i>	2023	2022
Contract liabilities and other deferred revenue	3,565	3,779
Environmental liabilities	2,101	399
Finance lease liabilities	5,022	3,740
Total other deferred credits	10,688	7,918

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

15. Accounting for Regulatory Activities

The following table summarizes the regulatory asset and liability balances. The current regulatory assets are included in "Other current assets" within the consolidated balance sheet.

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Bulk oil cargo fee	-	311
Under-collections of transportation revenue and capacity incentives	4,000	16,466
Total current regulatory assets (Note 7)	4,000	16,777
Bulk oil cargo fee - TMEP	194,171	131,111
Total non-current regulatory assets	194,171	131,111
Total regulatory assets	198,171	147,888
Westridge dock premiums	41,137	72,840
Over-collections of transportation revenue	25,113	2,244
Redirect fee	6,948	5,144
Total current regulatory liabilities	73,198	80,228
Pipeline abandonment surcharge	111,962	92,556
Total non-current regulatory liabilities	111,962	92,556
Total regulatory liabilities	185,160	172,784

Under/Over-collections of transportation revenue and capacity incentives

For 2023 and 2022, tolls were governed by the terms of the 2022 - 2023 Incentive Toll Settlement ("ITS"). The ITS is a negotiated settlement between TMP LP and its shippers, as approved by the CER. Under the terms of the ITS, tolls are designed to recover an approved rate of return on capital, an allowance for income taxes, and estimated operating expenses and depreciation for the upcoming year. Differences between expected and actual toll proceeds cause a transportation revenue variance (an under or over collection of revenue) in a given year. These under or over collections are recorded as regulatory assets or liabilities, respectively, and they are collected from or refunded to shippers via toll adjustments in subsequent years.

Bulk oil cargo fee ("BOCF")

The BOCF is intended to provide the Western Canada Marine Response Corporation ("WCMRC") with funds for spill response and is collected from shippers based on volume of commodities moved through the WCMRC's response area. TMP LP remits the BOCF related to traffic through the Westridge Marine Terminal (the "dock") to WCMRC and collects it from TMPL shippers through a tariff provision.

On January 19, 2016, the CER approved an alternative funding mechanism for WCMRC to enhance spill response capability for expected traffic increases related to the TMEP (the "TMEP BOCF"). The TMEP BOCF is remitted to WCMRC by TMP LP and is to be recovered through TMPL tolls in the 5 years after the TMEP in-service.

Westridge dock premium

On April 12, 2006, the CER approved the inclusion of a Westridge dock premium in the TMPL tariff structure as a means of allocating capacity to shippers at the Westridge dock. The premiums collected do not result in revenue and are recorded as regulatory liabilities because they are refundable to shippers in future periods through tariff reductions incorporated into the following year's toll filings. The timing of such tariff reductions varies depending on the toll filing which is agreed with the shippers and approved annually by the CER, but it is generally one year or more. Customer demand for capacity at the dock determines the amount of premiums collected and therefore, the amount added to the regulatory liability can vary year to year.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

15. Accounting for Regulatory Activities (*continued*)

Redirect fee

Shippers are charged an alternate delivery point fee for deliveries to destinations other than the designated delivery point upon nomination. These fees do not result in revenue, because they are collected on behalf of the shippers merely as a means of organizing scheduling and are not compensation for providing services. These collections are recorded as regulatory liabilities and are refunded to shippers via toll adjustments in subsequent years.

Pipeline abandonment surcharges

Amounts represent collection of surcharges related to future pipeline abandonment which is retained in the Trust. The Trust was established in 2015 in the Province of Alberta to set aside funds collected through pipeline abandonment surcharges over a collection period established by the CER. The use of amounts in the Trust is restricted to pay for future abandonment costs.

16. Debt

The carrying value of debt included in the consolidated balance sheet is as follows:

December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Syndicated Facility	16,090,000	7,200,000
Credit Agreement with parent		
Acquisition Facility	2,506,350	2,506,350
Construction Facility	5,743,964	5,346,418
Total Debt	24,340,314	15,052,768

Credit Agreement with Syndicated Lenders

TMC has a credit agreement with a syndicate of lenders (the "Syndicated Credit Agreement") dated April 29, 2022 which contains an unsecured revolving facility (the "Syndicated Facility") and includes a guarantee provided from the Government of Canada. See Note 17 for more information on the guarantee and associated fees.

On March 24, 2023, the Corporation amended and restated the Syndicated Credit Agreement to include a letter of credit facility ("LC Facility") for \$100 million and to amend the Syndicated Facility. The amended facilities continue to include a guarantee provided from the Government of Canada, which increased in conjunction with the amendments to the Syndicated Credit Agreement. The Syndicated Facility, which originally matured on April 29, 2023 and had available credit of \$10.0 billion, was amended to a two year senior unsecured Equator Principles 4 ("EP4") compliant revolving facility and the available credit was increased to \$10.9 billion. EP4 is a risk management framework adopted by financial institutions for identifying, assessing, and managing environmental and social risks for large infrastructure projects. The facilities under the Syndicated Credit Agreement mature March 24, 2025, with the ability for TMC to request certain extension terms up to August 31, 2025. The Syndicated Credit Agreement allows TMC to elect for reallocation of the available credit under the LC Facility to the Syndicated Facility. There are no financial covenants.

The available credit on the Syndicated Facility was increased to \$12.9 billion on May 2, 2023, to \$15.9 billion on July 20, 2023, and further increased to \$17.9 billion on November 30, 2023. The total combined available credit under the two facilities as of December 31, 2023 was \$18.0 billion. Each increase to the facility included a corresponding increase to the guarantee provided from the Government of Canada.

Borrowings under the Syndicated Facility bear interest at the Canadian Prime Rate or the Canadian Dollar Offered Rate ("CDOR") plus applicable margins and commitment fees. The effective interest rate for the year ended December 31, 2023 and 2022 was 6.2% and 3.3%, respectively.

Under the LC Facility as of December 31, 2023, TMC has letters of credit of \$69.3 million issued and outstanding from the available \$100 million facility.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

16. Debt (continued)

Credit Agreement with Parent

TMC has a credit agreement with TMP Finance dated August 29, 2018 and as amended most recently on April 28, 2022 (the "Credit Agreement") which includes an "Acquisition Facility", a non-revolving term loan facility, and a "Construction Facility", a loan facility which was used primarily to finance the TMEP construction up to February 18, 2022.

Amendments to the Credit Agreement occurred in 2022 whereby no further funding draws are permitted under the Construction Facility and unpaid interest incurred under the Credit Agreement are paid in kind and added to the principal amount of the Construction Facility semiannually. Commitment fees were also discontinued on May 2, 2022.

The facilities under the Credit Agreement have an interest rate of 5% on amounts drawn and mature on the earlier of the maturity date, which is August 29, 2025, and in the event of certain changes in ownership. There are no financial covenants under the Credit Agreement. See Note 17 for further details on transactions with related parties.

In addition, TMP LP has a line of credit agreement with TMP Finance dated March 25, 2019 (the "Financial Capacity Line of Credit") which is designed to meet the CER mandated financial capacity requirements. The Financial Capacity Line of Credit matures 5 years following the date of the advance or as otherwise extended in accordance with the agreement and has an interest rate of 5% on amounts drawn and a commitment fee of 0.3% on the unadvanced portion. There are no financial covenants on the Financial Capacity Line of Credit and as of December 31, 2023 and 2022, there were no amounts drawn.

On October 27, 2023, as a result of the CER financial capacity requirements under the expanded system, the Financial Capacity Line of Credit was increased from \$500.0 million to \$550.0 million.

17. Transactions with Related Parties

The Corporation is related in terms of common ownership to all Canadian federal government departments, agencies and Crown corporations. The Corporation may enter into transactions with some of these entities in the normal course of business.

Funding from Parent

The following table presents transactions with TMP Finance during the year ended December 31, 2023 and 2022. Refer to Note 16 for details on the credit agreements.

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Issuances of debt ^(a)	397,546	1,895,168
Repayment of debt	-	(1,595,000)
Capital contributions	-	1,235,250
Interest and commitment fees on debt	399,073	394,237

(a) Issuances for the year ended December 31, 2023 and 2022 include interest of \$397.5 million and \$385.4 million, respectively incurred under the Credit Agreement, paid in kind semiannually and added to the Construction Facility principal.

Guarantee from the Government of Canada

The Government of Canada has provided TMC with a guarantee in relation to its Syndicated Credit Agreement (see Note 16) in exchange for a guarantee fee. On March 24, 2023, the guarantee was amended for changes to the borrowing limits under the amended Syndicated Credit Agreement and for changes to the guarantee fee. Prior to the amendment on March 24, 2023, the guarantee fee was 5% per annum less the daily weighted average interest rate per annum payable by TMC in accordance with the Syndicated Credit Agreement. The amended guarantee fee is accrued at a fixed rate based on the outstanding balance under the Syndicated Credit Agreement. The guarantee provided increased in conjunction with the increases to the Syndicated Credit Agreement on May 2, 2023, July 20, 2023 and November 30, 2023.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

17. Transactions with Related Parties *(continued)*

Guarantee from the Government of Canada (continued)

For the year ended December 31, 2023 and 2022, TMC incurred \$25.9 million and \$36.8 million in guarantee fees, respectively. Guarantee fees are included in interest expense and are payable on August 31, 2025, or upon certain events of default. As of December 31, 2023 and 2022, the guarantee fees payable was \$62.7 million and \$36.8 million, respectively, and recorded in "Long term interest payable."

18. Interest Expense, Net of Capitalized Debt Financing Costs

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Interest, guarantee, and commitment fees on debt		
Syndicated Facility <i>(Note 16)</i>	758,944	108,426
Credit Agreement with parent <i>(Note 17)</i>	399,073	394,237
Guarantee fee due to Government of Canada <i>(Note 17)</i>	25,863	36,808
Capitalized debt financing costs <i>(Note 8)</i>	(824,705)	(446,425)
Interest income and other	(15,637)	(10,694)
Total interest expense, net of capitalized debt financing costs	343,538	82,352

19. Supplemental Cash Flow Information

The following table presents the changes in operating non-cash working capital and other items:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
	(Increase)/	Decrease
Accounts receivable	5,132	(31,852)
Deferred amounts and other assets	4,152	21,407
Regulatory assets	(63,060)	(45,667)
Accounts payable and accrued liabilities	(21,969)	28,675
Interest payable	133,827	74,020
Pension and post-employment benefits	319	1,889
Regulatory liabilities	6,383	12,884
Lease liabilities	(3,065)	2,365
Other liabilities and deferred credits	1,279	(1,904)
Total	62,998	61,817

The following table presents other cash flow information:

Year ended December 31,	2023	2022
<i>(In thousands of Canadian dollars)</i>		
Interest and Income Taxes Paid		
Cash interest paid, net of amounts capitalized	225,740	18,771
Cash paid (refunded) for income taxes	2,834	(452)
Non-cash Investing and Financing Activities		
Increase in non-cash property, plant and equipment due to accruals and contractor advances	3,154	217,008
Increase in non-cash property, plant and equipment due to capitalized debt financing costs	310,200	367,738
(Decrease) increase in property, plant and equipment due to foreign currency translation	(5,781)	16,230
Right-of-use assets obtained in exchange for new lease obligations	22,415	15,825
Issuances of debt for interest and commitment fees paid in kind	397,546	385,418

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

20. Risk Management and Financial Instruments

Credit Risk

The Corporation is exposed to credit risk on cash and cash equivalents, restricted cash, and accounts receivable, which is the risk that a customer or other counterparty will fail to perform an obligation or settle a liability, resulting in a financial loss to the business.

The majority of the Corporation's customers operate in the oil exploration and development, or energy marketing or transportation fuel industries. There may be exposure to volatility in energy commodity prices and economic instability or other credit events impacting these industries and customers' ability to pay for services. The exposure to credit risk is limited by requiring shippers who fail to maintain specified credit ratings or a suitable financial position to provide acceptable security, generally in the form of guarantees from credit worthy parties or letters of credit from well rated financial institutions. As of December 31, 2023 and 2022, there were no significant accounts receivable past due and no credit losses recorded.

Cash and cash equivalents and restricted cash are held with major financial institutions that are rated A-, A3, or A Low or better, minimizing the risk of non-performance by counter parties.

Foreign Currency Transactions and Translation

The Corporation is exposed to foreign currency risk from foreign currency transaction gains or losses resulting from a change in exchange rates between the functional currency of an entity and the currency in which a transaction is denominated. Unrealized and realized gains and losses generated from these transactions are recorded in foreign exchange gain or loss in the accompanying consolidated statement of income. Management does not believe that the exposure to foreign currency transactions is significant.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet financial obligations, including commitments, as they become due. Liquidity risk is managed by ensuring access to sufficient funds to meet obligations. Cash requirements are forecasted to ensure funding is available to settle financial liabilities when they become due. The primary sources of liquidity and capital resources are funds generated from operations and issuance of debt. See Note 16 for details on debt. Given the significant ongoing expenditures expected in connection with the TMEP, TMC will require additional financing in order to complete the project and service its existing debt and working capital obligations as further described in Note 2.

Interest Rate Risk

The Corporation is exposed to interest rate risk on outstanding debt borrowings. The Corporation manages interest rate risk by holding both fixed and variable interest rate debt. Borrowings under the Credit Agreement with TMC's parent are fixed at of rate of 5%. Borrowings under the Syndicated Credit Agreement have variable interest rates and a related fixed rate guarantee fee. Variable interest rates are based on CDOR or Prime rates plus applicable margins. Significant changes in such rates can result in a material impact to the Corporations financial results and cash flows.

Significant Shippers

For the year ended December 31, 2023, there were six customers that each individually represented between 12-18% of total revenue. For the year ended December 31, 2022, there were six customers that each individually represented between 13-17% of total revenue.

Fair Value Measurements

Financial assets or liabilities measured at fair value are not carried on a recurring basis, other than the Trust described in Note 15. The fair value of financial instruments reflects management's best estimate of market value based on generally accepted valuation techniques or models and are supported by observable market prices and rates. When such values are not available, a discounted cash flow analysis from applicable yield curves based on observable market inputs is used to estimate fair value.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

20. Risk Management and Financial Instruments *(continued)*

Fair Value of Financial Instruments

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The fair value of the financial instruments is classified according to the following hierarchy based on the observable inputs used to value the instrument:

- Level 1— inputs to the valuation methodology are quoted prices unadjusted for identical assets or liabilities in active markets;
- Level 2— inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (as prices) or indirectly (i.e. derived from prices); and
- Level 3— inputs to the valuation model are not based on observable market data.

Fair value measurements are classified in the fair value hierarchy based on the lowest level input that is significant to that fair value measurement. This assessment requires judgment considering factors specific to an asset or liability and may affect placement within the fair value hierarchy. Level 1 is used for the fair value of cash, cash equivalents, and restricted cash and Level 2 is used for restricted investments. Due to the short-term or on demand nature of cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued liabilities, the carrying amounts for these balances are determined to approximate fair value.

21. Litigation, Commitments and Contingencies

Legal Proceedings

The Corporation is subject to various legal and regulatory actions and proceedings which arise in the normal course of business. While the final outcome of such actions and proceedings cannot be predicted with certainty, management believes that the resolution of such actions and proceedings will not have a material impact on the Corporation's financial position or results of operations. There were no accruals for outstanding legal proceedings as of December 31, 2023 and 2022.

TMEP Litigation

In 2021, following the Corporation's termination of the general construction contract (the "Contract") with the general construction contractor for Spreads 1, 4B and 6 (the "GCC"), the GCC provided the Corporation with a Notice of Dispute in relation to amounts it claimed were outstanding pursuant to the Contract. The Corporation subsequently entered into discussions with the GCC and agreed to pay for some work that had been completed. However, the Corporation notified the GCC of its position that it was entitled to reimbursement for costs resulting from the termination. In 2022, the Corporation provided a Notice of Dispute to the GCC. Discussions between the parties are ongoing. Both parties have formally exchanged legal positions and have entered a Standstill Agreement. The final settlement amount cannot be reasonably estimated at this time.

Commitments

As of December 31, 2023 and 2022, irrevocable commitments related to property, plant, and equipment were \$12.4 million and \$47.4 million, respectively. These commitments were primarily related to the TMEP.

Other operating commitments as of December 31, 2023 and 2022 were \$8.6 million and \$8.5 million, respectively.

TRANS MOUNTAIN CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

21. Litigation, Commitments and Contingencies (*continued*)

Flood Insurance Proceeds

In 2021, there was widespread flooding in British Columbia and Washington State, which resulted in financial losses, including damage to TMC's assets, delays to the TMEP construction, and business interruption. During the year ended December 31, 2023 and 2022, insurance proceeds on the flood related claims were recognized for \$57.7 million and \$30.3 million, respectively. Of the total recognized for the year ended December 31, 2023, \$38.1 million was recognized as a recovery of capital costs on rate-regulated assets, \$15.1 million was recognized as a recovery within "Pipeline operating costs", and \$4.5 million was recognized as a recovery within "Administration" in the consolidated statement of income. Included in these amounts recognized for the year ended December 31, 2023, is a business interruption insurance recovery of \$5.1 million, of which \$3.5 million was recognized in "Pipeline operating costs" and \$1.6 million was recognized as a recovery on rate-regulated assets. For the year ended December 31, 2022, \$27.2 million was recognized as a recovery of capital costs on rate-regulated assets and \$3.1 million was recognized as a recovery within "Pipeline operating costs". The amounts receivable as of December 31, 2023 and 2022 was \$54.4 million and \$2.9 million, respectively. While certain claims included in the amounts recognized have reached final settlement, there is a claim remaining where the proceeds recognized represent the interim settlements. The amount and timing of any future insurance proceeds on claims in progress cannot be reasonably estimated.