

Condensed Consolidated Interim Financial Statements of



**For the three and six month periods ended June 30, 2022
and 2021**

(unaudited - expressed in millions of Canadian dollars)

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CARGOJET INC.

Condensed Consolidated Interim Balance Sheets

As at June 30, 2022 and December 31, 2021

(unaudited - Canadian dollars in millions)

	Note	June 30, 2022	December 31, 2021
		\$	\$
ASSETS			
CURRENT ASSETS			
Cash		-	94.7
Trade and other receivables		97.3	75.2
Inventories		3.3	2.2
Prepaid expenses and deposits		5.9	5.2
Income taxes recoverable		0.1	0.1
Derivative financial instruments	21	16.0	22.7
		122.6	200.1
NON-CURRENT ASSETS			
Property, plant and equipment	5,9	1,440.1	1,159.9
Investment in associate	6	8.3	9.4
Long term loans	6	1.6	-
Goodwill		48.3	48.3
Intangible assets		2.0	2.0
Deposits		7.5	5.9
Contract assets	4	162.3	61.1
Deferred income taxes	12	3.1	3.1
		1,795.8	1,489.8
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		90.7	71.7
Lease liabilities	10	21.2	22.0
Dividends payable	17	5.0	4.5
		116.9	98.2
NON-CURRENT LIABILITIES			
Borrowings	9	131.4	-
Lease liabilities	10	74.0	69.4
Stock warrant obligations	4	228.6	172.4
Trade and other payables		5.8	6.6
Debentures	11	308.4	307.2
Deferred income taxes	12	128.9	108.7
Employee pension and share-based compensation	8,19	45.8	50.9
		1,039.8	813.4
EQUITY			
		756.0	676.4
		1,795.8	1,489.8

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

CARGOJET INC.

Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss)

Three and six month periods ended June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except per share data)

	Note	Three months ended June 30,		Six months ended June 30,	
		2022	2021	2022	2021
		\$	\$	\$	\$
REVENUES	3	246.6	172.1	480.2	332.4
DIRECT EXPENSES	13	185.5	117.2	352.2	232.2
		61.1	54.9	128.0	100.2
General and administrative expenses	14	9.7	18.6	29.6	30.7
Sales and marketing expenses		0.2	0.1	1.2	0.2
Loss (gain) on swap derivative	21	9.5	(3.3)	6.2	9.2
Finance costs	15	6.0	7.4	13.0	16.2
Fair value (decrease) increase on stock warrant	4	(134.7)	34.7	(47.9)	(47.2)
Loss on extinguishment of lease liabilities		-	-	-	3.7
Other loss (gain), net	16	0.9	(1.7)	-	(2.8)
		(108.4)	55.8	2.1	10.0
Share of loss in associate	6	0.3	-	1.1	-
EARNINGS (LOSS) BEFORE INCOME TAXES		169.2	(0.9)	124.8	90.2
PROVISION FOR INCOME TAXES	12				
Deferred		8.3	10.2	20.2	11.9
NET EARNINGS (LOSS) AND COMPREHENSIVE INCOME (LOSS)		160.9	(11.1)	104.6	78.3
NET EARNINGS (LOSS) PER SHARE	18				
- Basic		\$9.29	\$(0.64)	\$6.04	\$4.52
- Diluted		\$9.12	\$(0.64)	\$5.93	\$4.42

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

CARGOJET INC.

Condensed Consolidated Interim Statements of Changes in Equity

Six month periods ended June 30, 2022 and 2021

(unaudited - Canadian dollars in millions)

	Note	Shareholders' capital	Contributed surplus	Surplus on debenture settlement	Deficit	Total shareholders' equity
		\$	\$	\$	\$	\$
Balance, January 1, 2022		655.2	0.3	13.1	7.8	676.4
Net earnings and comprehensive income		-	-	-	104.6	104.6
Restricted shares, vested and exercised	8,17	0.2	(0.2)	-	-	-
Withholding tax paid on vested RSUs	8	-	(0.3)	-	0.3	-
Share buyback	17	(4.2)	-	-	(11.3)	(15.5)
Dividends	17	-	-	-	(9.5)	(9.5)
Balance, June 30, 2022		651.2	(0.2)	13.1	91.9	756.0
Balance, January 1, 2021		300.0	2.3	13.1	(140.2)	175.2
Net earnings and comprehensive income		-	-	-	78.3	78.3
Issue of ordinary shares net of issuance costs and taxes	17	353.6	-	-	-	353.6
Restricted shares, vested and exercised	8	1.3	(1.3)	-	-	-
Share-based compensation	8	-	0.6	-	-	0.6
Withholding tax paid on vested RSUs	8	-	(1.4)	-	(1.4)	(2.8)
Dividends	17	-	-	-	(9.0)	(9.0)
Balance, June 30, 2021		654.9	0.2	13.1	(72.3)	595.9

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

CARGOJET INC.

Condensed Consolidated Interim Statements of Cash Flows Six month periods ended June 30, 2022 and 2021

(unaudited - Canadian dollars in millions)

	Note	Six months ended June 30,	
		2022	2021
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Net earnings		104.6	78.3
Adjustments to reconcile net cash from operating activities			
Depreciation of property, plant and equipment and amortization of contract assets	4,5	68.3	60.5
Share-based compensation	8	(1.5)	(2.4)
Finance costs	15	13.0	16.2
Crew incentive	8	0.1	1.5
Gain on disposal of property, plant and equipment	16	(0.3)	-
Employee pension liability	14	-	(3.0)
Income tax provision	12	20.2	11.9
Fair value decrease on stock warrant	4	(48.3)	(47.2)
Loss on swap derivative contract	21	6.7	14.4
Unrealized foreign exchange gain	7	(1.0)	(2.7)
Loss on extinguishment of lease liabilities	10	-	3.7
Share of loss in associate	6	1.1	-
Interest paid		(8.7)	(10.1)
Cash generated from operating activities		154.2	121.1
Changes in non-cash working capital items and deposits			
Trade and other receivables		(22.1)	8.5
Inventories		(1.1)	(0.2)
Prepaid expenses and deposits		(2.3)	(1.2)
Trade and other payables		13.3	(8.3)
NET CASH GENERATED FROM OPERATING ACTIVITIES		142.0	119.9
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	5	(331.8)	(143.9)
Proceeds from disposal of property, plant and equipment	5	0.3	-
Loans to associate	6	(1.6)	-
NET CASH USED IN INVESTING ACTIVITIES		(333.1)	(143.9)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of borrowings	9	-	(72.9)
Proceeds from borrowings	9	131.4	-
Repayment of obligations under lease liabilities	7,10	(11.8)	(82.0)
Share buyback	17	(10.6)	-
Share based compensation	8	(3.6)	(12.2)
Withholding tax paid on vested RSUs	8	-	(2.8)
Dividends paid to shareholders	17	(9.0)	(8.1)
Proceeds from equity issuance, net of transaction costs	17	-	349.8
NET CASH PROVIDED FROM FINANCING ACTIVITIES		96.4	171.8
NET CHANGE IN CASH		(94.7)	147.8
CASH, BEGINNING OF PERIOD		94.7	3.7
CASH, END OF PERIOD		-	151.5

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

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

1. NATURE OF THE BUSINESS

Cargojet Inc. (“Cargojet” or the “Company”) operates a domestic air cargo co-load network between sixteen major Canadian cities. The Company also provides dedicated aircraft to customers on an Aircraft, Crew, Maintenance and Insurance (“ACMI”) basis, operating between points in Canada, USA, Mexico, South America, Europe and Asia. As well, the Company operates scheduled international routes for multiple cargo customers between the USA and Bermuda, between Canada, UK and Germany and between Canada and Mexico.

Cargojet is publicly listed with shares and hybrid debentures traded on the Toronto Stock Exchange (“TSX”). The Company is incorporated in Ontario and domiciled in Canada and the registered office is located at 2281 North Sheridan Way, Mississauga, L5K 2S3, Ontario.

These condensed consolidated interim financial statements (the “financial statements”) were approved by the Board of Directors on July 25, 2022 and authorized for issuance on July 27, 2022.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS”) using International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”).

Basis of preparation

These financial statements include the accounts of the Company and its wholly owned subsidiaries 2422311 Ontario Inc., Cargojet Airways Ltd. (“CJA”) and Aeroship Handling Ltd. (“AH”).

All intra-company balances and transactions are eliminated in full on consolidation.

These financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2021 and 2020.

The Company has followed the same basis of presentation, accounting policies and method of computation for these financial statements as disclosed in the annual audited consolidated financial statements for the year ended December 31, 2021 and 2020.

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted for the current year.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company has recognized the following amounts relating to revenue in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss):

	Three month period ended		Six month period ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Revenue from air cargo services	238.3	166.2	461.1	321.6
Revenue from other sources	8.3	5.9	19.1	10.8
Total revenue	246.6	172.1	480.2	332.4

Revenue recognized at a point of time

	Three month period ended		Six month period ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Domestic network	86.8	75.5	168.9	147.8
Fuel and other surcharges	62.9	33.0	112.9	63.7
ACMI	60.4	37.2	113.1	75.9
All-in charter	24.6	21.2	67.0	35.2
Ground handling and maintenance revenue	7.9	3.1	12.1	6.1
Total revenue	242.6	170.0	474.0	328.7

Revenue recognized from transfer of services over time

	Three month period ended		Six month period ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
All-in-charter	3.0	1.1	4.2	2.1
Hangar rental and other revenue	1.0	1.0	2.0	1.6
Total revenue	4.0	2.1	6.2	3.7

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Contract assets and liabilities

The Company has recognized the following revenue-related assets and liabilities:

	June 30, 2022	December 31, 2021
	\$	\$
Contract asset	162.3	61.1
Trade receivables	84.9	68.0
Other receivables	12.4	7.2
Total contract assets	259.6	136.3
Stock warrant obligations	228.6	172.4
Contract liability - expected rebates to customers	1.2	0.9
Total contract liabilities	229.8	173.3

4. STOCK WARRANTS

A. AMAZON

On August 23, 2019, the Company entered into a stock warrant agreement with Amazon. This agreement is in conjunction with Amazon's existing commercial agreement for overnight air cargo services and charters and is intended to incentivize growth in Amazon's utilization of those services to support fast delivery for Amazon customers in Canada.

Under the agreement, the Company issued warrants to Amazon for the opportunity to purchase variable voting shares that will vest in two tranches based on the achievement of commercial milestones related to Amazon's business with the Company. The warrant agreement grants Amazon the right to acquire up to 13.8% of the issued and outstanding voting shares. Tranche I warrant shares represent 9.2% and Tranche II warrant shares represent 4.6% of the aggregate of the currently issued and outstanding voting shares of the Company. Tranche I, when fully vested, will give Amazon a right to purchase up to an aggregate of 1.59 million shares and Tranche II will give a right to purchase an aggregate of 0.8 million shares. The exercise price of Tranche I is \$91.78 per voting share. The exercise price for Tranche II is \$186.57 per voting share. 0.4 million warrant shares of Tranche I vested immediately upon the execution of the agreement. Vesting of additional warrants is tied to the revenue generated by Amazon and its affiliates aggregated to an amount specified in the agreement of up to a maximum of \$400 for Tranche I. Upon full vesting under Tranche I, vesting of Tranche II warrants will be tied to revenue generated by Amazon and its affiliates aggregated to an amount specified in the agreement of up to a maximum of \$200. Tranche I is exercisable in accordance with its terms through February 23, 2026 and Tranche II is exercisable in accordance with its terms through February 23, 2027.

The Company has determined that the warrants are a derivative instrument and should be classified as a liability in accordance with IAS 32 and IFRS 9. The financial instruments are initially recorded at fair value and are then revalued at each reporting date. The initial fair value of the warrants of \$72.6 issued to Amazon on August 23, 2019 was recorded as stock warrant obligations, having a fair value of \$32.67 per warrant for Tranche I and \$25.81 per warrant for Tranche II.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The fair value of warrants under Tranche I and Tranche II was determined using an American option pricing model utilizing Monte Carlo simulation and was classified within Level 3 of the fair value hierarchy. See Note 21 Financial Instruments – Total return swap. The corresponding contract asset was recognized at inception and will amortize against revenue over the duration of the agreement. The fair value of the warrant obligations was revalued as at June 30, 2022 using the same American option pricing model utilizing Monte Carlo simulation and resulted in a non-operating gain of \$30.1 (June 30, 2021 – non operating gain of \$47.2).

	June 30, 2022	December 31, 2021
Contract Assets	\$	\$
Stock warrant and other contract assets	61.1	68.4
Less: Amortization	(1.9)	(7.3)
Contract assets	59.2	61.1
Stock warrant obligations		
Stock warrant obligations	172.4	251.4
(Less) add: Fair value adjustment	(30.1)	(79.0)
Stock warrant obligations	142.3	172.4

B. DHL

On March 28, 2022, the Company entered into a stock warrant agreement with DHL Aviation (Netherlands) B.V. (“DHL”) and its affiliates. This agreement is in conjunction with DHL’s Consolidated Charter Agreement to provide air transportation services on ACMI basis (by providing aircraft, crew, maintenance and insurance) for DHL’s global network for a term of five years with a renewal option for an additional two years.

Under the agreement, the Company issued warrants to DHL for the opportunity to purchase variable voting shares that will vest based on the achievement of commercial milestones related to DHL’s existing business with the Company (Existing Business Warrant Shares) and on achievement of growth targets (Growth Business Warrant Shares). The warrant agreement grants DHL the right to acquire up to 9.5% of the issued and outstanding voting shares. Existing Business Warrant Shares represent 5.5% and Growth Business Warrant Shares represent 4% of the aggregate of the currently issued and outstanding voting shares of the Company. Existing Business Warrant Shares when fully vested, will give DHL a right to purchase up to an aggregate of 0.9 million shares and Growth Business Warrant Shares will give a right to purchase an aggregate of 0.7 million shares. The exercise price of both Existing and Growth Warrant Shares is \$158.92 per voting share. 0.4 million warrant shares or 2% of Existing Business Warrant Shares vested immediately upon the execution of the agreement. Vesting of warrants is tied to the revenue generated by DHL aggregated to an amount specified in the agreement of up to \$2,300 in business volume during the term. Existing and Growth Warrant Shares are exercisable in accordance with their terms through April 30, 2029.

The Company has determined that the warrants are a derivative instrument and should be classified as a liability in accordance with IAS 32 and IFRS 9. The financial instruments are initially recorded at fair value and are then revalued at each reporting date. The initial fair value of the warrants of \$104.5 issued to

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

DHL on March 28, 2022 was recorded as stock warrant obligations, having a fair value of \$63.50 per warrant

The fair value of warrants was determined using an American option pricing model utilizing Monte Carlo simulation and was classified within Level 3 of the fair value hierarchy (refer to Financial Instruments Note 21). The corresponding contract asset was recognized at inception and will amortize against revenue over the duration of the agreement. The fair value of the warrant obligations was revalued as at June 30, 2022 using the same American option pricing model utilizing Monte Carlo simulation and resulted in a non-operating gain of \$18.2 (June 30, 2021 – \$nil). This gain was reduced by a \$0.4 loss on total return swap. See Note 21 Financial Instruments – Total return swap.

	June 30, 2022	December 31, 2021
Contract Assets	\$	\$
Stock warrant	104.5	-
Less: Amortization	(1.4)	-
Contract assets	103.1	-
Stock warrant obligations		
Stock warrant obligations	104.5	-
(Less) add: Fair value adjustment	(18.2)	-
Stock warrant obligations	86.3	-

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

5. PROPERTY, PLANT AND EQUIPMENT

Cost	Balance as at	Adjustments	Additions	Transfers	Balance as at
	January 1, 2022				2022
	\$	\$	\$	\$	\$
Aircraft hull	553.8	(0.7)	0.9	42.4	596.4
Engines	605.3	(6.0)	-	71.3	670.6
Right of use assets	53.7	-	13.4	-	67.1
Spare parts	9.6	-	1.3	-	10.9
Ground equipment	59.0	-	1.4	0.5	60.9
Rotable spares	64.6	-	5.1	0.5	70.2
Computer hardware and software	14.8	-	0.6	-	15.4
Furniture and fixtures	4.3	-	0.5	0.5	5.3
Leasehold improvements	24.9	-	-	0.1	25.0
Vehicles	3.5	-	0.1	-	3.6
Hangar and cross-dock facilities	36.0	-	2.8	2.8	41.6
Property, plant and equipment under development	153.4	-	306.6	(121.7)	338.3
Deferred heavy maintenance	110.6	-	12.5	3.6	126.7
	1,693.5	(6.7)	345.2	-	2,032.0

Accumulated Depreciation & Impairment	Balance as	Depreciated	Adjustments	Balance as	Net Book Value
	at January 1, 2022			at June 30, 2022	as at June 30, 2022
	\$	\$	\$	\$	\$
Aircraft hull	131.9	15.4	(0.7)	146.6	449.8
Engines	203.3	31.7	(6.0)	229.0	441.6
Right of use assets	27.2	4.7	-	31.9	35.2
Spare parts	-	-	-	-	10.9
Ground equipment	28.2	2.1	-	30.3	30.6
Rotable spares	27.6	2.9	-	30.5	39.7
Computer hardware and software	11.6	0.7	-	12.3	3.1
Furniture and fixtures	2.7	0.2	-	2.9	2.4
Leasehold improvements	14.3	0.6	-	14.9	10.1
Vehicles	2.1	0.2	-	2.3	1.3
Hangar and cross-dock facilities	12.1	0.7	-	12.8	28.8
Property, plant and equipment under development	-	-	-	-	338.3
Deferred heavy maintenance	72.6	5.8	-	78.4	48.3
	533.6	65.0	(6.7)	591.9	1,440.1

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Cost	Balance as at January 1, 2021	Additions	Transfers	Adjustm ents	Balance as at December 31, 2021
	\$	\$	\$		\$
Aircraft hull	528.2	0.4	25.6	(0.4)	553.8
Engines	497.0	0.1	109.1	(0.9)	605.3
Right of use assets	52.7	1.0	-	-	53.7
Spare parts	8.2	1.4	-	-	9.6
Ground equipment	53.9	5.0	0.1	-	59.0
Rotable spares	55.6	9.0	-	-	64.6
Computer hardware and software	13.9	0.6	0.3	-	14.8
Furniture and fixtures	4.2	0.1	-	-	4.3
Leasehold improvements	24.7	0.2	-	-	24.9
Vehicles	3.3	0.1	0.1	-	3.5
Hangar and cross-dock facilities	35.8	0.1	0.1	-	36.0
Property, plant and equipment under development	39.7	251.7	(137.0)	(1.0)	153.4
Deferred heavy maintenance	100.0	8.9	1.7	-	110.6
	<u>1,417.2</u>	<u>278.6</u>	<u>-</u>	<u>(2.3)</u>	<u>1,693.5</u>

Accumulated Depreciation & Impairment	Balance as at January 1, 2021	Depreciation	Adjustmen ts	Balance as at December 31, 2021	Net Book Value December 31, 2021
	\$	\$	\$	\$	\$
Aircraft hull	103.4	28.9	(0.4)	131.9	421.9
Engines	150.0	54.2	(0.9)	203.3	402.0
Right of use assets	18.4	8.8	-	27.2	26.5
Spare parts	-	-	-	-	9.6
Ground equipment	24.2	4.0	-	28.2	30.8
Rotable spares	22.3	5.3	-	27.6	37.0
Computer hardware and software	10.4	1.2	-	11.6	3.2
Furniture and fixtures	2.3	0.4	-	2.7	1.6
Leasehold improvements	13.0	1.3	-	14.3	10.6
Vehicles	1.8	0.3	-	2.1	1.4
Hangar and cross-dock facilities	10.6	1.5	-	12.1	23.9
Property, plant and equipment under development	-	-	-	-	153.4
Deferred heavy maintenance	62.1	10.5	-	72.6	38.0
	<u>418.5</u>	<u>116.4</u>	<u>(1.3)</u>	<u>533.6</u>	<u>1,159.9</u>

Property, plant and equipment under development of \$338.3 (December 31, 2021 - \$153.4) relates to the purchase and/or modification primarily of aircraft and aircraft engines that are not yet available for use.

Right of use assets consists of hangars, warehouses, offices and one Boeing 767-200 aircraft on lease.

During the six month period ended June 30, 2022, the Company completed the acquisition of one Boeing 767-300 aircraft, one Boeing 757-200 aircraft and one Cessna 750 aircraft.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

During the six month period ended June 30, 2022, \$1.5 (2021 - \$nil) of interest costs were capitalized to property, plant and equipment under development that includes paid interest of \$1.3 and accretion of \$0.2 relating to funds borrowed specifically to acquire and/or modify certain assets. The capitalization rate used to determine the amount of interest costs eligible for capitalization was equal to the effective interest rate applicable to specific borrowings, ranging between 6.1% to 6.7%.

Depreciation expense on property, plant and equipment for the three and six month periods ended June 30, 2022 totaled \$33.6 and \$65.0 (2021 - \$28.2 and \$56.2) out of which \$33.0 and \$63.9 (2021 - \$27.7 and \$55.1) was recorded in direct expenses and \$0.6 and \$1.1 (2021 - \$0.5 and \$1.1) was recorded in general and administrative expenses.

6. INVESTMENT IN ASSOCIATE

On August 10, 2021, the Company acquired an Investment in Avia Acquisition LLC for cash consideration of \$9.4. The Company applied equity accounting on the investment, and recognized \$9.4 as the value of the investment at inception. 21 Air, which is wholly owned by Avia Acquisition LLC, is one of the vendors of the Company and is principally engaged in providing ACMI, CMI and charter services from Miami, Florida. Avia Acquisition LLC is not a publicly listed Company. During the period from January 1, 2022 to June 30, 2022, Avia Acquisition LLC generated a loss of \$4.5 (unaudited). The Company's share of the net loss was \$1.1. The Company reduced the value of the investment by the share of net loss. No dividend was declared or paid by Avia Acquisition LLC during the period.

Summarized unaudited financial information in respect of the Company's associate is as follows:

	June 30, 2022
	\$
Total assets	28.5
Total liabilities	19.4
Net assets	9.1
	June 30, 2022
	\$
Revenue	24.9
Expenses	29.4
Net loss	(4.5)
Company's share of net loss	(1.1)

As at June 30, 2022, the Company advanced \$1.6 in nature of long-term loan to 21 Air (December 31, 2021 - \$nil.) This long term loan carries interest at U.S prime rate plus 1%, and is payable on demand.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

7. NET DEBT RECONCILIATION

The analysis of net debt and the movements in net debt for the six month period ended June 30, 2022 is presented below:

	June 30, 2022	December 31, 2021
	\$	\$
Cash	-	94.7
Borrowings - repayable within one year	(21.2)	(22.0)
Borrowings - repayable after one year	(513.8)	(376.6)
Net Debt	(535.0)	(303.9)
Cash	-	94.7
Gross debt - fixed interest rates	(403.6)	(398.6)
Gross debt - variable interest rates	(131.4)	-
Net Debt	(535.0)	(303.9)

	Cash / bank overdraft	Lease liabilities due within one year	Lease liabilities due after one year	Borrowings due after one year
	\$	\$	\$	\$
Net Debt as at January 1, 2021	3.7	(103.8)	(91.2)	(377.8)
Cash flows	91.0	81.8	35.0	72.9
Loss on extinguishment of lease liabilities	-	-	(4.8)	-
Acquisitions - leases	-	-	(1.0)	-
Interest accretion	-	-	(8.6)	(2.3)
Foreign exchange adjustment	-	-	1.2	-
Net Debt as at December 31, 2021	94.7	(22.0)	(69.4)	(307.2)
Cash flows	(94.7)	0.8	11.0	(131.4)
Acquisitions - leases	-	-	(13.4)	-
Interest accretion	-	-	(3.2)	(1.2)
Foreign exchange adjustment	-	-	1.0	-
Net Debt as at June 30, 2022	-	(21.2)	(74.0)	(439.8)

8. SHARE-BASED COMPENSATION

Crew incentive program

The Company implemented a long-term incentive plan for its pilots in 2019. Under the plan, the Company provided an option of \$0.1 of cash or a one-time grant of \$0.1 value of deferred stock units ("DSU's") to all active crewmembers. The cash payment or DSUs will vest 50% on June 30, 2023 and the remaining 50% on June 30, 2026. For the purpose of this offer, the grant and valuation of DSUs took place on July 1, 2019 based on the market price of the Company's shares on that date.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

As the liability under the plan will be settled in cash based on the value of the common shares at a future date, the fair value of the service received is recognized as an expense/income with a corresponding increase/decrease in the liability at the end of each reporting period up to the date of the settlement. Changes in value will be recognized as crew cost in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss) proportional to the period of service rendered by the employees.

As at June 30, 2022, the Company re-measured the fair value of DSUs granted to crew members and recorded a liability of \$11.7 (December 31, 2021 - \$11.8). For the period ended June 30, 2022, the Company recognized a gain of \$0.1 in crew cost for the services rendered in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss). During the period, the Company paid a prorated amount of \$0.1 for retiring participants according to the terms of the agreement.

For the crew members who elected to receive \$0.1 cash at the end of the vesting period, the Company also recognized \$0.2 as crew cost expenses for the services rendered for the period ended June 30, 2022 in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss). As at June 30, 2022, the Company had a total liability of \$2.1 (December 31, 2021 - \$1.9) for the cash incentives.

Deferred Share Units

The Company implemented a DSU plan for its non-employee directors in 2020. According to the plan, each director receives a portion of his or her annual retainer in DSUs that is predetermined for the year. The amount may only be amended in accordance with any amendments to the director's compensation program as adopted by the Board from time to time. Directors may also make a written election to receive a portion of their annual cash retainer in DSUs in lieu of cash. Any remaining portion of the annual retainer will be paid in cash. For 2021, the annual DSU amount for each Canadian director is \$0.1 and for the non-Canadian director is \$0.1 in US currency.

These DSUs vest upon grant. DSUs are redeemable only when the director ceases to be a member of the Board provided that he or she is not otherwise engaged or employed by the Company. The cost of the vested DSUs is recognized as a liability under share based compensation plans in the Condensed Consolidated Interim Balance Sheet and a corresponding expense is recognized.

The DSUs accrue dividend equivalents according to the plan. Additional DSUs will be issued equal to the aggregate amount of dividends that would have been paid to the director if the DSUs in the director's account on the record date had been shares divided by the market price of the shares on the date on which dividends were paid by the Company equal to a whole number rounded down. Fractional DSU will be disregarded.

Thereafter, the liability will be re-measured to fair value based on the market price of the Company's common shares at each reporting date up to and including the settlement date, with changes in fair value recognized in general and administrative expenses in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss).

During the six month period ended June 30, 2022, the Company granted 6,226 DSUs to the independent directors and credited them to their notional account. As of June 30, 2022, a total of 11,548 DSUs including dividend equivalents were outstanding in the directors' notional accounts with a carrying amount of liability of \$1.6 (December 31, 2021 – 5,308 DSUs of \$0.9).

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Restricted Share Units

The Company's Omnibus Plan provides the Company the ability to grant restricted share units ("RSUs") and options ("Options") to certain key executives, non-employee directors and senior management as part of its long term incentive plan. Each RSU granted entitles the holder to one common voting share or one variable voting share of the Company on the settlement thereof. Each Option granted entitles the holder to one common voting share or one variable voting share of the Company on due exercise thereof or, if the holder duly elects a cashless exercise of the Option, the holder will receive that number of common voting shares or variable voting shares, as the case may be, equal to the excess of the five day volume weighted average trading price of the shares (as determined in accordance with the rules of the TSX) ending on the trading day before the exercise date of the Option (the "Market Price") over the exercise price of the Option, multiplied by the number of shares in respect of which the Option is exercised, divided by the Market Price, less any amount to be deducted or withheld in respect of taxes or otherwise pursuant to law. Option holders can also request to settle options in cash subject to the approval by the management of the Company.

During the six month period ended June 30, 2022, in accordance with the Omnibus Plan, the Company granted 23,371 RSUs to a certain key executive. Each RSU had an average value per share of \$128.36 calculated as the volume weighted average closing price of the common voting shares of the Company on the TSX for the five trading days prior to the grant date. One third of the RSUs will vest in each of the first quarters of 2023, 2024 and 2025 respectively.

During the six month period ended June 30, 2022, 4,115 of the remaining RSUs granted in prior years also vested. Prior to vesting, and in accordance with the RSU Plan, the Company accrued notional dividends on the RSUs equivalent to 15 RSUs that were also issued and vested upon the satisfaction of the RSUs vesting conditions. Vested RSUs were net settled due to the Company's obligation to withhold tax equal to the tax obligation of each participant and the amount withheld was remitted to the tax authority per the terms and conditions of the RSU Plan. Accordingly, 1,768 shares were issued to the executives and senior management for vested RSUs and the Company will remit an amount of \$0.3 equal to the monetary value of the tax obligation determined based on the Market Price of \$147.98 per share of 2,048 shares withheld that otherwise would have been issued upon vesting. An amount of \$0.2 was transferred to share capital from contributed surplus.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The RSU activity for the six month period ended June 30, 2022 is summarized below:

RSUs	Number of RSUs	Fair value \$
Balance at January 1, 2021	32,624	0.7
Share dividend	662	0.1
Share based compensation - Vested and settled	(29,171)	(0.5)
Share based compensation - Unvested and amortized	-	(0.3)
Balance at December 31, 2021	4,115	-
Share dividend	15	-
Granted in the period	23,371	3.0
Share based compensation - Vested and settled	(4,130)	-
Share based compensation - Unvested and amortized	-	(0.1)
Balance at June 30, 2022	23,371	2.9

During the six month period ended June 30, 2022, the total share based compensation expense of \$0.1 related to vested and settled and unvested and amortized RSUs was included in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss) (June 30, 2021 – \$0.6). Unrecognized share-based compensation expense as at June 30, 2022 related to these RSUs was \$2.9 (June 30, 2021 – \$0.2).

Options:

The Options activity during the six month period ended June 30, 2022 is summarized below:

OPTIONS	Number of Options	Weighted average exercise price
Balance as at January 1, 2022	40,685	125.17
Granted during the period	19,543	147.98
Balance as at June 30, 2022	60,228	144.15
Vested & exercisable at June 30, 2022	23,623	114.83

As at June 30, 2022, there were 23,623 vested Options outstanding and the weighted average contractual life remaining of the outstanding vested Options is 2.74 years.

During the period ended June 30, 2022, the fair value of options was determined, and the Company recognized a gain of \$0.2 in bonuses and incentives expense in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss) with corresponding adjustment in the liability (June 30, 2021 – gain of \$3.3). As at June 30, 2022, the Company had a total liability of \$1.7 (December 31, 2021 - \$1.9) for Options.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Weighted average assumptions on grant date

	13-May-22	16-Mar-21	05-Mar-20	29-Nov-19
		Series 7	Series 6	Series 5
Exercise price redemption	\$147.98	\$176.56	\$104.95	\$98.90
Expected volatility	36.45%	34.62%	28.51%	28.47%
Option life in years	5	5	5	5
Dividend yield	0.74%	0.59%	0.87%	0.94%
Risk-free rate	1.25%	0.25%	1.25%	1.00%
Vesting period	2023-2025	2022-2024	2021-2023	2020-2022
Options granted	19,543	12,357	26,168	29,915
Options outstanding	19,543	12,357	18,047	10,280
Fair value per option on grant date	\$46.37	\$50.64	\$25.85	\$23.66
Fair value per option June 30, 2022	\$44.81	\$31.07	\$52.63	\$54.95

Performance Share Units

The Company's performance share unit plan (the "PSU Plan") provides the Company the ability to grant PSUs to certain of its executive officers and senior management as part of its long-term incentive plan. The plan consists of three-year cash settled units based on total value of the units awarded multiplied by the performance factors. The PSUs will vest over a three-year period but are settled only at the end of the third year. The multiplier is linked 50 percent to return on invested capital ("ROIC") and 50 percent on relative total shareholder returns ("TSR"). The Board of Directors will approve the ROIC target for each year and Company's TSR versus TSX is to be calculated on a three-year cycle. Overachievement against targets will result in eligibility for a multiplier ranging from zero to the maximum specific to each executive. Vesting is not affected by ROIC or TSR performance.

During the period ended June 30, 2022, PSUs granted in 2019 fully vested in the participants at the end of the three-year period. Based on the achievement of performance objectives relating to TSR and ROIC, the previously granted performance units were adjusted by 11,860 units. The Company also accrued notional dividends on the PSUs, equivalent to 179 units that were also issued and vested upon the satisfaction of the PSUs vesting conditions. The Company settled the vested PSUs in cash at Market Price of the share pursuant to the PSU Plan. An amount of \$1.7 was disbursed to the executives net of the tax obligation of each participant and \$1.9 was remitted to the tax authority.

During the period ended June 30, 2022, the Company also granted 12,248 PSU's to its executives (December 31, 2021 – 7,093). The fair value of the units for the TSR was determined using Monte Carlo simulation based on the estimated market price per share, risk free discount rate, volatility and applicable multiplier on the date of the settlement and for the ROIC was determined by dividing the net profit after tax with the capital invested including debt. An amount of \$5.3 was recognized as gain on revaluation of PSUs in bonus and incentive expense during the period ended June 30, 2022 (June 30, 2021 – \$1.3) with a corresponding amount in liability. As at June 30, 2022, the Company had an outstanding liability of \$3.2 on 33,136 outstanding PSUs (December 31, 2021 - \$8.5 on 32,856 PSUs).

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Stock Appreciation Rights (“SARs”)

On November 29, 2019 the Company granted 23,132 SARs to its four independent directors that vested immediately.

During the period ended June 30, 2022, the fair value of the remaining 17,349 vested rights was determined and the Company recognized a gain of \$0.4 in bonuses and incentives in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss) with corresponding adjustment of the liability. As at June 30, 2022, the Company had a total liability of \$0.8 (December 31, 2021 - \$1.2) for SARs.

9. BORROWINGS

Borrowings consist of the following:

	June 30, 2022	December 31, 2021
	\$	\$
Revolving credit facility	131.4	-
	131.4	-
Long-term portion	131.4	-

Revolving syndicate credit facility and term loan

On May 13, 2020, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”) by increasing the maximum credit available from \$400 to \$510. The facility bears interest payable monthly; at the lead Lender’s prime lending rate / US base rate plus 145 basis points to 250 basis points, depending on the currency of the advance and certain financial ratios of the Company and expires on October 28, 2024. No scheduled repayments of principal are required under the facility prior to maturity. Amounts drawn on the facility may be advanced to the Company and its subsidiaries by way of intercompany loans. The facility will be used primarily to finance the working capital requirements and capital expenditures of the Company and its subsidiaries.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

On July 17, 2020, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”) by increasing the maximum credit available from \$510 to \$600. The facility bears interest payable monthly, at the lead Lender’s prime lending rate / US base rate plus 145 basis points to 250 basis points, depending on the currency of the advance and certain financial ratios of the Company and expires on July 16, 2025. On February 5, 2021, the Company further amended its revolving credit facility by extending the maturity date to February 5, 2026 and an amendment to the applicable margin. No scheduled repayments of principal are required under the facility prior to maturity. Amounts drawn on the facility may be advanced to the Company and its subsidiaries by way of intercompany loans. The facility will be used primarily to finance the working capital requirements and capital expenditures of the Company and its subsidiaries.

On February 7, 2022, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”), which allows for an increase of \$100 upon request by the Company subject to approval by the Lenders. The maturity date of the facility was also extended to expire on February 7, 2027. Under the facility, the Company is not required to create any additional security on newly acquired aircraft and aircraft lease buybacks unless and until (i) the aggregate drawn amount under the Credit Facility exceeds \$400 for more than ninety consecutive days or (ii) the Total Adjusted Leverage Ratio exceeds 2.0 as at the end of any fiscal quarter.

On July 22, 2022, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”), and established a non-revolving USD \$400 delayed-draw term loan facility (“DDTL Facility”). See Note 23 Subsequent Events – Revolving syndicate credit facility, term loan and DDTL facility.

The facility is secured by the following:

- general security agreement constituting a first ranking security interest over all personal property of Cargojet Airways Ltd., as borrower, subject to certain permitted encumbrances (including those of aircraft financing parties);
- guarantee and postponement of claim supported by a general security agreement constituting a first ranking security interest over all personal property of the Company and its other material subsidiaries subject to certain permitted encumbrances;
- charge over real property of the Company at Hamilton airport;
- security over aircraft owned by the Company which are otherwise unencumbered; and
- assignment of insurance proceeds.

Advances under the facility are repayable without any prepayment penalties and bear interest based on the prevailing prime rate, US base rate or at a banker’s acceptance rate, as applicable, plus an applicable margin to those rates. The facility is subject to customary terms and conditions for borrowers of this nature, including limits on incurring additional indebtedness, granting liens or selling assets without the consent of the Lenders, and restrictions on the Company’s ability to pay dividends in certain circumstances. The facility is also subject to the maintenance of a minimum fixed charge coverage ratio and a total adjusted leverage ratio.

The Company was in compliance with the terms of the lending agreements for current and prior facilities as at June 30, 2022 and 2021.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Included in the Condensed Consolidated Interim Statement of Earnings (Loss) and Comprehensive Income (Loss) for the three and six month periods ended June 30, 2022 was interest expense on the revolving credit facility of \$0.9 and \$1.3 respectively (2021 - \$0.4 and \$1.5 respectively).

10. LEASE LIABILITIES

The Company has lease arrangements for two Boeing 767-300 aircraft that include a bargain purchase option. The estimated effective interest rate for these leases are 6.0%, and 6.7%. These leases are deemed to be maturing on the exercise date of the bargain purchase options in November 2023 and October 2027 respectively. As at June 30, 2022, the total outstanding balance of these lease arrangements is \$56.2 out of which \$12.7 is presented as a current liability on the Condensed Consolidated Interim Balance Sheet.

As at June 30, 2022, the Company also has \$35.2 of right of use assets and \$39.1 of lease liabilities, which consists of hangars, warehouses, offices and one Boeing 767-200 aircraft, out of which \$8.5 is presented as a current liability on the Condensed Consolidated Interim Balance Sheet.

The following is a schedule of future minimum annual lease payments for aircraft, hangars, offices and warehouses under leases together with the balance of the obligations as at June 30, 2022.

	Minimum lease payments	Present value of minimum lease payments
	\$	\$
Not later than one year	28.1	21.2
Later than one year and not later than five years	71.4	60.7
Later than five years	15.4	13.3
	114.9	95.2
Less: interest	19.7	-
Total obligations under leases	95.2	95.2
Less: current portion	21.2	21.2
Non-current portion	74.0	74.0

Interest amounts on the lease liabilities for the three and six month periods ended June 30, 2022 totaled \$1.6 and \$3.2 respectively (2021 - \$2.1 and \$4.9 respectively).

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

11. DEBENTURES

The balance of debentures as at June 30, 2022 and December 31, 2021 consists of the following:

	June 30, 2022	December 31, 2021
	\$	\$
Hybrid debentures - 5.75% due April 30, 2024	84.8	84.4
Hybrid debentures - 5.75% due April 30, 2025	112.2	111.8
Hybrid debentures - 5.25% due June 30, 2026	111.4	111.0
Balance - end of period	308.4	307.2

Hybrid debentures – 5.75% due April 30, 2024

In November 2018, \$86.3 of senior unsecured debentures were issued at a price of 1000 dollars per debenture with a term of five years due April 30, 2024. These debentures bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing April 30, 2019. The intended use of the net proceeds of the debentures is to pay down the credit facility and fund anticipated capital expenditures, including aircraft in the future.

On or after April 30, 2022, but prior to April 30, 2023, the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 102.875% of the principal amount of the debentures redeemed plus accrued and unpaid interest. On or after April 30, 2023, but prior to the maturity date of April 30, 2024, the debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity on April 30, 2024, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

In the event of a change in control, as defined in the indenture agreement, the Company will be required to make an offer to the holders of the debentures to repurchase the debentures at a price equal to 101% of the principal amount plus accrued and unpaid interest.

The 5.75% debentures were therefore recorded as a financial instrument. The debt was recorded at fair value of \$82.4 net of deferred financing costs of \$3.9. Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics are closely related to the host contract and therefore were not accounted for as separate financial instruments.

The debentures are measured subsequently at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures as at June 30, 2022 and December 31, 2021 consists of the following:

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

	June 30, 2022	December 31, 2021
Principal balance - beginning of period	\$ 84.4	\$ 83.7
Accretion during the period	0.4	0.7
Balance - end of period	84.8	84.4

Interest expense on the hybrid debentures for the three and six month period ended June 30, 2022 and 2021 totaled \$1.9 and \$3.7 respectively (June 30, 2020 - \$1.9 and \$3.7 respectively).

Hybrid debentures – 5.75% due April 30, 2025

In April 2019, \$115 of senior unsecured debentures were issued at a price of 1000 dollars per debenture with a term of six years due April 30, 2025. These debentures bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on April 30 and October 31 of each year, commencing October 31, 2019. The intended use of the net proceeds of the debentures is to pay down the credit facility and fund anticipated capital expenditures, including aircraft in the future.

On or after April 30, 2023, but prior to April 30, 2024, the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 102.875% of the principal amount of the debentures redeemed plus accrued and unpaid interest. On or after April 30, 2024, but prior to the maturity date of April 30, 2025, the debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity on April 30, 2025, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

In the event of a change in control, as defined in the indenture agreement, the Company will be required to make an offer to the holders of debentures to repurchase the debentures at a price equal to 101% of the principal amount plus accrued and unpaid interest.

The 5.75% debentures were therefore recorded as a financial instrument. The debt was recorded at fair value of \$110 net of deferred financing costs of \$4.9. Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics are closely related to the host contract and therefore were not accounted for as separate financial instruments.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The debentures are measured subsequently at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures as at June 30, 2022 and December 31, 2021 consists of the following:

	June 30, 2022	December 31, 2021
	\$	\$
Principal balance - beginning of period	111.8	111.0
Accretion during the period	0.4	0.8
Balance - end of period	112.2	111.8

Interest expense on the hybrid debentures for the three and six month periods ended June 30, 2022 and 2021 totaled \$1.4 and \$2.8 respectively (June 30, 2021 - \$1.4 and \$2.8 respectively).

Hybrid debentures – 5.25% due June 30, 2026

In July 2020, \$115 of senior unsecured debentures were issued at a price of 1000 dollars per debenture with a term of six years due June 30, 2026. These debentures bear a fixed interest rate of 5.25% per annum, payable semi-annually in arrears on June 30 and December 31 of each year, commencing December 31, 2020. The intended use of the net proceeds of the debentures is to pay down the credit facility and fund anticipated capital expenditures, including aircraft in the future.

On or after June 30, 2023, but prior to June 30, 2024, the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 103.9375% of the principal amount of the debentures redeemed plus accrued and unpaid interest. On or after June 30, 2024, but prior to June 30, 2025 the debentures are redeemable, in whole at any time or in part from time to time at the option of the Company at a price equal to 102.625% of the principal amount of the Debentures redeemed plus accrued and unpaid interest. On or after June 30, 2025 but prior to the maturity date of June 30, 2026, the debentures are redeemable at a price equal to their principal amount plus accrued and unpaid interest.

On redemption or at maturity on June 30, 2026, the Company has the option to repay the debentures in either cash or freely tradable voting shares of the Company. The number of common shares to be issued will be determined by dividing the aggregate amount of the principal amount of the debentures by 95% of the current market price of the common shares.

In the event of a change in control, as defined in the indenture agreement, the Company will be required to make an offer to the holders of the debentures to repurchase the debentures at a price equal to 101% of the principal amount plus accrued and unpaid interest.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The 5.25% debentures were therefore recorded as a financial instrument. The debt was recorded at fair value of \$109.9 net of deferred issuance costs of \$5.1. Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics of certain prepayment options are not closely related to the host contract and therefore required to be accounted for as separate financial instruments. At inception, the fair value of embedded derivatives that are separated from the host contract was nil. The embedded derivatives are remeasured to their fair value at each reporting date and any changes in the fair value are recognized in the Statement of Earnings (Loss) and Comprehensive income (Loss). As at June 30, 2022, there was no material change in the fair value of the embedded derivatives.

The debentures are measured subsequently at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures as at June 30, 2022 consists of the following:

	June 30, 2022	December 31, 2021
	\$	\$
Principal balance - beginning of period	111.0	110.2
Accretion during the period	0.4	0.8
Balance - end of period	111.4	111.0

Interest expense on the hybrid debentures for the three and six month periods ended June 30, 2022 totalled \$1.7 and \$3.4 respectively (June 30, 2021 - \$1.7 and \$3.4 respectively).

12. INCOME TAXES

The reconciliation between the Company's statutory and effective tax rate are as follows:

	Three month periods ended		Six month periods ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Earnings (loss) before income taxes	169.2	(0.9)	124.8	90.2
Basic rate of 26.5% (2021 - 26.5%)	44.8	(0.2)	33.0	23.9
Share based compensation	(0.3)	0.7	(0.1)	(0.7)
Meals and entertainment	0.1	0.1	0.1	0.1
Stock warrant	(36.3)	9.6	(12.8)	(11.4)
Provision for income taxes	8.3	10.2	20.2	11.9

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The tax effect of significant temporary differences are as follows:

	December 31, 2021	Recognized in equity	Recognized in earnings	June 30, 2022
	\$	\$	\$	\$
Property, plant and equipment	109.6	-	6.2	115.8
Operating loss carryforward	(13.3)	-	10.1	(3.2)
Licenses	0.3	-	-	0.3
Intangible assets	(0.3)	-	-	(0.3)
Equity transaction cost	(3.3)	-	0.4	(2.9)
Pension costs	(6.6)	-	-	(6.6)
Financing costs	7.1	-	(1.7)	5.4
Long-term incentive plan	(6.4)	-	1.3	(5.1)
Deferred heavy maintenance	18.5	-	3.9	22.4
Net deferred income tax liability	105.6	-	20.2	125.8
Deferred income taxes assets	3.1			3.1
Deferred income taxes liabilities	108.7			128.9

13. DIRECT EXPENSES

	Three month periods ended		Six month periods ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Fuel costs	64.3	25.2	113.0	48.9
Maintenance costs	16.1	12.4	31.8	24.0
Heavy maintenance amortization	3.2	2.2	5.8	5.0
Aircraft costs	6.7	2.6	11.5	5.9
Crew costs	21.0	16.0	41.6	31.3
Depreciation	29.8	25.5	58.1	50.1
Ground services	20.0	13.5	39.2	26.3
Airport services	11.3	9.5	24.5	20.6
Navigation and Insurance	13.1	10.3	26.7	20.1
Direct expenses	185.5	117.2	352.2	232.2

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

14. GENERAL AND ADMINISTRATIVE EXPENSES

	Three month periods ended		Six month periods ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Salaries and benefits	8.8	7.4	16.4	14.4
Employee pension	-	0.4	-	(3.0)
Depreciation	0.6	0.5	1.1	1.1
Net realized foreign exchange loss	0.2	1.1	0.8	1.9
Bonuses, incentives and management fees	(6.2)	4.8	(1.7)	7.8
Audit, legal and consulting	0.9	0.4	1.9	0.5
IT network and communications	1.3	1.3	2.5	2.5
Subscription and office supplies	1.0	0.7	2.6	1.4
Donation	-	0.1	-	0.1
Other general and administrative expenses	3.1	1.9	6.0	4.0
General and administrative expenses	9.7	18.6	29.6	30.7

15. FINANCE COSTS

	Three month periods ended		Six month periods ended	
	June 30, 2022	2021	June 30, 2022	2021
	\$	\$	\$	\$
Interest on leases	1.6	2.1	3.2	4.9
Interest on debentures	5.0	5.0	9.9	9.9
Credit facilities and other interest	0.9	0.3	1.4	1.4
Borrowed interest capitalized	(1.5)	-	(1.5)	-
Finance costs	6.0	7.4	13.0	16.2

16. OTHER LOSS (GAIN), NET

	Three month periods ended		Six month periods ended	
	June 30, 2022	2021	June 30, 2022	2021
Unrealized foreign exchange loss (gain)	1.2	(1.7)	0.3	(2.8)
Gain on disposal of property, plant and equipment	(0.3)	-	(0.3)	-
Other loss (gains,) net	0.9	(1.7)	-	(2.8)

17. SHAREHOLDERS' CAPITAL

On May 2, 2022, the TSX accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB"), which allows the Company to repurchase, at its discretion, up to \$15.5 of the common voting shares and variable voting shares (together the "Shares") in the open market, subject to

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

the normal terms and limitations of such bids. Common shares purchased by the Company under NCIB will be cancelled. The program commenced on May 4, 2022, and will terminate on May 3, 2023, or on such earlier date as the Company completes its purchases pursuant to the notice of intention.

On June 20, 2022, the TSX accepted the Company's notice to amend its previously announced NCIB in order to increase the maximum number of common voting shares and variable voting shares that may be purchased from 155,000 shares to 1,500,000.

During the six months ended June 30, 2022, there were 0.1 million shares purchased under NCIB for \$14.2 at a volume weighted average price paid of \$136.16 per common share.

On May 2, 2022, the Company entered into an automatic share purchase plan ("ASPP") pre-cleared by TSX with a designated broker that allowed the purchase of shares for cancellation under the NCIB based on the purchasing parameters set by the Company during the predetermined blackout period in accordance with the rules of TSX, applicable security laws and terms of the ASPP. All purchases of shares made under ASPP will be included in computing the number of shares under the NCIB.

As at June 30, 2022, the obligation for the repurchase of shares of \$1.3 was recognized under the ASPP in trade and other payable.

a) Authorized

The Company is authorized to issue an unlimited number of no par value common voting shares, variable voting shares and preferred shares. The common voting shares are held only by shareholders who are "Canadian" as such term is defined in the Canada Transportation Act. The variable voting shares are held only by shareholders who are not Canadian. Under the articles of incorporation and bylaws of the Company, any common voting share that is sold to a non-Canadian is automatically converted to a variable voting share. Similarly, a variable voting share that is sold to a Canadian is automatically converted to a common voting share.

Variable voting shares carry one vote per share held, except where (i) the number of issued and outstanding variable voting shares exceeds 25% of the total number of all issued and outstanding common and variable voting shares, or (ii) the total number of votes cast by or on behalf of the holders of variable voting shares at any meeting on any matter on which a vote is to be taken exceeds 25% of the total number of votes that may be cast at such meeting.

If either of the above noted thresholds is surpassed at any time, the vote attached to each variable voting share will decrease automatically without further act or formality. Under the circumstances described in (i) above, the variable voting shares as a class cannot carry more than 25% of the total voting rights attached to the aggregate number of issued and outstanding common and variable voting shares. Under the circumstances described in (ii) above, the variable voting shares as a class cannot, for a given shareholders' meeting, carry more than 25% of the total number of votes that may be cast at the meeting.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

b) Issued and outstanding

The following table shows the changes in shareholders' capital from December 31, 2021 to June 30, 2022:

	Number of shares	Amount \$
Common voting shares	17,324,258	655.2
Outstanding- December 31, 2021	17,324,258	655.2
Changes during the period:		
Restricted share units settled	1,907	0.2
Share buyback	(78,966)	(4.2)
	17,247,199	651.2
Consisting of:		
Common voting shares	17,247,199	651.2
Outstanding- June 30, 2022	17,247,199	651.2

Dividends

Dividends to shareholders declared for the three and six month period ended June 30, 2022 amounted to \$5.0 (\$0.2860 per share) and \$9.5 (\$0.5460 per share) respectively and for three and six periods ended June 30, 2021 amounted to \$4.5 (\$0.2600 per share) and \$9.0 (\$0.5200 per share) respectively for both common and variable shares.

As at June 30, 2022, a dividend of \$5.0 was payable to the shareholders (June 30, 2021 - \$4.5).

18. NET EARNINGS (LOSS) PER SHARE

The following table shows the computation of basic earnings (loss) per share for the three and six month period ended June 30, 2022 and 2021:

	Three month periods ended		Six month periods ended	
	June 30,	June 30,	June 30,	June 30,
	2022	2021	2022	2021
Net earnings (loss) per share				
Net earnings (loss)	\$160.9	\$(11.1)	\$104.6	\$78.3
Weighted average number of shares	17.3	17.3	17.3	17.3
Dilutive impact of share - based awards and vested warrant	0.3	-	0.3	0.4
Diluted weighted average number of shares	17.6	17.3	17.6	17.7
Net earnings (loss) per share - basic	\$9.29	\$(0.64)	\$6.04	\$4.52
Net earnings (loss) per share - diluted	\$9.12	\$(0.64)	\$5.93	\$4.42

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

19. EMPLOYEE BENEFITS

In 2016, the Company established an unfunded defined benefit plan for one of its senior executives. Every period, the Company's net obligation in respect of the defined benefit pension plan is calculated by estimating the amount of future benefit that the employee has earned in return for his service in the current and prior periods; that benefit is discounted to determine its present value. In 2021, it was mutually agreed by the Company and the executive to cap pension entitlement at an annual lifetime annuity of \$1.5 effective December 31, 2020. Accordingly, the Company made no adjustment in its pension obligation for the six month period ended June 30, 2022 for past service cost in its Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss).

20. RELATED PARTY TRANSACTIONS

Head office

The Company entered into a lease agreement in February 2017 with respect to a 62,000 square feet head office and warehouse area that is indirectly and beneficially owned by one of the Company's executive officers and directors. On adoption of IFRS 16, the Company recognized the lease liability that was measured at the present value of the remaining lease payments determined using the incremental borrowing rate as of January 1, 2019 and recorded the right of use asset and the lease liability under the standard. The lease will expire in 2032. The transaction is in the normal course of business and is measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The basic rent is subject to revision every five years at a predetermined rate per the terms of the lease.

Under the lease, the Company paid \$0.5 during the period out of which \$0.2 was adjusted towards principal payments against the liability and \$0.3 was recorded as related interest cost. The Company also paid utilities, taxes, maintenance, insurance and other related costs for the leased premises. As at June 30, 2022, the Company had a liability of \$8.7 due under the finance lease.

Investment in associate

The Company has acquired an investment in Avia Acquisition LLC (see Note 6 Investment in associate for details). 21 Air, which is wholly owned by Avia Acquisition LLC, is one of the vendors of the Company and provides charter services to the Company.

The Company has also leased two Boeing 767-200 aircraft to 21 Air in October 2019 and January 2021 respectively. Both leases expire in 2024. The transactions are in the normal course of the business and are measured at the exchange amount which is the amount of consideration established and agreed by the related parties.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The following is the summary of transactions between the Company and 21 Air.

	Three month period ended		Six month period ended	
	June 30,		June 30,	
	2022	2021	2022	2021
	\$	\$	\$	\$
Aircraft lease revenue	0.9	0.6	1.9	0.9
Sub-charter expenses	1.6	0.6	2.4	0.6

21. FINANCIAL INSTRUMENTS

Derivative financial instruments

Derivative financial instruments are utilized by the Company occasionally in the management of its foreign currency exposures, interest rate risks and share price. The Company's policy is not to utilize derivative financial instruments for trading or speculative purposes. All derivative financial instruments are recorded at their fair values.

Derivatives are initially recognized at fair value at the date the derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in income immediately.

A derivative with a positive fair value is recognized as a financial asset; a derivative with a negative fair value is recognized as a financial liability.

Total return swap

The Company has entered into a total return swap agreement with a financial institution to manage its exposure related to options to be issued under the Stock Option Plan for certain employees and DSUs to be issued under the long-term incentive plan for its existing pilots. In June 2022, the Company entered into an additional total swap agreement with a financial institution to manage its exposure related to the warrants to be issued under the stock warrant agreement with DHL. See Note. 4 Stock Warrants – B DHL.

Under the agreements, the Company pays interest based on Canadian BA-CDOR on the total value of the notional equity amount, which is equal to the total cost of the underlying shares. At the settlement of the total return swap agreements, the Company will receive or remit the net difference between the total value of the notional equity amount and the total proceeds of sale of the underlying shares.

The Company did not designate the total return swap agreements as a hedging instrument for accounting purposes. However, the Company adopted the policy of offsetting the fair value changes of the total return swaps with the corresponding expenses recognized under the Stock Option Plan and the incentive plan and with the corresponding fair value increase or decrease on stock warrant respectively in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss).

As at June 30, 2022 the fair value measurement of the 260,000 and 822,500 underlying shares under the swap agreements in effect were an asset of \$16.0 (December 31, 2021 – asset of \$22.7).

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The fair value adjustment for the three and six month period ended June 30, 2022 was a loss of \$12.4 and \$0.4 and \$6.3 and \$0.4 respectively (June 30, 2021 – gain of \$5.6 and loss of \$8.0 and \$nil and \$nil respectively). The difference between the change in the fair value of the crew DSUs and the swap, which is an economic hedge for crew DSUs, is recorded as a gain or loss on the swap derivative and the difference between the fair value increase or decrease on stock warrant and swap which is an economic hedge for the stock warrant is recorded as a fair value increase or decrease on stock warrant in the Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss). The change in the fair value of DHL swap is adjusted with the change in the fair value of DHL warrant obligation.

The fair value of the total return swap is classified as level 3 under the fair value hierarchy and is determined by using the mark to market method provided by the financial institutions. An increase of 10% in the market value of the underlying asset will result in a gain of \$3.7 and a decrease of 10% of the market value of the underlying asset will result in a loss of the same amount.

Fair Values

The fair value of the 5.75% hybrid debentures due April 30, 2024 as at June 30, 2022, was approximately \$81.5 (December 31, 2021 - \$81.1). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada's benchmark bond rate adjusted for the Company's specific credit risk. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by \$1.0 respectively.

The fair value of the 5.75% hybrid debentures due April 30, 2025 as at June 30, 2022, was approximately \$107.8 (December 31, 2021 - \$107.3). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada's benchmark bond rate adjusted for the Company's specific credit risk. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by \$1.9 respectively.

The fair value of the 5.25% hybrid debentures due June 30, 2026 as at June 30, 2022 was approximately \$106.5 (December 31, 2021 - \$102.8). The fair value of the debentures was determined using the discounted cash flow method using a discount rate of 7.0%. The discount rate is determined by using the government of Canada's benchmark bond rate adjusted for the Company's specific credit risk. The debentures are categorized as Level 3 under the fair value hierarchy. An increase or decrease of 10% in the discount rate used for valuation of the debentures will decrease or increase the fair value by \$2.6 respectively.

The fair value of the performance share units due March 15, 2022, March 15, 2023 and March 15, 2024 are classified as Level 3 financial liabilities. As at June 30, 2022, the performance share units due March 15, 2022, March 15, 2023 and March 15, 2024 were valued at \$2.8, \$0.8 and \$1.7 respectively (December 31, 2021 - \$5.0, \$3.9 and \$1.1 respectively). The Company used an option pricing model utilizing Monte Carlo simulation to value the TSR-PSUs and analytically valued the ROIC-PSUs at inception and on subsequent valuation dates. The discount rate was determined by using the Canadian deposit and swap rates adjusted for the Company's specific credit risk. Other significant inputs consisted of historical volatility and dividend rates.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The fair value of the warrant obligations was \$228.6 as at June 30, 2022 (December 31, 2021 \$172.4). The revaluation resulted in a non-operating gain of \$47.9 for the six month period ended June 30, 2022 (June 30, 2021 – gain of \$47.2). The warrants were classified as Level 3 derivative liabilities that are valued using an American option pricing model utilizing Monte Carlo simulation. Level 3 financial liabilities consist of the derivative liabilities for which there is no current market for these securities such that the determination of fair value requires significant judgment or estimation. Changes in fair value measurements categorized within Level 3 of the fair value hierarchy are analyzed each period based on changes in estimates or assumptions and recorded as appropriate. Significant unobservable inputs for Amazon warrant obligation include volatility of the Company's common shares of 42.3% for tranche I and 38.9% for tranche II, risk free rate of 3.5% and a dividend yield of 0.7% and forecasted revenue from Amazon associated with this arrangement utilized to predict future vesting events. Significant unobservable inputs for DHL warrant obligation include volatility of the Company's common shares of 35.7% for tranche I and 35.7% for tranche II, risk free rate of 3.5% and a dividend yield of 0.7% and forecasted revenue from DHL associated with this arrangement utilized to predict future vesting events.

A significant increase in the volatility in isolation, would result in a significantly higher fair value measurement. Changes in the values of the derivative liabilities were recorded in other gains or losses on the Company's Condensed Consolidated Interim Statements of Earnings (Loss) and Comprehensive Income (Loss). A significant change to the forecasted revenue may change the vesting dates. Changes to the vesting dates will not significantly affect the fair value of the warrant obligations. For every increase or decrease of volatility by 10% with all other factors remaining the same, the estimated fair value of Amazon warrants will increase by \$7.6 and decrease by the same amount. For every increase or decrease in share price by 20% with all other factors remaining the same, the estimated fair value of warrants will increase by \$53.5 or decrease by \$48.6. For every increase or decrease of volatility by 10% with all other factors remaining the same, the estimated fair value of DHL warrants will increase by \$7.2 and decrease by \$7.3 For every increase or decrease in share price by 20% with all other factors remaining the same, the estimated fair value of warrants will increase by \$33.2 or decrease by \$29.9.

The fair values of all other financial assets and liabilities approximate their carrying values given the short-term nature of these items. The fair values of the interest rate swap are the estimated amounts the issuer would receive or pay to terminate the agreement at the reporting date. Unrealized gains on derivatives are recorded as derivative instrument assets and unrealized losses are recorded as derivative instrument liabilities in the Condensed Consolidated Interim Balance Sheets.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Credit risk

The Company's principal financial assets that expose it to credit risk are accounts receivable and notes receivable.

The Company is subject to risk of non-payment of accounts receivable and notes receivable. The amounts disclosed in the balance sheet represent the maximum credit risk and are net of allowances for bad debts, based on management estimates taking into account the Company's prior experience and its assessment of the current economic environment. The Company's trade receivables are concentrated among several of its largest customers with approximately 95.1% (December 31, 2021 – 91.4%) of total trade receivables on account of the Company's ten largest customers. However, the Company believes that the credit risk associated with these receivables is limited for the following reasons:

- (a) Only a small portion (1%) of trade receivables are outstanding for more than 60 days and are considered past due. The Company considers all of these amounts to be fully collectible. Trade receivables that are not past due are also considered by the Company to be fully collectible. For trade receivables only, the Company applies the simplified approach as permitted by IFRS 9 which requires expected lifetime losses to be recognized from initial recognition of receivables. Such expected lifetime losses were immaterial and consistent with its past collection history, the Company has not recognized any significant provisions for bad debts.
- (b) The Company mitigates credit risk by monitoring the creditworthiness of its customers.
- (c) A majority of the Company's major customers are large public corporations with positive credit ratings and history.

Liquidity risk

The Company monitors and manages its liquidity risk to ensure it has access to sufficient funds to meet operational and investing requirements. Management of the Company is confident that future cash flows from operations, the availability of credit under existing bank arrangements, and current debt market financing is adequate to support the Company's financial liquidity needs. Available sources of liquidity include a revolving credit facility with a Canadian chartered bank. The available facility is to a maximum of \$700 million and US\$400 million delayed draw term loan ("DDTL") (See Note 23 Subsequent Event for details). The Company was in compliance with all covenants as at June 30, 2022 and 2021.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

The Company has financial liabilities with varying contractual maturity dates. Total financial liabilities at June 30, 2022 based on contractual undiscounted payments are as follows:

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	\$	\$	\$	\$	\$
Borrowings and debentures	-	-	308.4	131.4	439.8
Lease liabilities	21.2	15.2	45.5	13.3	95.2
Interest on leases	6.9	4.4	6.3	2.1	19.7
Trade and other payables	90.7	1.8	4.0	-	96.5
Employee pension and share-based compensation	-	3.5	17.6	24.7	45.8
Dividends payable	5.0	-	-	-	5.0
Total	123.8	24.9	381.8	171.5	702.0

Total financial liabilities at December 31, 2021 based on contractual undiscounted payments are as follows:

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
	\$	\$	\$	\$	\$
Borrowings and debentures	-	-	307.2	-	307.2
Lease liabilities	22.0	24.8	26.7	17.9	91.4
Interest on leases	5.6	4.0	6.4	2.6	18.6
Trade and other payables	71.7	1.8	4.8	-	78.3
Employee pension and share-based compensation	-	3.5	17.2	30.2	50.9
Dividends payable	4.5	-	-	-	4.5
Total	103.8	34.1	362.3	50.7	550.9

Market risk

In the normal course of business, the financial position of the Company is routinely subject to a variety of risks. The Company regularly assesses these risks and has established policies and business practices to protect against the adverse effects of these and other potential exposures. As a result, the Company does not anticipate any material losses from these risks.

The Company performs a sensitivity analysis to determine the effects that market risk exposures may have on the fair value of the Company's debt and other financial instruments. The financial instruments that are included in the sensitivity analysis comprise all of the Company's cash, borrowings, hybrid debentures and all derivative financial instruments. To perform the sensitivity analysis, the Company assesses the risk of loss in fair values from the effect of hypothetical changes in interest rates and foreign currency exchange rates on market-sensitive instruments.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

Interest rate risk is the risk that the fair value or future cash flows of a financial liability will fluctuate because of changes in market interest rates. The Company enters into both fixed and floating rate debt and also leases certain assets with fixed rates. The Company risk management objective is to minimize the potential for changes in interest rates to cause adverse changes in cash flows to the Company. The ratio of fixed to floating rate obligations outstanding is designed to maintain flexibility in the Company's capital structure and is based upon a long term objective of minimum 70% fixed and maximum 30% floating but allows flexibility in the short-term to adjust to prevailing market conditions. These practices aim to minimize the net interest cost volatility. As at June 30, 2022, all of the total debt outstanding was fixed rate debt.

Foreign exchange risk

The Company earns revenue and undertakes purchase transactions in foreign currencies, and therefore is subject to gains and losses due to fluctuations in the foreign currencies. The Company also enters into contracts attributed to asset purchases including aircraft and aircraft parts and pays debt in foreign currency.

Total unrealized foreign exchange loss, for the three month and six months period ended June 30, 2022 on foreign exchange transactions was \$1.2 and \$0.3 respectively (June 30, 2021 – gain of \$1.7 and 2.8 respectively).

At June 30, 2022, a weakening of the Canadian dollar that results in a 10 percent increase in the exchange rate for the purchase of US dollars would increase the value of the Company's net financial assets and liabilities denominated in US dollars by approximately \$5.4 (June 30, 2021 - \$7.6). The decrease in the exchange rate for the purchase of US dollars of 10 percent would decrease the value of these net financial assets and liabilities by the same amount (June 30, 2021 - \$7.6).

At June 30, 2022, a weakening of the Canadian dollar that results in a 10 percent increase in the exchange rate for the purchase of EURO would increase the value of the Company's net financial assets and liabilities denominated in EURO by approximately \$0.2 (June 30, 2021 - \$0.4). The decrease in the exchange rate for the purchase of EURO of 10 percent would decrease the value of these net financial assets and liabilities by the same amount (June 30, 2021 - \$0.4).

22. GUARANTEES

In the normal course of business, the Company enters into agreements that meet the definition of a guarantee. The Company's primary guarantees are as follows:

(a) The Company has provided indemnities under lease agreements for the use of various operating facilities and leased aircrafts. Under the terms of these agreements, the Company agrees to indemnify the counterparties for various items including, but not limited to, all liabilities, loss, suits and damages arising during, on or after the term of the agreement. The maximum amount of any potential future payment cannot be reasonably estimated.

CARGOJET INC.

Notes to the Condensed Consolidated Interim Financial Statements

June 30, 2022 and 2021

(unaudited - Canadian dollars in millions except where noted)

(b) In the normal course of business, the Company has entered into agreements that include indemnities in favor of third parties, such as purchase and sale agreements, confidentiality agreements, engagement letters with advisors and consultants, outsourcing agreements, leasing contracts, information technology agreements and service agreements. These indemnification agreements may require the Company to compensate counterparties for losses incurred by the counterparties as a result of breaches in representation and regulations or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnities are not explicitly defined and the maximum amount of any potential reimbursement cannot be reasonably estimated.

(c) The Company participates in Fuel Facility Corporations (“FFC”) along with other airlines that contract for fuel services at various major airports in Canada. Each FFC operates on a cost recovery basis. The purpose of the FFC is to own and finance the system that distributes fuel to the contracting airlines, including leasing the required land rights. The aggregate debt of these FFC and any liabilities of environmental remediation costs are not considered as part of the consolidated financial statements of the Company. The Company views this loss potential as remote. The airlines that participate in the FFC guarantee on a pro-rata basis the share of the debt based on system usage.

The nature of these indemnification agreements prevents the Company from making a reasonable estimate of the maximum exposure due to the difficulties in assessing the amount of liability which stems from the unpredictability of future events and the unlimited coverage offered to counterparties.

Historically, the Company has not made any payments under such or similar indemnification agreements and therefore no amount has been accrued in the balance sheet with respect to these agreements.

23. SUBSEQUENT EVENTS

Revolving syndicate credit facility, term loan and DDTL Facility

On July 22, 2022, the Company amended its revolving operating credit facility (the “facility”) availed through its subsidiary Cargojet Airways Ltd., as borrower, with a syndicate of financial institutions (collectively, the “Lenders”), and established a non-revolving USD \$400 delayed-draw term loan facility (“DDTL Facility”). Under the amendment the Company is not required to create any additional security on newly acquired aircraft and aircraft lease buybacks unless and until the Total Adjusted Leverage Ratio exceeds 2.0 as at the end of any fiscal quarter. The maturity date of the facility was further extended to July 22, 2027 and the maturity date of the DDTL Facility is July 22, 2027. The Company can draw the amount under the DDTL Facility until January 22, 2024 by way of advances subject to minimum draws. Any undrawn amount under the DDLT Facility at the end of this period will expire and will reduce the amount available under the facility. The DDTL Facility can be used for general purposes including purchase of aircraft and other capital expenditures.