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

FORM 6-K

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

For the month of April 2023

Commission File Number: 001-39240

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

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

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): ☐

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
<u>99.1</u>	<u>Unaudited Interim Condensed Consolidated Financial Statements for the Three Months Ended March 31, 2023</u>
<u>99.2</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations for the Three Months Ended March 31, 2023</u>
<u>99.3</u>	<u>Certification of Chief Executive Officer</u>
<u>99.4</u>	<u>Certification of Chief Financial Officer</u>

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: April 28, 2023

GFL Environmental Inc.

**Unaudited Interim Condensed
Consolidated Financial Statements
For the three months ended March 31, 2023**

GFL Environmental Inc.
Unaudited Interim Condensed Consolidated Statements of Operations and Comprehensive Loss
(In millions of dollars except per share amounts)

		Three months ended March 31,	
	Notes	2023	2022
Revenue	11	\$ 1,799.1	\$ 1,401.4
Expenses			
Cost of sales		1,554.6	1,265.6
Selling, general and administrative expenses		214.5	162.7
Interest and other finance costs	8	164.7	99.7
Loss (gain) on sale of property and equipment		0.1	(1.8)
Loss (gain) on foreign exchange		5.3	(58.6)
Mark-to-market loss (gain) on Purchase Contracts	9	104.3	(174.9)
Gain on divestiture		(5.5)	(6.5)
		<u>2,038.0</u>	<u>1,286.2</u>
Share of net loss of investments accounted for using the equity method		(21.0)	—
(Loss) earnings before income taxes		<u>(259.9)</u>	<u>115.2</u>
Current income tax expense		7.2	6.9
Deferred tax recovery		(49.3)	(28.7)
Income tax recovery		<u>(42.1)</u>	<u>(21.8)</u>
Net (loss) income from continuing operations		<u>(217.8)</u>	<u>137.0</u>
Net loss from discontinued operations		—	(109.6)
Net (loss) income		<u>(217.8)</u>	<u>27.4</u>
Less: Net income attributable to non-controlling interests		1.6	—
Net (loss) income attributable to GFL Environmental Inc.		<u>(219.4)</u>	<u>27.4</u>
Items that may be subsequently reclassified to net loss			
Currency translation adjustment		(5.5)	(91.4)
Fair value movements on cash flow hedges, net of tax		7.4	(22.4)
Other comprehensive income (loss) from continuing operations		<u>1.9</u>	<u>(113.8)</u>
Comprehensive (loss) income from continuing operations		<u>(215.9)</u>	<u>23.2</u>
Comprehensive loss from discontinued operations	19	—	(109.6)
Total comprehensive loss		<u>(215.9)</u>	<u>(86.4)</u>
Less: Total comprehensive income attributable to non-controlling interests		1.5	—
Total comprehensive loss attributable to GFL Environmental Inc.		<u>\$ (217.4)</u>	<u>\$ (86.4)</u>
Basic and diluted (loss) earnings per share	10		
Continuing operations		\$ (0.66)	\$ 0.32
Discontinued operations		—	(0.30)
Total operations		<u>\$ (0.66)</u>	<u>\$ 0.02</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 Financial Position
(In millions of dollars)

	<u>Notes</u>	<u>March 31, 2023</u>	<u>December 31, 2022</u>
Assets			
Cash		\$ 73.0	\$ 82.1
Trade and other receivables, net		1,021.6	1,118.1
Prepaid expenses and other assets		202.4	182.9
Assets held for sale	18	1,021.6	—
Current assets		2,318.6	1,383.1
Property and equipment, net	4	6,401.1	6,540.3
Intangible assets, net	5	3,125.8	3,245.0
Investments accounted for using the equity method		310.2	326.6
Other long-term assets		71.2	90.2
Goodwill	5	7,603.3	8,182.4
Non-current assets		17,511.6	18,384.5
Total assets		19,830.2	19,767.6
Liabilities			
Accounts payable and accrued liabilities		1,380.0	1,557.7
Income taxes payable		4.9	—
Long-term debt	7	17.4	17.9
Lease obligations		53.4	51.5
Due to related party	17	5.8	9.3
Tangible equity units	9	—	1,024.9
Landfill closure and post-closure obligations	6	33.5	30.8
Liabilities held for sale	18	54.5	—
Current liabilities		1,549.5	2,692.1
Long-term debt	7	9,554.7	9,248.9
Lease obligations		324.9	327.3
Other long-term liabilities		43.1	47.5
Due to related party	17	5.8	8.7
Deferred income tax liabilities		541.7	582.6
Landfill closure and post-closure obligations	6	854.9	816.4
Non-current liabilities		11,325.1	11,031.4
Total liabilities		12,874.6	13,723.5
Shareholders' equity			
Share capital		9,754.1	8,640.3
Contributed surplus		120.7	109.6
Deficit		(3,068.0)	(2,843.0)
Accumulated other comprehensive income		132.3	130.3
Total GFL Environmental Inc.'s shareholders' equity		6,939.1	6,037.2
Non-controlling interests		16.5	6.9
Total shareholders' equity		6,955.6	6,044.1
Total liabilities and shareholders' equity		\$ 19,830.2	\$ 19,767.6

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)

GFL Environmental Inc.'s Shareholders' Equity										
	Notes	Share capital - # of shares	Share capital	Contributed surplus	Deficit	Cash flow hedges, net of tax	Currency translation	Total equity attributable to shareholders	Non-controlling interests	Total shareholders' equity
Balance, December 31, 2021		375,061,066	\$ 8,462.9	\$ 77.4	\$ (2,510.5)	\$ 13.2	\$ (266.9)	\$ 5,776.1	\$ —	\$ 5,776.1
Net income and comprehensive loss		—	—	—	27.4	(22.4)	(91.4)	(86.4)	—	(86.4)
Dividends issued and paid		—	—	—	(4.7)	—	—	(4.7)	—	(4.7)
Cancelled shares		(1,221)	—	—	—	—	—	—	—	—
Share capital issued on exercise and settlement of RSUs		8,716	0.3	(0.3)	—	—	—	—	—	—
Share-based payments	13	—	—	13.5	—	—	—	13.5	—	13.5
Balance, March 31, 2022		375,068,561	\$ 8,463.2	\$ 90.6	\$ (2,487.8)	\$ (9.2)	\$ (358.3)	\$ 5,698.5	\$ —	\$ 5,698.5
Balance, December 31, 2022		380,211,030	\$ 8,640.3	\$ 109.6	\$ (2,843.0)	\$ (52.1)	\$ 182.4	\$ 6,037.2	\$ 6.9	\$ 6,044.1
Net loss and comprehensive (loss) income		—	—	—	(219.4)	7.4	(5.4)	(217.4)	1.5	(215.9)
Dividends issued and paid		—	—	—	(5.6)	—	—	(5.6)	—	(5.6)
Contribution from non-controlling interest		—	—	—	—	—	—	—	8.1	8.1
Share capital issued on exercise and settlement of RSUs	13	43,805	3.9	(3.9)	—	—	—	—	—	—
Share capital issued on TEU conversion	9	25,666,465	1,109.9	—	—	—	—	1,109.9	—	1,109.9
Share-based payments	13	—	—	15.0	—	—	—	15.0	—	15.0
Balance, March 31, 2023		405,921,300	\$ 9,754.1	\$ 120.7	\$ (3,068.0)	\$ (44.7)	\$ 177.0	\$ 6,939.1	\$ 16.5	\$ 6,955.6

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)

	Notes	Three months ended March 31, 2023	2022
Operating activities			
Net (loss) income		\$ (217.8)	\$ 27.4
Adjustments for non-cash items			
Depreciation of property and equipment	4	239.8	231.7
Amortization of intangible assets	5	138.8	125.7
Share of net loss of investments accounted for using the equity method		21.0	—
Gain on divestiture		(5.5)	(6.5)
Impairment related to discontinued operations	19	—	109.8
Interest and other finance costs	8	164.7	103.2
Share-based payments	13	15.0	13.5
Loss (gain) on unrealized foreign exchange on long-term debt and TEUs		6.1	(58.7)
Loss (gain) on sale of property and equipment		0.1	(1.8)
Mark-to-market loss (gain) on Purchase Contracts	9	104.3	(174.9)
Current income tax expense		7.2	7.0
Deferred tax recovery		(49.3)	(30.6)
Interest paid in cash on Amortizing Notes component of TEUs		(0.2)	(0.7)
Interest paid in cash, excluding interest paid on Amortizing Notes		(161.0)	(96.2)
Income taxes paid in cash, net		(2.0)	(0.4)
Changes in non-cash working capital items	14	(65.8)	(69.6)
Landfill closure and post-closure expenditures	6	(2.9)	(2.9)
		<u>192.5</u>	<u>176.0</u>
Investing activities			
Proceeds on disposal of assets		13.2	91.9
Purchase of property and equipment and intangible assets		(272.9)	(203.2)
Investment in joint ventures and associates		(4.7)	(12.2)
Business acquisitions, net of cash acquired	3	(217.3)	(67.1)
		<u>(481.7)</u>	<u>(190.6)</u>
Financing activities			
Repayment of lease obligations		(17.8)	(16.6)
Issuance of long-term debt		877.8	238.5
Repayment of long-term debt		(554.3)	(166.9)
Proceeds from termination of hedged arrangements		17.3	—
Payment of contingent purchase consideration and holdbacks	3	(2.5)	(10.2)
Repayment of Amortizing Notes		(15.7)	(14.0)
Dividends issued and paid		(5.6)	(4.7)
Payment of financing costs		(14.1)	(0.1)
Repayment of loan to related party	17	(6.4)	(6.4)
Contribution from non-controlling interest		8.1	—
		<u>286.8</u>	<u>19.6</u>
(Decrease) increase in cash		(2.4)	5.0
Changes due to foreign exchange revaluation of cash		(6.7)	(6.1)
Cash, beginning of quarter		82.1	190.4
Cash, end of quarter		<u>\$ 73.0</u>	<u>\$ 189.3</u>

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

GFL Environmental Inc. – Notes to the Consolidated Financial Statements

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

1. REPORTING ENTITY

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”.

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.

These unaudited interim condensed consolidated financial statements (the “Interim Financial Statements”) include the accounts of GFL and its subsidiaries as at March 31, 2023.

The Board of Directors approved the Interim Financial Statements on April 27, 2023.

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 consolidated financial statements for the year ended December 31, 2022 (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 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.

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

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.

3. BUSINESS COMBINATIONS

For the three months ended March 31, 2023, GFL acquired 12 businesses, of which 10 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:

	Three months ended March 31, 2023
Net working capital, including cash acquired of \$3.8 million	\$ 2.0
Property and equipment	57.7
Intangible assets	110.1
Goodwill	60.5
Lease obligations	(3.4)
Other long-term liabilities	(0.4)
Deferred income tax liabilities	(5.4)
Net assets acquired	\$ 221.1
Cash paid	\$ 221.1
Total consideration	\$ 221.1

In addition to the cash consideration noted above, during the three months ended March 31, 2023, GFL paid \$2.5 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 three months ended March 31, 2023, GFL finalized the purchase price allocations for certain acquisitions resulting in an increase in property and equipment of \$11.9 million, an increase in intangible assets of \$18.3 million, an increase in deferred income tax liabilities of \$4.1 million, and a decrease in goodwill of \$26.1 million.

Approximately \$22.8 million of the goodwill acquired during the three months ended March 31, 2023 (\$11.2 million during the three months ended March 31, 2022) is expected to be deductible for tax purposes.

Since the respective acquisition dates, revenue and net income before tax of approximately \$23.5 million and \$5.5 million, respectively, attributable to the 2023 acquisitions, are included in these Interim Financial Statements.

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

Pro forma results of operations

If the 2023 acquisitions had occurred on January 1, 2023, the unaudited consolidated pro forma revenue and net loss before taxes for the three months ended March 31, 2023 would have been \$1,811.2 million and \$257.6 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 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
Cost								
Balance, December 31, 2022	1,687.1	2,745.1	2,594.1	1,081.5	51.6	789.0	457.0	9,405.4
Additions	3.6	47.6	104.5	49.5	21.4	23.8	11.1	261.5
Acquisitions via business combinations	7.9	10.5	17.9	8.2	0.1	9.7	3.4	57.7
Adjustments for prior year acquisitions	12.5	—	(0.2)	(0.4)	—	—	—	11.9
Adjustments for asset retirement obligations	—	38.0	—	—	—	—	—	38.0
Disposals	(4.8)	(0.2)	(8.3)	(1.7)	—	—	(0.1)	(15.1)
Transfers	—	—	0.7	—	(0.7)	—	—	—
Assets classified as held for sale	(64.5)	(46.1)	(193.5)	(37.3)	(0.5)	(56.6)	(5.3)	(403.8)
Changes in foreign exchange	(0.6)	(1.8)	(1.3)	(0.4)	(0.1)	(0.6)	—	(4.8)
Balance, March 31, 2023	1,641.2	2,793.1	2,513.9	1,099.4	71.8	765.3	466.1	9,350.8
Accumulated depreciation								
Balance, December 31, 2022	171.0	804.1	987.3	468.3	—	272.5	161.9	2,865.1
Depreciation	15.7	65.7	74.0	39.6	—	26.0	18.8	239.8
Disposals	(0.3)	—	(5.2)	(1.8)	—	—	(0.1)	(7.4)
Assets classified as held for sale	(9.6)	(20.2)	(76.8)	(12.8)	—	(25.7)	(1.1)	(146.2)
Changes in foreign exchange	(0.1)	(0.6)	(0.6)	(0.1)	—	(0.2)	—	(1.6)
Balance, March 31, 2023	176.7	849.0	978.7	493.2	—	272.6	179.5	2,949.7
Carrying amounts								
At December 31, 2022	\$ 1,516.1	\$ 1,941.0	\$ 1,606.8	\$ 613.2	\$ 51.6	\$ 516.5	\$ 295.1	\$ 6,540.3
At March 31, 2023	\$ 1,464.5	\$ 1,944.1	\$ 1,535.2	\$ 606.2	\$ 71.8	\$ 492.7	\$ 286.6	\$ 6,401.1

For the three months ended March 31, 2023, total depreciation of property and equipment was \$239.8 million (\$227.0 million for the three months ended March 31, 2022). Of the total depreciation for the three months ended March 31, 2023, \$233.2 million was included in cost of sales (\$219.1 million for the three months ended March 31, 2022) and \$6.6 million was included in selling, general and administrative expenses (\$7.9 million for the three months ended March 31, 2022).

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

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
Cost						
Balance, December 31, 2022	8,182.4	839.7	3,592.7	108.1	564.2	13,287.1
Acquisitions via business combinations	60.5	0.3	101.7	—	8.1	170.6
Adjustments for prior year acquisitions	(26.1)	—	17.2	—	1.1	(7.8)
Other	—	—	2.2	—	—	2.2
Assets classified as held for sale	(609.0)	(0.3)	(206.9)	—	(46.5)	(862.7)
Changes in foreign exchange	(4.5)	—	—	(0.2)	(0.3)	(5.0)
Balance, March 31, 2023	7,603.3	839.7	3,506.9	107.9	526.6	12,584.4
Accumulated amortization						
Balance, December 31, 2022	—	—	1,527.5	32.6	299.6	1,859.7
Amortization	—	—	109.5	1.4	27.9	138.8
Assets classified as held for sale	—	—	(115.1)	—	(27.2)	(142.3)
Changes in foreign exchange	—	—	(0.7)	—	(0.2)	(0.9)
Balance, March 31, 2023	—	—	1,521.2	34.0	300.1	1,855.3
Carrying amounts						
At December 31, 2022	\$ 8,182.4	\$ 839.7	\$ 2,065.2	\$ 75.5	\$ 264.6	\$ 11,427.4
At March 31, 2023	\$ 7,603.3	\$ 839.7	\$ 1,985.7	\$ 73.9	\$ 226.5	\$ 10,729.1

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

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

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, 2022	\$ 847.2
Provisions	14.2
Adjustment for discount rates	38.0
Accretion	7.7
Expenditures	(2.9)
Liabilities classified as held for sale	(15.1)
Changes in foreign exchange	(0.7)
Balance, March 31, 2023	888.4
Less: Current portion of landfill closure and post-closure obligations	(33.5)
Non-current portion of landfill closure and post-closure obligations	<u>\$ 854.9</u>

The maturation of GFL's landfill closure and post-closure obligations has not materially changed since December 31, 2022.

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 March 31, 2023, included in other long-term assets are funded landfill post-closure obligations, representing the fair value of legally restricted assets, totaling \$26.3 million (\$26.1 million as at December 31, 2022).

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

7. LONG-TERM DEBT

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

	March 31, 2023	December 31, 2022
Revolving credit facility	\$ 799.8	\$ 771.8
Term Loan A Facility	775.0	500.0
Term Loan B Facility	1,736.9	1,742.7
Notes ⁽¹⁾		
4.250% USD senior secured notes ("4.250% 2025 Secured Notes") ⁽²⁾	676.7	677.2
3.750% USD senior secured notes ("3.750% 2025 Secured Notes") ⁽³⁾	1,015.0	1,015.8
5.125% USD senior secured notes ("5.125% 2026 Secured Notes") ⁽⁴⁾	676.7	677.2
3.500% USD senior secured notes ("3.500% 2028 Secured Notes") ⁽⁵⁾	1,015.0	1,015.8
4.000% USD senior notes ("4.000% 2028 Notes") ⁽⁶⁾	1,015.0	1,015.8
4.750% USD senior notes ("4.750% 2029 Notes") ⁽⁷⁾	1,015.0	1,015.8
4.375% USD senior notes ("4.375% 2029 Notes") ⁽⁸⁾	744.3	744.9
Other	100.2	75.0
Subtotal	9,569.6	9,252.0
Discount	(5.2)	(5.5)
Derivative liability	76.1	79.9
Deferred finance costs	(68.4)	(59.6)
Total long-term debt	9,572.1	9,266.8
Less: Current portion of long-term debt	17.4	17.9
Non-current portion of long-term debt	\$ 9,554.7	\$ 9,248.9
 Total long-term debt	 9,572.1	 9,266.8
Less: Derivative asset	(38.5)	(58.3)
Total long-term debt, net of derivative asset	\$ 9,533.6	\$ 9,208.5

(1) Refer to Note 15 for additional information on the hedging arrangements related to the Notes.

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

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

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

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

(6) 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.

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

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

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

Revolving credit facility and term loan facility

Under the amended and restated revolving credit agreement dated as of January 11, 2023 (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 \$775.0 million (the “Term Loan A Facility”). The Revolving Credit Facility and Term Loan A Facility mature on September 27, 2026. The Revolving Credit Facility and Term Loan A Facility accrue interest at a rate of SOFR/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 March 31, 2023 and December 31, 2022, GFL was in compliance with these covenants.

On January 31, 2023, GFL amended its term loan B facility to extend the maturity date by two years to May 31, 2027 and transition the remainder of the loan from a LIBOR-based interest benchmark to a SOFR-based interest benchmark at a rate of SOFR (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.

Other

On March 20, 2023, a 51.0% owned subsidiary amended its credit agreement to include a term loan of US\$13.0 million maturing September 21, 2025. The net proceeds from this term loan were used to fund acquisitions.

8. INTEREST AND OTHER FINANCE COSTS

The following table presents GFL’s interest and other finance costs for the periods indicated:

	Three months ended March 31,	
	2023	2022
Interest	\$ 134.7	\$ 84.8
Termination of hedged arrangements	8.7	—
Amortization of deferred financing costs	5.4	3.2
Accretion of landfill closure and post-closure obligations	7.7	4.6
Other finance costs	8.2	7.1
Interest and other finance costs	<u>\$ 164.7</u>	<u>\$ 99.7</u>

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

9. TANGIBLE EQUITY UNITS

On March 5, 2020, GFL completed its offering of 15,500,000 6.00% tangible equity units (“TEUs”) for total gross proceeds of \$1,040.7 million (US\$775.0 million). Each TEU had a stated amount of US\$50.00 and was 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 were freestanding instruments and separate units of account. Holders of the Purchase Contracts had the ability to elect to early convert such Purchase Contracts prior to the automatic conversion date of March 15, 2023, at the then-applicable minimum conversion rate.

On March 15, 2023, GFL made the final payment related to the Amortizing Notes and the remaining outstanding Purchase Contracts were automatically converted into subordinate voting shares at a rate of 2.1940 subordinate voting shares per Purchase Contract. As at December 31, 2022, 11,698,543 Purchase Contracts were outstanding.

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

	March 31, 2023	December 31, 2022
Amortizing Notes	\$ —	\$ 15.5
Purchase Contracts	—	1,009.4
	—	1,024.9
Less: Current portion of TEU	—	(1,024.9)
Non-current portion of TEU	\$ —	\$ —

10. LOSS PER SHARE

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

	Three months ended March 31,	
	2023	2022
Net (loss) income attributable to GFL Environmental Inc.	\$ (219.4)	\$ 27.4
Less:		
Net loss from discontinued operations	—	(109.6)
Amounts attributable to preferred shareholders	22.7	19.9
Adjusted net (loss) income from continuing operations	\$ (242.1)	\$ 117.1
Weighted and diluted weighted average number of shares outstanding	369,176,174	364,035,921
Effect of dilutive instruments	—	2,513,606
Diluted weighted average number of shares outstanding	369,176,174	366,549,527
Basic and diluted (loss) earnings per share		
Continuing operations	\$ (0.66)	\$ 0.32
Discontinued operations	—	(0.30)
Total operations	\$ (0.66)	\$ 0.02

Basic and diluted loss per share includes the minimum conversion of TEUs into subordinate voting shares, which represented 25,659,880 subordinate voting shares as at March 31, 2022. 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.

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

11. REVENUE

The following table presents GFL's revenue disaggregated by service type for the periods indicated:

	Three months ended March 31,	
	2023	2022
Residential	\$ 388.0	\$ 330.0
Commercial/industrial	707.8	514.1
Total collection	<u>1,095.8</u>	<u>844.1</u>
Landfill	218.0	176.7
Transfer	172.5	141.9
Material recovery	83.8	89.0
Other	<u>97.4</u>	<u>70.5</u>
Solid Waste	1,667.5	1,322.2
Environmental Services	350.0	251.5
Intercompany revenue	<u>(218.4)</u>	<u>(172.3)</u>
Revenue	<u>\$ 1,799.1</u>	<u>\$ 1,401.4</u>

12. OPERATING SEGMENTS

The following tables present GFL's revenue and Adjusted EBITDA by operating segment for the periods indicated. Gross revenue is calculated based on revenue before intercompany revenue eliminations.

	Three months ended March 31, 2023			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA
Solid Waste				
Canada	\$ 469.4	\$ (56.9)	\$ 412.5	\$ 101.5
USA	<u>1,198.1</u>	<u>(128.4)</u>	<u>1,069.7</u>	<u>335.5</u>
Solid Waste	1,667.5	(185.3)	1,482.2	437.0
Environmental Services	350.0	(33.1)	316.9	60.7
Corporate	—	—	—	(57.2)
	<u>\$ 2,017.5</u>	<u>\$ (218.4)</u>	<u>\$ 1,799.1</u>	<u>\$ 440.5</u>

	Three months ended March 31, 2022			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA
Solid Waste				
Canada	\$ 407.7	\$ (52.0)	\$ 355.7	\$ 93.7
USA	<u>914.5</u>	<u>(100.5)</u>	<u>814.0</u>	<u>256.0</u>
Solid Waste	1,322.2	(152.5)	1,169.7	349.7
Environmental Services	251.5	(19.8)	231.7	46.4
Corporate	—	—	—	(41.7)
	<u>\$ 1,573.7</u>	<u>\$ (172.3)</u>	<u>\$ 1,401.4</u>	<u>\$ 354.4</u>

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

The following table presents GFL's reconciliation of Adjusted EBITDA to net (loss) income from continuing operations for the periods indicated:

	Three months ended March 31,	
	2023	2022
Adjusted EBITDA	\$ 440.5	\$ 354.4
Less:		
Depreciation and amortization	239.8	227.0
Amortization of intangible assets	138.8	124.5
Interest and other finance costs	164.7	99.7
Income tax recovery	(42.1)	(21.8)
Loss (gain) on foreign exchange	5.3	(58.6)
Loss (gain) on sale of property and equipment	0.1	(1.8)
Mark-to-market loss (gain) on Purchase Contracts	104.3	(174.9)
Share of net loss of investments accounted for using the equity method	21.0	—
Share-based payments	15.0	11.8
Gain on divestiture	(5.5)	(6.5)
Transaction costs	12.0	11.9
Acquisition, rebranding and other integration costs	4.9	6.1
Net (loss) income from continuing operations	<u>\$ (217.8)</u>	<u>\$ 137.0</u>

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:

	March 31, 2023	December 31, 2022
Solid Waste		
Canada	\$ 2,083.0	\$ 2,079.6
USA	5,439.6	6,046.2
Environmental Services	920.4	896.3
	<u>\$ 8,443.0</u>	<u>\$ 9,022.1</u>

13. SHAREHOLDER'S CAPITAL

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 months ended March 31, 2023 and the year ended December 31, 2022, GFL did not repurchase any subordinate voting shares under the plan.

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

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, 2022	331,629,917	11,812,964	36,768,149	380,211,030
Converted from RSUs	43,805	—	—	43,805
Converted from TEUs	25,666,465	—	—	25,666,465
Balance, March 31, 2023	357,340,187	11,812,964	36,768,149	405,921,300

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

Share options

Changes in 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, 2022 and March 31, 2023	22,128,582	\$ 32.59
Vested share options, March 31, 2023	4,791,740	\$ 26.13

For the three months ended March 31, 2023, there were no options granted, exercised, cancelled, expired or forfeited.

For the three months ended March 31, 2023, the total compensation expense related to share options amounted to \$5.2 million (\$5.6 million for the three months ended March 31, 2022).

RSUs and DSUs

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

	RSUs	Grant date fair value (US\$)	DSUs	Grant date fair value (US\$)
Outstanding, December 31, 2022	1,906,769	\$ 28.10	60,960	\$ 28.50
Granted	197,251	30.37	7,591	29.36
Settled	(43,773)	30.10	—	—
Forfeited	(8,930)	29.09	—	—
Outstanding, March 31, 2023	2,051,317	\$ 28.27	68,551	\$ 28.60
Expected to vest, March 31, 2023	1,953,589	\$ 28.36	68,551	\$ 28.60

For the three months ended March 31, 2023, there were no RSUs or DSUs cancelled.

For the three months ended March 31, 2023, the total compensation expense related to RSUs amounted to \$9.5 million (\$6.0 million for the three months ended March 31, 2022). For the three months ended March 31, 2023, the total compensation expense related to DSUs amounted to \$0.3 million (\$0.2 million for the three months ended March 31, 2022).

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

14. SUPPLEMENTAL CASH FLOW INFORMATION

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

	Three months ended March 31,	
	2023	2022
Effects of changes in		
Accounts payable and accrued liabilities	\$ (110.0)	\$ (41.5)
Trade and other receivables, net	71.6	(20.2)
Prepaid expenses and other assets	(27.4)	(7.9)
Changes in non-cash working capital items	<u>(65.8)</u>	<u>(69.6)</u>

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, prior to the automatic conversion on March 15, 2023, the TEUs.

Fair value measurement

The carrying value of GFL's financial assets approximate their fair values. The carrying value of GFL's financial liabilities approximate their fair values with the exception of GFL's outstanding U.S. dollar secured and unsecured notes (the "Notes") and prior to maturity on March 15, 2023, the Amortizing Notes. The fair value hierarchy for these instruments are as follows for the periods indicated:

March 31, 2023					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Notes	\$ 6,152.5	\$ 5,765.5	\$ —	\$ 5,765.5	\$ —

December 31, 2022					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
Notes	\$ 6,157.0	\$ 5,568.6	\$ —	\$ 5,568.6	\$ —
Amortizing Notes	15.5	15.5	15.5	—	—

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, other loans, and amounts due to related parties do not bear interest or bear interest at an amount that is not stated at fair value.

Net derivative instruments are recorded at fair value and classified within Level 2. Prior to the automatic conversion on March 15, 2023, Purchase Contracts were recorded at fair value and classified within Level 1.

Financial risk management objectives

On March 29, 2023, GFL terminated the cross currency swap relating to the Term Loan B Facility. For the three months ended March 31, 2023, there were no other changes to the financial risk management policies disclosed in the Annual Financial Statements.

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

16. COMMITMENTS

Letters of credit

As at March 31, 2023, GFL had letters of credit totaling approximately \$232.3 million outstanding (\$233.0 million as at December 31, 2022), which are not recognized in the Interim Financial Statements. Interest expense in connection with these letters of credit was \$1.3 million for the three months ended March 31, 2023 (\$1.1 million for the three months ended March 31, 2022).

Performance bonds

As at March 31, 2023, GFL had issued performance bonds totaling \$1,514.9 million (\$1,560.7 million as at December 31, 2022).

17. RELATED PARTY TRANSACTIONS

After the final 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 \$nil as at March 31, 2023 (\$3.5 million as at December 31, 2022).

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 \$11.6 million as at March 31, 2023 (\$14.5 million as at December 31, 2022).

For the three months ended March 31, 2023, GFL paid \$1.9 million (\$1.1 million for the three months ended March 31, 2022) in aggregate lease payments to related parties.

For the three months ended March 31, 2023, GFL entered into transactions with Green Infrastructure Partners Inc. ("GIP") which resulted in revenue of \$5.3 million (\$nil for the three months ended March 31, 2022) and net receivables of \$6.5 million as at March 31, 2023 (net payables of \$3.8 million as at December 31, 2022).

18. ASSETS HELD FOR SALE

During the three months ended March 31, 2023, GFL met the criteria under IFRS 5 for three distinct U.S. Solid Waste regions to be classified as held for sale. The trigger was based on certain events that occurred during the period supporting a high probability of the sale of these regions, including entering into definitive agreements for two regions and a letter of intent for the third region. As a result, the related assets and liabilities were classified as held for sale on the statement of financial position.

The three distinct U.S. Solid Waste regions, which are included within GFL's Solid Waste USA segment, did not meet the criteria to be classified as discontinued operations as they do not represent a major line of business or geographical area of operations.

GFL Environmental Inc. - Notes to the Consolidated Financial Statements

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

19. DISCONTINUED OPERATIONS

On April 25, 2022, GFL announced the completion of the divestiture of GFL's Infrastructure services division ("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 loss. The post-tax results of the discontinued operations for the periods indicated are as follows:

	Three months ended March 31,	
	2023	2022
Revenue	\$ —	\$ 96.8
Expenses	—	98.4
Loss before income taxes	—	(1.6)
Income tax recovery	—	(1.8)
Net income	—	0.2
Impairment	—	(109.8)
Net loss and comprehensive loss from discontinued operations	<u>\$ —</u>	<u>\$ (109.6)</u>

Cash flow information for GFL Infrastructure is as follows:

	Three months ended March 31,	
	2023	2022
Operating cash flows from discontinued operations	\$ —	\$ (35.4)
Investing cash flows from discontinued operations	—	(7.2)
Financing cash flows from discontinued operations	—	(1.0)
Decrease in cash from discontinued operations	<u>\$ —</u>	<u>\$ (43.6)</u>

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

For the three months ended March 31, 2023

The following Management's Discussion and Analysis ("**MD&A**") for GFL Environmental Inc. ("**us**," "**we**," "**our**," "**GFL**" or the "**Company**") is dated April 28, 2023 and provides information concerning our results of operations and financial condition for the three months ended March 31, 2023. You should read this MD&A together with our unaudited interim condensed consolidated financial statements and the related notes for the three months ended March 31, 2023 (the "**Interim Financial Statements**"), our annual audited consolidated financial statements for the year ended December 31, 2022 (the "**Annual Financial Statements**"), and our MD&A for the year ended December 31, 2022 (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 20,000 employees as of March 31, 2023.

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". In connection with our initial public offering, we issued 6.00% tangible equity units (each a "**TEU**"), with each TEU being comprised of a senior amortizing note (each, an "**Amortizing Note**") and a stock purchase contract (each, a "**Purchase Contract**"). On March 15, 2023, we made the final payment related to the Amortizing Notes and the remaining outstanding Purchase Contracts were automatically converted into subordinate voting shares at a rate of 2.1940 subordinate voting shares per Purchase Contract.

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, 2022 (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 Standards (“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.

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 the AIF.

Our results for the three months ended March 31, 2023 were impacted by acquisitions, as well as organic growth during the period as a result, in part, from the pricing strategies that we 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 230 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 months ended March 31, 2023 compared to the three months ended March 31, 2022

The following table summarizes 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	Three months ended	Change	
	March 31, 2023	March 31, 2022	\$	%
Revenue	\$ 1,799.1	\$ 1,401.4	\$ 397.7	28.4%
Expenses				
Cost of sales	1,554.6	1,265.6	289.0	22.8
Selling, general and administrative expenses	214.5	162.7	51.8	31.8
Interest and other finance costs	164.7	99.7	65.0	65.2
Gain on divestiture	(5.5)	(6.5)	1.0	15.4
Other expenses (income)	109.7	(235.3)	345.0	146.6
Share of net loss of investments accounted for using the equity method	21.0	—	21.0	—
(Loss) earnings before income taxes	(259.9)	115.2	(375.1)	(325.6)
Income tax recovery	(42.1)	(21.8)	(20.3)	(93.1)
Net (loss) income from continuing operations	(217.8)	137.0	(354.8)	(259.0)
Net loss from discontinued operations	—	(109.6)	109.6	100.0
Net (loss) income	(217.8)	27.4	(245.2)	(894.9)
Less: Net income attributable to non-controlling interests	1.6	—	1.6	—
Net (loss) income attributable to GFL Environmental Inc.	(219.4)	27.4	(246.8)	(900.7)
(Loss) income per share, basic and diluted (\$)	(0.66)	0.02	(0.68)	(3400.0)
Adjusted EBITDA ⁽¹⁾	\$ 440.5	\$ 354.4	\$ 86.1	24.3%

	March 31, 2023	December 31, 2022	Change
Total assets	\$ 19,830.2	\$ 19,767.6	\$ 62.6
Total cash	73.0	82.1	(9.1)
Total long-term debt	9,572.1	9,266.8	305.3
Total liabilities	12,874.6	13,723.5	(848.9)
Total shareholders' equity	\$ 6,955.6	\$ 6,044.1	\$ 911.5

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

Revenue

The following table summarizes revenue by service type for the periods indicated:

(\$ millions)	Three months ended March 31, 2023		Three months ended March 31, 2022		Change	
	Revenue	%	Revenue	%	\$	%
Residential	\$ 388.0	21.6%	\$ 330.0	23.5%	\$ 58.0	17.6%
Commercial/industrial	707.8	39.3	514.1	36.7	193.7	37.7
Total collection	1,095.8	60.9	844.1	60.2	251.7	29.8
Landfill	218.0	12.1	176.7	12.6	41.3	23.4
Transfer	172.5	9.6	141.9	10.1	30.6	21.6
Material recovery	83.8	4.7	89.0	6.4	(5.2)	(5.8)
Other	97.4	5.4	70.5	5.0	26.9	38.2
Solid Waste	1,667.5	92.7	1,322.2	94.3	345.3	26.1
Environmental Services	350.0	19.5	251.5	17.9	98.5	39.2
Intercompany revenue	(218.4)	(12.2)	(172.3)	(12.2)	(46.1)	26.8
Revenue	\$ 1,799.1	100.0%	\$ 1,401.4	100.0%	\$ 397.7	28.4%

On a consolidated basis, revenue for the three months ended March 31, 2023 increased by \$397.7 million to \$1,799.1 million, compared to the three months ended March 31, 2022. The increase is partially attributable to the impact of acquisitions completed since January 1, 2022, which accounted for approximately \$126.6 million of the increase, the majority of which were in our Solid Waste segment. Changes in foreign exchange rates increased revenue by \$66.1 million. Highlights of the changes in revenue during the three months ended March 31, 2023, excluding the impact of acquisitions, include:

- Solid Waste revenue increased by 12.5%, including 13.1% from core pricing and surcharge increases and 0.7% from positive volume, which was driven by higher volume across our collection and post collection operations, partially offset by 1.4% from the impact of lower commodity prices. Changes in foreign exchange rates increased revenue by 5.3%.
- Environmental Services revenue increased by 25.4%, predominantly due to higher industrial collection and processing activity at our facilities, an increased level of emergency response activity, the impact of higher used motor oil (“UMO”) selling prices and higher soil volumes processed at our facilities. Changes in foreign exchange rates increased revenue by 1.8%.

Cost of Sales

The following table summarizes cost of sales for the periods indicated:

(\$ millions)	Three months ended March 31, 2023		Three months ended March 31, 2022		Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
Transfer and disposal costs	\$ 343.0	19.1%	\$ 262.7	18.7%	\$ 80.3	30.6%
Labour and benefits	408.9	22.7	331.1	23.6	77.8	23.5
Maintenance and repairs	184.0	10.2	139.0	9.9	45.0	32.4
Fuel	99.5	5.5	77.9	5.6	21.6	27.7
Other cost of sales	142.3	8.0	105.2	7.6	37.1	35.3
Subtotal	1,177.7	65.5	915.9	65.4	261.8	28.6
Depreciation expense	233.2	13.0	219.1	15.6	14.1	6.4
Amortization of intangible assets	138.8	7.7	124.5	8.9	14.3	11.5
Acquisition rebranding and other integration costs	4.9	0.2	6.1	0.4	(1.2)	(19.7)
Cost of sales	\$ 1,554.6	86.4%	\$ 1,265.6	90.3%	\$ 289.0	22.8%

Cost of sales increased by \$289.0 million to \$1,554.6 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly attributable to the impact of acquisitions. Cost of sales as a percentage of total revenue for the three months ended March 31, 2023 decreased by 390 basis points to 86.4%, compared to the three months ended March 31, 2022. Changes in the individual cost categories as a percentage of revenue were the result of the impact of changes in business mix, our pricing strategies and inflationary cost pressures. For the three months ended March 31, 2023, increased labour cost as a result of pressure from tight labour markets in the prior year drove up wage rates, training costs and overtime. Fuel costs increased by \$21.6 million to \$99.5 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022, primarily as a result of growth in the business and businesses acquired since January 1, 2022. Labour and fuel cost pressure increased our transfer and disposal costs, driven by inflationary cost increases from third party haulers, and our maintenance and repair costs, as technician labour shortages drove higher overtime and reliance on higher cost third party repair facilities and 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 and 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 expenses, amortization of intangible assets and acquisition rebranding and other integration costs, cost of sales as a percentage of total revenue for the three months ended March 31, 2023 was 65.5%, compared to 65.4% for the three months ended March 31, 2022.

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

The following table summarizes SG&A for the periods indicated:

(\$ millions)	Three months ended March 31, 2023		Three months ended March 31, 2022		Change	
	Cost	% of Revenue	Cost	% of Revenue	\$	%
Salaries and benefits	\$ 105.7	5.9%	\$ 83.9	6.0%	\$ 21.8	26.0%
Share-based payments	15.0	0.8	11.8	0.8	3.2	27.1
Other	75.2	4.2	47.2	3.4	28.0	59.3
Subtotal	195.9	10.9	142.9	10.2	53.0	37.1
Depreciation expense	6.6	0.3	7.9	0.6	(1.3)	(16.5)
Transaction costs	12.0	0.7	11.9	0.8	0.1	0.8
Selling, general and administrative expenses	\$ 214.5	11.9%	\$ 162.7	11.6%	\$ 51.8	31.8%

SG&A increased by \$51.8 million to \$214.5 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. The increase was predominantly attributable to incremental salaries, benefits, information technology infrastructure investments, including moving from on-premise infrastructure to cloud-based infrastructure, as well as other costs related to the number and size of businesses acquired since January 1, 2022. For the three months ended March 31, 2023, there was also an increase in discretionary costs such as travel expenses. SG&A as a percentage of revenue for the three months ended March 31, 2023 increased by 30 basis points to 11.9% compared to the three months ended March 31, 2022. Excluding depreciation expense and transaction costs, SG&A as a percentage of revenue was 10.9% for the three months ended March 31, 2023, compared to 10.2% for the three months ended March 31, 2022.

Interest and Other Finance Costs

The following table summarizes interest and other finance costs for the periods indicated:

(\$ millions)	Three months ended March 31, 2023		Three months ended March 31, 2022		Change	
					\$	%
Interest	\$ 134.7		\$ 84.8		\$ 49.9	58.8%
Termination of hedged arrangements	8.7		—		8.7	—
Amortization of deferred financing costs	5.4		3.2		2.2	68.8
Accretion of landfill closure and post-closure obligations	7.7		4.6		3.1	67.4
Other finance costs	8.2		7.1		1.1	15.5
Interest and other finance costs	\$ 164.7		\$ 99.7		\$ 65.0	65.2%

Interest and other finance costs increased by \$65.0 million to \$164.7 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. The increase was predominantly due to an increase in interest expense of \$49.9 million to \$134.7 million, as a result of rising interest rates in Canada and the U.S., increased long-term debt outstanding under the Revolving Credit Facility (defined below), and a non-recurring \$8.7 million loss on extinguishment of hedged arrangements for the three months ended March 31, 2023.

Other Income and Expenses

The following table summarizes other income and expenses for the periods indicated:

(\$ millions)	Three months ended	Three months ended	Change	
	March 31, 2023	March 31, 2022	\$	%
Loss (gain) on foreign exchange	\$ 5.3	\$ (58.6)	\$ 63.9	(109.0)%
Mark-to-market loss (gain) on Purchase Contracts	104.3	(174.9)	279.2	(159.6)
Loss (gain) on sale of property and equipment	0.1	(1.8)	1.9	(105.6)
Other expenses (income)	\$ 109.7	\$ (235.3)	\$ 345.0	(146.6)%

For the three months ended March 31, 2023, other expenses were \$109.7 million, compared to other income of \$235.3 million for the three months ended March 31, 2022. The change was primarily due to a \$279.2 million non-cash change on the revaluation of the Purchase Contracts. Partially offsetting this increase was a \$63.9 million change in 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 at March 31, 2023.

Divestitures

During the three months ended March 31, 2023, we completed divestitures of certain assets for aggregate proceeds of \$10.2 million.

Income Tax Recovery

Income tax recovery increased by \$20.3 million to \$42.1 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. The increase was predominantly due to incremental tax losses attributable to increased depreciation expense from acquisitions and a non-cash foreign exchange loss, partially offset by a gain on divestiture for the three months ended March 31, 2023.

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 months ended March 31, 2023 compared to the three months ended March 31, 2022

The following tables present revenue and Adjusted EBITDA by operating segment for the periods indicated. Gross revenue is calculated based on revenue before intercompany eliminations.

	Three months ended March 31, 2023			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA ⁽¹⁾
Solid Waste				
Canada	\$ 469.4	\$ (56.9)	\$ 412.5	\$ 101.5
USA	1,198.1	(128.4)	1,069.7	335.5
Solid Waste	1,667.5	(185.3)	1,482.2	437.0
Environmental Services	350.0	(33.1)	316.9	60.7
Corporate	—	—	—	(57.2)
	<u>\$ 2,017.5</u>	<u>\$ (218.4)</u>	<u>\$ 1,799.1</u>	<u>\$ 440.5</u>

	Three months ended March 31, 2022			
	Gross Revenue	Intercompany Revenue	Revenue	Adjusted EBITDA ⁽¹⁾
Solid Waste				
Canada	\$ 407.7	\$ (52.0)	\$ 355.7	\$ 93.7
USA	914.5	(100.5)	814.0	256.0
Solid Waste	1,322.2	(152.5)	1,169.7	349.7
Environmental Services	251.5	(19.8)	231.7	46.4
Corporate	—	—	—	(41.7)
	<u>\$ 1,573.7</u>	<u>\$ (172.3)</u>	<u>\$ 1,401.4</u>	<u>\$ 354.4</u>

(1) 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 \$56.8 million to \$412.5 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. The increase was due in part to acquisitions, net of divestitures, completed since January 1, 2022, which contributed approximately \$17.7 million of revenue and \$38.9 million from price and surcharge increases. Price and surcharge increases were higher than the three months ended March 31, 2022, as a result of the continued execution of our pricing strategies, increased surcharge revenues and strong CPI adjustments on certain municipal contracts. Volume, excluding MRF volumes, increased revenue by \$4.0 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly from volumes in our collection and landfill businesses. Positive MRF volumes increased revenue by \$1.6 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. Offsetting these increases were lower selling prices for the saleable commodities generated from our MRF operations and lower volumes in our other lines of business.

Adjusted EBITDA increased by \$7.8 million to \$101.5 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly attributable to the previously described change in revenue. Adjusted EBITDA margin for the three months ended March 31, 2023 was 24.6%, a decrease of 170 basis points as compared to the three months ended March 31, 2022. The decrease is predominantly attributable to lower commodity prices, 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. Adjusted EBITDA margins were also negatively impacted by increased travel expenses and accident claim costs. In addition, fires at two facilities resulted in incremental transfer and disposal costs. Partially offsetting these decreases was the impact of our pricing strategies and realization of ongoing operating cost efficiencies. The incremental revenue from acquisitions contributed Adjusted EBITDA margins lower than the existing base business, negatively impacting the overall Adjusted EBITDA margin.

Solid Waste — USA Operating Segment

Revenue increased by \$255.7 million to \$1,069.7 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. The increase was predominantly due to acquisitions completed since January 1, 2022 which contributed approximately \$86.5 million of revenue, and \$108.9 million from price and surcharge increases, partially offset by lower selling prices for the saleable commodities generated from our MRF operations. Volume, excluding MRF volumes, increased revenue by \$6.8 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly from increased volumes in our collection and post collection businesses. Positive MRF volumes increased revenue by \$2.1 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. Revenue increased by \$62.0 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022, as a result of changes in the foreign exchange rate.

Adjusted EBITDA increased by \$79.5 million to \$335.5 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly attributable to the previously described change in revenue. Adjusted EBITDA margin was 31.4% for both the three months ended March 31, 2023 and March 31, 2022. Adjusted EBITDA margin was negatively impacted by lower commodity prices, 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, Adjusted EBITDA margins were also negatively impacted by increased travel expenses and accident claim costs. Offsetting these decreases was the impact of our pricing strategies and realization of ongoing operating cost efficiencies. The incremental revenue from acquisitions contributed Adjusted EBITDA margins equal to the existing base business.

Environmental Services Operating Segment

Revenue increased by \$85.2 million to \$316.9 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022. Acquisitions completed since January 1, 2022 contributed approximately \$22.4 million in increased revenue. In addition to the contribution from acquisitions, revenue grew organically by \$58.8 million as a result of increased industrial collection and processing activity, an increased level of emergency response activity, the impact of higher UMO selling prices and higher soil volumes processed at our facilities. Revenue increased by \$4.1 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022, as a result of changes in the foreign exchange rate.

Adjusted EBITDA increased by \$14.3 million to \$60.7 million for the three months ended March 31, 2023, compared to the three months ended March 31, 2022, predominantly attributable to the previously described change in revenue. Adjusted EBITDA margin was 19.2% for the three months ended March 31, 2023, a decrease of 80 basis points as compared to the three months ended March 31, 2022. Pricing initiatives, variable cost controls, higher UMO selling prices and the operating leverage associated with volume recovery favourably impacted Adjusted EBITDA margin for the three months ended March 31, 2023. 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 and 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 and increased travel expenses and accident claim costs negatively impacted Adjusted EBITDA margin for the three months ended March 31, 2023. The incremental revenue from acquisitions contributed Adjusted EBITDA margins higher than the existing base business, positively impacting the overall Adjusted EBITDA margin.

Corporate

Corporate costs increased by \$15.5 million to \$57.2 million for the three months ended March 31, 2023 compared to the three months ended March 31, 2022. The increase was primarily attributable to information technology infrastructure investments, including moving from on-premise infrastructure to cloud-based infrastructure. Additional headcount and overhead costs to support the growth in the business also contributed to the increase. Corporate costs as a percentage of total revenue were 3.2% for the three months ended March 31, 2023, an increase of 20 basis points compared to corporate costs as a percentage of total revenue for the three months ended March 31, 2022.

4. Liquidity and Capital Resources

We intend to meet our currently anticipated capital requirements through 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 dividends and fund certain tuck-in acquisitions consistent with our strategy.

Cash Flows

Cash flows for the three months ended March 31, 2023 compared to the three months ended March 31, 2022

(\$ millions)	Three months ended March 31, 2023	Three months ended March 31, 2022	Change	
			\$	%
Cash flows from operating activities	\$ 192.5	\$ 176.0	\$ 16.5	9.4%
Cash flows used in investing activities	(481.7)	(190.6)	(291.1)	(152.7)
Cash flows from financing activities	286.8	19.6	267.2	1,363.3
(Decrease) increase in cash	(2.4)	5.0		
Changes due to foreign exchange revaluation of cash	(6.7)	(6.1)		
Cash, beginning of period	82.1	190.4		
Cash, end of period	\$ 73.0	\$ 189.3		

Operating Activities

Cash flows from operating activities increased by \$16.5 million to \$192.5 million for the three months ended March 31, 2023, compared to \$176.0 million for the three months ended March 31, 2022. This increase was predominantly attributable to an increase in EBITDA and improved working capital for the three months ended March 31, 2023. Partially offsetting this increase was \$64.8 million of incremental cash interest paid on outstanding long-term debt due to higher interest rates in Canada and the U.S., increased long-term debt outstanding under the Revolving Credit Facility (defined below) and the cadence of cash interest payments.

Changes in non-cash working capital items resulted in a use of cash of \$65.8 million for the three months ended March 31, 2023, compared to a use of cash of \$69.6 million for the three months ended March 31, 2022. The period over period improvement of \$3.8 million was predominantly driven by a \$91.8 million decrease in accounts receivable, partially offset by a \$68.5 million increase in accounts payable and accrued liabilities and \$19.5 million increase in prepaid and other assets.

Investing Activities

Cash flows used in investing activities increased by \$291.1 million to \$481.7 million for the three months ended March 31, 2023, compared to \$190.6 million for the three months ended March 31, 2022. The increase was related to acquisition expenditures which increased by \$150.2 million to \$217.3 million, capital expenditures which increased by \$69.7 million to \$272.9 million, primarily driven by timing of payments, and a decrease of proceeds on disposal of assets of \$78.7 million. Partially offsetting the increase was a decrease of \$7.5 million in our initial investment in joint ventures and associates.

Financing Activities

Cash flows from financing activities increased by \$267.2 million to \$286.8 million for the three months ended March 31, 2023, compared to \$19.6 million for the three months ended March 31, 2022. The increase was predominantly the result of a \$251.9 million increase in the net change in long-term debt, \$17.3 million proceeds from the termination of hedged arrangements and an \$8.1 million contribution from a non-controlling interest. Partially offsetting the increase were incremental deferred financing costs of \$14.0 million.

Available Sources of Liquidity

Under our amended and restated revolving credit agreement dated as of January 11, 2023 (the “**Revolving Credit Agreement**”), as at March 31, 2023, we had 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 up to \$775.0 million (the “**Term Loan A Facility**”).

As at March 31, 2023, we had \$799.8 million drawn under the Revolving Credit Facility (\$771.8 million as at December 31, 2022) and \$775.0 million drawn under the Term Loan A Facility (\$500.0 million as at December 31, 2022).

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 at March 31, 2023 and December 31, 2022, 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:

	As at March 31, 2023	As at December 31, 2022
Cash on hand	\$ 73.0	\$ 82.1
Amounts available under our Revolving Credit Facility ⁽¹⁾	274.5	301.8
	<u>\$ 347.5</u>	<u>\$ 383.9</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, lease obligations and other. Our contractual obligations and commitments as at March 31, 2023 are shown in the following table.

(\$ millions)	Total	Less than 1 year	1-3 year	4-5 year	Thereafter
Long-term debt	9,469.4	\$ 17.4	\$ 1,726.5	\$ 3,936.1	\$ 3,789.4
Interest on long-term debt	2,188.8	517.0	980.3	559.5	132.0
Lease obligations	485.4	71.7	112.1	140.9	160.7
Other	100.2	—	—	100.2	—
	<u>\$ 12,243.8</u>	<u>\$ 606.1</u>	<u>\$ 2,818.9</u>	<u>\$ 4,736.7</u>	<u>\$ 4,082.1</u>

Other Commitments

We had letters of credit totaling approximately \$232.3 million outstanding as at March 31, 2023 (\$233.0 million as at December 31, 2022), 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 March 31, 2023, we had issued performance bonds totaling \$1,514.9 million (\$1,560.7 million as at December 31, 2022).

5. Summary of Quarterly Results

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

(\$ millions except per share amounts)	31-Mar 2023	31-Dec 2022	30-Sep 2022	30-Jun 2022	31-Mar 2022	31-Dec 2021	30-Sep 2021	30-Jun 2021
Financial Summary								
Revenue	\$ 1,799.1	\$ 1,821.2	\$ 1,831.2	\$ 1,707.5	\$ 1,401.4	\$ 1,439.6	\$ 1,381.3	\$ 1,216.1
Adjusted EBITDA ⁽¹⁾	440.5	439.8	473.3	453.3	354.4	375.8	399.6	337.8
Net (loss) income from continuing operations ⁽²⁾	(217.8)	(219.1)	(183.7)	82.6	137.0	(81.7)	(316.1)	54.4
(Loss) earnings per share ⁽²⁾	(0.66)	(0.66)	(0.55)	0.17	0.32	(0.26)	(0.91)	0.12

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

(2) 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 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 (b) 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 were offset by inflationary cost pressures, 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.

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 prior to the automatic conversion on March 15, 2023, the 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 Notes and prior to maturity on March 15, 2023, the Amortizing Notes. The following table summarizes the fair value hierarchy for these instruments for the periods indicated:

(\$ millions)	Fair Value as at March 31, 2023			Fair Value as at December 31, 2022		
	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	\$ —	\$ 5,765.5	\$ —	\$ —	\$ 5,568.6	\$ —
Amortizing Notes	—	—	—	15.5	—	—

Net derivative instruments are recorded at fair value and classified within Level 2. Prior to the automatic conversion on March 15, 2023, Purchase Contracts were recorded at fair value and classified within Level 1.

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 three months ended March 31, 2023, 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 final 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 \$nil million as at March 31, 2023 (\$3.5 million as at December 31, 2022).

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 \$11.6 million as at March 31, 2023 (\$14.5 million as at December 31, 2022).

For the three months ended March 31, 2023, we paid \$1.9 million (\$1.1 million for the three months ended March 31, 2022) in aggregate lease payments to related parties.

For the three months ended March 31, 2023, we entered into transactions with Green Infrastructure Partners Inc. which resulted in revenue of \$5.3 million (\$nil for the three months ended March 31, 2022) and net receivables of \$6.5 million as at March 31, 2023 (net payables of \$3.8 million as at December 31, 2022).

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 March 31, 2023, we had 357,340,187 subordinate voting shares, 11,812,964 multiple voting shares, 28,571,428 Series A perpetual convertible 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 March 31, 2023, (a) the Series A Preferred Shares are convertible into 28,331,407 subordinate voting shares, at a conversion price of US\$25.19, representing 7.2% of the issued and outstanding subordinate voting shares and 5.5% of the aggregate outstanding voting rights, and (b) the Series B Preferred Shares are convertible into 7,377,978 subordinate voting shares, at a conversion price of US\$43.91, representing 1.9% of the issued and outstanding subordinate voting shares and 1.4% 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 December 31, 2024 (in the case of the Series A Preferred Shares) or December 31, 2025 (in the case of the Series B 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.

On March 15, 2023, the remaining outstanding Purchase Contracts were automatically converted into subordinate voting shares at the then minimum rate of 2.1940 subordinate voting shares per Purchase Contract. As at December 31, 2022, 11,698,543 Purchase Contracts were outstanding.

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 three months ended March 31, 2023, 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 and on Edgar at www.sec.gov/edgar.

9. Accounting Policies, Critical Accounting Estimates and Judgments

We prepare our consolidated financial statements in accordance with IFRS. Our significant accounting policies and significant accounting estimates, assumptions and judgments are contained in the Annual Financial Statements.

Significant Accounting Estimates, Assumptions and Judgments

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 Judgments**” in our Annual MD&A.

Landfill Asset

The following table summarizes landfill amortization expense for the periods indicated:

	Three months ended March 31, 2023	Year ended December 31, 2022
Amortization of landfill airspace (\$ millions)	\$ 65.7	\$ 294.6
Tonnes received (millions of tonnes)	5.0	22.2
Average landfill amortization per tonne (\$ millions)	\$ 13.1	\$ 13.3

Landfill Capacity and Depletion

As of March 31, 2023, we had 318.4 million tonnes (323.4 million tonnes for the year ended December 31, 2022) 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. As of March 31, 2023, eighteen of our landfills satisfied the criteria for inclusion of probable expansion capacity, resulting in additional expansion capacity of 176.6 million tonnes (171.5 million tonnes as of December 31, 2022), and together with remaining permitted capacity, our total remaining capacity is 495.0 million tonnes (494.9 million tonnes as of December 31, 2022). Based on total capacity as of March 31, 2023 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 24.8 years (24.8 years as of December 31, 2022). 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

Non-IFRS Measures

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, plus (less) (c) the provision (recovery) 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 (loss) of investments accounted for using the equity method, (e) share-based payments, (f) gain (loss) on divestiture, (g) transaction costs, and (h) 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 months ended March 31, 2023, we added back our share of net loss of investments accounted for using the equity method. 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 (Loss) Income Reconciliation

The tables below provide the reconciliation of our net (loss) income from continuing operations to EBITDA and Adjusted EBITDA for the periods indicated:

(\$ millions)	Three months ended March 31, 2023	Three months ended March 31, 2022
Net (loss) income from continuing operations	(217.8)	137.0
Add:		
Interest and other finance costs	164.7	99.7
Depreciation of property and equipment	239.8	227.0
Amortization of intangible assets	138.8	124.5
Income tax recovery	(42.1)	(21.8)
EBITDA	283.4	566.4
Add:		
Loss (gain) on foreign exchange ⁽¹⁾	5.3	(58.6)
Loss (gain) on sale of property and equipment	0.1	(1.8)
Mark-to-market loss (gain) on Purchase Contracts ⁽²⁾	104.3	(174.9)
Share of net loss of investments accounted for using the equity method	21.0	—
Share-based payments ⁽³⁾	15.0	11.8
Gain on divestiture ⁽⁴⁾	(5.5)	(6.5)
Transaction costs ⁽⁵⁾	12.0	11.9
Acquisition, rebranding and other integration costs ⁽⁶⁾	4.9	6.1
Adjusted EBITDA	<u>\$ 440.5</u>	<u>\$ 354.4</u>

(1) 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.

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

(3) 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.

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

(5) 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.

(6) 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 March 31, 2023.
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, 2023 and ended on March 31, 2023 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

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

Form 52-109F2
CERTIFICATION OF INTERIM FILINGS
FULL CERTIFICATE

I, Luke Pelosi, certify the following:

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 March 31, 2023.
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, 2023 and ended on March 31, 2023 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR.

Date: April 28, 2023

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