NAV CANADA

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MANAGEMENT'S DISCUSSION AND ANALYSIS

ON FORM 51-102F1

THREE MONTHS ENDED

NOVEMBER 30, 2023

January 10, 2024

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INTRODUCTION

This management's discussion and analysis (MD&A) relates to the unaudited interim consolidated financial position, results of operations, comprehensive income (loss) and cash flows as at and for the three months ended November 30, 2023 (Q1 fiscal 2024) of NAV CANADA (also referred to in this MD&A as we, our, us or the Company). It should be read in conjunction with our unaudited interim condensed consolidated financial statements for Q1 fiscal 2024 (Q1 fiscal 2024 financial statements), our audited annual consolidated financial statements and the accompanying notes for the year ended August 31, 2023 (fiscal 2023), our fiscal 2023 annual MD&A, as well as our fiscal 2023 Annual Information Form dated October 19, 2023 (fiscal 2023 AIF). Additional information about NAV CANADA, including our Q1 fiscal 2024 and fiscal 2023 financial statements, our fiscal 2023 annual MD&A, and our fiscal 2023 AIF are filed on the System for Electronic Document Analysis and Retrieval + (SEDAR+) at www.sedarplus.ca.

Our financial statements are prepared in Canadian dollars (CDN), in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and are comprised of the accounts of NAV CANADA and its subsidiaries. Our Q1 fiscal 2024 financial statements have been prepared in accordance with International Accounting Standards (IAS) 34 *Interim Financial Reporting*. All information presented has been rounded to the nearest million dollars, unless otherwise indicated. Our Audit & Finance Committee reviewed this MD&A and our Board of Directors (the Board) approved it on January 10, 2024 before it was filed.

Caution Concerning Forward-Looking Information

This MD&A, and in particular, but without limitation, the section "INTRODUCTION – Significant Financial Matters" of this MD&A, contain certain statements about NAV CANADA's future expectations. These statements are generally identified by words like "anticipate", "plan", "believe", "intend", "expect", "estimate", "approximate", "forecast" and the like, as well as future or conditional verbs such as "may", "will", "should", "would" and "could", or negative versions thereof. Because forward-looking statements involve future risks and uncertainties, actual results may be different from those expressed or implied in these statements and these differences may be material. Examples of risks and uncertainties the Company faces include geopolitical unrest, terrorist attacks and the threat thereof, war, epidemics or pandemics, government interventions and related travel advisories and restrictions, climate change and environmental factors (including weather systems and other natural phenomena and factors arising from man-made sources), cyber security attacks, labour negotiations, arbitrations, workforce recruitment, training and retention, general aviation industry conditions, air traffic levels, the use of telecommunications and ground transportation as alternatives to air travel, capital market and economic conditions, the ability to collect customer service charges and reduce operating costs, changes in interest rates, changes in laws, tax changes, adverse regulatory developments or proceedings and lawsuits. Some of these risks and uncertainties are explained under "Risk Factors" in our fiscal 2023 AIF.

The forward-looking statements contained in this MD&A represent our expectations as of January 10, 2024 and are subject to change after this date. Readers of this MD&A are cautioned not to place undue reliance on any forward-looking statement. We disclaim any intention or obligation to update or revise any forward-looking statement included in this document whether as a result of new information, future events or for any other reason, except as required by applicable securities legislation.

Our Business

NAV CANADA is the private sector, non-share capital company that operates Canada's civil air navigation system (ANS) throughout Canada. The ANS was acquired from the Government of Canada in 1996 for a purchase price of $1.5 billion. Our services are provided to aircraft owners and operators within Canadian-controlled airspace and include air traffic control, flight information, weather briefings, airport advisories, aeronautical information and navigation aids.

Our core business is to manage and operate the ANS and related services in a safe, efficient and cost-effective manner. Our mandate covers both Canadian airspace and airspace delegated to Canada under international agreements.

We have captured our mandate in a Shared Purpose statement: Keeping Canada’s skies safe: *Shaping the future of air navigation services*. Our Shared Purpose is supported by the following four pillars:

- Safety is at the core – It is integral to everything we do and continues to mature as the industry evolves.
- Innovation is key – We are passionate about modernizing Canada’s air navigation system to deliver value to our customers.
- Expertise is the cornerstone – The skill, agility, leadership and collaboration of our people make the difference.
- Partnerships are essential – Our partnerships help the aviation industry improve efficiency and support an environmentally sustainable future.

Financial Strategy and Rate Regulation

Our financial strategy is to fulfil our essential services mandate based on a sound financial foundation, reflected in part through high credit ratings in the financial markets. Maintaining this strong foundation requires a prudent approach that balances the interests of our key stakeholders while complying with our statutory and contractual obligations.

In establishing new customer service charges or revising existing charges, we must follow the charging principles set out in our governing legislation, the *Civil Air Navigation Services Commercialization Act* (ANS Act), which prevents us from setting customer service charges higher than what is needed to meet our financial requirements for the provision of air navigation services. Pursuant to these principles, the Board approves the amount and timing of changes to customer service charges. The Board also approves the Company’s annual budget where amounts to be recovered through customer service charges for the ensuing year are determined.

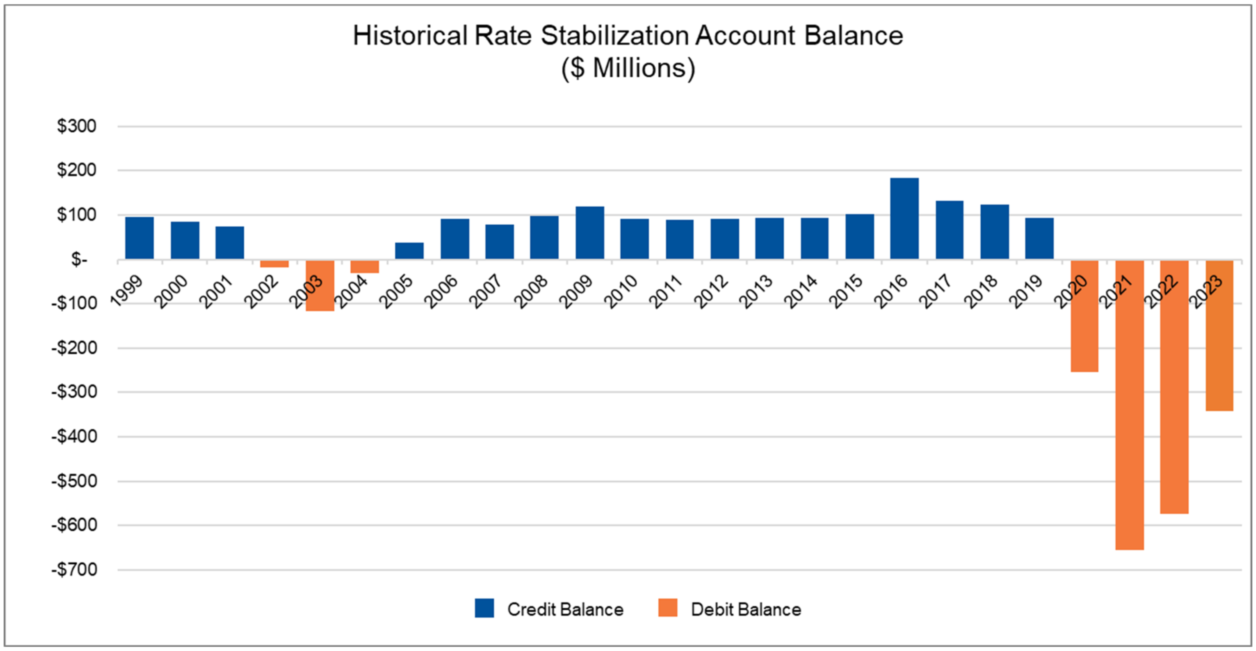
When establishing customer service charges, the Company monitors quarterly and considers, among other things:

(a) the statutory requirement to provide air navigation services;
(b) air traffic results and forecasts;
(c) financial and operating requirements, including our current and anticipated balance in the rate stabilization account and the extent to which our operating costs are variable and can be contained;
(d) the recovery of pension contributions on a cash basis; and
(e) updates to our financial forecasts, debt servicing and financial requirements, and resulting financial coverage ratios.

Since actual revenue and expenses will differ from forecasts, a method to accumulate the variances is required so that they may be taken into account when setting future customer service charges. There is also a need to absorb the immediate effect of unpredictable factors – mainly fluctuations in air traffic levels resulting from unforeseen events. We meet these objectives through the use of a “rate stabilization” mechanism.

We reflect the impact of rate regulation in our financial statements. As such, the timing of recognition of certain revenue and expenses differs from what would otherwise be expected for companies that are not subject to regulatory statutes governing the level of charges. For example, we adjust our net income (loss) through transfers to or from the rate stabilization account, based on variations from the amounts that were used when establishing customer service charges. If our actual revenue exceeds actual expenses, the excess is reflected as a credit to the rate stabilization account and is returnable to customers through future customer service charges. Similarly, if actual revenue is less than actual expenses, the revenue shortfall is reflected as a debit to the rate stabilization account and is recoverable from customers through future customer service charges (see "RESULTS OF OPERATIONS – Movements in Rate Stabilization Account").

The following shows annual changes in the rate stabilization account over time:



In addition, for certain transactions where the timing of the cash flows differs significantly from the accounting recognition, the Company recognizes regulatory deferral account debits and credits in order to adjust the accounting recognition to the period in which they will be considered for rate setting. These transactions are generally considered for rate setting when the amounts are expected to be realized in cash (see "RESULTS OF OPERATIONS – Net Movement in Regulatory Deferral Accounts").

Our aim is to achieve breakeven financial results on the consolidated statement of operations on an annual basis, after the application of rate regulated accounting. Due to seasonal and other fluctuations in air traffic, such as the COVID-19 pandemic, and given that our costs are predominantly fixed in nature, our quarterly financial results may not achieve a breakeven position after the application of rate regulated accounting. This is illustrated in the table under the heading "QUARTERLY RESULTS – Quarterly Financial Information (unaudited)".

Significant Financial Matters[1]

The following items have significant financial importance to the Company:

1. Air Traffic and Customer Service Charges

During the three months ended November 30, 2023, air traffic levels, as measured in weighted charging units (WCUs) (a measure of the number of billable flights, aircraft size and distance flown in Canadian airspace and the basis for movement-based service charges), increased by 7.4% as compared to the same period of fiscal 2023. The annual budget for fiscal 2024 reflects air traffic growth of 7.1%.

On December 18, 2023, the Company announced a revision of its customer service charges effective January 1, 2024, decreasing overall charges by an average of 5.57%. The Company has observed strong air travel demand and the return of seasonal air traffic patterns with incremental growth, despite economic uncertainties. The revised charges take a balanced approach between the Company rebuilding its financial resilience, investing in safety and service delivery while supporting the industry by recovering the Rate Stabilization Account shortfall over an extended timeframe.

2. Rate Stabilization Account

As at November 30, 2023, the rate stabilization account had a debit balance of $285. During Q1 fiscal 2024, the rate stabilization account debit balance decreased by $57 due to $31 of net favourable variances from planned results and the $26 initially approved adjustment to the rate stabilization account resulting from the planned excess in fiscal 2024. Rate stabilization adjustments are described under "RESULTS OF OPERATIONS – Movements in Rate Stabilization Account".

3. Collective Agreements

Approximately 86% of our workforce is unionized under eight collective agreements.

During Q1 fiscal 2024, a new collective agreement was ratified with the Air Traffic Specialists Association of Canada (15% of our represented workforce), for the five-year period ending April 30, 2028. In addition, an arbitration award was issued related to the classification system in the collective agreement with the Professional Institute of the Public Service of Canada (11% of our represented workforce). The arbitration award is effective retroactively to November 1, 2023 and provides for a new wage table. The new wage table was ratified by the membership in December 2023 with revised wages effective May 1, 2023 through April 30, 2026.

As of the date of this MD&A, the Company has expired agreements with four unions, comprising 27% of our represented workforce (April 30, 2022 with the Canadian Federal Pilots Association (CFPA) (1%), June 30, 2023 with the Canadian Air Navigation Specialists Association (CANSA) (6%), December 31, 2023 with the International Brotherhood of Electrical Workers (IBEW) (14%), and December 31, 2023 with the Public Service Alliance of Canada (6%)). The Company is currently in negotiations with CFPA, CANSA and IBEW.

[1] Note: See "INTRODUCTION – Caution Concerning Forward-Looking Information", page 1

(millions of Canadian dollars)

Financial Highlights

Results of Operations

Three months ended November 30	2023	2022	$ Change
Revenue	**$ 464**	$ 435	$ 29
Operating expenses	**381**	348	33
Other (income) and expenses	**17**	26	(9)
Net income, before net movement in regulatory deferral accounts	**66**	61	5
Rate stabilization adjustments:			
Favourable variances from planned results	**(31)**	(46)	15
Initial approved adjustment [1]	**(26)**	(32)	6
	(57)	(78)	21
Other regulatory deferral account adjustments:			
Employee benefit pension contributions	**12**	12	-
Other employee benefits	**(1)**	(1)	-
Investment in preferred interests	**(1)**	(5)	4
Other	**2**	1	1
	12	7	5
Net movement in regulatory deferral accounts [2]	**(45)**	(71)	26
Net income (loss), after net movement in regulatory deferral accounts	**$ 21**	$ (10)	$ 31

(1) In order to achieve breakeven results of operations after the application of rate regulated accounting, the Board approved the fiscal 2024 budget with a decrease to the debit position of the rate stabilization account as a result of a planned excess of $102 (fiscal 2023 - $129), which is being reflected in the rate stabilization account evenly throughout the fiscal year.

(2) See "RESULTS OF OPERATIONS – Net Movement in Regulatory Deferral Accounts".

(millions of Canadian dollars)

Cash flows

Three months ended November 30	2023	2022	$ Change (1)
Cash flows from (used in)			
Operating	**$ 135**	$ 152	$ (17)
Investing	**(36)**	(24)	(12)
Financing	**(1)**	(126)	125
Cash flows from operating, investing and financing activities	**98**	2	96
Effect of foreign exchange on cash and cash equivalents	**1**	1	-
Increase in cash and cash equivalents	**99**	3	96
Cash and cash equivalents, beginning of period	**586**	392	194
Cash and cash equivalents, end of period	**$ 685**	$ 395	$ 290
Free cash flow (non-GAAP financial measure) (2)			
Cash flows from (used in) (3)			
Operations	**$ 135**	$ 152	$ (17)
Capital expenditures	**(36)**	(24)	(12)
Investment in regulatory assets	**(3)**	(2)	(1)
Government grants received	**3**	2	1
Payment of lease liabilities	**(1)**	(1)	-
Free cash flow	**$ 98**	$ 127	$ (29)

(1) See "FINANCIAL AND CAPITAL MANAGEMENT – Cash Flows" for discussion of the changes in cash flows from the prior fiscal year.

(2) Free cash flow is a non-GAAP (Generally Accepted Accounting Principle) financial measure. Non-GAAP financial measures do not have any standardized meaning prescribed by IFRS Accounting Standards and therefore may not be comparable to similar measures presented by other issuers. The Company defines free cash flow as cash generated from operations, less capital expenditures (net of government grants received), investments in regulatory assets, investments in Aireon LLC (Aireon) and equity related investments and principal payments of lease liabilities. Management places importance on this indicator as it assists in measuring the impact of its investment program on the Company's financial resources and provides users with a more stable indication of the Company's ability to meet its debt obligations and continue to invest in the ANS.

(3) See the statement of cash flows in our Q1 fiscal 2024 financial statements.

(millions of Canadian dollars)

RESULTS OF OPERATIONS

Revenue

The following table provides a summary of revenue by category. Our fiscal 2023 AIF and the notes to our fiscal 2023 financial statements provide more information about the different categories of our customer service charges.

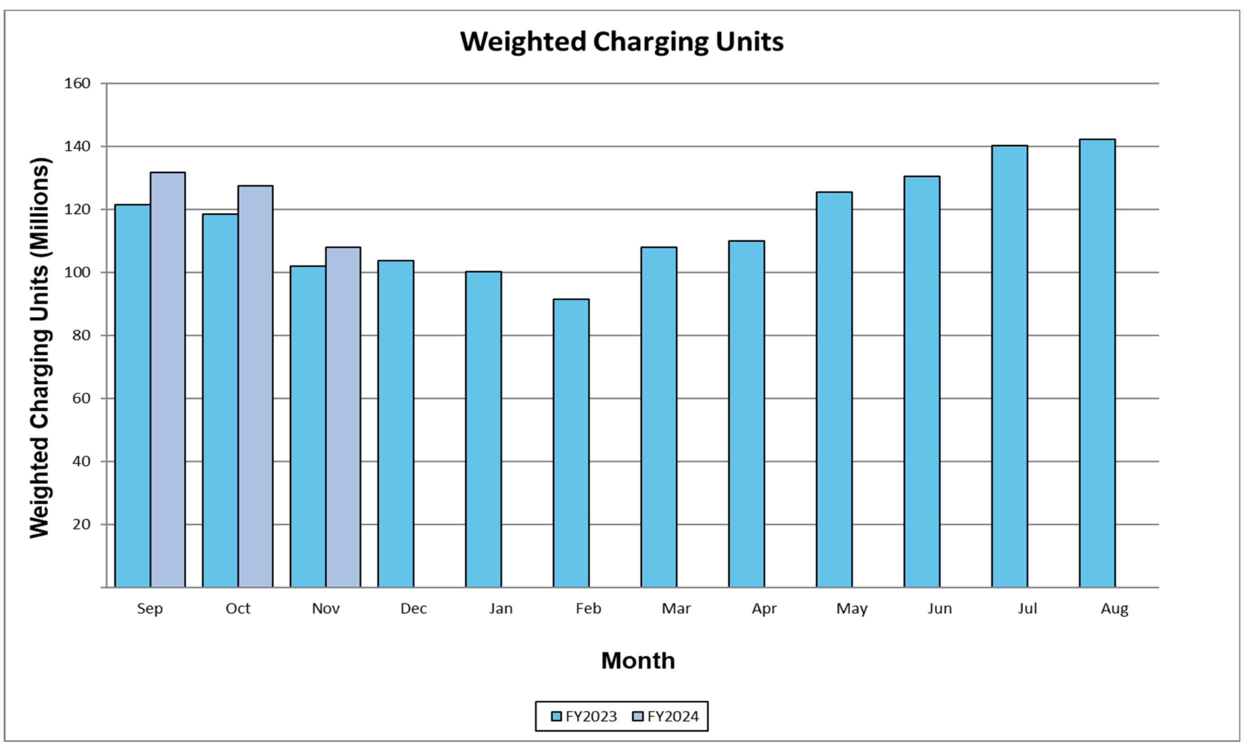
Three months ended November 30	2023	2022	$ Change
Enroute	**$ 230**	$ 212	$ 18
Terminal	**178**	164	14
Daily / annual / quarterly	**13**	17	(4)
North Atlantic and international communication	**32**	29	3
Total customer service charges	**453**	422	31
Other [(1)]	**11**	13	(2)
	$ 464	$ 435	$ 29

(1) Other revenue consists of service and development contracts, the sale of civil aeronautical publications and other miscellaneous revenue.

Revenue from customer service charges during the three months ended November 30, 2023 increased by $31 compared to the same period in fiscal 2023, primarily due to higher air traffic levels.

Air Traffic

As discussed in "INTRODUCTION – Significant Financial Matters", air traffic levels (as measured in WCUs) increased by 7.4% as compared to the same period of fiscal 2023 as illustrated below.

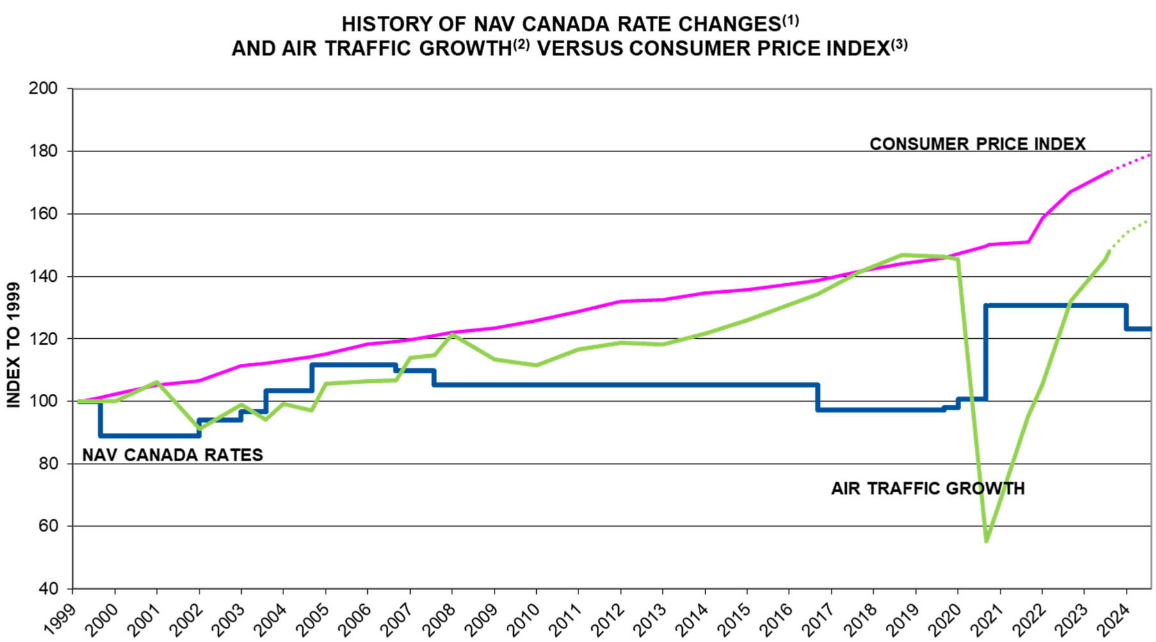


Future air traffic levels may be influenced by numerous factors, including epidemics or pandemics, rate of economic growth or decline, changing air passenger demand or willingness to fly, aircraft capacity utilization levels, fuel costs, changes in air carrier operations and behaviours, general aviation industry conditions, air carrier competition, airline restructurings and insolvencies, terrorist activities, geopolitical unrest, government interventions, travel restrictions and closings of borders to air travel, climate change and environmental factors (including weather systems and other natural phenomena and factors arising from man-made sources) and demographic patterns.

Customer Service Charges

On December 18, 2023, the Company announced a revision of its customer service charges effective January 1, 2024, decreasing overall charges by an average of 5.57%. (see "INTRODUCTION – Significant Financial Matters"). Including this revision, service charges effective January 1, 2024 are on average 23.3% higher than when they were fully implemented in 1999 which is approximately 52.5% below the cumulative change in the Consumer Price Index over the same period.

The following chart illustrates the evolution of our levels of customer service charges over time.



1. Average changes since charges were fully implemented on March 1, 1999.
2. Air Traffic Growth - Index values are based on Air Traffic WCU.
3. Consumer Price Index - Sourced from Bank of Canada and Bank of Canada Monetary Policy Report (October 2023).

(millions of Canadian dollars)

Operating Expenses

Three months ended November 30	2023	2022	$ Change
Salaries and benefits	**$ 273**	$ 239	$ 34
Technical services	**41**	39	2
Facilities and maintenance	**15**	15	-
Depreciation and amortization	**33**	37	(4)
Other	**19**	18	1
	$ 381	$ 348	$ 33

Salaries and benefits expense during the three months ended November 30, 2023 increased by $34 compared to the same period in fiscal 2023 primarily due to higher wages and increased staffing levels.

Other (Income) and Expenses

Three months ended November 30	2023	2022	$ Change
Finance income	**$ (11)**	$ (6)	$ 5
Net interest expense relating to employee benefits	**9**	10	1
Other finance costs	**20**	27	7
Other	**(1)**	(5)	(4)
	$ 17	$ 26	$ 9

Finance income increased by $5 during the three months ended November 30, 2023 compared to the same period in fiscal 2023 primarily due to higher cash balances and an increase in interest rates earned on interest-bearing cash balances.

Other finance costs decreased by $7 during the three months ended November 30, 2023 compared to the same period in fiscal 2023. During the first quarter of fiscal 2023, the Company repurchased a portion of its revenue bonds and certain general obligation notes, incurring a net premium of $6.

Other gains and losses were unfavourable by $4 during the three months ended November 30, 2023 compared to the same period in fiscal 2023 due to the impact of the fluctuation of the U.S. dollar exchange rate on the Company's investment in preferred interests of Aireon.

(millions of Canadian dollars)

Movements in Rate Stabilization Account

Our rate stabilization mechanism and accounting are described at the beginning of this MD&A and in notes 1 and 7 of our fiscal 2023 financial statements. The table below shows the net movements in the rate stabilization account.

Three months ended November 30	2023	2022	$ Change
Debit balance, beginning of period	**$ (342)**	$ (574)	$ 232
Variances from planned results:			
Revenue higher than planned	**12**	39	(27)
Operating expenses lower than planned	**19**	18	1
Other (income) and expenses lower (higher) than planned	**5**	(3)	8
Net movement in other regulatory deferral accounts	**(5)**	(8)	3
Total variances from planned results	**31**	46	(15)
Initial approved adjustment	**26**	32	(6)
Net movement recorded in net income (loss)	**57**	78	(21)
Debit balance, end of period	**$ (285)**	$ (496)	$ 211

The rate stabilization account debit balance decreased by $57 during the three months ended November 30, 2023 primarily due to:

- the planned adjustment of $26, representing one quarter of the planned recovery of $102 as reflected in the fiscal 2024 budget;
- operating expenses that were $19 lower than planned, primarily due to lower salaries and benefits costs, mainly as a result of lower than planned staffing levels and favourable variances year-to-date on overtime, travel, relocation and systems maintenance costs;
- revenue that was $12 higher than planned due to higher than anticipated air traffic levels (increase of 7.4% for Q1 fiscal 2024 as compared to a budgeted increase of 6.0%) and higher other revenue; and
- other (income) and expenses that were $5 lower than planned, primarily due to higher interest income earned on interest-bearing cash balances;

partially offset by:

- net movement in other regulatory deferral accounts that was $5 lower than planned primarily due to lower pension current service costs as a result of an increase in the discount rate.

(millions of Canadian dollars)

Net Movement in Regulatory Deferral Accounts

The net movement in regulatory deferral accounts represents regulatory accounting adjustments, including the rate stabilization mechanism, to adjust the accounting recognition of certain transactions to the periods in which they will be considered for rate setting.

Three months ended November 30	2023	2022	$ Change
Rate stabilization account [1]	**$ (57)**	$ (78)	$ 21
Other regulatory deferral accounts			
Employee benefit pension contributions	**12**	12	-
Other employee benefits	**(1)**	(1)	-
Investment in preferred interests	**(1)**	(5)	4
Other	**2**	1	1
	$ (45)	$ (71)	$ 26

[1] The movements in the rate stabilization account are detailed in the table above under "RESULTS OF OPERATIONS – Movements in Rate Stabilization Account".

The change in the net movement of the Company's investment in preferred interests regulatory deferral account decreased by $4 compared to the same period in fiscal 2023 as a result of the effect of foreign exchange due to fluctuation of the Canadian dollar against the U.S. dollar.

FINANCIAL AND CAPITAL MANAGEMENT

Our fiscal 2023 annual MD&A explains how we manage our cash and capital resources. There have been no changes in that approach for the three months ended November 30, 2023.

Cash Flows

Three months ended November 30	2023	2022	$ Change
Cash flows from (used in)			
Operating	**$ 135**	$ 152	$ (17)
Investing	**(36)**	(24)	(12)
Financing	**(1)**	(126)	125
Cash flows from operating, investing and financing activities	**98**	2	96
Effect of foreign exchange on cash and cash equivalents	**1**	1	-
Increase in cash and cash equivalents	**99**	3	96
Cash and cash equivalents, beginning of period	**586**	392	194
Cash and cash equivalents, end of period	**$ 685**	$ 395	$ 290

(millions of Canadian dollars)

Cash inflows from operations for the three months ended November 30, 2023 were $135 compared to $152 for the three months ended November 30, 2022. The decrease in net cash inflows was primarily due to higher payments to employees and suppliers, largely due to higher compensation costs, including retroactive payments related to collective agreements settled in fiscal 2023. Partially offsetting those increased payments were higher receipts from customer service charges, as a result of higher air traffic levels, higher receipts related to other revenue and interest income as well as lower interest payments.

Cash outflows from investing activities for the three months ended November 30, 2023 were $36 compared to $24 for the three months ended November 30, 2022 as a result of higher capital expenditures.

Cash outflows from financing activities for the three months ended November 30, 2023 were $1 compared to $126 for the three months ended November 30, 2022 due to the Company's partial repurchase of its revenue bonds and certain general obligation notes in the first quarter of fiscal 2023.

Liquidity and Financing Strategy

As at November 30, 2023, we had total liquidity of $1,713 along with letter of credit facilities for pension obligations of $860, of which $56 was undrawn.

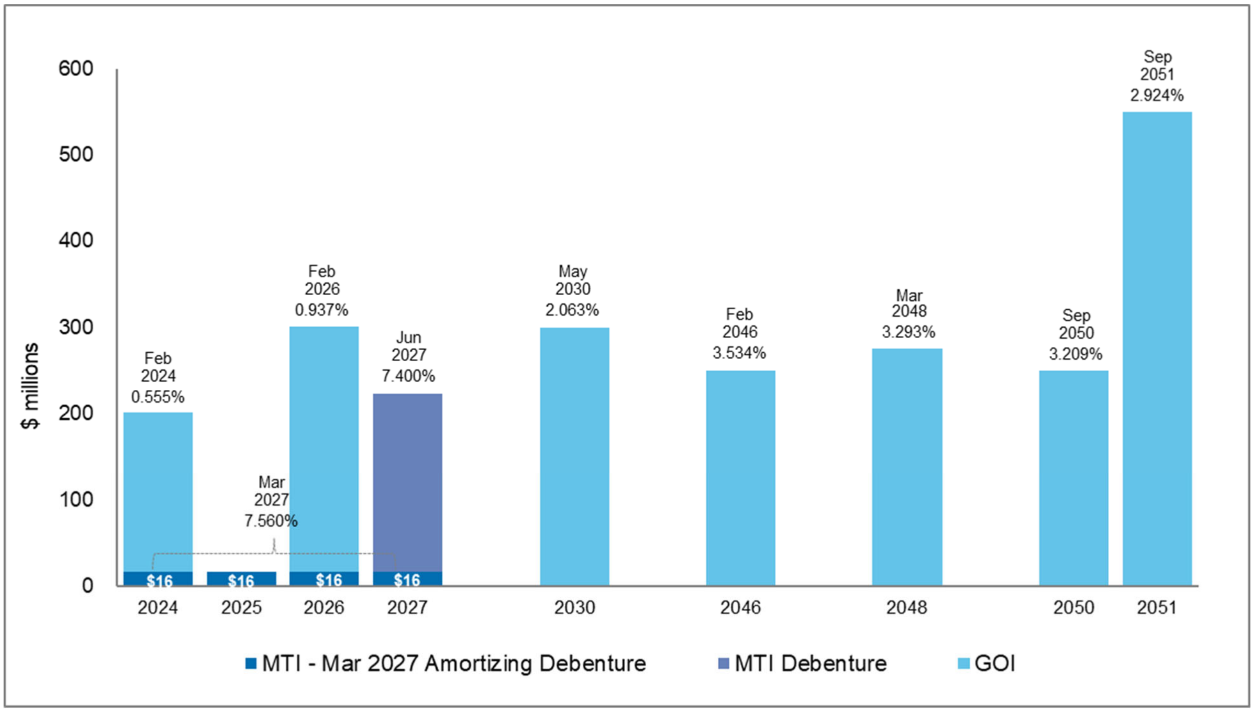
We are exposed to refinancing risk with respect to our bond and note maturities, including the $16 annual amortizing payment due on the Series 97-2 amortizing revenue bonds. We mitigate this risk by maintaining committed credit facilities in an amount sufficient to meet our refinancing needs in the event of temporary capital market disruptions or lack of access to the market for any reason.

The table below shows our long-term debt, liquidity and investments profile.

	November 30 2023	August 31 2023
LONG-TERM DEBT		
Bonds and notes payable		
Under the MTI	**$ 270**	$ 270
Under the GOI	**2,095**	2,095
	2,365	2,365
Adjusted for deferred financing costs	**(10)**	(11)
Total bonds and notes payable	**2,355**	2,354
Less: current portion of long-term debt	**(201)**	(201)
Total long-term debt	**$ 2,154**	$ 2,153
LIQUIDITY		
Cash and cash equivalents	**$ 685**	$ 586
Short-term investments	**100**	99
Debt service reserve fund	**78**	77
Undrawn committed borrowing capacity	**850**	849
Total Liquidity	**$ 1,713**	$ 1,611

(millions of Canadian dollars)

The chart below shows our debt maturity profile:



The Company has a revolving credit facility with a syndicate of Canadian financial institutions and separate letter of credit facilities for pension funding purposes. The credit facilities are utilized as follows:

As at November 30	2023
Credit facilities for general purposes:	
Credit facility with a syndicate of Canadian financial institutions - undrawn [(1), (2)]	$ 850
Less: Operations and maintenance reserve allocation [(3)]	(335)
Available for unrestricted use	**$ 515**
Credit facilities for pension obligations:	
Letter of credit facilities for pension obligations [(4)]	$ 860
Less: Outstanding letters of credit for pension obligations [(4)]	(804)
Undrawn committed letter of credit facilities	**$ 56**

(1) The Company's credit facility with a syndicate of Canadian financial institutions is comprised of two equal tranches maturing on March 26, 2026 and March 26, 2028, respectively. The credit facility agreement provides for loans at varying rates of interest based on certain benchmark interest rates, specifically the Canadian prime rate and the Canadian bankers' acceptance rate, and on the Company's credit rating at the time of drawdown. The Company is required to pay commitment fees, which are dependent on the Company's credit rating. The Company is in compliance with the credit facility covenants as at November 30, 2023.

(2) An allocation of $25 with a Canadian financial institution has been made under the $850 committed credit facility.

(millions of Canadian dollars)

(3) The operations and maintenance reserve may be used to pay operating and maintenance expenses, if required.

(4) The letter of credit facilities for pension obligations are comprised of four facilities with Canadian financial institutions. During the three months ended November 30, 2023, all four credit facilities were extended, whereby $450 will mature on December 31, 2024 and $410 will mature on December 31, 2025, unless extended. As at November 30, 2023, $766 was drawn for solvency funding (August 31, 2023 - $751) for the registered pension plan and $38 for supplemental retirement arrangements (August 31, 2023 - $38).

Contractual Obligations and Commitments

The following information about our contractual obligations and other commitments summarizes certain of our liquidity and capital resource requirements.

Contractual Obligations

A breakdown of contractual obligations as at November 30, 2023 and for the next five fiscal years and thereafter is presented in the following table. Total contractual obligations exclude commitments for goods and services in the ordinary course of business.

	Remaining payments – for years ending August 31						
	Total	**2024**	**2025**	**2026**	**2027**	**2028**	**Thereafter**
Long-term debt (including current portion) (1), (2)	**$ 2,365**	$ 201	$ 16	$ 301	$ 222	$ -	$ 1,625
Interest payments (2)	**1,205**	48	70	67	65	48	907
Capital commitments (3)	**180**	90	48	20	7	5	10
Lease liability	**56**	2	3	3	3	3	42
Related party loan (4)	**-**	-	-	-	-	-	-
Total contractual obligations	**$ 3,806**	$ 341	$ 137	$ 391	$ 297	$ 56	$ 2,584

(1) Payments represent principal of $2,365. The Company may choose to repay a portion of these maturities with available cash and/or may increase the size of a re-financing to generate additional liquidity or for other purposes, and/or may choose to redeem in whole or in part an issue in advance of its scheduled maturity.

(2) Further details on interest rates and maturity dates on long-term debt are provided in note 13 of the fiscal 2023 financial statements.

(3) The Company has commitments for the acquisition of property, plant and equipment and intangible assets amounting to $180 as at November 30, 2023 (August 31, 2023 - $151).

(4) During the three months ended November 30, 2023, the Company's agreement with Aireon to provide a subordinated loan was terminated along with the termination of the senior credit facility. As a condition of a new senior credit facility, subsequent to November 30, 2023, the Company finalized a new agreement with Aireon to provide a subordinated loan up to a total of $15 CDN ($11 U.S.) through the earlier of October 10, 2028 or the date on which the senior credit facility is paid in full and terminated or refinanced.

The Company's letters of credit are discussed under the heading "FINANCIAL AND CAPITAL MANAGEMENT – Liquidity and Financing Strategy".

(millions of Canadian dollars)

Capital Management

The Company views capital as the sum of its issued long-term debt, retained earnings and accumulated other comprehensive income, regulatory deferral accounts and balances under certain employee benefit plans, as depicted in the following table. This definition of capital is used by management and may not be comparable to measures presented by other companies. Management’s approach and objectives when managing capital remain unchanged from those described in our fiscal 2023 annual MD&A.

	November 30 2023	August 31 2023
Bonds and notes payable	**$ 2,355**	$ 2,354
Equity:		
Retained earnings	**49**	28
Regulatory deferral accounts:		
Debit balances	**(1,169)**	(1,213)
Credit balances	**362**	361
Employee benefits:		
Long-term disability asset	**(4)**	(4)
Liability for funded pension benefits	**388**	376
Liability for accumulating sick leave	**15**	15
Total capital	**$ 1,996**	$ 1,917

Financial Risk Management

The Company is exposed to several risks as a result of holding financial instruments, including interest rate risk, foreign exchange risk, price risk, credit risk and liquidity risk. See note 16 to the fiscal 2023 financial statements for information on our financial instruments, including the exposure to and how we manage each of these risks as well as sensitivity analysis. Further discussion on liquidity risk is included under the heading “FINANCIAL AND CAPITAL MANAGEMENT – Liquidity and Financing Strategy”.

The following risks may also impact the Company’s cash and capital resources:

Air Traffic Levels

Our air traffic risk and strategy to mitigate the risk remains unchanged from that disclosed in our fiscal 2023 annual MD&A.

Insurance

Our aviation liability insurance program was renewed on November 15, 2023. This insurance provides broad coverage for our ANS liabilities to third parties. The Company also carries other lines of insurance at levels deemed to be appropriate by management for the nature of our business. The cost of this insurance is not material to the Company.

The Company is contractually obligated to indemnify the Government of Canada for any loss suffered by or claimed against it which is covered by the Company's aviation operations liability insurance.

Legal Proceedings

The Company is party to certain legal proceedings in the ordinary course of its business. Management does not expect the outcome of any of these proceedings to have a material adverse effect on the consolidated financial position or results of operations of the Company.

Credit Ratings

The Company's debt obligations have been assigned the following credit ratings and outlooks:

Rating Agency	Senior Debt	General Obligation Notes	Outlook
Moody's Investors Service (Moody's)	Aa2	Aa2	Stable
Standard & Poor's (S&P)	AA	AA-	Stable

On October 16, 2023, S&P raised its long-term issuer credit and senior secured debt ratings on the Company to 'AA' from 'AA-', and its senior subordinated debt rating to 'AA-' from 'A+' with a stable outlook. The stable outlook reflects S&P's expectation that ongoing growth in air traffic activity will support revenue growth and allow the Company to maintain strong financial metrics in the next two fiscal years.

(millions of Canadian dollars)

QUARTERLY RESULTS

Quarterly Financial Information (unaudited)

	Three months ended			
	Q1 November 30 2023	Q4 August 31 2023	Q3 May 31 2023	Q2 February 28 2023
Revenue	$ 464	$ 519	$ 436	$ 388
Operating expenses	381	388	386	371
Other (income) and expenses	17	54	24	20
Net income (loss) before net movement in regulatory deferral accounts	66	77	26	(3)
Net movement in regulatory deferral accounts				
Rate stabilization adjustments	(57)	(72)	(48)	(34)
Other regulatory deferral account adjustments	12	54	9	1
	(45)	(18)	(39)	(33)
Net income (loss) after net movement in regulatory deferral accounts	$ 21	$ 59	$ (13)	$ (36)

	Three months ended			
	Q1 November 30 2022	Q4 August 31 2022	Q3 May 31 2022	Q2 February 28 2022
Revenue	$ 435	$ 468	$ 381	$ 313
Operating expenses	348	368	361	350
Other (income) and expenses	26	102	28	29
	61	(2)	(8)	(66)
Income tax recovery	-	(13)	-	-
Net income (loss) before net movement in regulatory deferral accounts	61	11	(8)	(66)
Net movement in regulatory deferral accounts				
Rate stabilization adjustments	(78)	(8)	(20)	5
Other regulatory deferral account adjustments	7	90	23	30
	(71)	82	3	35
Net income (loss) after net movement in regulatory deferral accounts	$ (10)	$ 93	$ (5)	$ (31)

(millions of Canadian dollars)

ADDITIONAL INFORMATION

Earnings and Cash Flow Coverage

Earnings coverage ratio and cash flow coverage are non-GAAP ratios and do not have any standardized meaning prescribed by IFRS Accounting Standards. The earnings coverage ratio and cash flow coverage are provided pursuant to and in compliance with National Instrument 44-102 Shelf Distributions of the Canadian Securities Administrators. The Company calculates the earnings coverage ratio on the basis of earnings before interest expense on financial liabilities at amortized cost (interest expense) divided by interest expense. Cash flow coverage is calculated on the basis of earnings (after rate stabilization) before interest expense, depreciation and amortization divided by interest expense. Under the Income Tax Act (Canada), NAV CANADA, excluding its subsidiaries, is not subject to income taxes and accordingly, no deduction for income taxes has been made. After the application of rate regulated accounting, the provision for income taxes related to our taxable subsidiaries is not significant.

During a fiscal year, quarterly revenue from customer service charges will reflect seasonal or other fluctuations in the airline industry and therefore our net results vary from quarter to quarter. Our mandate to operate on essentially a financial breakeven basis, after the application of rate regulated accounting, results in a planned earnings coverage ratio – calculated on the basis of earnings before interest divided by interest expense – that is close to one-to-one. However, the seasonal nature of our revenue may result in an earnings coverage ratio of less than one-to-one for any interim period.

The table below shows the details relating to the Company's earnings coverage ratio and cash flow coverage:

Twelve months ended November 30		2023		2022
Net earnings	**$**	**31**	$	47
Interest costs		**79**		90
Consolidated earnings [1] before interest	**$**	**110**	**$**	137
Depreciation and amortization expense	**$**	**140**	**$**	144
Consolidated earnings [1] before interest and depreciation	**$**	**250**	**$**	281
Earnings coverage ratio		**1.39**		1.52
Cash flow coverage ratio		**3.16**		3.12

(1) Consolidated earnings are presented after rate stabilization.

Related Party Transactions

The Company's related parties include its key management personnel, subsidiaries and associates and registered pension plan for its employees. The transactions with these related parties are not materially different from what was reported in the fiscal 2023 annual MD&A.

Accounting Policies

Significant accounting policies applied in the Q1 fiscal 2024 financial statements are disclosed in note 3 of the fiscal 2023 financial statements.

The following amendments were adopted by the Company effective September 1, 2023.

IAS 1 Disclosure of Accounting Policies

In February 2021, the IASB issued Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. Changes to the Company's disclosure of accounting policies will be reflected in the annual financial statements for fiscal 2024.

IAS 8 Definition of Accounting Estimates

In February 2021, the IASB amended IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to introduce a new definition of "accounting estimates" to replace the definition of "change in accounting estimates" and include clarifications intended to help entities distinguish changes in accounting policies from changes in accounting estimates. This distinction is important because changes in accounting policies must be applied retrospectively while changes in accounting estimates are accounted for prospectively. The Company adopted the amendment effective September 1, 2023 and determined that it had no impact on the Company's financial statements.

Critical Accounting Estimates and Judgments

The preparation of our Q1 fiscal 2024 financial statements requires management to make estimates and judgments about the future.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal actual results.

Critical judgments and key sources of estimation uncertainty are disclosed in note 2 (d) of the fiscal 2023 financial statements.

The Company's critical accounting estimates and judgments applied in the preparation of the Company's Q1 fiscal 2024 financial statements are consistent with those applied and disclosed in our fiscal 2023 financial statements and as described in the fiscal 2023 annual MD&A.

INTERNAL CONTROLS AND PROCEDURES

There have been no changes to the Company's internal control over financial reporting (ICFR) during the three months ended November 30, 2023 that have materially affected or are reasonably likely to materially affect the Company's ICFR.