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

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of November 2022**

**Commission File Number: 001-39240**

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**GFL Environmental Inc.**  
(Translation of registrant's name into English)

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**100 New Park Place, Suite 500  
Vaughan, Ontario, Canada L4K 0H9  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☐

Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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## EXPLANATORY NOTE

Exhibits 99.1 and 99.2 to this Report of Foreign Private Issuer on Form 6-K are hereby incorporated by reference into the Company's Registration Statements on [Form S-8 \(File No. 333-236949\)](#) and [Form F-10 \(File No. 333-255184\)](#).

## EXHIBIT INDEX

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Unaudited Interim Condensed Consolidated Financial Statements for the Three and Nine Months Ended September 30, 2022</a>
<a href="#">99.2</a>	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations for the Three and Nine Months Ended September 30, 2022</a>
<a href="#">99.3</a>	<a href="#">Certification of Chief Executive Officer</a>
<a href="#">99.4</a>	<a href="#">Certification of Chief Financial Officer</a>

## SIGNATURES

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

### **GFL Environmental Inc.**

By: /s/ Mindy Gilbert

Name: Mindy Gilbert

Title: Executive Vice President and Chief Legal Officer

Date: November 3, 2022

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**GFL Environmental Inc.**  
**Unaudited Interim Condensed**  
**Consolidated Financial Statements**  
**For the three and nine months ended September 30, 2022**

**GFL Environmental Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)**  
(In millions of dollars)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2022	2021 <sup>(1)</sup>	2022	2021 <sup>(1)</sup>
<b>Revenue</b>	11	\$ 1,831.2	\$ 1,381.3	\$ 4,940.1	\$ 3,697.0
<b>Expenses</b>					
Cost of sales		1,591.9	1,204.5	4,339.5	3,317.7
Selling, general and administrative expenses		187.5	145.1	528.6	401.3
Interest and other finance costs	8	136.2	96.6	340.7	327.6
(Gain) loss on sale of property and equipment		(5.7)	1.9	(10.1)	3.0
Loss on foreign exchange		195.3	111.6	249.3	35.3
Mark-to-market (gain) loss on Purchase Contracts		(10.3)	208.6	(391.4)	319.6
Loss (gain) on divestiture		1.6	(31.4)	(4.9)	(66.9)
Impairment	4	3.4	—	12.5	—
		<u>2,099.9</u>	<u>1,736.9</u>	<u>5,064.2</u>	<u>4,337.6</u>
Share of net income of investments accounted for using the equity method		9.2	—	14.5	—
Loss before income taxes		<u>(259.5)</u>	<u>(355.6)</u>	<u>(109.6)</u>	<u>(640.6)</u>
Current income tax (recovery) expense		(3.4)	3.4	7.5	12.0
Deferred tax recovery		(72.4)	(42.9)	(153.0)	(107.3)
Income tax recovery		(75.8)	(39.5)	(145.5)	(95.3)
Net (loss) income from continuing operations		<u>(183.7)</u>	<u>(316.1)</u>	<u>35.9</u>	<u>(545.3)</u>
Net income (loss) from discontinued operations	18	—	6.2	(127.9)	15.9
<b>Net loss</b>		<u>(183.7)</u>	<u>(309.9)</u>	<u>(92.0)</u>	<u>(529.4)</u>
Less: Net loss attributable to non-controlling interests		(0.2)	—	(0.2)	—
<b>Net loss attributable to GFL Environmental Inc.</b>		<u>(183.5)</u>	<u>(309.9)</u>	<u>(91.8)</u>	<u>(529.4)</u>
<b>Items that may be subsequently reclassified to net (loss) income</b>					
Currency translation adjustment		420.0	190.6	526.3	26.8
Reclassification to net income (loss) of fair value movements on cash flow hedges, net of tax		—	—	—	(4.4)
Fair value movements on cash flow hedges, net of tax		(73.4)	9.5	(74.2)	6.8
Other comprehensive income from continuing operations		<u>346.6</u>	<u>200.1</u>	<u>452.1</u>	<u>29.2</u>
Comprehensive income (loss) from continuing operations		<u>162.9</u>	<u>(116.0)</u>	<u>488.0</u>	<u>(516.1)</u>
Comprehensive income (loss) from discontinued operations		—	6.2	(127.9)	15.9
<b>Total comprehensive income (loss)</b>		<u>162.9</u>	<u>(109.8)</u>	<u>360.1</u>	<u>(500.2)</u>
Less: Total comprehensive income attributable to non-controlling interests		—	—	—	—
<b>Total comprehensive income (loss) attributable to GFL Environmental Inc.</b>		<u>\$ 162.9</u>	<u>\$ (109.8)</u>	<u>\$ 360.1</u>	<u>\$ (500.2)</u>
<b>Basic and diluted (loss) earnings per share</b>					
	10				
Continuing operations		\$ (0.55)	\$ (0.91)	\$ (0.07)	\$ (1.62)
Discontinued operations		—	0.02	(0.35)	0.04
<b>Total operations</b>		<u>\$ (0.55)</u>	<u>\$ (0.89)</u>	<u>\$ (0.42)</u>	<u>\$ (1.58)</u>

(1) Comparative figures have been re-presented to reflect discontinued operations, refer to Note 2 and Note 18.

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

**GFL Environmental Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Financial Position**  
(In millions of dollars)

	Notes	September 30, 2022	December 31, 2021
<b>Assets</b>			
Cash		\$ 237.4	\$ 190.4
Trade and other receivables, net		1,211.5	1,134.7
Prepaid expenses and other assets		189.0	170.6
Current assets		1,637.9	1,495.7
Property and equipment, net	4	6,538.8	6,010.6
Intangible assets, net	5	3,290.6	3,330.0
Investments accounted for using the equity method		321.6	—
Other long-term assets	6	40.6	36.3
Goodwill	5	8,184.9	7,501.1
Non-current assets		18,376.5	16,878.0
<b>Total assets</b>		<b>\$ 20,014.4</b>	<b>\$ 18,373.7</b>
<b>Liabilities</b>			
Accounts payable and accrued liabilities		1,496.0	1,319.7
Income taxes payable		5.8	25.8
Long-term debt	7	18.2	17.2
Lease obligations		51.3	50.9
Due to related party	17	9.3	12.8
Tangible equity units	9	926.6	56.9
Landfill closure and post-closure obligations	6	39.4	39.1
Current liabilities		2,546.6	1,522.4
Long-term debt	7	9,358.5	7,961.8
Lease obligations		337.1	257.4
Other long-term liabilities		51.1	41.0
Due to related party	17	8.7	18.0
Deferred income tax liabilities		593.3	723.9
Tangible equity units	9	—	1,231.6
Landfill closure and post-closure obligations	6	797.5	841.5
Non-current liabilities		11,146.2	11,075.2
<b>Total liabilities</b>		<b>13,692.8</b>	<b>12,597.6</b>
<b>Shareholders' equity</b>			
Share capital	13	8,638.8	8,462.9
Contributed surplus		96.0	77.4
Deficit		(2,617.4)	(2,510.5)
Accumulated other comprehensive income (loss)		198.2	(253.7)
<b>Total GFL Environmental Inc.'s shareholders' equity</b>		<b>6,315.6</b>	<b>5,776.1</b>
Non-controlling interests		6.0	—
<b>Total shareholders' equity</b>		<b>6,321.6</b>	<b>5,776.1</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 20,014.4</b>	<b>\$ 18,373.7</b>

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

**GFL Environmental Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Changes in Shareholders' Equity**  
(In millions of dollars except per share amounts)

	Notes	Share capital - # of shares	GFL Environmental Inc.'s Shareholders' Equity						Non-controlling interests	Total shareholders' equity
			Share capital	Contributed surplus	Deficit	Cash flow hedges, net of tax	Currency translation	Total equity attributable to shareholders		
<b>Balance, December 31, 2020</b>		354,934,813	\$ 7,644.8	\$ 54.3	\$ (1,885.8)	\$ 16.3	\$ (257.8)	\$ 5,571.8	\$ —	\$ 5,571.8
Net loss and comprehensive income		—	—	—	(529.4)	2.4	26.8	(500.2)	—	(500.2)
Dividends issued and paid		—	—	—	(13.1)	—	—	(13.1)	—	(13.1)
Share capital issued upon acquisition of subsidiary		876,419	36.3	—	—	—	—	36.3	—	36.3
Cancelled shares		(26,041)	(0.6)	—	—	—	—	(0.6)	—	(0.6)
Share capital issued on exercise of share options		1,000,000	5.2	(5.2)	—	—	—	—	—	—
Share capital issued on exercise and settlement of RSUs		401,272	9.6	(9.6)	—	—	—	—	—	—
Share capital issued on TEU conversion		4,782,030	211.8	—	—	—	—	211.8	—	211.8
Share-based payments	13	—	—	31.2	—	—	—	31.2	—	31.2
<b>Balance, September 30, 2021</b>		<u>361,968,493</u>	<u>\$ 7,907.1</u>	<u>\$ 70.7</u>	<u>\$ (2,428.3)</u>	<u>\$ 18.7</u>	<u>\$ (231.0)</u>	<u>\$ 5,337.2</u>	<u>\$ —</u>	<u>\$ 5,337.2</u>
<b>Balance, December 31, 2021</b>		375,061,066	\$ 8,462.9	\$ 77.4	\$ (2,510.5)	\$ 13.2	\$ (266.9)	\$ 5,776.1	\$ —	\$ 5,776.1
Net loss and comprehensive income		—	—	—	(91.8)	(74.2)	526.1	360.1	—	360.1
Dividends issued and paid		—	—	—	(15.1)	—	—	(15.1)	—	(15.1)
Share capital issued upon acquisition of subsidiary	3	3,976,434	154.5	—	—	—	—	154.5	—	154.5
Non-controlling interests measured upon acquisition of subsidiary		—	—	—	—	—	—	—	6.0	6.0
Cancelled shares	13	(8,057)	(0.2)	0.2	—	—	—	—	—	—
Share capital issued on exercise of share options	13	450,000	3.7	(3.7)	—	—	—	—	—	—
Share capital issued on exercise and settlement of RSUs	13	692,482	17.9	(17.9)	—	—	—	—	—	—
Share capital issued on TEU conversion	13	297	—	—	—	—	—	—	—	—
Share-based payments	13	—	—	40.0	—	—	—	40.0	—	40.0
<b>Balance, September 30, 2022</b>		<u>380,172,222</u>	<u>\$ 8,638.8</u>	<u>\$ 96.0</u>	<u>\$ (2,617.4)</u>	<u>\$ (61.0)</u>	<u>\$ 259.2</u>	<u>\$ 6,315.6</u>	<u>\$ 6.0</u>	<u>\$ 6,321.6</u>

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

**GFL Environmental Inc.**  
**Unaudited Interim Condensed Consolidated Statements of Cash Flows**  
(In millions of dollars)

		Three months ended September 30,		Nine months ended September 30,	
	Notes	2022	2021	2022	2021
Operating activities					
Net loss		\$ (183.7)	\$ (309.9)	\$ (92.0)	\$ (529.4)
Adjustments for non-cash items					
Depreciation of property and equipment	4	264.0	227.5	736.8	652.9
Amortization of intangible assets	5	124.2	113.3	383.3	334.5
Share of net income of investments accounted for using the equity method		(9.2)	—	(14.5)	—
Loss (gain) on divestiture	5	1.6	(31.4)	(4.9)	(66.9)
Impairment		3.4	—	12.5	—
Impairment related to discontinued operations		—	—	128.1	—
Interest and other finance costs		136.2	97.0	344.2	328.9
Share-based payments	13	13.4	10.9	40.0	31.2
Loss on unrealized foreign exchange on long-term debt and TEUs		196.3	111.4	249.6	33.9
(Gain) loss on sale of property and equipment		(5.7)	1.7	(10.1)	2.7
Mark-to-market (gain) loss on Purchase Contracts		(10.3)	208.6	(391.4)	319.6
Current income tax (recovery) expense		(3.4)	3.3	7.6	12.8
Deferred tax recovery		(72.4)	(40.4)	(154.9)	(105.3)
Interest paid in cash on Amortizing Notes component of TEUs		(0.4)	(1.0)	(1.7)	(3.3)
Interest paid in cash, excluding interest paid on Amortizing Notes		(113.2)	(72.7)	(296.9)	(247.4)
Income taxes paid in cash, net		(2.6)	(5.6)	(22.1)	(6.6)
Changes in non-cash working capital items	14	(40.8)	(74.0)	(201.2)	(118.0)
Landfill closure and post-closure expenditures	6	(11.3)	(14.8)	(19.1)	(25.5)
		286.1	223.9	693.3	614.1
Investing activities					
Proceeds on disposal of assets		12.4	101.2	328.6	170.4
Purchase of property and equipment and intangible assets		(210.6)	(134.7)	(542.8)	(417.8)
Investment in joint ventures and associates		(11.2)	—	(43.0)	—
Business acquisitions, net of cash acquired	3	(125.3)	(1,099.9)	(1,072.7)	(1,303.2)
		(334.7)	(1,133.4)	(1,329.9)	(1,550.6)
Financing activities					
Repayment of lease obligations		(16.8)	(22.2)	(51.8)	(59.4)
Issuance of long-term debt		155.0	1,848.8	1,446.1	3,610.1
Repayment of long-term debt		(40.3)	(46.3)	(588.2)	(1,371.6)
Payment of contingent purchase consideration and holdbacks	3	(2.9)	(3.7)	(13.1)	(19.6)
Repayment of Amortizing Notes		(14.8)	(13.7)	(43.0)	(40.1)
Dividends issued and paid		(5.4)	(4.4)	(15.1)	(13.1)
Payment of financing costs		(0.7)	(17.5)	(2.6)	(28.1)
Repayment of loan to related party		(6.4)	(6.4)	(12.8)	(12.8)
		67.7	1,734.6	719.5	2,065.4
Increase in cash		19.1	825.1	82.9	1,128.9
Changes due to foreign exchange revaluation of cash		(12.3)	14.0	(35.9)	(6.6)
Cash, beginning of period		230.6	310.4	190.4	27.2
Cash, end of period		\$ 237.4	\$ 1,149.5	\$ 237.4	\$ 1,149.5

The accompanying notes are an integral part of the unaudited interim condensed consolidated financial statements.

Refer to Note 18 for additional cash flow information.



## **GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**

(In millions of dollars except per share amounts or otherwise stated)

### **1. DESCRIPTION OF THE BUSINESS**

GFL Environmental Inc. ("GFL" or the "Company") was formed on March 5, 2020 under the laws of the Province of Ontario. GFL's subordinate voting shares trade on the New York Stock Exchange and the Toronto Stock Exchange under the symbol "GFL" and tangible equity units ("TEUs") trade on the New York Stock Exchange under the symbol "GFLU".

GFL is in the business of providing non-hazardous solid waste management and environmental services. These services are provided through GFL and its subsidiaries and a network of facilities across Canada and the United States. GFL's registered office is Suite 500, 100 New Park Place, Vaughan, ON, L4K 0H9.

The unaudited interim condensed consolidated financial statements (the "Interim Financial Statements") include the accounts of GFL and its subsidiaries for the three and nine months ended September 30, 2022.

The Board of Directors approved the Interim Financial Statements on November 2, 2022.

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Statement of compliance**

The Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, within the framework of International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Interim Financial Statements do not include all disclosures required in the annual consolidated financial statements and should be read in conjunction with GFL's annual audited consolidated financial statements for the year ended December 31, 2021 (the "Annual Financial Statements").

#### **Basis of measurement**

The Interim Financial Statements were prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of the reporting period and share-based payments as detailed in the Annual Financial Statements.

#### **Presentation and functional currency**

The Interim Financial Statements are presented in Canadian dollars which is GFL's functional currency.

#### **Use of estimates and judgments**

The preparation of the Interim Financial Statements requires management to make estimates and use judgment that affect the reported amounts of revenue, expenses, assets, liabilities and accompanying disclosures. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant estimates and judgments used in the preparation of the Interim Financial Statements are described in the Annual Financial Statements.

#### **Accounting policies**

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of the Annual Financial Statements, except as described below.

## **GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**

(In millions of dollars except per share amounts or otherwise stated)

### *Held for sale*

Assets are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and when the sale is considered highly probable. Depreciation of assets held for sale ceases when assets are classified as held for sale. Assets held for sale are measured at the lower of carrying amount and fair value less costs to sell.

### *Discontinued operations*

A discontinued operation is a component of GFL's business which comprises operations and cash flows that can be clearly separated from the rest of GFL, and which: represents either a separate major line of business or a geographical area of operations; is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or is a subsidiary acquired exclusively with a view to resale.

The classification as discontinued operations occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale. When operations are classified as discontinued operations, the comparative statements of operations and comprehensive income (loss) are re-presented as if the operations had been discontinued from the start of the comparative period. The consolidated statements of cash flows include cash flows of the discontinued operations, and are not re-presented to reflect discontinued operations. The comparative consolidated statement of financial position is not re-presented to reflect discontinued operations.

### *Equity accounting for joint arrangements and associates*

Associates are all entities over which GFL has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting after initially being recognized at cost.

Joint arrangements are classified as either joint operations or joint ventures. The classification depends on contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interests in joint ventures are accounted for by GFL using the equity method, after initially being recognized at cost.

### **New and amended standards adopted**

A number of amended standards became applicable for the current reporting period. GFL was not required to change its accounting policies or make retrospective adjustments as a result of adopting the applicable amended standards.

### **New accounting standards issued but not yet effective**

Certain new accounting standards and interpretations have been published that are not mandatory for the current period and have not been early adopted. Of those standards applicable to GFL, they are not expected to have a material impact on these Interim Financial Statements.

### **Reclassification of prior period presentation**

Certain revenue disaggregation and segment reporting balances in prior periods have been re-presented for consistency with the current period presentation in relation to GFL's Infrastructure services division ("GFL Infrastructure") which has been presented as discontinued operations as discussed in Note 18. GFL's soil remediation division, previously included in its Infrastructure and Soil Remediation segment, has been combined with its Liquid Waste segment and renamed "Environmental Services".

**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**  
(In millions of dollars except per share amounts or otherwise stated)

**3. BUSINESS COMBINATIONS**

For the nine months ended September 30, 2022, GFL completed 34 acquisitions, of which 29 were solid waste management businesses, and each of which GFL considers to be individually immaterial.

The following table presents the purchase price allocation based on the best information available to GFL to date:

	<b>Three months ended September 30, 2022</b>	<b>Nine months ended September 30, 2022</b>
Net working capital, including cash acquired of \$1.5 million and \$45.9 million, respectively	\$ (0.2)	\$ 35.8
Property and equipment	129.1	569.4
Intangible assets	66.9	364.2
Goodwill	31.3	463.9
Lease obligations	(7.4)	(17.9)
Long-term debt	(64.1)	(64.1)
Other long-term liabilities	(0.2)	(7.4)
Landfill closure and post-closure obligations	(13.2)	(31.9)
Deferred income tax liabilities	(9.4)	(32.9)
	<u>132.8</u>	<u>1,279.1</u>
Less: Non-controlling interests	(6.0)	(6.0)
Net assets acquired	<u>\$ 126.8</u>	<u>\$ 1,273.1</u>
Share capital issued	\$ —	\$ 154.5
Cash paid	126.8	1,118.6
Total consideration	<u>\$ 126.8</u>	<u>\$ 1,273.1</u>

In addition to the consideration noted above, during the nine months ended September 30, 2022, GFL paid \$13.1 million in additional consideration related to acquisitions from prior years.

GFL finalizes purchase price allocations relating to acquisitions within 12 months of the respective acquisition date and, as a result, there may be differences between the provisional estimates reflected above and the final acquisition accounting. During the nine months ended September 30, 2022, GFL finalized the purchase price allocations for certain acquisitions resulting in a decrease in net working capital of \$2.7 million, an increase in property and equipment of \$102.9 million, a decrease in intangible assets of \$136.4 million, an increase in lease obligations of \$1.5 million, a decrease in closure and post-closure obligations of \$5.0 million, a decrease in deferred income tax liabilities of \$0.7 million and an increase in goodwill of \$32.0 million.

Approximately \$12.5 million and \$686.9 million of the goodwill acquired during the three and nine months ended September 30, 2022 (\$33.6 million and \$57.7 million for the three and nine months ended September 30, 2021) is expected to be deductible for tax purposes.

Since the respective acquisition dates, revenue and income before taxes of approximately \$178.0 million and \$21.0 million, respectively, attributable to the 2022 acquisitions, are included in these Interim Financial Statements.

**Pro forma results of operations**

If the 2022 acquisitions had occurred on January 1, 2022, the unaudited consolidated pro forma revenue and loss before taxes for the nine months ended September 30, 2022 would have been \$5,078.7 million and \$104.2 million, respectively. The pro forma results do not purport to be indicative of the results of operations which would have resulted had the acquisitions occurred at the beginning of the year, nor are they necessarily indicative of future operating results.

**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**

(In millions of dollars except per share amounts or otherwise stated)

**4. PROPERTY AND EQUIPMENT**

The following table presents the changes in cost and accumulated depreciation of GFL's property and equipment for the periods indicated:

	Land, buildings and improvements	Landfills	Vehicles	Machinery and equipment	Assets under development	Containers	Right-of- use assets	Total
<b>Cost</b>								
Balance, December 31, 2021	\$ 1,482.7	\$ 2,257.0	\$ 2,082.0	\$ 1,129.0	\$ 69.3	\$ 549.3	\$ 348.7	\$ 7,918.0
Additions	61.4	115.5	196.2	73.0	53.3	88.9	96.0	684.3
Acquisitions via business combinations	72.9	234.4	143.2	38.2	6.0	56.7	18.0	569.4
Adjustments for prior year acquisitions	—	111.9	(6.5)	(0.7)	—	—	1.5	106.2
Adjustments for asset retirement obligations	—	(171.4)	—	—	—	—	—	(171.4)
Disposals	(43.3)	(66.3)	(30.0)	(240.8)	(2.5)	(0.4)	(12.6)	(395.9)
Transfers	20.6	25.9	0.4	0.7	(43.8)	—	(3.8)	—
Changes in foreign exchange	67.1	180.7	112.8	36.5	23.1	46.5	6.7	473.4
<b>Balance, September 30, 2022</b>	<b>1,661.4</b>	<b>2,687.7</b>	<b>2,498.1</b>	<b>1,035.9</b>	<b>105.4</b>	<b>741.0</b>	<b>454.5</b>	<b>9,184.0</b>
<b>Accumulated depreciation</b>								
Balance, December 31, 2021	107.1	474.9	679.0	389.2	—	163.0	94.2	1,907.4
Depreciation	45.1	209.6	223.8	126.1	—	70.6	53.8	729.0
Disposals	(13.5)	(7.8)	(17.4)	(94.5)	—	(0.4)	(5.5)	(139.1)
Impairment	11.8	—	—	0.7	—	—	—	12.5
Changes in foreign exchange	6.4	51.2	43.8	16.2	—	15.4	2.4	135.4
<b>Balance, September 30, 2022</b>	<b>156.9</b>	<b>727.9</b>	<b>929.2</b>	<b>437.7</b>	<b>—</b>	<b>248.6</b>	<b>144.9</b>	<b>2,645.2</b>
<b>Carrying amounts</b>								
At December 31, 2021	\$ 1,375.6	\$ 1,782.1	\$ 1,403.0	\$ 739.8	\$ 69.3	\$ 386.3	\$ 254.5	\$ 6,010.6
<b>At September 30, 2022</b>	<b>\$ 1,504.5</b>	<b>\$ 1,959.8</b>	<b>\$ 1,568.9</b>	<b>\$ 598.2</b>	<b>\$ 105.4</b>	<b>\$ 492.4</b>	<b>\$ 309.6</b>	<b>\$ 6,538.8</b>

For the three and nine months ended September 30, 2022, total depreciation of property and equipment was \$264.0 million and \$732.1 million (\$222.3 million and \$637.9 million for the three and nine months ended September 30, 2021). Of the total depreciation for the three and nine months ended September 30, 2022, \$256.9 million and \$709.7 million was included in cost of sales (\$214.4 million and \$614.7 million for the three and nine months ended September 30, 2021) and \$7.1 million and \$22.4 million was included in selling, general and administrative expenses (\$7.9 million and \$23.2 million for the three and nine months ended September 30, 2021).

Depreciation of property and equipment of \$736.8 million as presented in the statement of cash flows for the nine months ended September 30, 2022 was comprised of \$729.0 million of depreciation shown above, inclusive of GFL Infrastructure that has been classified as discontinued operations, and \$7.8 million of depreciation expense due to the difference between the asset retirement obligation ("ARO") calculated using the credit-adjusted, risk-free discount rate required for measurement of the ARO through purchase accounting, compared to the risk-free discount rate required for annual valuations.

For the three and nine months ended September 30, 2022, GFL recognized \$3.4 million and \$12.5 million of impairment charges related to assets that were destroyed in fires. There were no such charges for the three and nine months ended September 30, 2021.

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**5. GOODWILL AND INTANGIBLE ASSETS**

The following table presents the changes in cost and accumulated amortization of GFL's goodwill and intangible assets for the periods indicated:

	Goodwill	Indefinite life C of A	Customer lists and municipal contracts	Trade name, definite life C of A and other licenses	Non-compete agreements	Total
<b>Cost</b>						
Balance, December 31, 2021	\$ 7,501.1	\$ 811.9	\$ 3,219.7	\$ 81.5	\$ 550.0	\$ 12,164.2
Acquisitions via business combinations	463.9	15.4	238.9	0.3	109.6	828.1
Adjustments for prior year acquisitions	6.6	—	(109.4)	20.8	(26.3)	(108.3)
Other	—	0.3	11.4	—	0.5	12.2
Disposals	(179.5)	(2.8)	(19.2)	—	(43.1)	(244.6)
Changes in foreign exchange	392.8	4.5	118.4	8.3	35.6	559.6
<b>Balance, September 30, 2022</b>	<b>8,184.9</b>	<b>829.3</b>	<b>3,459.8</b>	<b>110.9</b>	<b>626.3</b>	<b>13,211.2</b>
<b>Accumulated amortization</b>						
Balance, December 31, 2021	—	—	1,101.4	21.0	210.7	1,333.1
Amortization	—	—	290.9	8.8	83.6	383.3
Disposals	—	—	(12.5)	—	(25.6)	(38.1)
Changes in foreign exchange	—	—	42.7	2.2	12.5	57.4
<b>Balance, September 30, 2022</b>	<b>—</b>	<b>—</b>	<b>1,422.5</b>	<b>32.0</b>	<b>281.2</b>	<b>1,735.7</b>
<b>Carrying amounts</b>						
At December 31, 2021	\$ 7,501.1	\$ 811.9	\$ 2,118.3	\$ 60.5	\$ 339.3	\$ 10,831.1
<b>At September 30, 2022</b>	<b>\$ 8,184.9</b>	<b>\$ 829.3</b>	<b>\$ 2,037.3</b>	<b>\$ 78.9</b>	<b>\$ 345.1</b>	<b>\$ 11,475.5</b>

All intangible asset amortization expense is included in cost of sales.

For the nine months ended September 30, 2022, GFL completed the GFL Infrastructure divestiture for cash consideration of \$224.0 million and an approximate 45% non-controlling equity interest in Green Infrastructure Partners Inc. ("GIP"). During the nine months ended September 30, 2022, GFL also completed divestitures of certain post collection assets and ancillary operations for aggregate proceeds of \$95.7 million.

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**6. LANDFILL CLOSURE AND POST-CLOSURE OBLIGATIONS**

The following table presents GFL's landfill closure and post-closure obligations for the periods indicated:

Balance, December 31, 2021	\$ 880.6
Acquisitions via business combinations	31.9
Adjustment related to prior year acquisitions	(5.3)
Disposals	(16.4)
Provisions	59.6
Adjustment for discount rates	(171.4)
Accretion	15.1
Expenditures	(19.1)
Changes in foreign exchange	61.9
<b>Balance, September 30, 2022</b>	<b>836.9</b>
Less: Current portion of landfill closure and post-closure obligations	(39.4)
Non-current portion of landfill closure and post-closure obligations	<u>\$ 797.5</u>

The maturation of GFL's landfill closure and post-closure obligations has not materially changed since December 31, 2021.

**Funded landfill post-closure assets**

GFL is required to deposit funds into trusts to settle post-closure obligations for landfills in certain jurisdictions. As at September 30, 2022, included in other long-term assets are funded landfill post-closure obligations, representing the fair value of legally restricted assets, totaling \$25.6 million (\$22.9 million as at December 31, 2021).

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**7. LONG-TERM DEBT**

The following table presents GFL's long-term debt for the periods indicated:

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
Revolving credit facility	<b>\$ 874.0</b>	<b>\$ —</b>
Term Loan A Facility	<b>500.0</b>	<b>500.0</b>
Term Loan B Facility	<b>1,768.2</b>	<b>1,647.9</b>
Notes		
4.250% USD senior secured notes ("4.250% 2025 Secured Notes") <sup>(1)</sup>	<b>685.4</b>	<b>633.9</b>
3.750% USD senior secured notes ("3.750% 2025 Secured Notes") <sup>(2)</sup>	<b>1,028.0</b>	<b>950.9</b>
5.125% USD senior secured notes ("5.125% 2026 Secured Notes") <sup>(3)</sup>	<b>685.4</b>	<b>633.9</b>
3.500% USD senior secured notes ("3.500% 2028 Secured Notes") <sup>(4)</sup>	<b>1,028.0</b>	<b>950.9</b>
4.000% USD senior notes ("4.000% 2028 Notes") <sup>(5)</sup>	<b>1,028.0</b>	<b>950.9</b>
4.750% USD senior notes ("4.750% 2029 Notes") <sup>(6)</sup>	<b>1,028.0</b>	<b>950.9</b>
4.375% USD senior notes ("4.375% 2029 Notes") <sup>(7)</sup>	<b>753.8</b>	<b>697.2</b>
Other	<b>75.1</b>	<b>4.6</b>
Subtotal	<b>9,453.9</b>	<b>7,921.1</b>
Discount	<b>(5.7)</b>	<b>(4.6)</b>
Net derivative instruments	<b>(8.4)</b>	<b>131.9</b>
Deferred finance costs	<b>(63.1)</b>	<b>(69.4)</b>
<b>Total long-term debt</b>	<b>9,376.7</b>	<b>7,979.0</b>
Less: Current portion of long-term debt	<b>(18.2)</b>	<b>(17.2)</b>
<b>Non-current portion of long-term debt</b>	<b>\$ 9,358.5</b>	<b>\$ 7,961.8</b>

(1) The 4.250% 2025 Secured Notes bear interest semi-annually which commenced on December 1, 2020 with the principal maturing on June 1, 2025.

(2) The 3.750% 2025 Secured Notes bear interest semi-annually which commenced on February 1, 2021 with the principal maturing on August 1, 2025.

(3) The 5.125% 2026 Secured Notes bear interest semi-annually which commenced on December 15, 2019 with the principal maturing on December 15, 2026.

(4) The 3.500% 2028 Secured Notes bear interest semi-annually which commenced on September 1, 2021 with the principal maturing on September 1, 2028.

(5) The 4.000% 2028 Notes are comprised of US\$500.0 million of initial notes and US\$250.0 million of additional notes. The initial notes and additional notes bear interest semi-annually which commenced on February 1, 2021 and February 1, 2022, respectively. The total principal matures on August 1, 2028.

(6) The 4.750% 2029 Notes bear interest semi-annually which commenced on December 15, 2021 with the principal maturing on June 15, 2029.

(7) The 4.375% 2029 Notes bear interest semi-annually which commenced on February 15, 2022 with the principal maturing on August 15, 2029.

Under the amended and restated revolving credit agreement dated as of September 27, 2021 (as amended, the "Revolving Credit Agreement"), GFL has access to (a) a \$1,205.0 million revolving credit facility (available in Canadian and US dollars) and an aggregate US\$75.0 million in revolving credit facilities (available in US dollars) (collectively, the "Revolving Credit Facility") and (b) a term loan of \$500.0 million (the "Term Loan A Facility"). The Revolving Credit Facility and Term Loan A Facility accrue interest at a rate of LIBOR/Bankers Acceptance plus 1.500% to 2.250% or Canadian/US prime plus 0.500% to 1.250%. The Revolving Credit Facility and Term Loan A Facility are secured by mortgages on certain properties, a general security agreement over all of the assets of GFL and certain material subsidiaries and a pledge of the shares of such subsidiaries.

The Revolving Credit Agreement contains a Total Net Funded Debt to Adjusted EBITDA and an Interest Coverage Ratio (each as defined in the Revolving Credit Agreement) financial maintenance covenant.

The Total Net Funded Debt to Adjusted EBITDA ratio to be maintained is equal to or less than 6.00 to 1.00 for a period of four complete fiscal quarters following completion of a Material Acquisition and at all other times, equal to or less than 5.75 to 1.00. The Interest Coverage Ratio must be equal to or greater than 3.00 to 1.00. As at September 30, 2022 and December 31, 2021, GFL was in compliance with these covenants.

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GFL has a term loan B facility which matures on May 31, 2025 and bears interest at a rate of LIBOR (with a floor rate at 0.500%) plus 3.000% or US prime plus 2.000% (the "Term Loan B Facility"). The Term Loan B Facility is secured by mortgages on certain properties, a general security agreement over all the assets of GFL and certain material subsidiaries and a pledge of the shares of such subsidiaries.

**8. INTEREST AND OTHER FINANCE COSTS**

The following table presents GFL's interest and other finance costs for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

	<b>Three months ended September 30,</b>		<b>Nine months ended September 30,</b>	
	<b>2022</b>	<b>2021<sup>(1)</sup></b>	<b>2022</b>	<b>2021<sup>(1)</sup></b>
Interest	\$ 118.9	\$ 80.9	\$ 295.3	\$ 231.9
Prepayment penalties for early note redemption	—	—	—	49.3
Amortization of deferred finance costs	3.6	6.8	10.1	17.9
Accretion of landfill closure and post-closure obligations	5.9	3.7	15.1	11.0
Other finance costs	7.8	5.2	20.2	17.5
Interest and other finance costs	<u>\$ 136.2</u>	<u>\$ 96.6</u>	<u>\$ 340.7</u>	<u>\$ 327.6</u>

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

**9. TANGIBLE EQUITY UNITS**

Each TEU, which has a stated amount of US\$50.00, is comprised of a prepaid stock purchase contract ("Purchase Contract(s)") and a senior amortizing note ("Amortizing Note(s)") due March 15, 2023, both of which are freestanding instruments and separate units of account. As at September 30, 2022, 11,698,543 Purchase Contracts were outstanding (11,698,678 as at December 31, 2021).

The following table presents the respective components of the TEUs as at the dates indicated:

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
Amortizing Notes	\$ 31.2	\$ 70.4
Purchase Contracts	895.4	1,218.1
	<u>926.6</u>	<u>1,288.5</u>
Less: Current portion	(926.6)	(56.9)
Non-current portion of Amortizing Notes and Purchase Contracts	<u>\$ —</u>	<u>\$ 1,231.6</u>



**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**  
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**10. LOSS PER SHARE**

The following table presents GFL's loss per share for the periods indicated:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021 <sup>(1)(2)</sup>	2022	2021 <sup>(1)(2)</sup>
Net loss attributable to GFL Environmental Inc.	\$ (183.5)	\$ (309.9)	\$ (91.8)	\$ (529.4)
Less:				
Net income (loss) from discontinued operations	—	6.2	(127.9)	15.9
Amounts attributable to preferred shareholders	20.6	13.2	60.6	39.4
Adjusted net loss from continuing operations	\$ (204.1)	\$ (329.3)	\$ (24.5)	\$ (584.7)
Weighted and diluted weighted average number of shares outstanding	368,627,958	362,058,515	366,521,465	361,063,498
Basic and diluted (loss) earnings per share				
Continuing operations	\$ (0.55)	\$ (0.91)	\$ (0.07)	(1.62)
Discontinued operations	—	0.02	(0.35)	0.04
Total operations	\$ (0.55)	\$ (0.89)	\$ (0.42)	\$ (1.58)

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

(2) Subsequent to the original issuance of the September 30, 2021 unaudited interim condensed consolidated financial statements, GFL determined the mark-to-market loss on Purchase Contracts should not be treated as a temporary difference for deferred income tax purposes. As a result, to correct this immaterial error, income tax recovery decreased by \$64.7 million and \$83.2 million for the three and nine months ended September 30, 2021.

Basic and diluted loss per share includes the minimum conversion of TEUs into subordinate voting shares, which as at September 30, 2022 represented 25,663,094 subordinate voting shares (29,212,413 subordinate voting shares as at September 30, 2021). Diluted loss per share excludes the effects of time-based share options, RSUs (defined below), Preferred Shares (defined below), and any amount of subordinate voting shares arising from the conversion of TEUs in excess of the minimum conversion, as the effect would be anti-dilutive.

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**11. REVENUE**

The following table presents GFL's revenue disaggregated by service type for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021 <sup>(1)</sup>	2022	2021 <sup>(1)</sup>
Residential	\$ 387.8	\$ 320.8	\$ 1,087.5	\$ 913.3
Commercial/industrial	657.5	481.9	1,781.8	1,358.5
Total collection	1,045.3	802.7	2,869.3	2,271.8
Landfill	229.3	184.6	614.6	485.5
Transfer	178.7	158.2	495.6	442.8
Material recovery	85.0	98.7	268.1	265.1
Other	120.0	67.3	296.7	183.0
Solid Waste	1,658.3	1,311.5	4,544.3	3,648.2
Environmental Services <sup>(2)</sup>	390.9	254.5	990.3	540.5
Intercompany revenue	(218.0)	(184.7)	(594.5)	(491.7)
Revenue	\$ 1,831.2	\$ 1,381.3	\$ 4,940.1	\$ 3,697.0

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

(2) Environmental Services segment is the combination of the Liquid Waste segment and the soil remediation division, previously included in GFL's Infrastructure and Soil Remediation segment.

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**12. OPERATING SEGMENTS**

The following tables present GFL's revenue and Adjusted EBITDA by operating segment for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations. Gross revenue is calculated based on revenue before intercompany revenue eliminations.

<b>Three months ended September 30, 2022</b>				
	<b>Gross Revenue</b>	<b>Intercompany Revenue</b>	<b>Revenue</b>	<b>Adjusted EBITDA</b>
Solid Waste				
Canada	\$ 516.3	\$ (69.0)	\$ 447.3	\$ 122.4
USA	1,142.0	(122.5)	1,019.5	300.8
Solid Waste	1,658.3	(191.5)	1,466.8	423.2
Environmental Services <sup>(2)</sup>	390.9	(26.5)	364.4	96.5
Corporate	—	—	—	(46.4)
	<u>\$ 2,049.2</u>	<u>\$ (218.0)</u>	<u>\$ 1,831.2</u>	<u>\$ 473.3</u>

<b>Three months ended September 30, 2021<sup>(1)</sup></b>				
	<b>Gross Revenue</b>	<b>Intercompany Revenue</b>	<b>Revenue</b>	<b>Adjusted EBITDA</b>
Solid Waste				
Canada	\$ 430.3	\$ (52.9)	\$ 377.4	\$ 116.5
USA	881.2	(102.6)	778.6	250.5
Solid Waste	1,311.5	(155.5)	1,156.0	367.0
Environmental Services <sup>(2)</sup>	254.5	(29.2)	225.3	67.4
Corporate	—	—	—	(34.8)
	<u>\$ 1,566.0</u>	<u>\$ (184.7)</u>	<u>\$ 1,381.3</u>	<u>\$ 399.6</u>

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

(2) Environmental Services segment is the combination of the Liquid Waste segment and the soil remediation division, previously included in GFL's Infrastructure and Soil Remediation segment.

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Nine months ended September 30, 2022				
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA
Solid Waste				
Canada	\$ 1,422.4	\$ (184.7)	\$ 1,237.7	\$ 333.9
USA	3,121.9	(339.9)	2,782.0	845.7
Solid Waste	4,544.3	(524.6)	4,019.7	1,179.6
Environmental Services	990.3	(69.9)	920.4	234.4
Corporate	—	—	—	(133.0)
	<u>\$ 5,534.6</u>	<u>\$ (594.5)</u>	<u>\$ 4,940.1</u>	<u>\$ 1,281.0</u>

Nine months ended September 30, 2021 <sup>(1)</sup>				
	Gross Revenue	Intercompany Revenue	Revenue <sup>(1)</sup>	Adjusted EBITDA <sup>(2)</sup>
Solid Waste				
Canada	\$ 1,177.2	\$ (148.3)	\$ 1,028.9	\$ 304.5
USA	2,471.0	(289.3)	2,181.7	698.0
Solid Waste	3,648.2	(437.6)	3,210.6	1,002.5
Environmental Services <sup>(2)</sup>	540.5	(54.1)	486.4	131.3
Corporate	—	—	—	(98.7)
	<u>\$ 4,188.7</u>	<u>\$ (491.7)</u>	<u>\$ 3,697.0</u>	<u>\$ 1,035.1</u>

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

(2) Environmental Services segment is the combination of the Liquid Waste segment and the soil remediation division, previously included in GFL's Infrastructure and Soil Remediation segment.

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The following table presents GFL's reconciliation of Adjusted EBITDA to net (loss) income from continuing operations for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021 <sup>(1)</sup>	2022	2021 <sup>(1)</sup>
Adjusted EBITDA	\$ 473.3	\$ 399.6	\$ 1,281.0	\$ 1,035.1
Less:				
Depreciation of property and equipment	264.0	222.3	732.1	637.9
Amortization of intangible assets	124.2	112.2	382.1	331.7
Interest and other finance costs	136.2	96.6	340.7	327.6
Loss on foreign exchange	195.3	111.6	249.3	35.3
(Gain) loss on sale of property and equipment	(5.7)	1.9	(10.1)	3.0
Mark-to-market (gain) loss on Purchase Contracts	(10.3)	208.6	(391.4)	319.6
Share of net income of investments accounted for using the equity method	(9.2)	—	(14.5)	—
Share-based payments	13.4	9.8	38.2	28.4
Impairment	3.4	—	12.5	—
Loss (gain) on divestiture	1.6	(31.4)	(4.9)	(66.9)
Transaction costs	13.6	17.8	36.9	43.2
Acquisition, rebranding and other integration costs	6.3	5.8	19.7	15.9
Income tax recovery	(75.8)	(39.5)	(145.5)	(95.3)
Net (loss) income from continuing operations	\$ (183.7)	\$ (316.1)	\$ 35.9	\$ (545.3)

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

**Goodwill and indefinite life intangible assets by operating segment**

The carrying amount of goodwill and indefinite life intangible assets allocated to the operating segments is as follows:

	September 30, 2022	December 31, 2021 <sup>(1)</sup>
Solid Waste		
Canada	\$ 2,064.3	\$ 1,934.7
USA	6,041.1	5,328.8
Environmental Services <sup>(2)</sup>	908.8	872.2
	9,014.2	8,135.7
GFL Infrastructure	—	177.3
	\$ 9,014.2	\$ 8,313.0

(1) Comparative figures have been re-presented, refer to Note 2 and Note 18.

(2) Environmental Services segment is the combination of the Liquid Waste segment and the soil remediation division, previously included in GFL's Infrastructure and Soil Remediation segment.

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**13. SHAREHOLDERS' EQUITY**

a) Authorized capital

GFL's authorized share capital consists of (i) an unlimited number of subordinate voting shares, (ii) an unlimited number of multiple voting shares, (iii) an unlimited number of preferred shares, issuable in series, (iv) 28,571,428 Series A perpetual convertible preferred shares (the "Series A Preferred Shares"), and (v) 8,196,721 Series B perpetual convertible preferred shares (the "Series B Preferred Shares"). The Series A Preferred Shares and Series B Preferred Shares are collectively referred to as the "Preferred Shares".

**Normal course issuer bid**

On May 10, 2022, the Toronto Stock Exchange accepted GFL's notice of intention to implement a normal course issuer bid ("NCIB") during the twelve-month period commencing on May 12, 2022 and ending May 11, 2023. Under the NCIB, a maximum of 16,510,694 subordinate voting shares may be repurchased by GFL. All subordinate voting shares repurchased by GFL under the NCIB will be cancelled. During the three and nine months ended September 30, 2022, GFL did not repurchase any subordinate voting shares under the plan.

**Share issuances and cancellations**

The following table presents GFL's share capital for the periods indicated:

	Subordinate voting shares	Multiple voting shares	Preferred Shares	Total
Balance, December 31, 2021	326,229,953	12,062,964	36,768,149	375,061,066
Issued as partial consideration for acquisition	3,976,434	—	—	3,976,434
Converted from options	450,000	—	—	450,000
Converted from RSUs	692,482	—	—	692,482
Converted from multiple voting shares into subordinate voting shares	250,000	(250,000)	—	—
Converted from TEUs	297	—	—	297
Cancelled during the period	(8,057)	—	—	(8,057)
<b>Balance, September 30, 2022</b>	<b>331,591,109</b>	<b>11,812,964</b>	<b>36,768,149</b>	<b>380,172,222</b>

b) Share options, restricted share units ("RSUs"), and deferred share units ("DSUs")

Share options

The number of share options held by officers and employees with their average exercise price per option are summarized below:

	Options	Weighted average exercise price (US\$)
Share options outstanding, December 31, 2021	24,114,121	\$ 31.79
Exercised	(1,985,539)	22.80
<b>Share options outstanding, September 30, 2022</b>	<b>22,128,582</b>	<b>\$ 32.59</b>
<b>Vested from outstanding above, September 30, 2022</b>	<b>4,398,876</b>	<b>\$ 26.02</b>

For the three and nine months ended September 30, 2022, there were no options granted, expired or forfeited.

For the three and nine months ended September 30, 2022, the total compensation expense related to share options amounted to \$5.1 million and \$15.8 million (\$6.1 million and \$12.4 million for the three and nine months ended September 30, 2021).

**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**  
(In millions of dollars except per share amounts or otherwise stated)

**RSUs and DSUs**

The following table presents GFL's summary of the status of RSUs and DSUs for the periods indicated:

	RSUs	Weighted average grant date fair value (US\$)	DSUs	Weighted average grant date fair value (US\$)
Outstanding, December 31, 2021	1,736,670	\$ 26.77	32,536	\$ 27.76
Granted	975,801	28.69	19,801	30.88
Settled	(691,442)	25.60	—	—
Forfeited	(73,844)	27.90	—	—
<b>Outstanding, September 30, 2022</b>	<b>1,947,185</b>	<b>\$ 28.10</b>	<b>52,337</b>	<b>\$ 28.94</b>
<b>Expected to vest from outstanding above, September 30, 2022</b>	<b>1,855,375</b>	<b>\$ 28.19</b>	<b>52,337</b>	<b>\$ 28.94</b>

For the three and nine months ended September 30, 2022, there were no RSUs or DSUs cancelled.

For the three and nine months ended September 30, 2022, the total compensation expense related to RSUs amounted to \$8.0 million and \$21.6 million (\$3.5 million and \$15.4 million for the three and nine months ended September 30, 2021). For the three and nine months ended September 30, 2022, the total compensation expense related to DSUs amounted to \$0.3 million and \$0.8 million (\$0.2 million and \$0.6 million for the three and nine months ended September 30, 2021).

**14. SUPPLEMENTAL CASH FLOW INFORMATION**

The following table presents GFL's net change in non-cash working capital for the periods indicated:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Effects of changes in				
Accounts payable and accrued liabilities	\$ 65.4	\$ 60.6	\$ 165.1	\$ 31.7
Trade and other receivables, net	(111.5)	(139.0)	(329.9)	(133.0)
Prepaid expenses and other assets	5.3	4.4	(36.4)	(16.7)
Changes in non-cash working capital items	(40.8)	(74.0)	(201.2)	(118.0)
Changes in non-cash working capital items for discontinued operations	—	(21.0)	(44.8)	(39.5)
Changes in non-cash working capital items for continuing operations	\$ (40.8)	\$ (53.0)	\$ (156.4)	\$ (78.5)

**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**  
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**15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

GFL's financial instruments consist of cash, trade accounts receivable, trade accounts payable, long-term debt, including related hedging instruments, and TEUs.

**Fair value measurement**

The carrying value of GFL's financial assets are equal to their fair values. The carrying value of GFL's financial liabilities approximate their fair values with the exception of GFL's outstanding USD secured and unsecured notes (the "Notes") and Amortizing Notes. The fair value hierarchy for these instruments are as follows for the periods indicated:

<b>September 30, 2022</b>					
	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Notes	\$ 6,230.9	\$ 5,461.3	\$ —	\$ 5,461.3	\$ —
Amortizing Notes	31.2	31.2	31.2	—	—

  

<b>December 31, 2021</b>					
	<b>Carrying Value</b>	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Notes	\$ 5,764.0	\$ 5,808.3	\$ —	\$ 5,808.3	\$ —
Amortizing Notes	70.4	70.4	70.4	—	—

GFL uses a discounted cash flow model incorporating observable market data, such as foreign currency forward rates, to estimate the fair value of its Notes. Certain leases, equipment loans and other, and amounts due to related parties, do not bear interest or bear interest at an amount that is not stated at fair value.

Purchase Contracts and net derivative instruments, which are recorded at fair value, are classified within Level 1 and Level 2, respectively.

**Financial risk management**

There were no changes in the financial risk management policies disclosed in the Annual Financial Statements.

**16. COMMITMENTS**

a) Letters of credit

As at September 30, 2022, GFL had letters of credit totaling approximately \$238.3 million outstanding (\$199.5 million as at December 31, 2021), which are not recognized in the Interim Financial Statements. Interest expense in connection with these letters of credit was \$1.2 million and \$3.5 million for the three and nine months ended September 30, 2022 (\$0.9 million and \$2.7 million for the three and nine months ended September 30, 2021).

b) Performance bonds

As at September 30, 2022, GFL had issued performance bonds totaling \$1,492.2 million (\$1,748.1 million as at December 31, 2021).



**GFL Environmental Inc. - Notes to the Unaudited Interim Condensed Consolidated Financial Statements**  
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**17. RELATED PARTY TRANSACTIONS**

After the payment of the semi-annual instalment of \$3.5 million, the remaining principal outstanding on the note payable to Josaud Holdings Inc. (an entity controlled by Patrick Dovigi) was \$3.5 million as at September 30, 2022 (\$10.5 million as at December 31, 2021).

After the payment of the semi-annual instalment of \$2.9 million, the remaining principal outstanding on the note payable to Sejosa Holdings Inc. (an entity controlled by Patrick Dovigi) was \$14.5 million as at September 30, 2022 (\$20.3 million as at December 31, 2021).

For the three and nine months ended September 30, 2022, GFL paid \$1.6 million and \$4.0 million (\$1.0 million and \$2.9 million for the three and nine months ended September 30, 2021) in aggregate lease payments to related parties.

For the three and nine months ended September 30, 2022, GFL entered into transactions with GIP which resulted in revenue of \$10.2 million and \$13.9 million (\$nil for the three and nine months ended September 30, 2021) and net payables of \$2.5 million as at September 30, 2022 (\$nil as at December 31, 2021).

**18. DISCONTINUED OPERATIONS**

On April 25, 2022, GFL announced the completion of the divestiture of GFL Infrastructure for cash consideration of \$224.0 million and an approximate 45% non-controlling equity interest in GIP, an entity that is controlled by funds managed by HPS Investment Partners Inc. through a majority equity interest. An affiliate controlled by Patrick Dovigi holds a minority equity interest in GIP.

The results of GFL Infrastructure are presented as a single amount on the statement of operations and comprehensive income (loss). The post-tax results of the discontinued operations are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Revenue	\$ —	\$ 103.8	\$ 96.8	\$ 289.0
Expenses	—	95.2	98.4	270.3
Earnings (loss) before income taxes	—	8.6	(1.6)	18.7
Income tax (recovery) expense	—	2.4	(1.8)	2.8
Net income	—	6.2	0.2	15.9
Impairment	—	—	(128.1)	—
Net income (loss) and comprehensive income (loss) from discontinued operations	\$ —	\$ 6.2	\$ (127.9)	\$ 15.9

Cash flow information for GFL Infrastructure is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Operating cash flows from discontinued operations	\$ —	\$ (5.3)	\$ (35.4)	\$ (0.7)
Investing cash flows from discontinued operations	—	(7.4)	(7.2)	(47.0)
Financing cash flows from discontinued operations	—	(0.8)	(1.0)	(2.4)
Decrease in cash from discontinued operations	\$ —	\$ (13.5)	\$ (43.6)	\$ (50.1)





**GFL ENVIRONMENTAL INC.  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

For the three and nine months ended September 30, 2022

The following Management's Discussion and Analysis ("**MD&A**") for GFL Environmental Inc. ("**us**," "**we**," "**our**," "**GFL**" or the "**Company**") is dated November 2, 2022 and provides information concerning our results of operations and financial condition for the three and nine months ended and as at September 30, 2022. You should read this MD&A together with our unaudited interim condensed consolidated financial statements and the related notes for the three and nine months ended September 30, 2022 (the "**Interim Financial Statements**"), our annual audited consolidated financial statements for the year ended December 31, 2021 (the "**Annual Financial Statements**"), and our MD&A for the year ended December 31, 2021 (the "**Annual MD&A**").

## **1. Company Overview**

GFL is the fourth largest diversified environmental services company in North America, with operations throughout Canada and in more than half of the U.S. states. GFL had more than 19,500 employees as of September 30, 2022.

GFL was formed on March 5, 2020 under the laws of the Province of Ontario. Our subordinate voting shares trade on the New York Stock Exchange (the "**NYSE**") and the Toronto Stock Exchange (the "**TSX**") under the symbol "GFL". Our tangible equity units (the "**TEUs**") trade on the NYSE under the symbol "GFLU". Each TEU is comprised of a prepaid stock purchase contract (a "**Purchase Contract**") and a senior amortizing note (an "**Amortizing Note**").

On April 25, 2022, we announced the completion of the divestiture of our Infrastructure services division ("**GFL Infrastructure**") for cash consideration of \$224.0 million and a non-controlling equity interest in Green Infrastructure Partners Inc. ("**GIP**"). GFL Infrastructure has been presented as discontinued operations in the comparative results of our Interim Financial Statements.

Our soil remediation division, previously included in our Infrastructure and Soil Remediation segment, has been combined with our Liquid Waste segment and renamed "Environmental Services".

Unless otherwise indicated, all financial information in our MD&A represents the results from our continuing operations.

## **Forward-Looking Information**

This MD&A, including, in particular, the sections below entitled "Summary of Factors Affecting Performance" and "Liquidity and Capital Resources", contains forward-looking statements and forward-looking information (collectively, "**forward-looking information**") within the meaning of applicable U.S. and Canadian securities laws, respectively. Forward-looking information includes all statements that do not relate solely to historical or current facts, may relate to anticipated events or results and may include statements regarding our objectives, plans, goals, strategies, outlook, results of operations, financial and operating performance, prospects and opportunities. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved", although not all forward-looking information includes those words or phrases. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts nor assurances of future performance but instead represent management's expectations, estimates and projections regarding future events or circumstances.

Forward-looking information contained in this MD&A is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct.

Factors that could cause actual results to differ from those projected include, but are not limited to, those listed below and in the section entitled “Risk Factors” included in the Company’s annual information form for the year ended December 31, 2021 (the “AIF”). There may be additional risks of which we are not currently aware or that we currently believe are immaterial which could have an adverse impact on our business. We make no commitment to revise or update any forward-looking information in order to reflect events or circumstances that may change, except where we are expressly required to do so by law.

Forward-looking information is subject to a number of known and unknown risks, uncertainties, assumptions, and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Factors that could cause actual results to differ from those projected include, but are not limited to, the following, and the risk factors described in greater detail under the section entitled “Risk Factors” in the AIF: our ability to build our market share; our ability to continue to grow our revenue and improve operating margins; our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to maintain good relationships with our customers; our ability to execute on our expansion plans; our ability to execute on additional acquisition opportunities and successfully integrate acquired businesses; adverse effects of acquisitions on our operations; potential liabilities from past and future acquisitions; dependence on the integration and success of acquired businesses; our ability to continue investing in infrastructure to support our growth; our ability to obtain and maintain existing financing on acceptable terms; our ability to implement price increases or offset increasing costs; currency exchange and interest rates; the impact of competition; the changes and trends in our industry or the global economy; the changes in laws, rules, regulations, and global standards; our ability to respond to changing customer and legal requirements with respect to sustainable solutions or other matters; our potential liability, if any, in connection with environmental matters; governmental regulation, changes thereto and risks associated with failure to comply; loss of municipal and other contracts; potential inability to renew or obtain new permits, approvals and agreements, and the cost of operation and/or future construction of existing facilities; our dependence on third party landfills, material recovery facilities (“MRF”), liquid waste processing facilities and transfer stations; our access to equity or debt capital markets is not assured; increases in labour, disposal, and related transportation costs; fuel supply and fuel price fluctuations; we require sufficient cash flow to reinvest in our business; our potential inability to obtain performance or surety bonds, letters of credit, other financial assurances or insurance; operational, health, safety and environmental risks; natural disasters, weather conditions and seasonality; economic downturn may adversely impact our operating results and cause exposure to credit risk; increasing dependence on technology and risk of technology failure; cybersecurity incidents or issues; damage to our reputation or our brand; increases in insurance costs; climate change regulations that could increase our costs to operate; risks associated with failing to comply with U.S., Canadian or foreign anti-bribery or anti-corruption laws or regulations; landfill site closure and post-closure costs and contamination-related costs; increasing efforts by provinces, states and municipalities to reduce landfill disposal; litigation or regulatory or activist action; and public health outbreaks, epidemics or pandemics, such as the COVID-19 pandemic.

#### **Basis of Presentation**

Our Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, within the framework of International Financial Reporting Standard (“IFRS”) as issued by the International Accounting Standards Board. Unless the context indicates otherwise, references in this MD&A to “GFL”, the “Company”, “we”, “us” and “our” mean GFL and its consolidated subsidiaries.

This MD&A is presented in millions of Canadian dollars unless otherwise indicated.

### ***Reclassification of prior year presentation***

Certain revenue disaggregation and segment reporting balances in prior periods have been re-presented for consistency with the current period presentation in relation to discontinued operations, as discussed in our Interim Financial Statements. Our soil remediation division, previously included in our Infrastructure and Soil Remediation segment, has been combined with our Liquid Waste segment and renamed “Environmental Services”.

### **Summary of Factors Affecting Performance**

We believe that our performance and future success depend on a number of factors that present significant opportunities for us. These factors are also subject to a number of inherent risks and challenges discussed elsewhere in this MD&A and in our AIF.

Our results for the three and nine months ended September 30, 2022 were impacted by acquisitions as well as organic growth during the period, in part from the pricing strategies that we have implemented and changes in volume, partially offset by the impact of the current inflationary environment, which has resulted in increased costs, most notably in relation to fuel, labour, spare parts and third party transportation. Our ability to leverage our scalable network to drive operational cost efficiencies also impacted our performance for the period. Our results are influenced by seasonality and tend to be lower in the first quarter of the year, primarily due to winter weather conditions which are pronounced in Canada, and higher in the second and third quarters of the year, due to the higher volume of waste generated during the summer months in many of our solid waste markets.

We intend to continue to grow our business and generate improvements in our financial performance by expanding our service offerings into new geographic markets and extending our geographic footprint to increase regional density across our business lines, thereby increasing margins. Our success in achieving these goals is dependent on our ability to execute on our three-pronged strategy of (i) continuing to generate strong, stable organic revenue growth, (ii) successfully executing strategic, accretive acquisitions, and (iii) continuing to drive operating cost efficiencies across our platform.

### ***Strong, Stable Organic Revenue Growth***

Our ability to generate strong, stable organic revenue growth across macroeconomic cycles depends on our ability to increase the breadth and depth of services that we provide to our existing customers, realize on cross-selling opportunities between our complementary service capabilities, obtain price and surcharge increases, win new contracts, realize renewals or extensions of existing contracts and expand into new or adjacent markets. We believe that executing on this strategy will continue to drive our organic revenue growth and free cash flow generation.

Our business is well-diversified across business lines, geographies and customers. We believe that our continued success depends on our ability to further enhance and leverage this diversification, a key component of which is our ability to offer our customers a comprehensive service offering across our business lines backed by an extensive geography across Canada and the United States. The majority of the revenue we generate in our solid waste business is derived from secondary markets, with revenue derived from major metropolitan centres representing the majority of our residential solid waste revenue.

We also believe we are well positioned to respond to changing customer needs and regulatory demands in order to maintain our success. This includes being able to respond to legal requirements and customer demands to divert waste away from landfill disposal by continuing to expand our ability to collect and process multiple streams of material.

Our diversified business model also complements our acquisition strategy. Multiple business lines allow us to source acquisitions from a broader pool of potential targets. Maintaining a diversified model is therefore critical to capitalizing on accretive acquisition opportunities and helping to reduce execution and business risk inherent in single-market and single-service offering strategies.

### ***Executing Strategic, Accretive Acquisitions***

Our ability to identify, execute and integrate accretive acquisitions is a key driver of our growth. Given the significant fragmentation that exists in the North American environmental services industry, our growth and success depend on our ability to realize on consolidation opportunities in our business lines.

Since 2007, we have completed over 200 acquisitions across our lines of business. We focus on selectively acquiring premier independent regional operators to create platforms in new markets, followed by tuck-in acquisitions to help increase density and scale. Integration of these acquisitions with our existing platform is a key factor to our success, along with continuing to identify and act upon these attractive consolidation opportunities.

In addition, successful execution of acquisitions opens new markets to us, provides us with new opportunities to realize cross-selling opportunities, and drives procurement and cost synergies across our operations.

### ***Driving Operating Cost Efficiencies***

We provide our services through a strategically-located network of facilities in Canada and in the United States. In each of our geographic markets, our strong competitive position is supported by and depends on the significant capital investment required to replicate our network infrastructure and asset base, as well as by stringent permitting and regulatory compliance requirements. Our continued success also depends on our ability to leverage our scalable network to attract and retain customers across service lines, realize operational efficiencies, and extract procurement and cost synergies.

It is also key that we continue to leverage our scalable capabilities to drive operating margin expansion and realize cost synergies. This includes using the capacity of our existing facilities, technology processes and people to support future growth and provide economies of scale, as well as increasing route density and servicing new contract wins with our existing network of assets and fleet to enhance the profitability of each of our business lines.

Our success also depends on our ability to continue to make strategic investments in our business, including substantial capital investments in our facilities, technology processes and administrative capabilities to support our future growth. Our ability to improve our operating margins and our selling, general and administrative expense margins by maintaining strong discipline in our cost structure and regularly reviewing our practices to manage expenses and increase efficiency will also impact our operating results.

## 2. Operating Results

### *Analysis of results for the three and nine months ended September 30, 2022, compared to the three and nine months ended September 30, 2021*

The following tables summarize certain operating results from continuing operations and other financial data for the periods indicated, which have been derived from our Interim Financial Statements and related notes:

(\$ millions except per share amounts)	Three months ended September 30, 2022	Three months ended September 30, 2021 <sup>(1)</sup>	Change	
			\$	%
Revenue	\$ 1,831.2	\$ 1,381.3	\$ 449.9	32.6%
Expenses				
Cost of sales	1,591.9	1,204.5	387.4	32.2
Selling, general and administrative expenses	187.5	145.1	42.4	29.2
Interest and other finance costs	136.2	96.6	39.6	41.0
Loss (gain) on divestiture	1.6	(31.4)	33.0	105.1
Impairment	3.4	—	3.4	—
Other expenses	179.3	322.1	(142.8)	(44.3)
Share of net income of investments accounted for using the equity method	(9.2)	—	(9.2)	—
Loss before income taxes	(259.5)	(355.6)	96.1	27.0
Income tax recovery	(75.8)	(39.5)	(36.3)	(91.9)
Net loss from continuing operations <sup>(2)</sup>	(183.7)	(316.1)	132.4	41.9
Net income from discontinued operations	—	6.2	(6.2)	(100.0)
Net loss <sup>(2)</sup>	(183.7)	(309.9)	126.2	40.7
Less: Net loss attributable to non-controlling interests	(0.2)	—	(0.2)	—
Net loss attributable to GFL Environmental Inc.	(183.5)	(309.9)	126.4	40.8
Loss per share, basic and diluted (\$) <sup>(2)</sup>	(0.55)	(0.89)	0.34	38.2
Adjusted EBITDA <sup>(3)</sup>	\$ 473.3	\$ 399.6	\$ 73.7	18.4%

(\$ millions except per share amounts)	Nine months ended	Nine months ended	Change	
	September 30, 2022	September 30, 2021 <sup>(1)</sup>	\$	%
Revenue	\$ 4,940.1	\$ 3,697.0	\$ 1,243.1	33.6
Expenses				
Cost of sales	4,339.5	3,317.7	1,021.8	30.8
Selling, general and administrative expenses	528.6	401.3	127.3	31.7
Interest and other finance costs	340.7	327.6	13.1	4.0
Gain on divestiture	(4.9)	(66.9)	62.0	92.7
Impairment	12.5	—	12.5	—
Other (income) expenses	(152.2)	357.9	(510.1)	(142.5)
Share of net income of investments accounted for using the equity method	(14.5)	—	(14.5)	—
Loss before income taxes	(109.6)	(640.6)	531.0	82.9
Income tax recovery <sup>(2)</sup>	(145.5)	(95.3)	(50.2)	(52.7)
Net income (loss) from continuing operations <sup>(2)</sup>	35.9	(545.3)	581.2	106.6
Net (loss) income from discontinued operations	(127.9)	15.9	(143.8)	(904.4)
Net loss <sup>(2)</sup>	(92.0)	(529.4)	437.4	82.6
Less: Net loss attributable to non-controlling interests	(0.2)	—	(0.2)	—
Net loss attributable to GFL Environmental Inc.	(91.8)	(529.4)	437.6	82.7
Loss per share, basic and diluted (\$) <sup>(2)</sup>	(0.42)	(1.58)	1.16	73.4
Adjusted EBITDA <sup>(3)</sup>	\$ 1,281.0	\$ 1,035.1	\$ 245.9	23.8%
	September 30, 2022	December 31, 2021	Change	
Total assets	\$ 20,014.4	\$ 18,373.7	\$ 1,640.7	
Total cash	237.4	190.4	47.0	
Total long-term debt	9,376.7	7,979.0	1,397.7	
Total liabilities	13,692.8	12,597.6	1,095.2	
Total shareholders' equity	\$ 6,321.6	\$ 5,776.1	\$ 545.5	

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) Subsequent to the original issuance of the September 30, 2021 unaudited interim condensed consolidated financial statements, we determined the mark-to-market loss on Purchase Contracts should not be treated as a temporary difference for deferred income tax purposes. As a result, to correct this immaterial error, income tax recovery decreased by \$64.7 million and \$83.2 million for the three and nine months ended September 30, 2021.

(3) Adjusted EBITDA is a non-IFRS measure. Refer to the section entitled "Non-IFRS Financial Measures and Key Performance Indicators".



## Revenue

The following tables summarize revenue by service type for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

(\$ millions)	Three months ended September 30, 2022		Three months ended September 30, 2021 <sup>(1)</sup>		Revenue Change	
	Revenue	%	Revenue	%	\$	%
Residential	\$ 387.8	21.2%	\$ 320.8	23.2%	\$ 67.0	20.9%
Commercial/industrial	657.5	35.9	481.9	34.9	175.6	36.4
Total collection	1,045.3	57.1	802.7	58.1	242.6	30.2
Landfill	229.3	12.5	184.6	13.4	44.7	24.2
Transfer	178.7	9.8	158.2	11.5	20.5	13.0
Material recovery	85.0	4.6	98.7	7.1	(13.7)	(13.9)
Other	120.0	6.6	67.3	4.8	52.7	78.3
Solid Waste	1,658.3	90.6	1,311.5	94.9	346.8	26.4
Environmental Services <sup>(2)</sup>	390.9	21.3	254.5	18.4	136.4	53.6
Intercompany revenue	(218.0)	(11.9)	(184.7)	(13.3)	(33.3)	(18.0)
Revenue	\$ 1,831.2	100.0%	\$ 1,381.3	100.0%	\$ 449.9	32.6%

  

(\$ millions)	Nine months ended September 30, 2022		Nine months ended September 30, 2021 <sup>(1)</sup>		Revenue Change	
	Revenue	%	Revenue	%	\$	%
Residential	\$ 1,087.5	22.0%	\$ 913.3	24.7%	\$ 174.2	19.1
Commercial/industrial	1,781.8	36.1	1,358.5	36.7	423.3	31.2
Total collection	2,869.3	58.1	2,271.8	61.4	597.5	26.3
Landfill	614.6	12.4	485.5	13.2	129.1	26.6
Transfer	495.6	10.0	442.8	12.0	52.8	11.9
Material recovery	268.1	5.4	265.1	7.2	3.0	1.1
Other	296.7	6.1	183.0	4.9	113.7	62.1
Solid Waste	4,544.3	92.0	3,648.2	98.7	896.1	24.6
Environmental Services <sup>(2)</sup>	990.3	20.0	540.5	14.6	449.8	83.2
Intercompany revenue	(594.5)	(12.0)	(491.7)	(13.3)	(102.8)	(20.9)
Revenue	\$ 4,940.1	100.0%	\$ 3,697.0	100.0%	\$ 1,243.1	33.6%

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) Environmental Services is the combination of our Liquid Waste segment with the soil remediation division, previously included in our Infrastructure and Soil Remediation segment.

On a consolidated basis, revenue for the three months ended September 30, 2022 increased by \$449.9 million to \$1,831.2 million, compared to the three months ended September 30, 2021. The increase is primarily attributable to the impact of acquisitions completed since July 1, 2021 which accounted for approximately \$203.3 million of the increase, the majority of which were in our Solid Waste segment. Strong pricing and positive volumes also contributed to the increase. Changes in foreign exchange rates increased revenue by \$34.5 million. Highlights of the changes in revenue during the three months ended September 30, 2022, excluding the impact of acquisitions, include:

- Solid Waste revenue increased by 11.1%, including 10.7% from core pricing and surcharge increases and 1.0% from positive volume, which was driven by higher volume across our collection and landfill operations, partially offset by 0.6% from the impact of lower commodity prices. Changes in foreign exchange rates increased revenue by 2.7%.
- Environmental Services revenue increased by 37.0%, primarily due to higher industrial collection and processing activity at our facilities, an increased level of emergency response activity, and the impact of higher used motor oil selling prices. Changes in foreign exchange rates increased revenue by 1.3%.

On a consolidated basis, revenue for the nine months ended September 30, 2022 increased by \$1,243.1 million to \$4,940.1 million, compared to the nine months ended September 30, 2021. The increase is predominantly attributable to the impact of acquisitions completed since January 1, 2021 which accounted for approximately \$673.7 million of the increase, the majority of which were in our Solid Waste segment. Strong pricing, elevated commodity prices and positive volumes also contributed to the increase. Changes in foreign exchange rates increased revenue by \$69.2 million. Highlights of the changes in revenue during the nine months ended September 30, 2022, excluding the impact of acquisitions, include:

- Solid Waste revenue increased by 11.3%, including 9.6% from core pricing, surcharge and commodity price increases and 1.7% from positive volume, which was driven by higher volume across our collection and post collection operations, partially offset by the impact of non-recurring MRF volumes in the prior period. Changes in foreign exchange rates increased revenue by 2.0%.
- Environmental Services revenue increased by 28.2%, predominantly due to higher industrial collection and processing activity at our facilities, an increased level of emergency response activity, and the impact of higher used motor oil selling prices. Changes in foreign exchange rates increased revenue by 1.1%.

## Cost of Sales

The following tables summarize cost of sales for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

(\$ millions)	Three months ended September 30, 2022		Three months ended September 30, 2021 <sup>(1)</sup>		Cost Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
<sup>8</sup> Transfer and disposal costs	\$ 381.5	20.8%	\$ 274.6	19.9%	\$ 106.9	38.9%

Labour and benefits	407.0	22.2	319.0	23.1	88.0	27.6
Maintenance and repairs	179.8	9.8	124.5	9.0	55.3	44.4
Fuel	107.7	5.9	57.9	4.2	49.8	86.0
Other cost of sales	128.5	7.1	96.1	7.0	32.4	33.7
Subtotal	1,204.5	65.8	872.1	63.2	332.4	38.1
Depreciation expense	256.9	14.0	214.4	15.5	42.5	19.8
Amortization of intangible assets	124.2	6.8	112.2	8.1	12.0	10.7
Acquisition, rebranding and other integration costs	6.3	0.3	5.8	0.4	0.5	8.6
Cost of sales	\$ 1,591.9	86.9%	\$ 1,204.5	87.2%	\$ 387.4	32.2%

(\$ millions)	Nine months ended September 30, 2022		Nine months ended September 30, 2021 <sup>(1)</sup>		Cost Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
Transfer and disposal costs	\$ 980.4	19.8%	\$ 743.9	20.1%	\$ 236.5	31.8%
Labour and benefits	1,122.3	22.7	850.9	23.0	271.4	31.9
Maintenance and repairs	478.1	9.7	346.7	9.4	131.4	37.9
Fuel	294.7	6.0	156.3	4.2	138.4	88.5
Other cost of sales	352.5	7.1	257.6	7.0	94.9	36.8
Subtotal	3,228.0	65.3	2,355.4	63.7	872.6	37.0
Depreciation expense	709.7	14.4	614.7	16.6	95.0	15.5
Amortization of intangible assets	382.1	7.7	331.7	9.0	50.4	15.2
Acquisition, rebranding and other integration costs	19.7	0.4	15.9	0.4	3.8	23.9
Cost of sales	\$ 4,339.5	87.8%	\$ 3,317.7	89.7%	\$ 1,021.8	30.8%

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

Cost of sales increased by \$387.4 million to \$1,591.9 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominantly attributable to the impact of acquisitions. Cost of sales as a percentage of revenue for the three months ended September 30, 2022 decreased by 30 basis points to 86.9%, compared to the three months ended September 30, 2021. Changes in the individual cost categories as a percentage of revenue were primarily the result of the impact of the change in business mix, our pricing strategies and inflationary cost pressures. For the three months ended September 30, 2022, increased labour cost pressure from tight labour markets drove up wage rates, training costs and overtime. Fuel as a percentage of revenue increased by 170 basis points to 5.9%, compared to the three months ended September 30, 2021. Labour and fuel cost pressure also increased our transfer and disposal costs, driven by inflationary cost increases from third party haulers, and our maintenance and repairs costs, as technician labour shortages drove higher overtime and reliance on higher cost third party technicians. Maintenance and repairs also increased as a result of additional fleet and container maintenance driven by delays in receiving new trucks and equipment due to supply chain constraints. Delays in receiving new trucks increased equipment rental costs, which contributed to the increase in other cost of sales. An increase in risk management costs, particularly accident claim costs, also contributed to the increase in other cost of sales. Excluding depreciation expense, amortization of intangible assets and acquisition, rebranding and other integration costs, cost of sales as a percentage of revenue for the three months ended September 30, 2022 increased by 260 basis points to 65.8%, compared to the three months ended September 30, 2021.

Cost of sales increased by \$1,021.8 million to \$4,339.5 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominantly attributable to the impact of acquisitions. Cost of sales as a percentage of revenue for the nine months ended September 30, 2022 decreased by 190 basis points to 87.8%, compared to the nine months ended September 30, 2021. Changes in the individual cost categories as a percentage of revenue were predominantly the result of the impact of the change in business mix, our pricing strategies and inflationary cost pressures. For the nine months ended September 30, 2022, increased labour cost pressure from tight labour markets drove up wage rates, training costs and overtime. Fuel costs as a percentage of revenue increased by 180 basis points to 6.0%, compared to the nine months ended September 30, 2021. Labour and fuel cost pressure also increased our transfer and disposal costs, driven by inflationary cost increases from third party haulers, and our maintenance and repairs costs, as technician labour shortages drove higher overtime and reliance on higher cost third party technicians. Maintenance and repairs also increased as a result of additional fleet and container maintenance driven by delays in receiving new trucks and equipment due to supply chain constraints. Delays in receiving new trucks increased equipment rental costs, which contributed to the increase in other cost of sales. An increase in risk management costs, particularly accident claim costs, also contributed to the increase in other cost of sales. Excluding depreciation expense, amortization of intangible assets and acquisition, rebranding and other integration costs, cost of sales as a percentage of revenue for the nine months ended September 30, 2022 increased by 160 basis points to 65.3%, compared to the nine months ended September 30, 2021.

## Selling, General and Administrative Expenses (“SG&A”)

The following tables summarize SG&A for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

(\$ millions)	Three months ended September 30, 2022		Three months ended September 30, 2021 <sup>(1)</sup>		Cost Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
Salaries and benefits	\$ 90.9	5.0%	\$ 70.1	5.1%	\$ 20.8	29.7%
Share-based payments	13.4	0.7	9.8	0.7	3.6	36.7
Other	62.5	3.4	39.5	2.8	23.0	58.2
Subtotal	166.8	9.1	119.4	8.6	47.4	39.7
Depreciation expense	7.1	0.4	7.9	0.6	(0.8)	(10.1)
Transaction costs	13.6	0.7	17.8	1.3	(4.2)	(23.6)
Selling, general and administrative expenses	\$ 187.5	10.2%	\$ 145.1	10.5%	\$ 42.4	29.2%

(\$ millions)	Nine months ended September 30, 2022		Nine months ended September 30, 2021 <sup>(1)</sup>		Cost Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
Salaries and benefits	\$ 267.0	5.4%	\$ 198.2	5.4%	\$ 68.8	34.7%
Share-based payments	38.2	0.8	28.4	0.8	9.8	34.5
Other	164.1	3.3	108.3	2.9	55.8	51.5
Subtotal	469.3	9.5	334.9	9.1	134.4	40.1
Depreciation expense	22.4	0.5	23.2	0.6	(0.8)	(3.4)
Transaction costs	36.9	0.7	43.2	1.2	(6.3)	(14.6)
Selling, general and administrative expenses	\$ 528.6	10.7%	\$ 401.3	10.9%	\$ 127.3	31.7%

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

SG&A increased by \$42.4 million to \$187.5 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. The increase was predominantly attributable to incremental salaries, benefits, information technology infrastructure investments and other costs related to the number and size of businesses acquired since July 1, 2021. There was also an increase in discretionary costs such as travel expenses as COVID-19 related border restrictions eased for the three months ended September 30, 2022, compared to the same period in the prior year. SG&A as a percentage of revenue for the three months ended September 30, 2022 decreased by 30 basis points to 10.2%, compared to the three months ended September 30, 2021. Excluding depreciation expense and transaction costs, SG&A as a percentage of revenue was 9.1% for the three months ended September 30, 2022, compared to 8.6% for the three months ended September 30, 2021.

SG&A increased by \$127.3 million to \$528.6 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The increase was predominantly attributable to incremental salaries, benefits, information technology infrastructure investments and other costs related to the number and size of businesses acquired since January 1, 2021. There was also an increase in discretionary costs such as travel expenses as COVID-19 border restrictions eased for the nine months ended September 30, 2022, compared to the same period in the prior year. SG&A as a percentage of revenue for the nine months ended September 30, 2022 decreased by 20 basis points to 10.7%, compared to the nine months ended September 30, 2021. Excluding depreciation expense and transaction costs, SG&A as a percentage of revenue was 9.5% for the nine months ended September 30, 2022, compared to 9.1% for the nine months ended September 30, 2021.

## Interest and Other Finance Costs

The following tables summarize interest and other finance costs for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations:

(\$ millions)	Three months ended	Three months ended	Cost Change	
	September 30, 2022	September 30, 2021 <sup>(1)</sup>	\$	%
Interest	\$ 118.9	\$ 80.9	\$ 38.0	47.0%
Amortization of deferred finance costs	3.6	6.8	(3.2)	(47.1)
Accretion of landfill closure and post-closure obligations	5.9	3.7	2.2	59.5
Other finance costs	7.8	5.2	2.6	50.0
Interest and other finance costs	<u>\$ 136.2</u>	<u>\$ 96.6</u>	<u>\$ 39.6</u>	<u>41.0%</u>

(\$ millions)	Nine months ended	Nine months ended	Cost Change	
	September 30, 2022	September 30, 2021 <sup>(1)</sup>	\$	%
Interest	\$ 295.3	\$ 231.9	\$ 63.4	27.3%
Loss on extinguishment of debt	—	49.3	(49.3)	(100.0)
Amortization of deferred finance costs	10.1	17.9	(7.8)	(43.6)
Accretion of landfill closure and post-closure obligations	15.1	11.0	4.1	37.3
Other finance costs	20.2	17.5	2.7	15.4
Interest and other finance costs	<u>\$ 340.7</u>	<u>\$ 327.6</u>	<u>\$ 13.1</u>	<u>4.0%</u>

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

Interest and other finance costs increased by \$39.6 million to \$136.2 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. The increase was predominantly due to an increase in interest expense of \$38.0 million to \$118.9 million for the three months ended September 30, 2022, as a result of interest payments on additional long-term debt incurred in the latter part of 2021.

Interest and other finance costs increased by \$13.1 million to \$340.7 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The increase was predominantly due to an increase in interest expense of \$63.4 million to \$295.3 million for the nine months ended September 30, 2022, as a result of interest payments on additional long-term debt incurred in the latter part of 2021. The increase was partially offset by the non-recurring \$49.3 million loss realized on the extinguishment of long-term debt for the nine months ended September 30, 2021.

## Other Income and Expenses

The following tables summarize other income and expenses for the periods indicated:

(\$ millions)	Three months ended September 30, 2022	Three months ended September 30, 2021 <sup>(1)</sup>	Cost Change	
			\$	%
Loss on foreign exchange	\$ 195.3	\$ 111.6	\$ 83.7	75.0%
Mark-to-market (gain) loss on Purchase Contracts	(10.3)	208.6	(218.9)	(104.9)
(Gain) loss on sale of property and equipment	(5.7)	1.9	(7.6)	(400.0)
Other expenses	\$ 179.3	\$ 322.1	\$ (142.8)	(44.3)%

  

(\$ millions)	Nine months ended September 30, 2022	Nine months ended September 30, 2021 <sup>(1)</sup>	Cost Change	
			\$	%
Loss on foreign exchange	\$ 249.3	\$ 35.3	\$ 214.0	606.2%
Mark-to-market (gain) loss on Purchase Contracts	(391.4)	319.6	(711.0)	(222.5)
(Gain) loss on sale of property and equipment	(10.1)	3.0	(13.1)	(436.7)
Other (income) expenses	\$ (152.2)	\$ 357.9	\$ (510.1)	(142.5)%

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

Other expenses decreased by \$142.8 million to \$179.3 million for the three months ended September 30, 2022, compared to \$322.1 million for the three months ended September 30, 2021. This decrease was primarily due to a \$218.9 million non-cash change on the revaluation of the Purchase Contracts. Partially offsetting this decrease was a \$83.7 million increase in the non-cash foreign exchange loss arising from the revaluation of TEUs and the unhedged portion of our U.S. dollar denominated debt to Canadian dollars based on the foreign exchange rate as of September 30, 2022.

Other income increased by \$510.1 million to \$152.2 million for the nine months ended September 30, 2022, compared to other expenses of \$357.9 million for the nine months ended September 30, 2021. This increase was primarily due to a \$711.0 million non-cash change on the revaluation of the Purchase Contracts. Partially offsetting this increase was a \$214.0 million increase in the non-cash foreign exchange loss arising from the revaluation of TEUs and the unhedged portion of our U.S. dollar denominated debt to Canadian dollars based on the foreign exchange rate as of September 30, 2022.

## Impairment

For the three and nine months ended September 30, 2022, we recognized \$3.4 million and \$12.5 million of impairment charges related to assets that were destroyed in fires. There were no such charges for the three and nine months ended September 30, 2021.

## Divestitures

During the nine months ended September 30, 2022, we completed the GFL Infrastructure divestiture for cash consideration of \$224.0 million and an approximate 45% non-controlling equity interest in GIP. We also completed divestitures of certain post collection assets and ancillary operations for proceeds of \$95.7 million.

## Income Tax Recovery

Income tax recovery increased by \$36.3 million to \$75.8 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. The increase was predominantly due to incremental tax losses attributable to increased depreciation expense from acquisitions, a non-cash foreign exchange loss, and a non-cash impairment of assets destroyed in a fire.

Income tax recovery increased by \$50.2 million to \$145.5 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The increase was predominantly due to incremental tax losses attributable to increased depreciation expense from acquisitions, a non-cash foreign exchange loss, and a non-cash impairment of assets destroyed in a fire, partially offset by a gain on divestiture for the nine months ended September 30, 2022.

Our basis for recording deferred income tax assets for these losses is the availability of deferred income tax liabilities, which will offset these deferred income tax assets in the future.

### 3. Operating Segment Results

Our main lines of business are the transporting, managing and recycling of solid and liquid waste and soil remediation services. Our operating segments are: Solid Waste, which includes hauling, landfill, transfers and MRFs; and Environmental Services, which includes liquid waste management and soil remediation services.

The results for our operating segments are presented in accordance with the same criteria used for the internal report prepared for the chief operating decision-maker (“CODM”) who is responsible for allocating the resources and assessing the performance of the operating segments. The CODM assesses the performance of the operating segments based on several factors, including revenue and Adjusted EBITDA.

#### *Analysis of results for the three and nine months ended September 30, 2022, compared to the three and nine months ended September 30, 2021*

The following tables present revenue and Adjusted EBITDA by operating segment for the periods indicated, excluding the results of GFL Infrastructure which has been classified as discontinued operations. Gross revenue is calculated based on revenue before intercompany eliminations.

(\$ millions)	Three months ended September 30, 2022			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA <sup>(3)</sup>
Solid Waste				
Canada	\$ 516.3	\$ (69.0)	\$ 447.3	\$ 122.4
USA	1,142.0	(122.5)	1,019.5	300.8
Solid Waste	1,658.3	(191.5)	1,466.8	423.2
Environmental Services <sup>(2)</sup>	390.9	(26.5)	364.4	96.5
Corporate	—	—	—	(46.4)
	<u>\$ 2,049.2</u>	<u>\$ (218.0)</u>	<u>\$ 1,831.2</u>	<u>\$ 473.3</u>
(\$ millions)	Three months ended September 30, 2021 <sup>(1)</sup>			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA <sup>(3)</sup>
Solid Waste				
Canada	\$ 430.3	\$ (52.9)	\$ 377.4	\$ 116.5
USA	881.2	(102.6)	778.6	250.5
Solid Waste	1,311.5	(155.5)	1,156.0	367.0
Environmental Services <sup>(2)</sup>	254.5	(29.2)	225.3	67.4
Corporate	—	—	—	(34.8)
	<u>\$ 1,566.0</u>	<u>\$ (184.7)</u>	<u>\$ 1,381.3</u>	<u>\$ 399.6</u>

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) Environmental Services is the combination our Liquid Waste segment with the soil remediation division, previously included in our Infrastructure and Soil Remediation segment.

(3) Adjusted EBITDA is a non-IFRS measure. Refer to the section entitled “Non-IFRS Financial Measures and Key Performance Indicators”.

Nine months ended September 30, 2022				
(\$ millions)	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA <sup>(3)</sup>
Solid Waste				
Canada	\$ 1,422.4	\$ (184.7)	\$ 1,237.7	\$ 333.9
USA	3,121.9	(339.9)	2,782.0	845.7
Solid Waste	4,544.3	(524.6)	4,019.7	1,179.6
Environmental Services <sup>(2)</sup>	990.3	(69.9)	920.4	234.4
Corporate	—	—	—	(133.0)
	<u>\$ 5,534.6</u>	<u>\$ (594.5)</u>	<u>\$ 4,940.1</u>	<u>\$ 1,281.0</u>
Nine months ended September 30, 2021 <sup>(1)</sup>				
(\$ millions)	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA <sup>(3)</sup>
Solid Waste				
Canada	\$ 1,177.2	\$ (148.3)	\$ 1,028.9	\$ 304.5
USA	2,471.0	(289.3)	2,181.7	698.0
Solid Waste	3,648.2	(437.6)	3,210.6	1,002.5
Environmental Services <sup>(2)</sup>	540.5	(54.1)	486.4	131.3
Corporate	—	—	—	(98.7)
	<u>\$ 4,188.7</u>	<u>\$ (491.7)</u>	<u>\$ 3,697.0</u>	<u>\$ 1,035.1</u>

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) Environmental Services is the combination our Liquid Waste segment with the soil remediation division, previously included in our Infrastructure and Soil Remediation segment.

(3) Adjusted EBITDA is a non-IFRS measure. Refer to the section entitled “Non-IFRS Financial Measures and Key Performance Indicators”.

### Solid Waste — Canada Operating Segment

Revenue increased by \$69.9 million to \$447.3 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. The increase was due in part to acquisitions completed since July 1, 2021, which contributed approximately \$34.6 million of revenue, and \$34.5 million from price and surcharge increases, partially offset by lower selling prices for the saleable commodities generated from our MRF operations. The amount of price and surcharge increases were higher than the three months ended September 30, 2021, as a result of the continued execution of our pricing strategies, increased surcharge revenue and strong consumer price index (“CPI”) adjustments on certain municipal contracts. Volume increased revenue by \$15.3 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominantly from volumes in our collection and landfill businesses. Offsetting these increases was the impact of lower MRF volumes in the period.

Revenue increased by \$208.8 million to \$1,237.7 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The increase was due in part to acquisitions, net of divestitures, completed since January 1, 2021, which contributed approximately \$103.6 million of revenue, \$83.9 million from price and surcharge increases and \$7.7 million from higher selling prices for the saleable commodities generated from our MRF operations. The amount of price and surcharge increases were higher than the nine months ended September 30, 2021, as a result of the continued execution of our pricing strategies, increased surcharge revenues and strong CPI adjustments on certain municipal contracts. Volume increased revenue by \$34.7 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominantly from volumes in our collection, transfer station and landfill businesses. Offsetting these increases were lower volumes in our organic waste business, a decrease largely attributable to the severe weather in Western Canada during the beginning of the year, and the impact of non-recurring MRF volumes in the prior period.



Adjusted EBITDA increased by \$5.9 million to \$122.4 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 27.4% for the three months ended September 30, 2022, a decrease of 350 basis points as compared to the three months ended September 30, 2021. The decrease was predominately attributable to higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, as well as increased transfer, disposal, and maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints. In addition, fires at two facilities resulted in incremental transfer and disposal costs, as well as clean up costs. Adjusted EBITDA margins were also negatively impacted by increased travel expenses and accident claim costs, as well as the impact of the relatively higher margin non-recurring MRF volume in the prior period. Partially offsetting these decreases was the impact of our pricing strategies. The incremental revenue from acquisitions contributed Adjusted EBITDA margins higher than the existing base business, positively impacting the overall Adjusted EBITDA margin.

Adjusted EBITDA increased by \$29.4 million to \$333.9 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 27.0% for the nine months ended September 30, 2022, a decrease of 260 basis points as compared to the nine months ended September 30, 2021. The decrease was predominately attributable to higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, increased transfer, disposal, and maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints and the impact of a non-recurring employee insurance rebate received in the prior period. In addition, fires at two facilities resulted in incremental transfer and disposal costs, as well as clean up costs. Partially offsetting these decreases was the impact of our pricing strategies and the net benefit of higher selling prices for salable commodities. The incremental revenue from acquisitions contributed Adjusted EBITDA margins higher than the existing base business, positively impacting the overall Adjusted EBITDA margin.

### **Solid Waste — USA Operating Segment**

Revenue increased by \$240.9 million to \$1,019.5 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. The increase was predominately due to acquisitions completed since July 1, 2021, which contributed approximately \$116.0 million of revenue, and \$89.1 million from price and surcharge increases, partially offset by lower selling prices for the saleable commodities generated from our MRF operations. Volume increased revenue by \$8.1 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominately from volumes in our collection and post collection businesses. Weakening of the Canadian dollar against the U.S. dollar for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, increased revenue by \$31.6 million.

Revenue increased by \$600.3 million to \$2,782.0 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The increase was predominately due to acquisitions completed, net of divestitures, since January 1, 2021, which contributed approximately \$278.7 million of revenue, \$210.9 million from price and surcharge increases and \$4.9 million from higher selling prices for the saleable commodities generated from our MRF operations. Volume increased revenue by \$42.0 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominately from increased volumes in our collection and post collection businesses. Weakening of the Canadian dollar against the U.S. dollar for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, increased revenue by \$63.8 million.

Adjusted EBITDA increased by \$50.3 million to \$300.8 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 29.5% for the three months ended September 30, 2022, a decrease of 270 basis points compared to the three months ended September 30, 2021. The decrease was predominately attributable to higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, as well as increased transfer, disposal, maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints. Adjusted EBITDA margins were also negatively impacted by increased travel expenses and accident claim costs. Partially offsetting these decreases was the impact of our pricing strategies. The incremental revenue from acquisitions contributed Adjusted EBITDA margins lower than the existing base business, negatively impacting the overall Adjusted EBITDA margin.

Adjusted EBITDA increased by \$147.7 million to \$845.7 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 30.4% for the nine months ended September 30, 2022, a decrease of 160 basis points compared to the nine months ended September 30, 2021. The decrease was predominately attributable to higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, as well as increased transfer, disposal, maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints. Adjusted EBITDA margins were also negatively impacted by increased travel expenses and accident claim costs. Partially offsetting these decreases was the impact of our pricing strategies and the net benefit of higher selling prices for salable commodities. The incremental revenue from acquisitions contributed Adjusted EBITDA margins lower than the existing base business, negatively impacting the overall Adjusted EBITDA margin.

## Environmental Services Operating Segment

Revenue increased by \$139.1 million to \$364.4 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. Acquisitions completed since July 1, 2021 contributed approximately \$52.7 million in increased revenue. In addition to the contribution from acquisitions, revenue organically grew by \$83.3 million as a result of increased industrial collection and processing activity, an increased level of emergency response activity, and the impact of higher used motor oil selling prices. This was partially offset by a reduction in soil volumes processed at our facilities as a result of a temporary delay in the commencement of certain larger projects. Weakening of the Canadian dollar against the U.S. dollar for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, increased revenue by \$3.0 million.

Revenue increased by \$434.0 million to \$920.4 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. Acquisitions completed since January 1, 2021 contributed approximately \$291.5 million in increased revenue. In addition to the contribution from acquisitions, revenue grew organically by \$137.1 million as a result of increased industrial collection and processing activity, an increased level of emergency response activity, the impact of higher used motor oil selling prices, and higher soil volumes processed at our facilities. Weakening of the Canadian dollar against the U.S. dollar for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, increased revenue by \$5.4 million.

Adjusted EBITDA increased by \$29.1 million to \$96.5 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 26.5% for the three months ended September 30, 2022, a decrease of 340 basis points compared to the three months ended September 30, 2021. Pricing initiatives, variable cost controls, higher used motor oil selling prices and the operating leverage associated with volume recovery favourably impacted Adjusted EBITDA margin for the three months ended September 30, 2022. Offsetting these increases were higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, as well as increased transfer, disposal, maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints. In addition, increased sub-contracting costs associated with increased emergency response activity discussed above negatively impacted Adjusted EBITDA margin for the three months ended September 30, 2022. The incremental revenue from acquisitions contributed Adjusted EBITDA margins lower than the existing base business, negatively impacting the overall Adjusted EBITDA margin.

Adjusted EBITDA increased by \$103.1 million to \$234.4 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021, predominately attributable to the previously described change in revenue. Adjusted EBITDA margin was 25.5% for the nine months ended September 30, 2022, a decrease of 150 basis points compared to the nine months ended September 30, 2021. Pricing initiatives, variable cost controls, higher used motor oil selling prices and operating leverage associated with volume recovery favourably impacted Adjusted EBITDA margin for the nine months ended September 30, 2022. Offsetting these increases were higher fuel costs, increased labour costs from tight labour markets which drove up wage rates, training costs and overtime, as well as increased transfer, disposal, maintenance and repairs costs driven by inflationary cost pressures and delays associated with supply chain constraints. In addition, increased sub-contracting costs associated with increased emergency response activity discussed above negatively impacted Adjusted EBITDA margin for the nine months ended September 30, 2022. The incremental revenue from acquisitions contributed Adjusted EBITDA margins lower than the existing base business, negatively impacting the overall Adjusted EBITDA margin.

## Corporate

Corporate costs increased by \$11.6 million to \$46.4 million for the three months ended September 30, 2022, compared to the three months ended September 30, 2021. Corporate costs as a percentage of revenue were 2.5% for both the three months ended September 30, 2022 and September 30, 2021.

Corporate costs increased by \$34.3 million to \$133.0 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. Corporate costs as a percentage of revenue were 2.7% for both the nine months ended September 30, 2022 and September 30, 2021.

#### 4. Liquidity and Capital Resources

We intend to meet our currently anticipated capital requirements through cash on hand, cash flows from operations and borrowing capacity under our Revolving Credit Facility (defined below). We expect that these sources will be sufficient to meet our current operating capital needs, pay our dividend and fund certain tuck-in acquisitions consistent with our strategy.

##### Cash Flows

*Cash Flows for the three and nine months ended September 30, 2022 compared to the three and nine months ended September 30, 2021*

(\$ millions)	Three months ended September 30, 2022	Three months ended September 30, 2021	Change	%
Cash flows from operating activities	\$ 286.1	\$ 223.9	\$ 62.2	27.8%
Cash flows used in investing activities	(334.7)	(1,133.4)	(798.7)	(70.5)
Cash flows from financing activities	67.7	1,734.6	(1,666.9)	(96.1)
Increase in cash	19.1	825.1		
Changes due to foreign exchange revaluation of cash	(12.3)	14.0		
Cash, beginning of period	230.6	310.4		
Cash, end of period	\$ 237.4	\$ 1,149.5		

(\$ millions)	Nine months ended September 30, 2022	Nine months ended September 30, 2021	Change	%
Cash flows from operating activities	\$ 693.3	\$ 614.1	\$ 79.2	12.9%
Cash flows used in investing activities	(1,329.9)	(1,550.6)	(220.7)	(14.2)
Cash flows from financing activities	719.5	2,065.4	(1,345.9)	(65.2)
Increase in cash	82.9	1,128.9		
Changes due to foreign exchange revaluation of cash	(35.9)	(6.6)		
Cash, beginning of period	190.4	27.2		
Cash, end of period	\$ 237.4	\$ 1,149.5		

##### Operating Activities

Cash flows from operating activities increased by \$62.2 million to \$286.1 million for the three months ended September 30, 2022, compared to cash flows from operating activities of \$223.9 million for the three months ended September 30, 2021. This increase was predominantly attributable to an increase in EBITDA and \$33.2 million of improved working capital for the three months ended September 30, 2022. Partially offsetting this increase was \$39.9 million of incremental cash interest paid on outstanding long-term debt due largely to the cadence of cash interest payments.

Changes in non-cash working capital items resulted in a use of cash of \$40.8 million for the three months ended September 30, 2022, compared to a use of cash of \$74.0 million for the three months ended September 30, 2021. The period on period improvement of \$33.2 million was predominantly a result improvement in timing of payment and collections. For the three months ended September 30, 2022, the change in non-cash working capital was driven by a \$111.5 million increase in accounts receivable and was partially offset by a \$5.3 million decrease in prepaid and other assets and a \$65.4 million increase in accounts payable and accrued liabilities.

Cash flows from operating activities increased by \$79.2 million to \$693.3 million for the nine months ended September 30, 2022, compared to cash flows from operating activities of \$614.1 million for the nine months ended September 30, 2021. This increase was predominantly attributable to an increase in EBITDA for the nine months ended September 30, 2022. This was partially offset by an incremental investment in working capital of \$83.2 million, of which \$5.3 million relates to GFL Infrastructure, and \$47.9 million of incremental cash interest paid on outstanding long-term debt due largely to the cadence of cash interest payments.

Changes in non-cash working capital items resulted in a use of cash of \$201.2 million, \$44.8 million of which was attributable to GFL Infrastructure, for the nine months ended September 30, 2022, compared to a use of cash of \$118.0 million, \$39.5 million of which was attributable to GFL Infrastructure, for the nine months ended September 30, 2021. The period on period change of \$83.2 million was predominantly attributable to organic revenue growth and the timing of payments and collections. For the nine months ended September 30, 2022, the change in non-cash working capital was driven by a \$329.9 million increase in accounts receivable and a \$36.4 million increase in prepaid and other assets. Partially offsetting this change was a \$165.1 million increase in accounts payable and accrued liabilities.

### *Investing Activities*

Cash used in investing activities decreased by \$798.7 million to \$334.7 million for the three months ended September 30, 2022 compared to the three months ended September 30, 2021. The decrease was predominantly related to acquisition expenditures which decreased by \$974.6 million to \$125.3 million. Partially offsetting the decrease was a decrease of proceeds on disposal of assets of \$88.8 million to \$12.4 million and an increase of \$11.2 million in our initial investment in joint ventures and associates. Capital expenditures also increased by \$75.9 million to \$210.6 million for the three months ended September 30, 2022.

Cash flows used in investing activities decreased by \$220.7 million to \$1,329.9 million for the nine months ended September 30, 2022, compared to the nine months ended September 30, 2021. The decrease was predominantly related to acquisition expenditures which decreased by \$230.5 million to \$1,072.7 million. Partially offsetting the decrease was \$158.2 million of incremental proceeds on disposal of assets and an increase of \$43.0 million in our initial investment in joint ventures and associates. Capital expenditures also increased by \$125.0 million to \$542.8 million for the nine months ended September 30, 2022. Capital expenditures related to GFL Infrastructure were \$7.2 million for the nine months ended September 30, 2022, as compared to \$24.1 million for the nine months ended September 30, 2021.

### *Financing Activities*

Cash from financing activities decreased by \$1,666.9 million to \$67.7 million for the three months ended September 30, 2022, compared to cash inflows of \$1,734.6 million for the three months ended September 30, 2021. The decrease was primarily the result of a decrease from the net change in long-term debt, lower payments of financing costs and lower payments of lease obligations. Cash flows used in financing activities for GFL Infrastructure were \$nil for the three months ended September 30, 2022, as compared to \$0.8 million for the three months ended September 30, 2021.

Cash flows from financing activities decreased by \$1,345.9 million to \$719.5 million for the nine months ended September 30, 2022, compared to cash inflows of \$2,065.4 million for the nine months ended September 30, 2021. The decrease was predominantly the result of a decrease from the net change in long-term debt, lower payments of financing costs and contingent purchase consideration and holdbacks. Cash flows used in financing activities for GFL Infrastructure were \$1.0 million for the nine months ended September 30, 2022, as compared to \$2.4 million for the nine months ended September 30, 2021.

### *Available Sources of Liquidity*

Under our amended and restated revolving credit agreement dated as of September 27, 2021 (as amended, the “**Revolving Credit Agreement**”), we have access to (a) a \$1,205.0 million revolving credit facility (available in Canadian and US dollars) and an aggregate US\$75.0 million in revolving credit facilities (available in US dollars) (collectively, the “**Revolving Credit Facility**”) and (b) a term loan of \$500.0 million (the “**Term Loan A Facility**”). The Revolving Credit Facility and Term Loan A Facility accrue interest at a rate of LIBOR/Bankers Acceptance plus 1.500% to 2.250% or Canadian/US prime plus 0.500% to 1.250%. The Revolving Credit Facility and Term Loan A Facility are secured by mortgages on certain properties, a general security agreement over all of the assets of GFL and certain material subsidiaries and a pledge of the shares of such subsidiaries.

As of September 30, 2022, we had \$874.0 million drawn under the Revolving Credit Facility (\$nil as of December 31, 2021) and \$500.0 million under the Term Loan A Facility.

Our Revolving Credit Agreement contains a Total Net Funded Debt to Adjusted EBITDA and an Interest Coverage Ratio (each as defined in the Revolving Credit Agreement) financial maintenance covenant.

The Total Net Funded Debt to Adjusted EBITDA ratio to be maintained is equal to or less than 6.00 to 1.00 for a period of four complete fiscal quarters following completion of a Material Acquisition and at all other times, equal to or less than 5.75 to 1.00. The Interest Coverage Ratio must be equal to or greater than 3.00 to 1.00. As of September 30, 2022 and December 31, 2021, we were in compliance with these covenants.

The following table summarizes our cash and amounts available under our Revolving Credit Facility as of the dates indicated:

(\$ millions)	As at September 30, 2022	As at December 31, 2021
Cash on hand	\$ 237.4	\$ 190.4
Amounts available under our Revolving Credit Facility <sup>(1)</sup>	195.5	800.6
	<u>\$ 432.9</u>	<u>\$ 991.0</u>

(1) Amounts available under our Revolving Credit Facility are comprised of the aggregate total capacity available under the Revolving Credit Facility, less amounts drawn and letters of credit.

### Contractual Obligations

Our contractual obligations consist of principal repayments and interest on long-term debt, equipment loans, lease obligations and Amortizing Notes. The following table summarizes our contractual obligations as at September 30, 2022:

(\$ millions)	Total	Less than 1 year	1-3 year	4-5 year	Thereafter
Long-term debt	\$ 9,378.8	\$ 18.0	\$ 3,463.5	\$ 2,059.4	\$ 3,837.9
Interest on long-term debt	1,972.7	454.1	856.7	448.1	213.8
Lease obligations	497.3	45.5	122.0	155.5	174.3
Other	75.1	0.2	—	74.9	—
Amortizing Notes	31.4	31.4	—	—	—
	<u>\$ 11,955.3</u>	<u>\$ 549.2</u>	<u>\$ 4,442.2</u>	<u>\$ 2,737.9</u>	<u>\$ 4,226.0</u>

### Other Commitments

We had letters of credit totaling approximately \$238.3 million outstanding as at September 30, 2022 (\$199.5 million as at December 31, 2021), which are not recognized in our Interim Financial Statements. These letters of credit primarily relate to performance-based requirements under our municipal contracts and financial assurances issued to government agencies for our operating permits.

As at September 30, 2022, we had issued performance bonds totaling \$1,492.2 million (\$1,748.1 million as at December 31, 2021).

## 5. Summary of Quarterly Results

The following table summarizes the results of our operations for the eight most recently completed quarters:

	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec
(\$ millions except per share amounts)	2022	2022	2022 <sup>(1)</sup>	2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	2021 <sup>(1)</sup>	2020 <sup>(2)</sup>
Financial Summary								
Revenue	\$ 1,831.2	\$ 1,707.5	\$ 1,401.4	\$ 1,439.6	\$ 1,381.3	\$ 1,216.1	\$ 1,099.6	\$ 1,235.6
Adjusted EBITDA <sup>(3)</sup>	473.3	453.3	354.4	375.7	399.6	337.8	297.7	311.2
Net income (loss) from continuing operations <sup>(4)</sup>	(183.7)	82.6	137.0	(82.0)	(316.1)	54.4	(283.7)	(594.2)
Earnings (loss) per share <sup>(4)</sup>	(0.55)	0.17	0.32	(0.26)	(0.91)	0.12	(0.82)	(1.69)

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) The December 31, 2020 quarter has not been re-presented in relation to the discontinued operations of GFL Infrastructure, as referred to in Note 18 in our Interim Financial Statements.

(3) Adjusted EBITDA is a non-IFRS measure. Refer to the section entitled “Non-IFRS Financial Measures and Key Performance Indicators”.

(4) Subsequent to the original issuance of our interim consolidated financial statements for the first three quarters of 2021, GFL determined the mark-to-market loss on Purchase Contracts should not be treated as a temporary difference for deferred income tax purposes. As a result, to correct these immaterial errors, deferred income tax liabilities, income tax recovery, net (loss) income, and net (loss) earnings per share changed as follows: (a) for the quarter ended March 31, 2021, an increase of \$55.8 million to deferred income tax liabilities and a corresponding decrease to income tax recovery, resulting in a \$55.8 million increase to net loss from continuing operations and an increase of \$0.16 to net loss per share; (b) for the quarter ended June 30, 2021, a decrease of \$37.3 million to deferred income tax liabilities and a corresponding increase to income tax recovery, resulting in a \$37.3 million increase to net income from continuing operations and an increase of \$0.11 to net earnings per share; and (c) for the quarter ended September 30, 2021, an increase of \$64.7 million to deferred income tax liabilities and a corresponding decrease to income tax recovery, resulting in a \$64.7 million increase to net loss from continuing operations and an increase of \$0.18 to net loss per share.

Over the last eight quarters our results were primarily impacted by our pricing initiatives, cost controls and overall operating leverage as volumes recovered, as well as from acquisitions and associated financing activities. Additionally, our results are influenced by seasonality and tend to be lower in the first quarter of the year, primarily due to winter weather conditions, which are pronounced in Canada, and higher in the second and third quarters of the year, due to the higher volume of waste generated during the summer months in many of our solid waste markets. Our results were also impacted by the measures taken by the U.S. and Canadian governments in response to COVID-19 beginning in the second quarter of 2020. In the first half of 2021, these measures were lifted or eased in many U.S. states resulting in accelerated economic recovery in the markets that we serve. In early 2022, many of the measures that had previously been put in place by Canadian provincial and local governments were also lifted or eased.

## 6. Key Risk Factors

We are exposed to a number of risks through the pursuit of our strategic objectives and the nature of our operations which are outlined in the “Risk Factors” section of our AIF. We are also subject to the following financial risks.

### Financial Instruments and Financial Risk

Our financial instruments consist of cash, trade accounts receivable, trade accounts payable, long-term debt, including related hedging instruments, and TEUs. The carrying value of our financial assets are equal to their fair values.

The carrying value of our financial liabilities approximate their fair values with the exception of our outstanding USD secured and unsecured notes (“Notes”) and Amortizing Notes. The following table summarizes the fair value hierarchy for these instruments for the periods indicated:

(\$ millions)	Fair Value as at September 30, 2022			Fair Value as at December 31, 2021		
	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Notes	\$ —	\$ 5,461.3	\$ —	\$ —	\$ 5,808.3	\$ —
Amortizing Notes	31.2	—	—	70.4	—	—

Purchase Contracts and net derivative instruments, which are recorded at fair value, are classified within Level 1 and Level 2, respectively.

For more information on our financial instruments, including hedging arrangements, and related financial risk factors, see our Interim Financial Statements, our Annual Financial Statements, and our Annual MD&A.

## 7. Internal Control over Financial Reporting

All control systems, no matter how well designed, have inherent limitations. Accordingly, even disclosure controls and procedures and internal controls over financial reporting determined to be effective can only provide reasonable assurance of achieving their control objectives with respect to financial statement preparation and presentation. Management, under the supervision of the Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over GFL’s financial reporting, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. During the nine months ended September 30, 2022, there were no changes in GFL’s internal control over financial reporting, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## 8. Other

### Related Party Transactions

After the payment of the semi-annual instalment of \$3.5 million, the remaining principal outstanding on the note payable to Josaud Holdings Inc. (an affiliate of Patrick Dovigi) was \$3.5 million as at September 30, 2022 (\$10.5 million as at December 31, 2021).

After the payment of the semi-annual instalment of \$2.9 million, the remaining principal outstanding on the note payable to Sejosa Holdings Inc. (an affiliate of Patrick Dovigi) was \$14.5 million as at September 30, 2022 (\$20.3 million as at December 31, 2021).

For the three and nine months ended September 30, 2022, we paid \$1.6 million and \$4.0 million (\$1.0 million and \$2.9 million for the three and nine months ended September 30, 2021) in aggregate lease payments to related parties.

For the three and nine months ended September 30, 2022, we entered into transactions with GIP which resulted in revenue of \$10.2 million and \$13.9 million (\$nil for the three and nine months ended September 30, 2021) and net payables of \$2.5 million as at September 30, 2022 (\$nil as at December 31, 2021).

### Current Share Information

Our current authorized share capital consists of (i) an unlimited number of subordinate voting shares, (ii) an unlimited number of multiple voting shares, and (iii) an unlimited number of preferred shares.

As at September 30, 2022, we had 331,591,109 subordinate voting shares, 11,812,964 multiple voting shares, 28,571,428 Series A perpetual preferred shares (“Series A Preferred Shares”), and 8,196,721 Series B perpetual convertible preferred shares (“Series B Preferred Shares”) issued and outstanding. The Series A Preferred Shares and Series B Preferred Shares are collectively referred to as the “Preferred Shares”. All of the issued and outstanding multiple voting shares are, directly or indirectly, held or controlled by entities controlled by Patrick Dovigi.

As at September 30, 2022, (a) the Series A Preferred Shares are convertible into 27,361,287 subordinate voting shares, at a conversion price of US\$25.20, representing 7.5% of the issued and outstanding subordinate voting shares and 5.7% of the aggregate outstanding voting rights, and (b) the Series B Preferred Shares are convertible into 7,160,486 subordinate voting shares, at a conversion price of US\$43.92, representing 2.0% of the issued and outstanding subordinate voting shares and 1.5% of the aggregate outstanding voting rights. The holders of the Preferred Shares are entitled to vote on an as-converted basis on all matters on which holders of subordinate voting shares and multiple voting shares vote, and to the greatest extent possible, will vote with the holders of subordinate voting shares and multiple voting shares as a single class. Each holder of Preferred Shares shall be deemed to hold, for the sole purpose of voting at any meeting of shareholders of GFL at which such holder is entitled to vote, the number of Preferred Shares equal to the number of subordinate voting shares into which such holder's registered Preferred Shares are convertible as of the record date for the determination of shareholders entitled to vote at such shareholders meeting. The liquidation preference of the Series A Preferred Shares and Series B Preferred Shares accrete at a rate of 7.000% and 6.000% per annum, respectively, compounded quarterly. From and after the fourth anniversary of the issuance of the Preferred Shares, GFL will have the option each quarter to redeem a number of Preferred Shares in an amount equal to the increase in the liquidation preference for the quarter. This optional redemption amount can be satisfied in either cash or subordinate voting shares at the election of GFL. If GFL elects to pay the optional redemption amount for a particular quarter in cash, the accretion rate for that quarter for the Series A Preferred Shares and Series B Preferred Shares will be 6.000% and 5.000% per annum, respectively. The Preferred Shares are subject to transfer restrictions, but can be converted into subordinate voting shares by the holder at any time. GFL may also require the conversion or redemption of the Preferred Shares at an earlier date in certain circumstances.

As of September 30, 2022, we had 11,698,543 Purchase Contracts outstanding which are convertible into 25,663,094 subordinate voting shares, assuming a minimum conversion of 2.1937.

#### **Normal Course Issuer Bid**

On May 10, 2022, the TSX accepted our notice of intention to implement a normal course issuer bid ("NCIB") during the twelve-month period commencing on May 12, 2022 and ending May 11, 2023. Under the NCIB, a maximum of 16,510,694 subordinate voting shares may be repurchased by GFL representing approximately 5.0% of the issued and outstanding subordinate voting shares as at May 6, 2022. Purchases will be made by means of open market transactions on both the TSX and NYSE or alternative trading systems, if eligible, or by such other means as a securities regulatory authority may permit. Under the NCIB, GFL will be allowed to purchase daily, through the facilities of the TSX, a maximum of 85,481 subordinate voting shares, representing 25% of the average daily trading volume, as calculated per the TSX rules for the six month period starting on November 1, 2021 to April 30, 2022. All subordinate voting shares repurchased by GFL under the NCIB will be cancelled. For the nine months ended September 30, 2022, we did not repurchase any subordinate voting shares under the plan. A copy of GFL's notice of intention to commence a normal course issuer bid through the facilities of the TSX may be obtained, without charge, by contacting GFL.

#### **Additional Information**

Additional information relating to GFL, including our most recent annual and quarterly reports, are available on SEDAR at [www.sedar.com](http://www.sedar.com) and on Edgar at [www.sec.gov/edgar](http://www.sec.gov/edgar).

#### **9. Accounting Policies, Critical Accounting Estimates and Judgements**

We prepare our Interim Financial Statements in accordance with IFRS. Our significant accounting policies and significant accounting estimates, assumptions and judgements are contained in the Annual Financial Statements.

##### **Significant Accounting Estimates, Assumptions and Judgements**

The preparation of our Interim Financial Statements requires management to make estimates and use judgment that affect the reported amounts of revenue, expenses, assets, liabilities and accompanying disclosures. Accordingly, actual results may differ from estimated amounts as future confirming events occur. Significant estimates and judgments used in the preparation of our Interim Financial Statements are described in our Annual Financial Statements.



Since the date of our Annual MD&A, there were no material changes to the significant accounting estimates, assumptions and judgments. See the section entitled “Significant Accounting Estimates, Assumptions and Judgements” in our AIF.

### **Landfill Asset**

The following table summarizes landfill amortization expense on a per tonne basis for the periods indicated:

	<b>Three months ended September 30, 2022</b>	<b>Nine months ended September 30, 2022</b>	<b>Year ended December 31, 2021</b>
Amortization of landfill airspace (\$ millions)	<b>\$ 80.9</b>	<b>\$ 209.6</b>	<b>\$ 230.4</b>
Tonnes received (millions of tonnes)	<b>5.9</b>	<b>15.8</b>	<b>17.9</b>
Average landfill amortization per tonne (\$)	<b>\$ 13.7</b>	<b>\$ 13.3</b>	<b>\$ 12.9</b>

The amortization of landfill airspace for the nine months ended September 30, 2022 does not include \$7.8 million related to the difference between the ARO obligation calculated using the credit-adjusted, risk-free discount rate required for measurement of the ARO obligation through purchase accounting, compared to the risk-free discount rate required for quarterly valuations. This accounting adjustment does not impact the economics of the average landfill amortization per tonne.

### **Landfill Capacity**

As of September 30, 2022, we had 306.0 million tonnes (319.5 million tonnes as at December 31, 2021) of remaining permitted capacity at the landfills we own and at the landfill in Quebec where we have designated access to a fixed level of capacity. During the nine months ended September 30, 2022, permitted capacity decreased due to the divestiture of certain post-closure assets, partially offset by the acquisition of landfills through business combinations. As of September 30, 2022, seventeen of our landfills satisfied the criteria for inclusion of probable expansion capacity, resulting in additional expansion capacity of 171.4 million tonnes. Together with remaining permitted capacity, our total remaining capacity is 477.4 million tonnes (484.4 million tonnes as at December 31, 2021). Based on total remaining capacity as of September 30, 2022 and projected annual disposal volumes, the weighted average remaining life of the landfills we own and at the landfill in Quebec where we have designated access to a fixed level of capacity is approximately 26.3 years (26.1 years as at December 31, 2021). We have other expansion opportunities that could extend the weighted average remaining life of our landfills.

## **10. Non-IFRS Financial Measures and Key Performance Indicators**

This MD&A makes reference to certain non-IFRS measures, including EBITDA, Adjusted EBITDA and Adjusted EBITDA margin. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. Rather, these non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Our management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation.

### **EBITDA**

EBITDA represents, for the applicable period, net income (loss) from continuing operations plus (a) interest and other finance costs, plus (b) depreciation and amortization of property and equipment, landfill assets and intangible assets, less (c) the provision for income taxes, in each case to the extent deducted or added to/from net income (loss) from continuing operations. We present EBITDA to assist readers in understanding the mathematical development of Adjusted EBITDA. Management does not use EBITDA as a financial performance metric.

## Adjusted EBITDA

Adjusted EBITDA is a supplemental measure used by management and other users of our financial statements including our lenders and investors, to assess the financial performance of our business without regard to financing methods or capital structure. Adjusted EBITDA is also a key metric that management uses prior to execution of any strategic investing or financing opportunity. For example, management uses Adjusted EBITDA as a measure in determining the value of acquisitions, expansion opportunities, and dispositions. In addition, Adjusted EBITDA is utilized by financial institutions to measure borrowing capacity. Adjusted EBITDA is calculated by adding and deducting, as applicable from EBITDA, certain expenses, costs, charges or benefits incurred in such period which in management's view are either not indicative of underlying business performance or impact the ability to assess the operating performance of our business, including: (a) (gain) loss on foreign exchange, (b) (gain) loss on sale of property and equipment, (c) mark-to-market (gain) loss on Purchase Contracts, (d) share of net income of investments accounted for using the equity method, (e) share-based payments, (f) impairment, (g) gain (loss) on divestiture, (h) transaction costs, and (i) acquisition, rebranding and other integration costs (included in cost of sales related to acquisition activity). We use Adjusted EBITDA to facilitate a comparison of our operating performance on a consistent basis reflecting factors and trends affecting our business. For the three and nine months ended September 30, 2022, we deducted our share of net income of investments accounted for using the equity method and adjusted for an impairment charge related to assets that were destroyed in a fire during the quarter. As we continue to grow our business, we may be faced with new events or circumstances that are not indicative of our underlying business performance or that impact the ability to assess our operating performance.

## Adjusted EBITDA margin

Adjusted EBITDA margin represents Adjusted EBITDA divided by revenue. Management and other users of our financial statements including our lenders and investors use Adjusted EBITDA margin to facilitate a comparison of the operating performance of each of our operating segments on a consistent basis reflecting factors and trends affecting our business.

## Adjusted EBITDA to Net Income (Loss) from Continuing Operations Reconciliation

The tables below provide the reconciliation of our net (loss) income from continuing operations to EBITDA and Adjusted EBITDA for the periods indicated, excluding the results of GFL Infrastructure which has been presented as discontinued operations:

(\$ millions)	Three months ended September 30, 2022	Three months ended September 30, 2021 <sup>(1)</sup>
Net loss from continuing operations <sup>(2)</sup>	\$ (183.7)	\$ (316.1)
Add:		
Interest and other finance costs	136.2	96.6
Depreciation of property and equipment	264.0	222.3
Amortization of intangible assets	124.2	112.2
Income tax recovery <sup>(2)</sup>	(75.8)	(39.5)
EBITDA	264.9	75.5
Add:		
Loss on foreign exchange <sup>(3)</sup>	195.3	111.6
(Gain) loss on sale of property and equipment	(5.7)	1.9
Mark-to-market (gain) loss on Purchase Contracts <sup>(4)</sup>	(10.3)	208.6
Share of net income of investments accounted for using the equity method	(9.2)	—
Share-based payments <sup>(5)</sup>	13.4	9.8
Impairment	3.4	—
Loss (gain) on divestiture <sup>(6)</sup>	1.6	(31.4)
Transaction costs <sup>(7)</sup>	13.6	17.8
Acquisition, rebranding and other integration costs <sup>(8)</sup>	6.3	5.8
Adjusted EBITDA	\$ 473.3	\$ 399.6

(\$ millions)	Nine months ended September 30, 2022	Nine months ended September 30, 2021 <sup>(1)</sup>
Net income (loss) from continuing operations <sup>(2)</sup>	\$ 35.9	\$ (545.3)
Add:		
Interest and other finance costs	340.7	327.6
Depreciation of property and equipment	732.1	637.9
Amortization of intangible assets	382.1	331.7
Income tax recovery <sup>(2)</sup>	(145.5)	(95.3)
EBITDA	1,345.3	656.6
Add:		
Loss on foreign exchange <sup>(3)</sup>	249.3	35.3
(Gain) loss on sale of property and equipment	(10.1)	3.0
Mark-to-market (gain) loss on Purchase Contracts <sup>(4)</sup>	(391.4)	319.6
Share of net income of investments accounted for using the equity method	(14.5)	—
Share-based payments <sup>(5)</sup>	38.2	28.4
Impairment	12.5	—
Gain on divestiture <sup>(6)</sup>	(4.9)	(66.9)
Transaction costs <sup>(7)</sup>	36.9	43.2
Acquisition, rebranding and other integration costs <sup>(8)</sup>	19.7	15.9
Adjusted EBITDA	\$ 1,281.0	\$ 1,035.1

(1) Comparative figures have been re-presented, refer to Note 18 in our Interim Financial Statements.

(2) Subsequent to the original issuance of the September 30, 2021 unaudited interim condensed consolidated financial statements, we determined the mark-to-market loss on Purchase Contracts should not be treated as a temporary difference for deferred income tax purposes. As a result, to correct this immaterial error, income tax recovery decreased by \$64.7 million and \$83.2 million for the three and nine months ended September 30, 2021.

(3) Consists of (i) non-cash gains and losses on foreign exchange and interest rate swaps entered into in connection with our debt instruments and (ii) gains and losses attributable to foreign exchange rate fluctuations.

(4) This is a non-cash item that consists of the fair value “mark-to-market” adjustment on the Purchase Contracts.

(5) This is a non-cash item and consists of the amortization of the estimated fair value of share-based options granted to certain members of management under share-based option plans.

(6) Consists of loss or gain resulting from the divestiture of certain assets.

(7) Consists of acquisition, integration and other costs such as legal, consulting and other fees and expenses incurred in respect of acquisitions and financing activities completed during the applicable period. We expect to incur similar costs in connection with other acquisitions in the future and, under IFRS, such costs relating to acquisitions are expensed as incurred and not capitalized. This is part of SG&A.

(8) Consists of costs related to the rebranding of equipment acquired through business acquisitions. We expect to incur similar costs in connection with other acquisitions in the future. This is part of cost of sales.

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of GFL Environmental Inc. (the "issuer") for the interim period ended September 30, 2022.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the interim filings.
4. **Responsibility:** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings
  - a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - i. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 **Control Framework:** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).
- 5.2 N/A
- 5.3 N/A
6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2022 and ended on September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

By: /s/ Patrick Dovigi  
Patrick Dovigi  
*Chief Executive Officer*

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of GFL Environmental Inc. (the "issuer") for the interim period ended September 30, 2022.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in the interim filings.
4. **Responsibility:** The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for the issuer.
5. **Design:** Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer and I have, as at the end of the period covered by the interim filings
  - a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that
    - i. material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
    - ii. information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
  - b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.
- 5.1 **Control Framework:** The control framework the issuer's other certifying officer and I used to design the issuer's ICFR is the Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).
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6. **Reporting changes in ICFR:** The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on January 1, 2022 and ended on September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

By: /s/ Luke Pelosi  
 Luke Pelosi  
*Chief Financial Officer*