



TRANSMOUNTAIN

TRANS MOUNTAIN CORPORATION

**CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS**
(unaudited)

For the three and six month periods ended June 30, 2023

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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Revenues (Note 3)	126,280	113,276	260,215	220,944
Expenses				
Pipeline operating costs	40,732	32,784	89,126	63,230
Depreciation and amortization	26,599	25,884	53,207	51,801
Salaries and benefits	24,747	22,452	49,115	47,329
Taxes, other than income taxes	9,524	9,441	19,173	18,898
Administration	3,058	2,316	4,441	3,062
	104,660	92,877	215,062	184,320
Operating income	21,620	20,399	45,153	36,624
Equity allowance for funds used during construction	279,016	160,986	526,298	299,339
Interest expense, net of capitalized debt financing costs	(72,536)	(12,486)	(99,429)	(24,458)
Other, net	358	484	717	967
Foreign exchange (loss) gain	(163)	1,412	(199)	635
Income before income taxes	228,295	170,795	472,540	313,107
Income tax expense (Note 4)	(56,183)	(42,023)	(116,272)	(77,113)
Net income	172,112	128,772	356,268	235,994

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

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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Net income	172,112	128,772	356,268	235,994
Other comprehensive (loss) income, net of tax				
Currency translation adjustment	(6,145)	7,560	(6,357)	4,055
Pension and post-employment benefits	(290)	61	(579)	122
	(6,435)	7,621	(6,936)	4,177
Comprehensive income	165,677	136,393	349,332	240,171

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

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

As of	June 30, 2023	December 31, 2022
Assets		
Current Assets		
Cash and cash equivalents	170,627	162,488
Accounts receivable	105,348	122,213
Other current assets	49,012	41,170
	324,987	325,871
Property, plant and equipment	30,140,743	24,205,240
Right-of-use asset	66,206	65,531
Regulatory assets	165,945	131,111
Goodwill (Note 5)	888,098	888,098
Restricted investments	101,547	90,481
Restricted cash	920	78,514
Deferred amounts and other assets	197,465	198,220
Total Assets	31,885,911	25,983,066
Liabilities and Equity		
Current Liabilities		
Accounts payable and accrued liabilities	1,440,993	1,099,574
Interest payable	33,299	19,664
Regulatory liabilities	61,147	80,228
Other current liabilities	35,285	40,175
	1,570,724	1,239,641
Debt (Note 7)	20,137,473	15,052,768
Long term interest payable	44,422	36,808
Deferred income taxes	1,028,637	914,294
Regulatory liabilities	102,304	92,556
Pension and post-employment benefits	52,151	51,166
Lease liabilities	52,493	48,873
Other deferred credits	9,333	7,918
Total Liabilities	22,997,537	17,444,024
Equity	8,888,374	8,539,042
Total Liabilities and Equity	31,885,911	25,983,066

Going concern (Note 1)

Litigation, commitments and contingencies (Note 11)

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

Approved on behalf of the Board of Directors

“signed”
William Downe
Director

“signed”
Brian Ferguson
Director

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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Operating activities				
Net income	172,112	128,772	356,268	235,994
Items not affecting cash				
Depreciation and amortization	26,599	25,884	53,207	51,801
Equity allowance for funds used during construction	(279,016)	(160,986)	(526,298)	(299,339)
Deferred income tax expense (Note 4)	55,397	42,023	114,918	77,113
Changes in non-cash working capital items (Note 9)	12,397	78,639	44,589	203,818
Total Cash and cash equivalents and Restricted cash (used in) provided by operating activities	(12,511)	114,332	42,684	269,387
Investing activities				
Capital expenditures	(2,669,163)	(1,982,060)	(4,981,417)	(3,856,110)
Insurance proceeds (Note 11)	-	-	2,505	-
Internal use software expenditures	(4,239)	(2,226)	(7,326)	(4,702)
Restricted investments	(6,055)	(50)	(7,871)	(6,036)
Total Cash and cash equivalents and Restricted cash used in investing activities	(2,679,457)	(1,984,336)	(4,994,109)	(3,866,848)
Financing activities				
Issuances of debt (Note 7, 8)	2,520,000	2,996,000	4,890,000	4,109,750
Repayment of debt (Note 8)	-	(1,595,000)	-	(1,595,000)
Capital contributions (Note 8)	-	324,000	-	1,235,250
Debt issuance costs	(372)	(1,793)	(6,883)	(1,793)
Total Cash and cash equivalents and Restricted cash provided by financing activities	2,519,628	1,723,207	4,883,117	3,748,207
Effects of exchange rate changes on Cash and cash equivalents and Restricted cash	(1,141)	472	(1,147)	275
Net (decrease) increase in Cash and cash equivalents and Restricted cash	(173,481)	(146,325)	(69,455)	151,021
Cash and cash equivalents and Restricted cash, beginning	345,028	485,847	241,002	188,501
Cash and cash equivalents and Restricted cash, end	171,547	339,522	171,547	339,522
Cash and cash equivalents, beginning	341,408	416,316	162,488	115,740
Restricted cash, beginning	3,620	69,531	78,514	72,761
Cash and cash equivalents and Restricted cash, beginning	345,028	485,847	241,002	188,501
Cash and cash equivalents, end	170,627	256,444	170,627	256,444
Restricted cash, end	920	83,078	920	83,078
Cash and cash equivalents and Restricted cash, end	171,547	339,522	171,547	339,522

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

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

	Share capital	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total Equity
Balance at December 31, 2022	2,064,150	5,350,500	1,088,469	35,923	8,539,042
Net income	-	-	356,268	-	356,268
Other comprehensive loss, net of tax	-	-	-	(6,936)	(6,936)
Balance at June 30, 2023	2,064,150	5,350,500	1,444,737	28,987	8,888,374
Balance at December 31, 2021	2,064,150	4,115,250	554,472	(9,628)	6,724,244
Capital contributions (<i>Note 8</i>)	-	1,235,250	-	-	1,235,250
Net income	-	-	235,994	-	235,994
Other comprehensive income, net of tax	-	-	-	4,177	4,177
Balance at June 30, 2022	2,064,150	5,350,500	790,466	(5,451)	8,199,665

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

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED 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 condensed consolidated financial statements include operating results of TMC and the wholly owned Trans Mountain Entities, including the Trans Mountain Pipeline Reclamation 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.

Going Concern

The condensed 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 condensed 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 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. On April 29, 2022, TMC entered into a credit agreement with a syndicate of lenders (the “Syndicated Credit Agreement”) for a one year facility (the “Syndicated Facility”) for \$10.0 billion. On March 24, 2023, the Syndicated Credit Agreement was amended and restated to increase the total available credit to \$11.0 billion, which included a letter of credit facility (“LC Facility”) for \$100 million, and the maturity date was extended to March 24, 2025. On May 2, 2023, the combined available credit was increased to \$13.0 billion. Subsequent to period end, on July 20, 2023, the Syndicated Facility was increased to \$15.9 billion for a combined available credit under the Syndicated Credit Agreement of \$16.0 billion.

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 condensed 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 was unable to obtain the necessary funds to service its existing debt and finance the remaining construction costs of the TMEP. Such adjustments could be material.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General (*continued*)

Basis of Presentation

The accompanying condensed consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), as contained in the Financial Accounting Standards Board Accounting Standards Codification ("ASC"). 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 condensed 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 condensed consolidated financial statements. The Corporation's interim results may not be indicative of annual results. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2022. These condensed consolidated financial statements follow the same significant accounting policies as those included in the consolidated financial statements for the year ended December 31, 2022, except for the adoption of new accounting standards as described in Note 2.

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 condensed consolidated financial statements were authorized by the board of directors on August 8, 2023. Subsequent events have been evaluated from June 30, 2023 to the date the condensed consolidated financial statements were available for issue on August 8, 2023 and, other than the increase to the Syndicated Facility as described in Note 7, there are no subsequent events which would require adjustment to the condensed consolidated financial statements and related disclosures.

2. Accounting Changes

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.

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

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. Revenues

Disaggregation of Revenues

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

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>				
Transportation				
Fee-based services	118,102	100,683	234,157	195,566
Regulatory adjustment ^(a)	(9,995)	(4,324)	(10,434)	(9,746)
	108,107	96,359	223,723	185,820
Leases	17,483	16,293	35,244	33,899
Other	690	624	1,248	1,225
Total revenue	126,280	113,276	260,215	220,944

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

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 three and six month periods ended June 30, 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:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>				
Opening balance	4,598	4,485	3,991	4,203
Additions	-	-	881	446
Transfer to revenues	(274)	(165)	(548)	(329)
Ending balance	4,324	4,320	4,324	4,320

The contract liabilities balance as of June 30, 2023 and December 31, 2022 is presented as:

	June 30, 2023	December 31, 2022
<i>(In thousands of Canadian dollars)</i>		
Other current liabilities	653	213
Other deferred credits	3,671	3,778
Total contract liabilities	4,324	3,991

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. Revenues (continued)

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 June 30, 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>	
Remaining 2023	20,060
2024	3,575
2025	213
2026	213
2027	213
Thereafter	2,927
Total	27,201

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 index-based 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.

4. Income Taxes

Income tax expense included in the condensed consolidated financial statements is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>				
Current tax expense	786	-	1,354	-
Deferred tax expense	55,397	42,023	114,918	77,113
Total income tax expense	56,183	42,023	116,272	77,113
Effective tax rate	24.61%	24.60%	24.61%	24.63%

The effective tax rates for the three and six month periods ended June 30, 2023 and 2022 were consistent with the statutory rate of 24.67%.

5. Goodwill

Goodwill relates to the acquisition of the TMPL and the Puget Pipeline on August 31, 2018. As of June 30, 2023, a qualitative assessment of impairment was conducted. Goodwill is evaluated for impairment to the extent events or conditions indicate a risk of possible impairment. There have been no material changes to TMC's existing operations. TMC continues to target the end of 2023 for mechanical completion. An Application for Interim Commencement Date Tolls was filed with the Canada Energy Regulator on June 1, 2023. Subject to receipt of applicable regulatory approvals, the TMEP is anticipated to commence service in the first quarter of 2024. An impairment test as of June 30, 2023 was not required.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

6. Pension and Post-employment Benefits

The components of net benefit cost related to the pension and other post-employment benefit plans (“OPEB”) plans are as follows:

	Three months ended June 30,				Six months ended June 30,			
	Pension		OPEB		Pension		OPEB	
	2023	2022	2023	2022	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>								
Service cost ^(a)	2,346	3,338	83	141	4,692	6,676	166	282
Other components of net benefit cost: ^(b)								
Interest cost	3,212	2,181	177	123	6,424	4,361	355	245
Expected return on plan assets	(3,364)	(2,868)	-	-	(6,728)	(5,735)	-	-
Amortization of past service cost	82	80	-	-	163	162	-	-
Amortization of net actuarial gain	(370)	-	(95)	-	(740)	-	(191)	-
Total net benefit cost	1,906	2,731	165	264	3,811	5,464	330	527

(a) Amounts included within “Salaries and benefits” in the condensed consolidated statement of income.

(b) Amounts included within “Other, net” in the condensed consolidated statement of income.

7. Debt

The carrying value of debt included in the condensed consolidated financial statements is as follows:

	June 30, 2023	December 31, 2022
<i>(In thousands of Canadian dollars)</i>		
Syndicated Facility	12,090,000	7,200,000
Credit Agreement with parent		
Acquisition Facility	2,506,350	2,506,350
Construction Facility	5,541,123	5,346,418
Total Debt	20,137,473	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 and includes a guarantee provided from the Government of Canada. See Note 8 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 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.

On May 2, 2023, the Syndicated Facility was increased to \$12.9 billion and the total combined available credit under the two facilities as of June 30, 2023 was \$13.0 billion.

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 three and six month periods ended June 30, 2023 was 6.2% and 5.7%, respectively.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

7. Debt (continued)

Credit Agreement with Syndicated Lenders (continued)

Under the LC Facility as of June 30, 2023, TMC has letters of credit of \$73.9 million issued and outstanding from the available \$100 million facility.

Subsequent to period end, on July 20, 2023, the Syndicated Facility was increased to \$15.9 billion for a combined available credit under the Syndicated Credit Agreement of \$16.0 billion.

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 8 for further details on transactions with related parties.

In addition, TMP LP has a \$500.0 million 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 June 30, 2023 and December 31, 2022, there were no amounts drawn.

8. 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 three and six month periods ending June 30, 2023 and 2022. Refer to Note 7 for details on the credit agreements.

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>				
Issuances of debt ^(a)	194,705	588,351	194,705	1,702,101
Repayment of debt	-	(1,595,000)	-	(1,595,000)
Capital contributions	-	324,000	-	1,235,250
Interest and commitment fees on debt	98,264	99,249	195,449	200,415

(a) Issuances include interest incurred under the Credit Agreement paid in-kind semiannually and added to the Construction Facility principal.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

8. Transactions with Related Parties *(continued)*

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 7) 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.

For the three and six month periods ended June 30, 2023, TMC incurred \$6.8 million and \$7.6 million in guarantee fees, respectively. For the three and six month periods ended June 30, 2022, TMC incurred \$10.3 million in guarantee fees. Guarantee fees are included in interest expense and are payable on August 31, 2025, or upon certain events of default. As of June 30, 2023 and December 31, 2022, the guarantee fees payable was \$44.4 million and \$36.8 million, respectively, and recorded in "Long term interest payable."

9. Supplemental Cash Flow Information

The table below represents the changes in operating non-cash working capital.

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
<i>(In thousands of Canadian dollars)</i>	Decrease (Increase)			
Accounts receivable	(3,458)	(10,463)	14,265	(6,488)
Deferred amounts and other assets	(13,513)	(8,609)	(10,150)	(5,788)
Regulatory assets	(12,319)	(10,997)	(34,834)	(32,424)
Accounts payable and accrued liabilities	22,683	(12,951)	44,952	31,346
Interest payable	32,172	94,918	47,811	195,632
Pension and post-employment benefits	(598)	465	(2,210)	128
Regulatory liabilities	(4,501)	12,269	(12,528)	7,423
Lease liabilities	(1,747)	677	(771)	2,587
Other liabilities and deferred credits	(6,322)	13,330	(1,946)	11,402
Total	12,397	78,639	44,589	203,818

10. 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 June 30, 2023 and December 31, 2022, there were no significant credit losses and no significant accounts receivable past due.

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.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

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 condensed 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. 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 as further described in Note 1.

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 a 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 increases in such rates can result in a material impact to the Corporation's financial results and cash flows.

Significant Shippers

For both the three and six month periods ended June 30, 2023, there were six customers that each individually represented between 12-17% of total revenue. For the three and six month periods ended June 30, 2022, there were six customers that each individually represented between 11-21% of total revenue.

11. 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 June 30, 2023 and December 31, 2022.

TMEP Litigation

In 2021, following the Corporation's termination (the "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 continued in the second quarter of 2023. 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 June 30, 2023, irrevocable commitments related to property, plant, and equipment were \$47.9 million. These commitments were primarily related to the TMEP.

TRANS MOUNTAIN CORPORATION

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

11. 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 and delays to the TMEP construction. In 2022, insurance proceeds of \$30.3 million were recognized related to funds received or receivable from insurance providers for interim settlements on the flood related claims. From the 2022 interim settlement, there were no additional amounts collected in the three month period ended June 30, 2023 and \$2.9 million was collected during the six month period ended June 30, 2023. Of the amounts collected in the six months ended June 30, 2023, \$2.5 million related to recovery of capital costs and the remainder related to recovery of operating costs. The amount and timing of any future insurance proceeds cannot be reasonably estimated.