



407 International Inc.

Management's Discussion and Analysis

March 31, 2021

407 ETR
Express Toll Route
FAST. SAFE. RELIABLE.

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Management's Discussion and Analysis

The following is a discussion of the consolidated financial condition and results of operations of 407 International Inc. and its subsidiaries (the "Company") for the three-month period ended March 31, 2021 (the "MD&A"). The MD&A should be read in conjunction with the Interim Condensed Consolidated Financial Statements of the Company and the notes thereto for the three-month period ended March 31, 2021 (the "Financial Statements") and the Consolidated Financial Statements of the Company and the notes thereto for years ended December 31, 2020 and 2019 (the "2020 Annual Financial Statements") as well as the management's discussion and analysis for the year ended December 31, 2020. The Financial Statements were prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34") and the 2020 Annual Financial Statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All amounts in the Financial Statements and the MD&A are shown in millions of Canadian dollars unless otherwise indicated. Additional information relating to the Company, including the Company's 2020 Annual Information Form dated February 11, 2021 (the "AIF"), can also be accessed on the System for Electronic Document Analysis and Retrieval (SEDAR) (www.sedar.com).

Forward-Looking Statements

The MD&A includes statements about expected future events and financial and operating results that are forward-looking. Forward-looking statements may include words such as anticipate, believe, could, expect, goal, intend, may, outlook, plan, strive, target and will. These forward-looking statements, including those set out in the "Outlook" sections of the MD&A, reflect the internal projections, expectations, future growth, performance and business prospects and opportunities of the Company and are based on information currently available to the Company. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements as they are subject to a number of risks and uncertainties discussed under the section entitled "Risks and Uncertainties" and are made based on certain assumptions including those relating to traffic and the operation and maintenance of Highway 407 ETR (as defined below) and those relating to the novel coronavirus ("COVID-19") pandemic. These forward-looking statements are also subject to the risks described in the AIF under the heading "Risk Factors". Readers are cautioned not to place undue reliance on the Company's forward-looking statements and assumptions as management of the Company ("Management") cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of April 22, 2021, the date of the MD&A, and are subject to change as a result of new information, future events or other circumstances, as discussed above, in which case they will be updated by the Company as required by law.

Non-IFRS Financial Measures

Earnings Before Interest and Other, Taxes, Depreciation and Amortization ("EBITDA") is not a recognized measure under IFRS and investors are cautioned that EBITDA should not be construed as an alternative to net income (loss) or cash flows from operating activities as an indicator of the Company's performance or cash flows. The Company's method of calculating EBITDA may differ from other companies' methods and may not be comparable to measures used by other companies. Management

uses EBITDA to assist in identifying underlying operating trends and allows for a comparison of the Company's operating performance on a consistent basis. Investors may also use EBITDA, amongst other financial measures, to assist in the valuation of the Company.

The earnings coverage and the earnings coverage ratio are not recognized measures under IFRS and investors are cautioned that the earnings coverage and earnings coverage ratio should not be construed as alternatives to net income (loss) or cash from operating activities as an indicator of the Company's performance or cash flows. Earnings coverage, as defined by the Company, is income before income tax expenses and interest expense on long-term debt less interest expense on long-term debt. Earnings coverage ratio, as defined by the Company, is income before income tax expenses and interest expense on long-term debt, divided by interest expense on long-term debt. The earnings coverage and the earnings coverage ratio are provided pursuant to and in compliance with National Instrument 44-102 *Shelf Distributions* of the Canadian Securities Administrators.

Corporate Background

407 International Inc. was incorporated on March 17, 1999 under the *Business Corporations Act* (Ontario) (the "OBCA"). The Company was established for the purpose of submitting a bid to the government of the Province of Ontario to acquire all of the issued and outstanding shares of 407 ETR Concession Company Limited ("407 ETR"). On May 5, 1999, the Company completed the acquisition of all of the issued and outstanding shares of 407 ETR. Currently, the principal business of the Company is the ownership of 407 ETR and, through 407 ETR, the operation, maintenance, management and expansion of Highway 407 ETR (see "Our Business" section below). On October 10, 2003, the Company was continued under the *Canada Business Corporations Act* (the "CBCA").

On December 6, 2001, 2007466 Ontario Inc. was incorporated under the OBCA. On October 10, 2003, 2007466 Ontario Inc. was continued under the CBCA under the name Canadian Tolling Company International Inc. ("Cantoll"). Cantoll owns and is responsible for the development of the integrated automation systems, the implementation and management of road-side tolling technologies and back-office systems and transponder management. 11783378 Canada Inc. ("11783378 Inc.") was incorporated under the CBCA on December 11, 2019, to assist in the implementation of the Company's tax planning strategies.

The Company has no direct or indirect subsidiaries other than 407 ETR, Cantoll and 11783378 Inc. The registered and principal executive office of the Company, and the head office of 407 ETR, are located at 6300 Steeles Avenue West, Woodbridge, Ontario, L4H 1J1.

The current shareholders of the Company are Cintra 4352238 Investments Inc., a wholly-owned subsidiary of Cintra Global S.E. ("Cintra"), MICI Inc., 7577702 Canada Inc., Ramp Canada Roads LP and CPPIB Ramp Canada Roads Inc., subsidiaries of Canada Pension Plan Investment Board ("CPPIB"), and SNC-Lavalin Highway Holdings Inc., a wholly-owned subsidiary of SNC-Lavalin Group Inc.

Our Business

The Company, through its wholly-owned subsidiary 407 ETR, operates, maintains and owns the right to toll the world's first all-electronic, open-access toll highway ("Highway 407 ETR") which is situated just north of Toronto and runs from Burlington to Pickering. The Company's mission is to serve the Greater Toronto and Hamilton Area (the "GTHA") by providing customers a fast, safe, reliable customer experience on and off the highway. Highway 407 ETR consists of four, six, eight and ten-lane sections (expandable to eight and ten lanes) from Highway 403/ Queen Elizabeth Way ("QEW") in Burlington in the west, to Brock Road in Pickering in the east for a distance of 108 kilometres.

The Company, through its wholly-owned subsidiary Cantoll, is also responsible for the development and operation of its integrated automation systems and the implementation and management of roadside tolling technologies and back-office systems.

The Company's ability to create economic value depends largely on its ability to sustain revenue growth as well as to generate earnings and cash flows from operations growth by controlling the level of its operating expenditures while maintaining a safe highway and a high standard of customer service. Revenue growth depends mostly on the future demand for this alternate transportation route in the Greater Toronto Area (the "GTA") and the levels of toll rates. The Company has continued to expand Highway 407 ETR to meet increasing demand and maintain a congestion-free experience for customers. Factors that could affect future demand include residential and commercial construction along the Highway 407 ETR corridor, the relative congestion of traditional alternative routes, such as Highway 401 and the QEW, the addition of lanes on Highway 407 ETR and additional traffic resulting from the opening of Highway 407 (as defined below on page 12), which begins at the eastern terminus of Highway 407 ETR and runs from Pickering to Oshawa. Future demand could also be affected by economic conditions such as shocks to the macroeconomic environment (changes in fuel prices, inflation, employment and general spending), including the measures taken in respect of the COVID-19 pandemic.

The Company's ability to remain profitable and improve cash flow from operating activities also depends largely upon other factors, such as its ability to widen Highway 407 ETR and the availability of funds on commercially reasonable terms to finance such expansions as well as its ability to finance operating and capital expenditures, interest to bondholders and income tax payments. As traffic volumes recover from the impact of the COVID-19 pandemic, Management is confident as to the Company's ability to access sufficient financial resources to finance such future amounts on commercially reasonable terms.

Global Pandemic COVID-19

In early 2020, COVID-19 was confirmed in multiple countries across the world and, on March 11, 2020, the World Health Organization declared it a pandemic. The Province of Ontario (the “Province”) declared the first state of emergency at the onset of the COVID-19 pandemic on March 17, 2020, which was lifted on July 24, 2020. Throughout this period, the Province issued and declared multiple orders and implemented a staged, region-based re-opening when the number of COVID-19 cases steadied during the second and third quarter of 2020. However, due to the sharp increase in COVID-19 cases, a Province-wide lockdown was announced on December 26, 2020, coupled with the second state of emergency, which became effective on January 14, 2021. These orders were lifted on March 11, 2021 but re-instated with a third Province-wide state of emergency, effective April 8, 2021. While Highway 407 ETR has experienced significant declines in traffic volumes since the onset of the COVID-19 pandemic, the Company observed gradual improvements in traffic volumes with each stage of the re-opening. Traffic volumes have not been as severely impacted by the latest series of lockdowns as compared to the initial closure in March 2020. The Company expects improvements in traffic volumes as the Province ramps up efforts towards deployment of vaccinations and COVID-19-related restrictions are gradually eased.

The COVID-19 pandemic and resulting economic contraction continue to have an impact on demand for highway travel in the GTA. Despite lower revenues, the Company maintained sufficient liquidity to satisfy all of its financial obligations in 2020 and expects to maintain sufficient liquidity to satisfy all of its financial obligations in 2021. However, if the pandemic persists for a prolonged period of time and as a result the timing and pace of economic recovery are longer and slower than expected, the Company may not be able to satisfy the rate covenant set out in section 9.4 of the Master Trust Indenture dated as of July 20, 1999 and effective as of May 5, 1999 between the Company, 407 ETR and The Trust Company of Bank of Montreal (now BNY Trust Company of Canada) (the “Indenture”), as well as certain financial covenants under the credit agreements, resulting in the restriction of dividend payments to shareholders. In addition, the Company will also be restricted from making interest payments on subordinated debt using cash from operations. The Company can, however, make interest payments on subordinated debt from other sources, such as borrowed funds. The COVID-19 pandemic may also impact the future cost of capital as a result of disrupted credit markets or potential credit rating actions in relation to the Company’s debt.

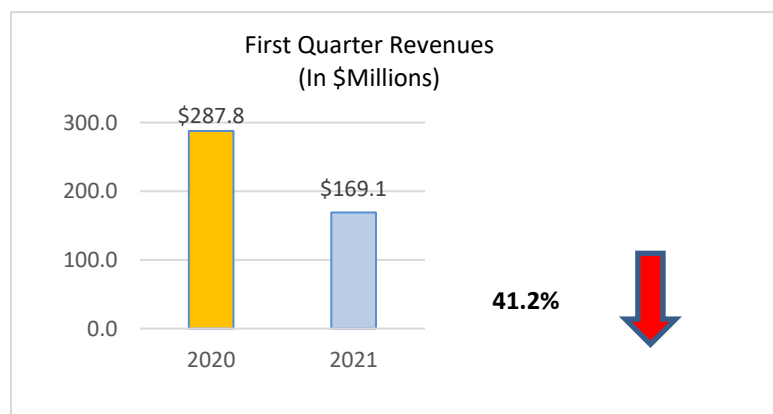
Management continues to monitor and analyze the extent of the financial impact of the COVID-19 pandemic, which could be material depending on the scope and duration of the pandemic. While the full duration and scope of the pandemic is unknown, Management does not believe it will have a long-term impact on the financial condition of the Company. In addition, the Company continues to review potential reductions to operating and capital expenditures.

First Quarter 2021 Financial Highlights

(In \$Millions, except per share amounts)

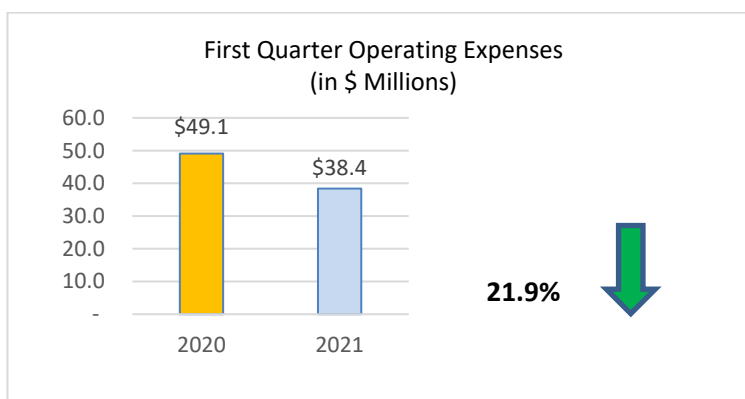
	Selected Financial Information	
	Q1 2021	Q1 2020
Revenues	169.1	287.8
Operating Expenses	38.4	49.1
EBITDA	130.7	238.7
Depreciation and Amortization	23.7	27.4
Interest and Other Expenses	102.0	55.6
Income Tax Expense	1.3	41.2
Net Income	3.7	114.5
Dividend paid	-	312.5
Dividend per share	-	0.403
	As at March 31, 2021	As at December 31, 2020
Total Current Assets	1,068.8	1,054.5
Total Non-current Assets	4,586.6	4,597.9
Total Current Liabilities	197.2	201.2
Total Non-current Liabilities	10,157.9	10,056.8

Revenues



Total revenues in the first quarter of 2021 were lower when compared to the same period in 2020 primarily due to lower traffic volumes resulting from the continued impact of the COVID-19 pandemic. Average revenue per trip of \$12.71 in the first quarter of 2021 increased by 5.0% when compared to the same period in 2020.

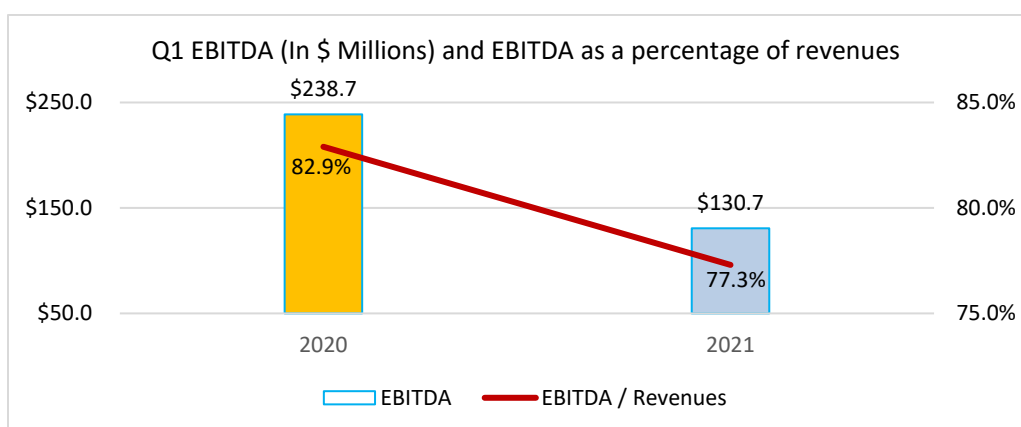
Operating Expenses



Total operating expenses in the first quarter of 2021 were lower when compared to the same period in 2020 primarily due to lower customer operations costs resulting from lower transactional costs such as billing costs and bank charges coupled with a lower provision for doubtful accounts due to lower revenues and lower system operations costs due to lower license and support costs and Enterprise Resource Planning (“ERP”) consulting costs.

EBITDA

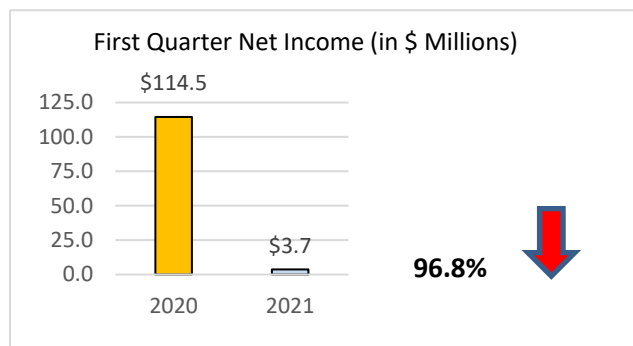
(in \$ Millions)	Q1	
	2021	2020
Net Income	3.7	114.5
Current income tax expense	1.2	33.8
Deferred income tax expense	0.1	7.4
Interest and other expenses	102.0	55.6
Depreciation and amortization	23.7	27.4
EBITDA	130.7	238.7



EBITDA decreased by \$108.0 million to \$130.7 million in the first quarter of 2021 compared to \$238.7 million for the same period in 2020. The decrease in EBITDA was a result of lower revenues due to the COVID-19 pandemic, offset by lower

operating expenses. EBITDA as a percentage of revenues was 77.3% in the first quarter of 2021 and was lower than 82.9% for the same period in 2020 for the reasons mentioned above. See “Non-IFRS Financial Measures”.

Net Income



The Company recorded net income of \$3.7 million in the first quarter of 2021, representing a decrease of \$110.8 million or 96.8% when compared to \$114.5 million for the same period in 2020 mainly due to lower EBITDA, and higher interest and other expenses due to a higher inflation compensation expense on Senior Bonds, Series 99-A6, Senior Bonds, Series 99-A7 and Senior Bonds, Series 00-A2 (collectively, the “RRBs”) and non- cash accretion on Senior Bonds, Series 04-A2. This increase was offset by lower income taxes and lower depreciation and amortization.

Dividends

Dividends paid to shareholders in the first quarter of 2021 were \$nil compared to \$312.5 million for the same period in 2020.

The share capital and contributed surplus remained unchanged at March 31, 2021 at \$775.0 million (775,000,003 common shares issued and outstanding) and \$29.6 million, respectively, as compared to December 31, 2020.

Statement of Financial Position Items

Current Assets

Total current assets were \$1,068.8 million at March 31, 2021 compared to \$1,054.5 million at December 31, 2020, and are comprised of cash and cash equivalents, restricted cash and investments, trade receivables and other and income tax receivable. The increase was primarily due to an expected income tax refund, partially offset by lower cash and cash equivalents due to income taxes paid and decreased trade receivables and other due to lower revenues.

Current Liabilities

Total current liabilities were \$197.2 million as at March 31, 2021 compared to \$201.2 million as at December 31, 2020, and are comprised of trade and other payables, contract liabilities, lease obligations, accrued interest on long-term debt and the current portion of long-term debt. The slight decrease was mainly due to lower trade and other payables, partially offset by an increase in accrued interest on long-term debt.

Non-current Assets

Total non-current assets were \$4,586.6 million as at March 31, 2021 compared to \$4,597.9 million as at December 31, 2020, and are comprised of restricted cash and investments, other receivables, deferred tax assets, intangible assets and property, plant and equipment. The decrease was primarily due to lower property, plant and equipment as a result of lower additions.

Non-current Liabilities

Total non-current liabilities were \$10,157.9 million as at March 31, 2021 compared to \$10,154.4 million as at December 31, 2020, and are comprised of lease obligations, deferred tax liabilities and long-term debt. The increase in long-term debt is due to an unfavourable non-cash fair value adjustment on Senior Bonds, Series 04-A2 and an unfavourable non-cash inflation compensation component on the RRBs due to an increase in the Consumer Price Index ("CPI"). These increases were offset primarily by the partial repayment of the amortizing Senior Bonds, Series 99-A3.

Traffic Results

	Q1		
	2021	2020	% change
Traffic/Trips (in millions) ¹	13.081	23.509	(44.4%)
Vehicle Kilometers Travelled ("VKTs") (in millions) ²	256.055	490.765	(47.8%)
Average Workday Trips (in thousands)	176.045	314.054	(43.9%)
Average Trip Length ("ATL") (kilometres) ³	19.57	20.88	(6.3%)
Unbillable Trips (percent) ⁴	3.00	2.04	47.1%
Average Revenue per Trip (\$) ⁵	12.71	12.11	5.0%
Transponder Penetration Rate (percent) ⁶	83.9	84.3	(0.5%)
Transponders in Circulation at March 31 ⁷	1,580,995	1,607,815	(1.7%)

1. Trips are measured during the reporting period based on the number of vehicle transactions recorded on Highway 407 ETR.

2. VKTs refer to the sum of distances travelled on Highway 407 ETR during the reporting period.

3. ATL is calculated as the total VKTs divided by the total number of trips in the reporting period.

4. Unbillable Trips represents the number of trips that were not billed divided by the number of trips in the reporting period. Unbillable Trips includes unreadable transactions where a licence plate image was not captured, trips taken by vehicles from jurisdictions in which 407 ETR is unable to bill and trips taken by certain toll-exempt vehicles (such as emergency and 407 ETR service vehicles and vehicles with diplomatic plates).

5. Average Revenue per Trip is calculated as total tolls and fee revenue over total number of trips in the reporting period.

6. Transponder Penetration Rate is the ratio of transponder trips to total trips in the reporting period.

7. Transponders in Circulation are measured at the end of the reporting period based on the number of transponders registered to customers.

Total trips for the first quarter of 2021 were lower by 44.4%, VKTs were lower by 47.8% and average workday trips were lower by 43.9% when compared to the same period in 2020. Overall traffic volume continues to be lower due to the COVID-19 pandemic, with stay-at-home orders and restrictions in effect for most of the first quarter of 2021.

Overview of Current Operations

Construction

The Company continues to improve Highway 407 ETR through construction projects designed to increase capacity and improve traffic flow and customer convenience, including investments in widening bridge structures and adding new lanes to Highway 407 ETR. The Company also regularly undertakes various rehabilitation initiatives designed to improve and replace existing elements of the infrastructure, such as resurfacing the asphalt pavement, replacing concrete pavement, replacing and relining culverts under and along Highway 407 ETR and rehabilitating various bridge structures in order to continue to provide customers with fast, safe and reliable travel. The Company's on-going construction projects are expected to continue as an essential service.

The Company completed the construction of Sideline 26 (Whites Road) interchange and the Region of Durham completed the construction of Whites Road to the south of Highway 407 ETR. The interchange was commissioned and opened to traffic on February 3, 2021.

The Company completed the detailed design of the inside widening of Highway 407 ETR between Highway 404 and Markham Road. Construction is expected to commence in first half of 2027.

Information Technology

The Company continues to maintain and enhance its back-office systems. Formal processes are in place to identify, evaluate and implement potential system enhancements to ensure continued alignment with business strategies. The Company continues to focus on enhancing the core capabilities of capturing and processing vehicle information with continued investments in roadside network equipment, camera technology using complementary metal-oxide semi-conductor (CMOS) technology, and the operation of front-image capture system. Additional system enhancements include collections processing, business process management, advanced traffic management, asset management, data management and analytics. The Company continues to enhance the security, functionality, scalability and usability of its self-service (website and interactive voice response) systems.

The Company continued with the development and implementation phase of an ERP and Customer Relationship Management ("CRM") initiative. A phased approach has been undertaken to manage implementation risks and 407 ETR has developed a release strategy that will balance the demands of introducing functionality, while assuring quality and stability of business operations. During the first quarter of 2021, the Company developed a data migration plan to include a limited number of customers in phased-stages. The steps to migrate and validate the data have commenced and the target to go-live with end-to-end functionality is expected towards the end of 2021.

Customer Service

The Company offers customers a broad range of services through its website, automated telephone attendant and live chat functionality and is committed to increasing customer awareness and customer service. The Company engages an external call centre specialist in benchmarking customer satisfaction to continually survey its customers. The results of recent surveys continue to show high levels of customer satisfaction and are consistent with other market research studies commissioned by the Company. In addition, the Company conducts email-based communications from the President and Chief Executive Officer thanking customers and seeking their feedback on the services provided by the Company.

407 ETR in the Community

407 ETR and its employees continue to serve the communities surrounding the Highway 407 ETR corridor and support its corporate social responsibility goals in the GTHA. The Company is focused on making life better for customers and surrounding communities. During the first quarter of 2021, 407 ETR made donations of \$204 thousand directly to local hospitals and rehabilitation centres across the GTHA in support of this annual initiative.

In 2020, the Company was the first United Way corporate partner in Canada to commit to a \$5.2 million multi-year donation to help communities and healthcare systems with their response to the COVID-19 pandemic. The Company committed to donate \$4.0 million over three years (2020-2022) to the United Way's network of agencies in Durham, Halton, Hamilton, Peel, Toronto and York to support recovery in four key areas vital to every community: food security, isolated seniors, employment and income security and mental health, of which \$1.3 million was donated in 2020. The Company's second year commitment will be paid during the second half of 2021.

Highway 407

Highway 407 begins at the eastern terminus of Highway 407 ETR at Brock Road in Pickering and extends towards Highways 35/115 and includes Highway 412, which runs north-south and connects Highway 407 to Highway 401, and Highway 418 which connects Taunton Road to Highway 401 (collectively "Highway 407").

Highway 407, which was constructed by the Province in two phases, was fully completed in late December 2019 with tolling operations seamlessly commencing as the phases were opened to the public. The Province maintains public ownership, sets tolls and receives toll revenues in respect of its use.

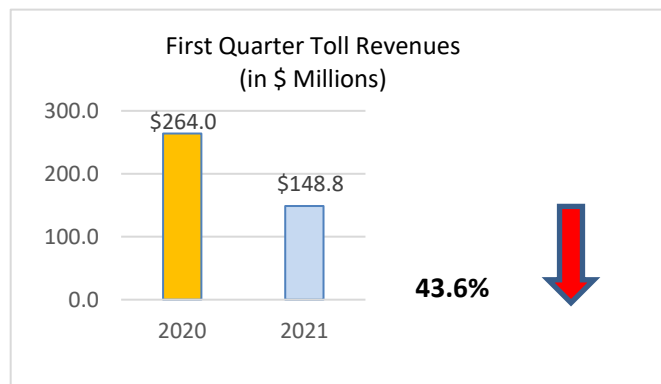
Cantoll continues to maintain the roadside tolling technology and provide tolling, billing and back-office services (the "Tolling Services Contract") for Highway 407. The operational aspect of the Tolling Services Contract, which commenced in December 2015, has an initial term of 10 years and is renewable by 10-year increments for up to 30 years in total. The Company will also continue to maintain a \$9.0 million segregated funds account.

First Quarter 2021 Results of Operations

Revenues

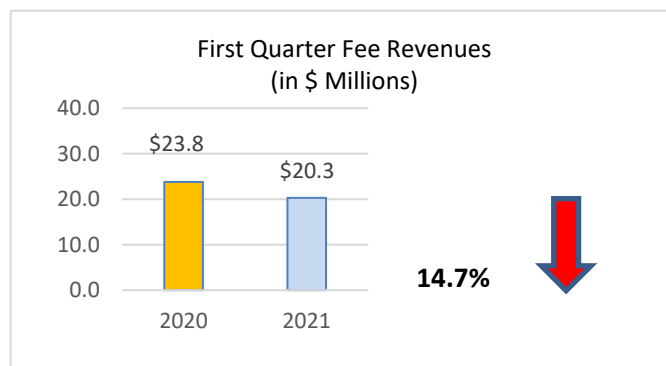
The Company's revenues are generated from toll charges for trips on Highway 407 ETR including camera charges for non-transponder trips ("Tolls"), monthly fees ("Fees") and contract revenues. Fees include transponder lease fees, account fees relating to the maintenance and billing of non-transponder customer accounts, late payment charges, enforcement fees for past due amounts sent to the Ontario Registrar of Motor Vehicles (the "Registrar") to refuse to renew or issue vehicle permits until outstanding amounts are paid or settled ("Licence Plate Denial") and service fees related to tolling, billing and back-office services. Account fees are driven by the number of non-transponder customers that travel on Highway 407 ETR and are subject to seasonal fluctuation. Enforcement fees and late payment charges are applied to customers with overdue accounts.

Toll Revenues



Toll revenues were lower in the first quarter of 2021 when compared to the same period in 2020 due to lower traffic volumes as a result of the continued restrictions on travel and an emphasis on stay-at-home that were in effect for most of the first quarter due to the COVID-19 pandemic.

Fee Revenues



Fee revenues were lower in the first quarter of 2021 when compared to the same period in 2020 primarily due to lower account fees and lower enforcement fees due to lower volumes of new issuances of License Plate Denial notifications.

Outlook

Management anticipates revenues will continue to be impacted by the COVID-19 pandemic with reduced traffic volumes compared to pre-pandemic levels continuing through 2021. However, management anticipates a gradual recovery in traffic volumes as the Province ramps up the deployment of COVID-19 vaccinations across the Province and COVID-19-related restrictions are gradually eased.

Toll Rates

Toll rates have remained unchanged since February 2020, when the Company implemented a new seasonal toll structure to address customer travel patterns and to manage overall traffic flow along Highway 407 ETR, while optimizing its revenues. Toll revenue is influenced by the mix of customers on Highway 407 ETR, which includes video and transponder customers, the type of vehicle, time, direction and zone of travel, distance travelled per trip, trip toll charge and toll rates.

Under Schedule 22 of the Concession and Ground Lease Agreement (“Schedule 22”), certain Highway 407 ETR traffic levels are measured against annual minimum traffic thresholds for each of the 24 segments of the highway, which escalate annually up to a prescribed lane capacity. If the traffic level measurement for a segment is below the corresponding traffic threshold, an amount calculated under Schedule 22 is payable to the Province.

Due to the COVID-19 pandemic and related Province-wide shutdowns and stay-at-home orders, traffic on Highway 407 ETR has been significantly lower and minimum traffic thresholds for 2020 were not achieved as prescribed under Schedule 22. However, no amount is payable to the Province under Schedule 22 pursuant to the force majeure provisions of the Concession and Ground Lease Agreement (“Concession Agreement”).

Current toll rates are detailed in the following table:

Light Vehicle Rates for vehicles 5,000 kgs or less (cars, minivans, SUVs) (in \$CAD)

Per km Rates Effective: February 1, 2020

Entire trip is based on time of entry.	Zone 1 QEW to Highway 401		Zone 2 Highway 401 to Highway 427		Zone 3 Highway 427 to Highway 404		Zone 4 Highway 404 to Brock Road		
	RATE PERIOD START TIME	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND	WESTBOUND	EASTBOUND
Weekdays	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	6 a.m. –	42.85 ¢	43.76 ¢	42.83 ¢	48.29 ¢	46.31 ¢	47.43 ¢	44.86 ¢	42.04 ¢
	7 a.m. –	48.74 ¢	55.13 ¢	50.89 ¢	56.44 ¢	54.43 ¢	56.43 ¢	54.93 ¢	47.83 ¢
	9:30 a.m. –	42.53 ¢	45.45 ¢	44.02 ¢	48.29 ¢	46.58 ¢	47.43 ¢	46.58 ¢	42.04 ¢
	10:30 a.m. –	39.07 ¢	39.07 ¢	39.07 ¢	40.17 ¢	40.17 ¢	40.90 ¢	39.07 ¢	38.47 ¢
	2:30 p.m. –	51.93 ¢	44.04 ¢	50.55 ¢	48.98 ¢	51.01 ¢	51.92 ¢	43.62 ¢	46.81 ¢
	3:30 p.m. –	81.14 ¢	50.10 ¢	55.45 ¢	59.00 ¢	58.99 ¢	62.24 ¢	49.56 ¢	58.48 ¢
	6 p.m. –	51.93 ¢	44.04 ¢	50.55 ¢	48.98 ¢	51.01 ¢	51.92 ¢	43.62 ¢	46.81 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
Weekends & Holidays	12 a.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢
	11 a.m. –	34.63 ¢	35.96 ¢	35.96 ¢	35.96 ¢	35.96 ¢	35.96 ¢	34.63 ¢	34.63 ¢
	7 p.m. –	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢	25.29 ¢

The Heavy Single Unit Vehicle (“HSU”) Rate for vehicles over 5,000 kg (large trucks and buses) is two times the Light Vehicle Rate. The Heavy Multiple Unit Vehicle (“HMU”) Rate (tractor trailers) is three times the Light Vehicle Rate.

- A Trip Toll Charge is charged for each trip on the highway at \$1.00 (HSU - \$2.00, HMU - \$3.00) and is not a per kilometer charge.
- A \$4.20 Camera Charge per trip is added when a Light Vehicle travels on the highway without a valid transponder.
- All HSUs and HMUs must have a valid transponder. Without a valid transponder, a \$50.00 Camera Charge plus tolls per trip are billed.

For further details on the Company’s toll rates, please visit www.407etr.com.

Calculated Tolls

The Company continues to charge a calculated toll, in addition to the trip toll charge, for trips taken on Highway 407 ETR where either the entry or exit point of a vehicle is not recorded by the Company’s tolling systems:

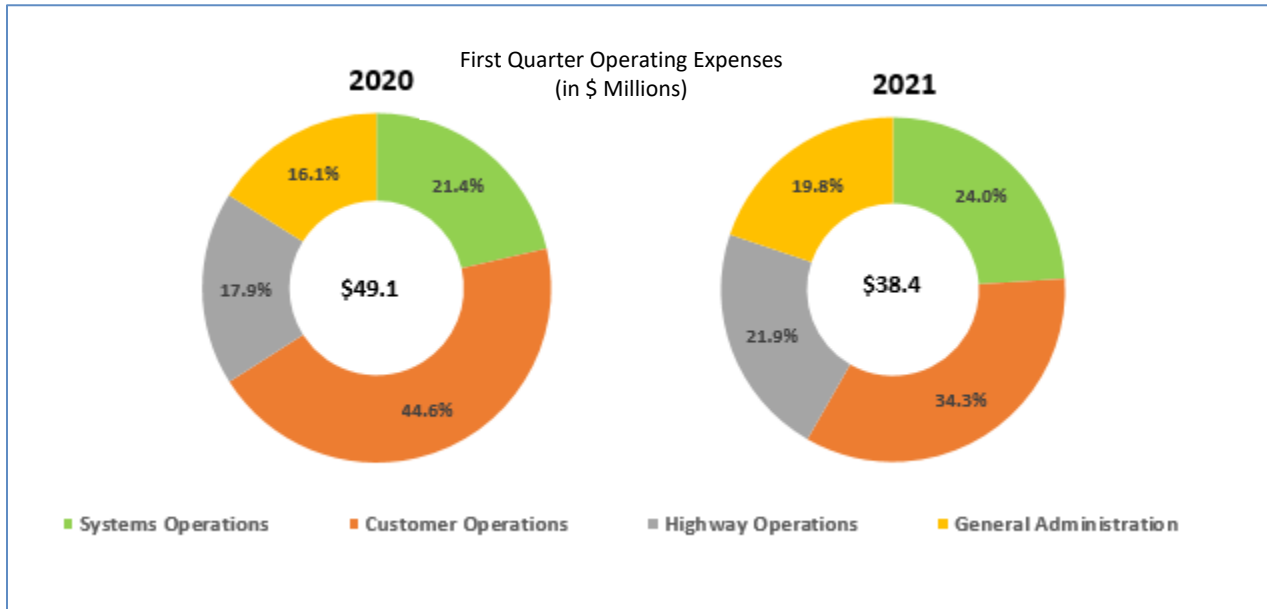
- For any vehicle (light or heavy) with a transponder for which there is a sufficient transponder trip history, a transponder vehicle median trip (referred to as a calculated trip) is charged using the median distance of the trips taken with the transponder in the preceding 72 days.
- For all light vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a transponder minimum trip toll is charged using the entry or exit nearest the recorded part of travel (in the same direction).
- For all light vehicles without a transponder, a flat toll charge plus the camera charge is charged.
- For all heavy vehicles without a transponder, a camera charge of \$50.00 plus a heavy vehicle minimum trip toll using the entry or exit nearest the recorded part of travel (in the same direction) is charged.
- For all heavy vehicles with a transponder for which there is insufficient transponder trip history, or if more than 25% of trips over the past 72 days did not accurately record either the entry or exit point, a heavy single or heavy multiple unit vehicle flat toll is charged.

The following table details the flat toll charge for light and heavy vehicles:

(In \$CAD)	2020		
	Light Vehicles	HSU	HMU
Flat Toll Charge (up to) (Peak Period, Peak Hours)	6.50	19.85	36.95
Flat Toll Charge (up to) (Off Peak, Weekday Midday, Weekends and Holidays)	4.25	12.80	23.85

- Flat Toll Charge effective February 1, 2020.
- Applicable to Light Vehicles without a transponder.
- Peak Period, Peak Hours, Off Peak, Weekday Midday, and Weekends and Holidays have the meanings shown in the Light Vehicle Rates chart above.

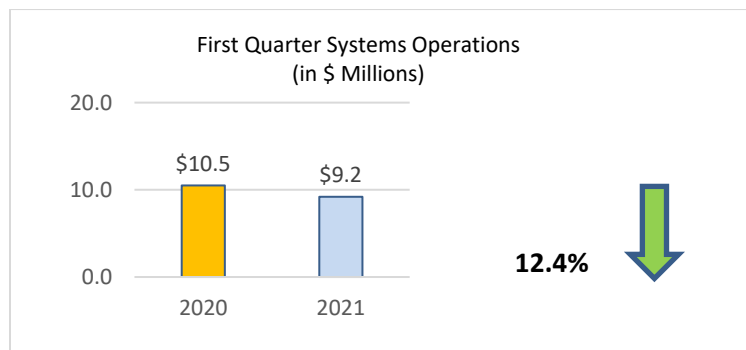
Operating Expenses



(In \$ Millions)	Q1	
	2021	2020
Systems Operations	9.2	10.5
Customer Operations	13.2	21.9
Highway Operations	8.4	8.8
General and Administration	7.6	7.9
Total Operating Expenses	38.4	49.1

Systems Operations

This category includes staff salaries and other costs for developing, operating and maintaining the Company's tolling system, office computer network and integrated automation systems.



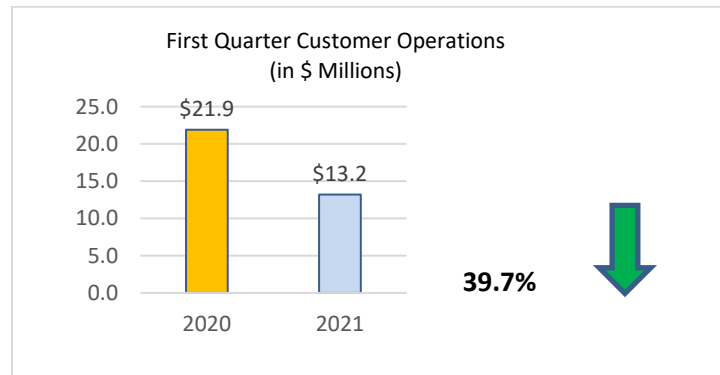
Systems operations expenses were lower in the first quarter of 2021 when compared to the same period in 2020 mainly due to timing of ERP consulting costs, coupled with lower license and support expenses.

Outlook

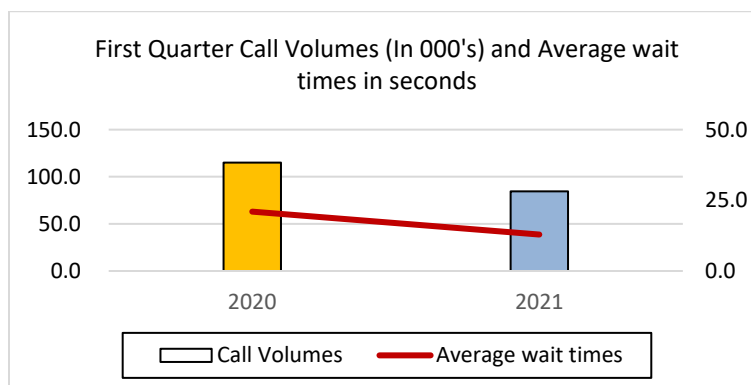
Systems operations expenses for 2021 are expected to be slightly higher than 2020 mainly due higher consulting costs in relation to the ERP and CRM project.

Customer Operations

This category includes costs incurred to operate the customer service centre and service existing customer relationships as well as general inquiries. These costs include the call centre, customer service centre, account management salaries, transponder distribution channels, billing, customer address system access fees, ombudsman services, collection of overdue accounts and the provision for doubtful accounts.



Customer operations expenses were lower in the first quarter of 2021 when compared to the same period in 2020 mainly due to lower provision for doubtful accounts resulting from lower revenues, lower bank charges and billing costs due to lower volumes, coupled with lower staffing costs.



The Company's customer service representatives continue to service and attend calls remotely due to the COVID-19 pandemic. The Company received 85 thousand telephone calls during the first quarter of 2021, lower than the 115 thousand calls received during the same period in 2020. The decrease in call volumes is a result of reduced traffic volumes. The average wait time required for a customer to speak with a customer service representative was 13 seconds, compared to the average wait time of 21 seconds for the same period in 2020. The target level of service of 80% of all calls answered within 30 seconds was exceeded in the first quarter of 2021 with 92% of all calls answered within 30 seconds.

Launched in 2020, the 'Live Chat with an expert' functionality, has proven to be an effective channel to facilitate live conversations between customer service representatives and customers as well as the general public.

Notwithstanding reduced customer operations, customers continue to have the ability to access various self-service options through the Company's secure website, which enables customers to perform a number of transactions without having to speak with a customer service representative.

The Company continues to use bill inserts, promotions and targeted advertising to communicate with customers about the benefits of using Highway 407 ETR, as well as to educate drivers about environmentally and customer-friendly options, such as paperless billing, annual transponder leases and pre-authorized payment services. The Company continues to see growth in customers registering for paperless billing, pre-authorization and other services on the 407 ETR website, which benefit customers and also result in lower costs for the Company.

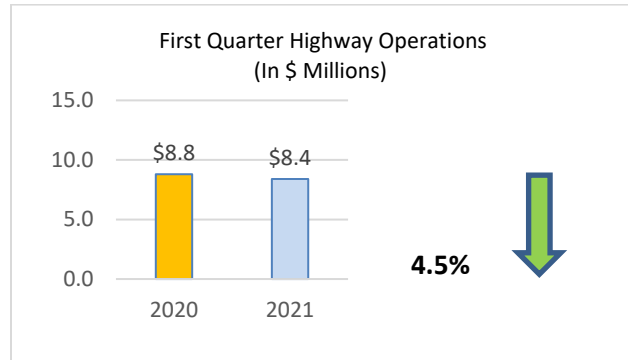
The Company has continued its Financial Hardship and Repayment Assistance Programs to support customers during the COVID-19 pandemic.

Outlook

Customer operations costs for 2021 are expected to be higher when compared to 2020. When traffic volumes recover and restrictions related to the COVID-19 pandemic are lifted, costs relating to customer operations will increase.

Highway Operations

This category of expenses relates to operating activities such as maintenance of the major elements of the highway system including roadway surfaces, bridges, culverts, drainage and lighting, together with seasonal maintenance, highway patrol operations, road safety enforcement and police enforcement. Highway operations expenses are seasonal in nature as winter maintenance expenses such as snow plowing and salt application occur in the first and fourth quarters of the year and most other repairs and maintenance take place in the second and third quarters of the year.



Highway operations expenses were lower in the first quarter of 2021 when compared to the same period in 2020, mainly due to lower enforcement costs coupled with the timing of maintenance work.

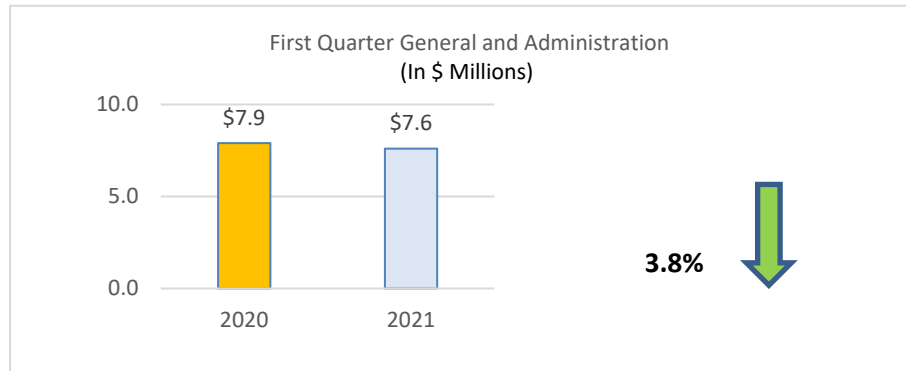
Highway maintenance cost per lane kilometer in the first quarter of 2021 amounted to \$6,600, which was lower than the \$7,100 in the first quarter of 2020 for the reasons mentioned above.

Outlook

Highway operations expenses for 2021 are expected to be in line with 2020.

General and Administration

General and administration expenses include public relations, finance, administration, facilities, human resources, business process, legal, audit and executive costs.

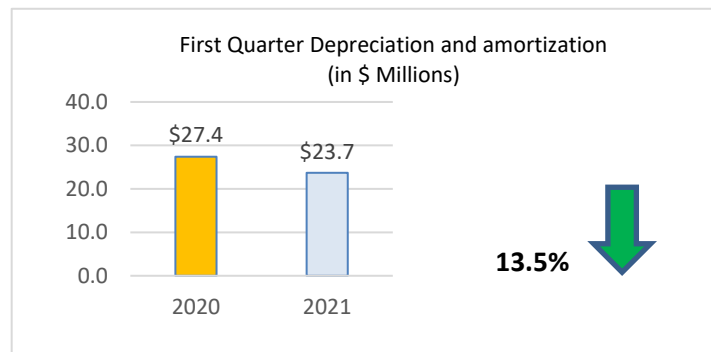


General and administration expenses were lower in the first quarter of 2021 when compared to the same period in 2020 mainly due to staff restructuring costs in 2020.

Outlook

General and administration expenses for 2021 are expected to be in-line with 2020.

Depreciation and Amortization



Depreciation and amortization expenses were lower in the first quarter of 2021 compared to the same period in 2020 due to lower toll highway depreciation as a result of lower VKT usage.

Outlook

Depreciation and amortization expenses in 2021 are expected to be higher when compared to 2020. When traffic volumes recover and restrictions related to the COVID-19 pandemic are lifted, highway depreciation will increase.

Interest and Other Expenses

(In \$ Millions)	Q1	
	2021	2020
Interest expense on Bonds and Credit Facilities	99.8	101.0
Non-cash inflation component of:		
Interest expense RRBs	4.0	1.1
Interest recovery, Senior Bonds Series 04-A2	(0.1)	(1.7)
Fair value adjustment, Senior Bonds, Series 04-A2	0.8	(39.3)
Capitalized Interest	(0.6)	(0.7)
Total Interest Expense on Long-Term Debt	103.9	60.4
Interest income on financial assets designated as FVTPL	(1.8)	(4.9)
Other expense	0.1	0.3
Reclassification of gain and losses on cash flow hedges	(0.2)	(0.2)
Total Interest and Other Expenses	102.0	55.6

Interest and other expenses include interest expense on long-term debt and lease obligations, reclassification of gains and losses on cash flow hedges from accumulated other comprehensive income, interest income on fair value through profit or loss ("FVTPL") of financial assets, and fair value adjustment of derivative financial instruments

Interest expense on Bonds and Credit Facility:

Interest expense on Bonds and Credit Facilities for the first quarter of 2021 was lower by \$1.2 million when compared to the same period in 2020. The interest expense on senior bonds was lower by \$0.6 million primarily due to the refinancing of Senior Bonds, Series 99-A5 on June 24, 2020 with \$350.0 million of Senior Bonds, Series 20-A2 and the refinancing of Senior Bonds, Series 10-A3 on June 22, 2020 with \$400.0 million of Senior Bonds, Series 20-A3, both at lower interest rates. These favourable variances were partially offset by interest expense on Senior Bonds, Series 20-A1 issued on March 6, 2020. In addition, interest expense on the Credit Facilities was favourable by \$0.6 million as the Company did not draw on the Credit Facilities in the first quarter of 2021, as compared to having drawn the full amount in the first quarter of 2020. Interest expenses on the Company's junior and subordinated bonds for the first quarter of 2021 amounted to \$11.6 million, and was comparable to the same period of 2020.

Non-cash inflation component of interest expense:

The non-cash inflation compensation of the RRBs was unfavourable by \$2.9 million and the non-cash accretion on Senior Bonds, Series 04-A2 was unfavourable by \$1.6 million for the first quarter of 2021 when compared to the same period in 2020, mainly due to a higher increase in the CPI level.

Fair value adjustment, Senior Bonds, Series 04-A2:

The non-cash fair value adjustment to Senior Bonds, Series 04-A2 was unfavourable by \$40.1 million for the first quarter of 2021 when compared to the same period in 2020, primarily due to an increase in the Break Even Inflation Rate ("BEIR") which was partially offset by an increase in the nominal discount rate ("NDR"). In the prior period, the significant fair value adjustment recovery was due to a significant decrease in the BEIR.

Interest income on financial assets:

Interest income from cash balances and investments for the first quarter of 2021 was lower by \$3.1 million when compared to the same period in 2020 primarily due to lower interest yields on cash and investments coupled with a significantly higher average cash balance in the prior period.

Outlook

With the exception of the non-cash inflation compensation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects interest and other expenses for 2021 to be lower than 2020, primarily due to the early redemption premium expense paid in 2020 to redeem Senior Bonds, Series 99-A5 and Senior Bonds, Series 10-A3.

Income Taxes

(in \$ Millions)	Q1	
	2021	2020
Current income tax expense	1.2	33.8
Deferred income tax expense	0.1	7.4
Total Income Tax Expense	1.3	41.2

The combined current and deferred effective tax rate was 26.0% in the first quarter of 2021, comparable to the annual effective tax rate of 26.5% for the same period in 2020.

Current income tax expense for the first quarter of 2021 was lower when compared to the same period of 2020, primarily due to lower earnings before taxes. Deferred income tax expense for the first quarter of 2021 was lower compared to the same period in 2020 primarily due to a decrease in tax deductible differences.

Outlook

With the exception of the non-cash inflation compensation component of interest expense relating to the RRBs and Senior Bonds, Series 04-A2 and the non-cash fair value adjustment on Senior Bonds, Series 04-A2, the Company expects higher income tax expense due to higher earnings before taxes anticipated in 2021. The Company expects traffic volumes will recover as restrictions related to the COVID-19 pandemic are lifted, resulting in higher revenues.

Liquidity and Capital Resources

Cash Flow Statement

(In \$ Millions)	Q1	
	2021	2020
Cash flows (used in) from operating activities	(45.1)	141.3
Cash flows from (used in) investing activities	27.4	(371.6)
Cash flows (used in) from financing activities	(6.5)	1,150.9
Increase (decrease) in cash and cash equivalents	(24.2)	920.6
Cash and cash equivalents, beginning of period	614.5	296.4
Cash and cash equivalents, end of period	590.3	1,217.0

Cash and cash equivalents at March 31, 2021 were \$590.3 million, a decrease of \$24.2 million from December 31, 2020. Cash and cash equivalents includes a \$10.0 million reserve required by the Indenture.

The cash decrease of \$24.2 million in the first quarter of 2021 was mainly due to cash used in operating activities of \$45.1 million, purchases of property, plant and equipment and intangibles of \$11.4 million, payments for obligations under finance leases of \$3.3 million and the partial repayment of amortizing long-term debt of \$3.2 million. These cash outflows were partially offset by a decrease in restricted cash and investments of \$38.7 million.

Cash flows from operating activities:

Cash decreased by \$186.4 million in the first quarter of 2021 when compared to the first quarter of 2020, mainly due to lower cash receipts of \$142.0 million primarily from lower revenues, higher payments of corporate income taxes of \$43.0 million due to the timing of payments relating to prior periods and higher interest expense payments of \$8.0 million primarily resulting from additional debt issued in 2020. These cash outflows were partially offset by lower cash payments for operating activities of \$9.9 million due to lower operating expenses and changes in working capital.

Cash flows from investing activities:

Cash used in investing activities was lower by \$399.0 million in the first quarter of 2021 when compared to the first quarter of 2020. Purchases of short-term investments were \$nil in the first quarter of 2021 compared to the purchases of \$297.0 million in the first quarter of 2020. Included in investing activities are changes in the restricted cash and investments required to be maintained by the Indenture. The net decrease in restricted cash and investments was \$38.7 million for first quarter of 2021 as compared to an increase of \$57.5 million in first quarter of 2020. The decrease in restricted cash and investments of \$38.7 million in the current quarter was due to interest payments of \$91.9 million, repayment of amortizing long-term debt of \$3.2 million and a partial release of the Operating and Maintenance and Renewal and Replacement fund no longer required of \$49.0 million. These decreases were offset by contributions to the debt service fund of \$103.3 million. Also included in investing activities are investments in the widening of certain segments and replacement of certain components of Highway 407 ETR, enhancements and replacements of toll equipment, continuing development and enhancement of the Company's information systems, and the purchase of new transponders. Additions to property, plant and equipment and intangibles

amounted to \$11.4 million in the first quarter of 2021 as compared to \$17.2 million in the first quarter of 2020, representing a decrease of \$5.8 million primarily due to deferral of certain highway projects.

Cash flows from financing activities:

Cash flow from financing activities was lower by \$1,157.4 million in the first quarter of 2021 when compared to 2020. Proceeds from the issuance of long-term debt was \$nil in the first quarter of 2021, when compared to \$1,609.0 million in the first quarter of 2020. The proceeds of \$1,609.0 million in the first quarter of 2020 consisted of drawdowns under the Credit Facilities of \$910.0 million and the issuance of Senior Bonds, Series 20-A1 in the principal amount of \$699.0 million. Dividend payments to shareholders were \$nil in the first quarter of 2021 when compared to dividend payments of \$312.5 million in the first quarter of 2020. Repayments of long-term debt amounted to \$3.2 million during the first quarter of 2021 compared to \$138.0 million in the first quarter of 2020 representing repayments under the Credit Facilities of \$135.0 million and partial repayments of amortizing bonds of \$3.0 million. Payments for debt issue costs for the first quarter of 2021 were \$nil compared to \$4.1 million in the first quarter of 2020. Payments for obligations under finance leases amounted to \$3.3 million for first quarter of 2021 compared to \$3.5 million in the first quarter of 2020.

The supplemental indenture for the RRBs requires the Company to fund a series excess inflation reserve should the principal outstanding multiplied by the difference between the applicable CPI at the time of measurement divided by the applicable CPI at the time of issue exceed a pre-established threshold level. As at March 31, 2021 and December 31, 2020, CPI had not reached the levels to require funding of the excess inflation reserve and Management does not anticipate CPI to reach these levels. Sufficient cash from operations will be generated in the event that funding of the reserve becomes necessary.

Certain Events of Default under the Indenture would allow bondholders to declare the bonds to be immediately payable. These Events of Default are described in the Company's AIF available at www.sedar.com. As at March 31, 2021 and December 31, 2020, the Company is in compliance with the terms of the Indenture.

Outlook

The Company expects to maintain sufficient liquidity and to generate cash from operations to meet all of its ongoing obligations and to pay dividends to its shareholders, as appropriate. The Company expects to gradually increase debt, while maintaining existing credit ratings on all debt obligations and being in compliance with the terms of the Indenture. The additional debt, when issued, will be used to fund operating and capital expenditures, to pay interest to debtholders, and to pay income tax while maintaining sufficient debt service coverage ratios.

Earnings Coverage

(In \$ Millions)	Twelve-month period ended	
	March 31	
	2021	2020
Income before income tax expenses and interest expense on long-term debt	553.4	1,203.6
Interest expense on long-term debt	502.8	394.5
Earnings Coverage	50.6	809.1

The Company experienced earnings coverage ratios of 1.10 times and 3.05 times for the twelve month periods ended March 31, 2021 and 2020, respectively. The Company expects income before income tax expenses and interest expense on long-term debt to continue to be sufficient to cover interest expense on long-term debt. The earnings coverage ratio is different from the Company's debt service coverage ratio as is defined in the Indenture. See "Non-IFRS Financial Measures".

Risks and Uncertainties

COVID-19

The Company faces new challenges and uncertainties related to the COVID-19 pandemic. The potential effects and impact of the COVID-19 pandemic have been disclosed earlier in this MD&A under "Global Pandemic –COVID-19".

Toll Revenues

The Company's ability to derive revenue depends on a wide variety of factors, many of which are not within the control of the Company. These factors include population growth, volatility of the economy of the GTA and southern Ontario, fuel prices, weather conditions and the construction of competing infrastructure. In addition, toll rate increases are subject to economic, price elasticity and political risks. To mitigate these risks, Management prepares a detailed operating budget consistent with the Company's strategic objectives which includes revenue projections based on traffic growth and price elasticity assumptions supported, from time to time, by studies performed by third party expert traffic consultants. The operating budget and actual price setting is approved by the Company's Board of Directors (the "Board"). Actual results are monitored against the revenue projections on a monthly basis, giving Management adequate time to analyze and respond to variances. The COVID-19 pandemic and related provincial restrictions have adversely impacted demand for highway travel in the GTA. The resulting traffic reduction could continue to have a significant negative impact on the Company's revenues. However, management expects traffic will recover as restrictions are lifted.

Capital Structure

The Company has a complex capital structure that may give rise to unforeseen challenges by tax authorities of the Company's interpretation of certain tax legislation. To mitigate such risks, Management seeks the advice of external tax experts.

Operations and Maintenance

The Company's operating and maintenance expenses for the future operation of Highway 407 ETR are impacted by uncertainties related to costs of services, materials and equipment, changes in regulatory requirements, useful lives of productive assets, critical accounting estimates, weather conditions, and other matters that are not certain. To address these risks, Management prepares a detailed operating budget in the third quarter of each year. This budget is approved by the Board. Management monitors the level of operating expenditures each month in comparison to the budget. Department heads are accountable for cost overruns, and Management compensation is based, in part, on adherence to the approved spending limits. In addition, the Company follows a periodic maintenance and rehabilitation program for Highway 407 ETR and its tolling system to avoid unexpected significant repairs.

Information Technology

The Company's operations for Highway 407 ETR and Highway 407 are substantially dependent on the information technology employed in its tolling and billing systems, including the roadside tolling equipment and the back-office systems used for account processing and collections. The Company continues to monitor and enhance the core system capabilities to mitigate risk. The integrity, reliability, availability and confidentiality of information and supporting systems is critical to the Company's daily and strategic operations. Cyber security continues to be a focus with ongoing threat monitoring and improvements in areas of data security and network security given that cyber-attacks and breaches could result in corruption of the Company's data, compromised confidential customer or employee information, damage to information technology infrastructure leading to disruption of services and lost revenues, loss of sensitive corporate information due to unauthorized access, and reputational damage. To address these risks, the Company's corporate security group is accountable for the planning, execution and governance of the framework-based security program. The Company uses an iterative risk-based approach to manage information technology and cyber security threats, addressing identified gaps in a prioritized and systematic manner within the security framework. The Company ensures it has adequate controls and procedures to detect, identify and address cyber security events, including security incident response, business continuity and data recovery plans. Execution of the security program relies on internal expertise, strong partnerships, industry leading security technologies, and consultation with third-party experts on cyber security strategies and remediation plans. The Company also promotes awareness of data security at the employee level, recognizing that employee vigilance is a contributing factor to mitigating this risk.

Debt Rating

The Company seeks to maintain an appropriate debt rating to ensure access to capital on commercially reasonable terms to finance its operating and capital expenditures and interest payments to bondholders, provide an appropriate investment return to its shareholders and refinance its existing indebtedness without, in each case, exceeding its debt capacity or resulting in a downgrade to the credit ratings assigned to its existing indebtedness. The Company's ability to do so depends upon a number of factors, including, among other things, market conditions, rating agencies' criteria and the Company's debt structure. To control this risk, Management is focused on maintaining an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and by controlling operating and capital expenditures.

On November 11, 2020, Standard & Poor's placed the Company's senior, junior and subordinated credit ratings on "CreditWatch Negative". On November 25, 2020, DBRS Limited changed the trend on the Company's senior, junior and subordinated credit ratings from "Stable" to "Negative". Both credit rating agencies have cited the uncertainty surrounding the recovery of traffic volumes as the primary reason for their actions.

Climate Change Risk

407 ETR strives to avoid significant adverse effects from its activities on individuals, communities and the natural environment within which Highway 407 ETR is located or, where this is not possible, to minimize such effects. To ensure regulatory compliance, 407 ETR stays abreast of new and evolving environmental laws and regulations and incorporates relevant changes into its Environmental Management Plan ("EMP"). Periodically, with the assistance of an external advisor, 407 ETR conducts a review of the EMP, including a review of environmental laws and regulations relevant to 407 ETR.

In addition, 407 ETR recognizes the effects of the increased frequency and potential impacts of extreme weather events due to climate change, such as heavy rainfall resulting in flooding and more extreme winter conditions. These effects may lead to more frequent or extensive damage to infrastructure or roadside tolling equipment, localized disruption to highway operations and traffic levels. Increasingly severe weather events could lead to additional costs, including those for managing response times, maintaining service levels, and addressing actual or potential impacts to infrastructure or equipment. 407 ETR follows a preventative maintenance plan that takes into account the effects of climate change in the design, rehabilitation and construction of highway infrastructure and roadside tolling equipment.

Periodically, the Company engages external consultants to undertake studies on the impact of climate change on the various pavements along Highway 407 ETR. Earlier studies have shown that Highway 407 ETR pavements are robust and resilient to climate changes with little or no expected impact.

Additionally, a flood hazard and risk study based on computer modelling and simulations was carried out on certain sections of Highway 407 ETR with a historical and perceived vulnerability to flooding. While certain areas were identified as having a potential risk of local flooding, the results of the study confirm that the design of Highway 407 ETR combined with its topographical area and high standard of maintenance makes the highway resilient to such risks, and unlikely to be impacted in any major way. The Company will continue to evaluate if it can minimize any risk of flooding by increasing drainage capacity and resilience in those areas.

407 ETR will continue to assess and mitigate the impact of climate change on its longer-term operations and will adjust its preventative maintenance, infrastructure, rehabilitation and construction plans accordingly.

Risks Arising from Financial Instruments

Credit Risk

Financial assets that are exposed to credit risk consist primarily of cash and cash equivalents, trade receivables and other, contract assets, amounts due from customer for contract, and restricted cash and investments.

The Company is exposed to credit loss in the event of non-performance by counterparties to derivative instruments that have a positive fair value, cash and cash equivalents, short-term investments and restricted cash and investments. The Company manages this risk by dealing with reputable organizations having high-quality credit ratings from independent credit rating agencies. The Board sets exposure limits and these are monitored on an ongoing basis.

Concentration of credit risk with respect to trade receivables is minimized due to the millions of accounts comprising the Company's customer base. The amounts disclosed in the statements of financial position are net of the allowance for doubtful accounts and certain amounts that are billed to customers but excluded from revenues in accordance with the Company's revenue recognition policy for toll and fee revenues. The amounts are estimated based on prior experience, anticipated collection strategies and ultimate recovery of balances for which collection is uncertain.

Trade receivables and other are aged as follows:

(In \$ Millions)	As at	
	March 31, 2021	December 31, 2020
Unbilled	53.0	46.5
0 to 60 days	33.7	50.5
60 to 90 days	6.6	9.9
90 to 120 days	5.1	3.2
121 to 150 days	3.0	3.1
151 + days	23.8	32.7
Sub-total ¹	125.2	145.9
Other ²	17.8	17.5
	143.0	163.4

1. Amounts are net of allowance for doubtful accounts and certain amounts that are billed to customers, but excluded from revenues in accordance with the revenue recognition policy for toll and fee revenue and includes contract receivables invoiced to customers upon reaching contract milestones.

2. Other consists of salt inventory, prepaids, other non-trade receivables and an advance payment to supplier.

In accordance with the revenue recognition policy, toll revenues are recognized on the date trips are taken on Highway 407 ETR. Tolls and other charges are recorded in trade receivables as "Unbilled" until invoiced. The provision for doubtful accounts is based principally on historical collection rates and Management's expectation of success rates for collection of overdue accounts by the Registrar through Licence Plate Denial as well as Management's expectation of success rates for collection through collection agencies and legal proceedings. When a licence plate associated with a customer's unpaid 407 ETR account becomes unattached from the vehicle or expired, the Registrar is required to refuse to renew another single vehicle permit issued to the same customer or issue a vehicle permit to that customer. The legislation affording 407 ETR the right to Licence Plate Denial requires that a series of notices be sent to customers with delinquent accounts. This process takes a minimum of 150 days from the date an invoice is sent until a customer is subject to Licence Plate Denial, followed by up to two years before

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a customer's licence plate is subject to renewal. The Licence Plate Denial process, together with other collection strategies, results in the successful collection of net trade receivables that are more than 151 days past due. The provision for doubtful accounts could materially change and may result in significant changes to trade receivables balances as Management continues to monitor the collection of outstanding 407 ETR charges through the Licence Plate Denial process with the Ontario Ministry of Transportation , as well as collections through collection agencies and legal proceedings.

In addition to the collection of 407 ETR customers' overdue accounts through the Licence Plate Denial process, Management continues to assign certain delinquent accounts to third party collection agencies utilizing various programs, employ internal collections staff and take legal action where necessary. In conducting collections litigation, 407 ETR may from time to time receive judicial decisions that impact its ability to recover delinquent amounts through civil proceedings and could result in a material change to the provision of overdue accounts.

Management continuously monitors the collection of overdue accounts including the allowance for doubtful accounts. In determining the allowance for doubtful accounts, the Company considers a number of factors affecting the likelihood of collection. In determining the collectability of customer accounts, the Company does not obtain information about the credit quality of customers whose accounts are not overdue or not impaired.

As a result of the COVID-19 pandemic, Management temporarily suspended all collection programs and new issuances of Licence Plate Denial notices during the second quarter of 2020 which resulted in delayed and reduced collections. In addition, Licence Plate Denial effectiveness was reduced due to the Province's extended grace period for expired plates, together with a lack of police enforcement for vehicles driven with expired plate stickers. Although these resulted in lower collectability, increased default of customer accounts and an increase in the allowance for doubtful accounts, Management believes that the continued suspension of police enforcement will delay collections but does not expect a significant impact at this time. The Company resumed all collection activities during the third quarter of 2020, resuming late payment charges and the issuances of Licence Plate Denial notifications.

An increase of 1 percent in the weighted-average provision rate would have increased the provision for doubtful accounts by approximately \$1.7 million (2020 - \$2.9 million) and decreased net income by approximately \$1.3 million (2020 - \$2.1 million) for the three-month period ended March 31, 2021.

The Company is exposed to credit risk with respect to contract receivables in the event of non-payment by customers. The Company manages this risk by dealing with reputable customers with good credit ratings.

Interest Rate Risk

As at March 31, 2021, all long-term debt is fixed rate debt (except for the inflation-linked bonds as described below); therefore, changes in interest rates do not impact interest payments on its current bonds but may impact the fair value of such long-term debt.

The Company also manages this risk by investing its cash and cash equivalents and restricted cash and investments in debt instruments with credit ratings equal to or higher than those required by the Indenture. A decrease of 25 basis points in interest rates would have decreased interest income by approximately \$0.9 million (2020 - \$0.8 million) and net income by approximately \$0.6 million (2020 -\$0.6 million) for the three-month period ended March 31, 2021.

Inflation Risk

The Company is exposed to inflation risk as interest expense and debt service payments relating to RRBs and Senior Bonds, Series 04-A2 are linked to the CPI. An increase of 50 basis points in the CPI would have increased interest expense by approximately \$7.1 million (2020 - \$8.6 million), decreased net income by approximately \$5.2 million (2020 - \$6.3 million) and increased debt service payments by approximately \$0.1 million (2020 - \$0.1 million) for the three-month period ended March 31, 2021. BEIR is highly volatile and may lead to significant changes in the fair value of Senior Bonds, Series 04-A2 that may not be representative of actual inflation paid or to be paid to the Senior Bonds, Series 04-A2 bondholders. An increase of 10 basis points in the BEIR would have increased interest expense by approximately \$5.1 million (2020 - \$4.6 million) and decreased net income by approximately \$3.8 million (2020 - \$3.4 million) for the three-month period ended March 31, 2021. A decrease of 10 basis points in the BEIR would have reduced interest expense by approximately \$5.0 million (2020 - \$4.5 million) and increased net income by approximately \$3.7 million (2020 - \$3.3 million) for the three-month period ended March 31, 2021. This inflation risk is partially mitigated by the Company's right to increase toll rates.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. Cash flow projections are prepared by Management and reviewed by the Board to ensure sufficient continuity of funding. The Company manages its liquidity risk by dispersing the contractual maturity dates of its financial liabilities, thereby ensuring the Company is not exposed to excessive refinancing risk during any given year. Further, the Company seeks to maintain an optimal level of liquidity through maximizing cash flows by actively pursuing the collection of its trade receivables and contract receivables, and by controlling the level of operating and capital expenditures. Cash and cash equivalents and restricted cash and investments are invested in highly-liquid interest-bearing investments.

Despite the impact of lower revenues due to the COVID-19 pandemic, the Company expects to maintain sufficient liquidity to satisfy all its obligations in 2021. The Company is confident in its ability to pay interest on all subordinated debt. The Company does not have any scheduled bond maturities until September 2022, when the \$300.0 million Subordinated Bonds, Series 17-D1, are scheduled to mature.

The following are the Company's commitments, contractual maturities and related interest obligations as at March 31, 2021:

(In \$ Millions)	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Beyond 5 years
Trade and other payables	50.6	-	-	-	-	-
Contract liabilities	17.7	-	-	-	-	-
Lease obligations	4.0	1.2	0.6	0.3	0.2	0.3
Interest payments on lease obligations	0.3	0.1	-	-	-	-
Long-term debt	18.0	319.1	270.2	21.4	372.7	7,798.3
Derivative financial liability	8.2	8.2	8.2	8.2	8.2	111.0
Interest payments on long-term debt	368.2	363.1	358.2	352.0	343.4	4,532.0
	467.0	691.7	637.2	381.9	724.5	12,441.6

Interest payments on long-term debt and lease obligations are funded by proceeds from long-term debt and the Company's cash generated from operations.

Financial Instruments and Other Instruments

Financial instruments used by the Company consist of cash and cash equivalents, restricted cash and investments, trade receivables and other, contract assets, trade and other payables, long-term debt and derivative financial instruments.

Cash and cash equivalents of \$590.3 million as of March 31, 2021 consist of cash, government treasury bills and provincial promissory notes with maturities of three months or less. Cash and cash equivalents are used for working capital and other general corporate purposes.

Restricted cash and investments

Restricted cash and investments are required to be maintained in reserve accounts under the Indenture and various supplemental indentures for the benefit of the bondholders and a segregated funds account under an agreement between Cantoll and the Province to implement and maintain the roadside tolling technology and back-office systems relating to the Tolling Services Contract. Restricted cash and investments consist of cash, bankers' acceptance notes, bank bonds, guaranteed investment certificates, floating rate notes, treasury bills, provincial promissory notes and federal notes with, from time to time, both short-term and long-term maturities.

Long-term debt

Long-term debt was used to finance the acquisition of Highway 407 ETR from the Province and to finance the construction of Highway 407 ETR extensions, widening projects, deferred interchanges, operating and capital expenditures, interest to bondholders, corporate income tax payments and other general corporate purposes.

Credit Facilities

The Company has existing credit agreements with respect to four revolving credit facilities with Canadian chartered banks with an aggregate amount available to be drawn of \$800.0 million (collectively, the "Credit Facilities").

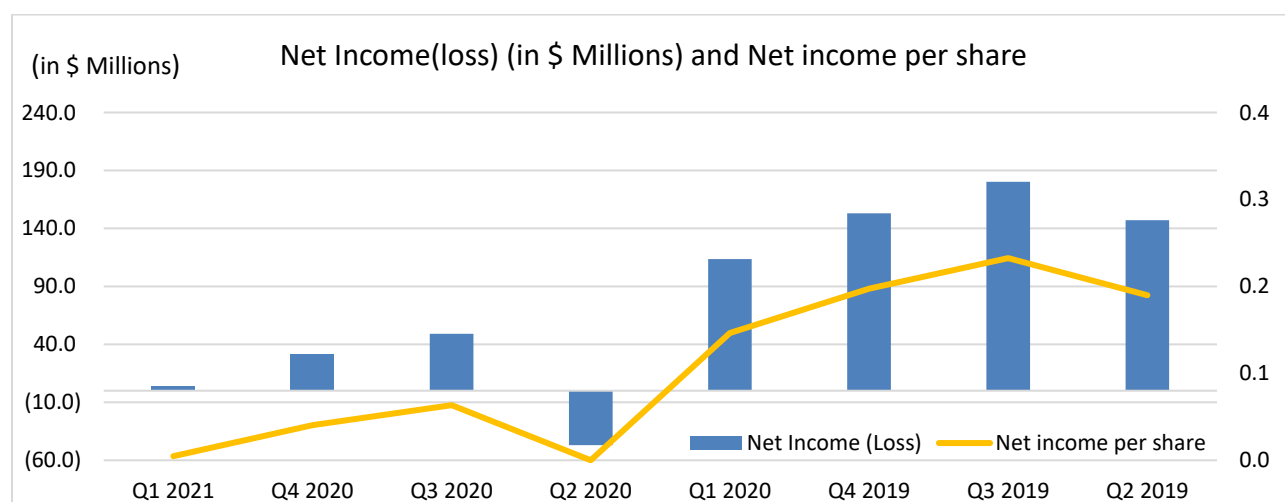
As at March 31, 2021, the Company had drawn \$nil (2020 – \$nil) under the Credit Facilities.

Derivative financial instrument

Senior Bonds, Series 04-A2 is a derivative financial instrument and is reported at fair value. The Company is obligated to make semi-annual cash payments to the holders of Senior Bonds, Series 04-A2 (consisting of principal and interest), determined by the product of \$13.0 million and the applicable CPI at the time of payment divided by the applicable CPI at time of issue.

Quarterly Financial Information

Net Income (Loss) and Net Income (Loss) per Share *	2021		2020			2019		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
(In \$ Millions, except per share amounts)								
Revenues	169.1	225.5	265.7	129.6	287.8	379.3	426.4	390.5
Operating Expenses	38.4	44.3	39.1	36.2	49.1	54.1	52.6	43.1
Depreciation and amortization	23.7	23.9	24.1	22.0	27.4	27.1	26.4	26.1
Interest and other expenses	102.0	113.8	135.3	136.4	55.6	89.7	102.4	121.3
Income tax expenses (recovery)	1.3	12.2	18.1	(18.1)	41.2	55.4	64.8	52.9
Net income (loss)	3.7	31.3	49.1	(46.9)	114.5	153.0	180.2	147.1
Net income (loss) per share (basic and diluted)	0.005	0.040	0.063	(0.061)	0.148	0.197	0.233	0.190



Toll and fee revenues are subject to seasonal fluctuations that may materially impact quarter-to-quarter financial results; therefore one quarter's revenues are not necessarily indicative of another quarter's revenues. Seasonal and other trends affecting the Company's revenues include factors such as economic activity, recreational travel, weather conditions, pricing structure, fuel prices and traffic volumes on neighbouring infrastructure. In particular, this seasonality generally results in relatively lower revenues during the first quarter, relatively higher levels of toll and fee revenues in the second and fourth quarters and the highest revenue in the third quarter. Revenues may be significantly impacted if the COVID-19 pandemic continues for a prolonged period of time. Contract revenues will fluctuate depending on the amount and timing of contract work awarded and completed. Interest expense on RRBs and Senior Bonds, Series 04-A2 is calculated based on changes in CPI; as such, interest expense in respect of RRBs and Senior Bonds, Series 04-A2 will fluctuate due to the volatility of CPI.

The Company recorded net income of \$3.7 million in the first quarter of 2021, \$27.6 million lower than the fourth quarter of 2020 mainly due to lower revenues due to the impact of the COVID-19 pandemic, coupled with lower operating expenses, lower interest and other expenses due to an unfavourable fair value adjustment on Senior Bond 04-A2 resulting from a significant decrease in the nominal discount rate in first quarter of 2021, including an increase in BEIR in the fourth quarter of 2020 and lower income tax expense.

Net income of \$31.3 million in the fourth quarter of 2020, was \$17.8 million lower than the third quarter of 2020, mainly due to the continued impact of the COVID-19 pandemic on traffic levels and revenues, coupled with higher operating expenses, and offset by lower income tax expense and lower interest and other expenses due to the favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a lower increase in the CPI level. In addition, there was a lower unfavourable non-cash fair value adjustment of Senior Bonds, Series 04-A2 primarily due to lower increase in the BEIR.

Net Income of \$49.1 million in the third quarter of 2020, was \$96.0 million higher than the second quarter of 2020, mainly due to higher revenues as the Province continued the process of reopening businesses, schools and public spaces as well as easing restrictions on indoor and outdoor gatherings and activities. This increase in revenues were offset by higher income taxes, higher operating expenses, and higher depreciation expense.

Net loss of \$46.9 million in the second quarter of 2020, \$161.4 million lower than the first quarter of 2020, mainly due to lower revenues due to the impact of the COVID-19 pandemic and higher interest and other expenses due to the redemption premium expense resulting from the early redemption of Senior Bonds, Series 99-A5 and Senior Bonds, Series 10-A3 and interest expense on the issuance of \$700.0 million of Senior Bonds, Series 20-A1 on March 6, 2020, offset by lower income taxes, lower operating expenses, and lower depreciation expense.

Net income of \$114.5 million in the first quarter of 2020, was \$38.5 million lower than the fourth quarter of 2019, mainly due to seasonally lower revenues, coupled with the impact of declining traffic levels due to COVID-19 pandemic, offset by lower interest and other expenses due to a favourable fair value adjustment on Senior Bonds, Series 04-A2 primarily due to a significant increase in the nominal discount rate coupled with a significant decrease in the BEIR, partially offset by the full year to date impact of interest expense on the issuance of \$500.0 million of Senior Bonds, Series 19-A2 in the prior year and interest expense on the issuance of \$700.0 million of Senior Bonds, Series 20-A1 on March 6, 2020.

Net income of \$153.0 million in the fourth quarter of 2019, \$27.2 million was lower than the third quarter of 2019, mainly due to seasonally lower revenues and slightly higher operating expenses, offset by lower income tax expense and lower interest and other expenses due to the favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a decrease in the CPI level. These decreases were offset by an unfavourable non-cash fair value adjustment of Senior Bonds, Series 04-A2 primarily due to increase in the BEIR.

Net income of \$180.2 million in the third quarter of 2019 was \$33.1 million higher than the second quarter of 2019, mainly due to seasonally higher revenues and lower interest and other expenses due to the favourable non-cash inflation compensation component of the RRBs and non-cash accretion of Senior Bonds, Series 04-A2 due to a decrease in CPI level and a favourable non-cash fair value adjustment of Senior Bonds, Series 04-A2, offset by higher operating expenses and higher income tax expense.

Accounting and Control Matters

Accounting Policies

The Financial Statements are prepared in accordance with IFRS. The Company has identified the accounting policies and estimates that are critical to the understanding of the Company's operations and financial results, which have been disclosed in the Financial Statements.

Critical Accounting Estimates

The preparation of the Financial Statements in conformity with IFRS requires Management to make certain judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the Financial Statements, the reported amounts of revenues and expenses of the reporting period, as well as disclosures made in the notes accompanying the Financial Statements. Judgement is commonly used in determining whether a balance or transaction should be recognized in the Financial Statements, and estimates and assumptions are more commonly used in determining the measurement of recognized transactions and balances. However, judgements and estimates are often interrelated. These estimates and associated assumptions are based on past experience and other factors that are considered relevant. Actual results could differ materially from these estimates.

Future Changes in Accounting Policies

IAS 1 *Presentation of Financial Statements – Classification of Liabilities as Current or Non-Current ("IAS 1")*: This amendment states that an entity shall classify a liability as current when it does not have the right at the end of reporting period to defer settlement of liability for at least twelve months after the reporting period. The right to defer settlement must have substance, and if subject to complying with specified conditions, the right exists at the end of reporting period only if the entity complies with those conditions. Furthermore, classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability for at least twelve months after the reporting period. If a liability meets the criteria for classification as non-current, it is classified as such even if management intends or expects to settle the liability within twelve months after the reporting period, or even if it settles the liability between the end of the reporting period and the date the financial statements are authorized for issue. However, in either of those circumstances, the entity is required to disclose information about the timing of settlement to enable users of the financial statements to understand the impact of the liability on the entity's financial position. The latest mandatory implementation of this amendment is January 1, 2022. The Company is currently evaluating the impact on the Financial Statements.

Additional Information

Related Party Transactions

The Company entered into the following transactions with related parties:

(In \$ Millions) Related Party	Relationship	Classification in the Financial Statements	Nature of transaction with the related party	Three-month period ended March 31	
				2021	2020
Cintra	Subsidiary of Shareholder	Operating Expenses	Payment for administration costs	0.2	0.2
Blackbird Infrastructure Group	Subsidiary of some parents	Operating Expenses	Reimbursement of administration costs	-	(0.1)

Transactions with related parties are measured at their exchange amounts, which is the consideration agreed to by the parties.

Amounts owed to related parties were as follows:

(In \$ Millions) Related Party	Relationship	Classification in the Financial Statements	As at	
			March 31, 2021	December 31, 2020
Cintra Servicios de Infraestructuras S. A.	Subsidiary of shareholder	Trade and other payables	0.8	0.9

Overall Outlook

Management anticipates revenues will continue to be impacted by the COVID-19 pandemic with reduced traffic volumes compared to pre-pandemic levels continuing through 2021. Although the full duration, scope and adverse impact of the COVID-19 pandemic remains unknown, the impact on traffic volumes and revenues will ultimately depend on factors such as the duration of Province-wide shutdowns and stay-at-home orders, the timeline of vaccine rollout and overall general economic conditions. Management anticipates a gradual recovery in traffic volumes; and expects to be able to continue satisfying all of its obligations during 2021 while remaining in compliance with the Concession Agreement and the Indenture.