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MANAGEMENT'S DISCUSSION AND ANALYSIS

ON FORM 51-102F1

THREE MONTHS ENDED

NOVEMBER 30, 2024

January 8, 2025



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NAV CANADA
MANAGEMENT'S DISCUSSION AND ANALYSIS
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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, 2024 (Q1 fiscal 2025) 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 2025 (Q1 fiscal 2025 financial statements), our audited annual consolidated financial statements and the accompanying notes for the year ended August 31, 2024 (fiscal 2024 financial statements), our fiscal 2024 annual MD&A, as well as our fiscal 2024 Annual Information Form dated October 24, 2024 (fiscal 2024 AIF). Additional information about NAV CANADA, including our Q1 fiscal 2025 and fiscal 2024 financial statements, our fiscal 2024 annual MD&A, and our fiscal 2024 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 2025 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 8, 2025 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 differ 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), cybersecurity 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 2024 AIF.

The forward-looking statements contained in this MD&A represent our expectations as of January 8, 2025 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.

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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:

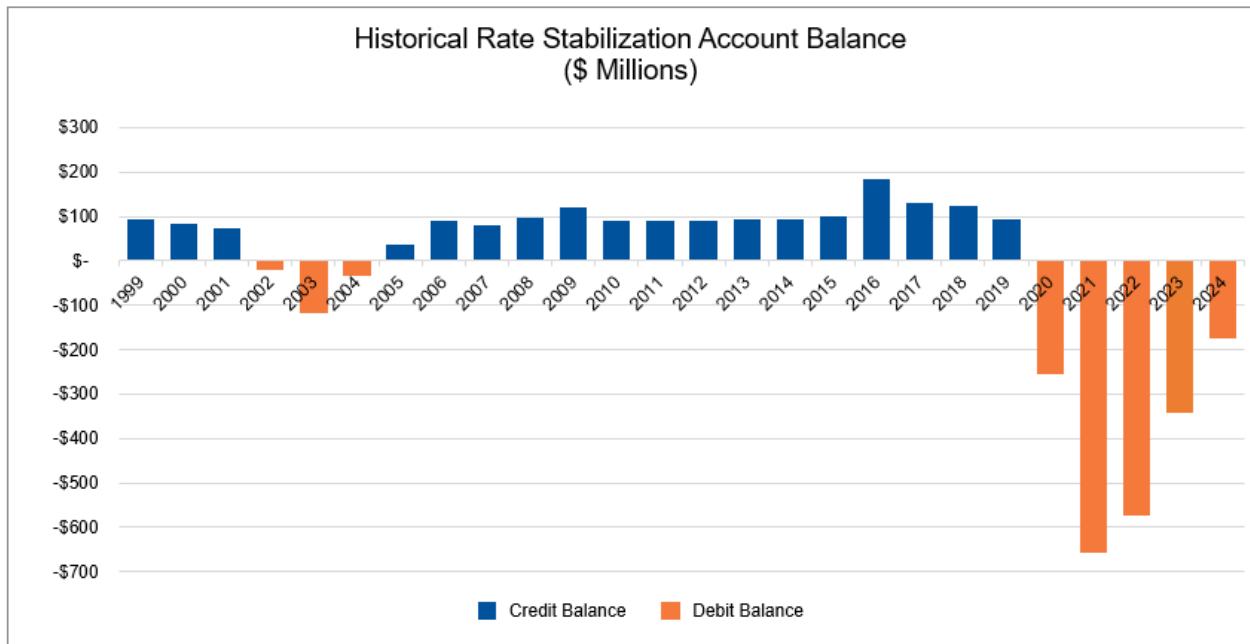
- (a) The statutory requirement to provide air navigation services;
- (b) Air traffic results and forecasts;
- (c) Financial and operating requirements, including our current and anticipated balance in the rate stabilization account and the extent to which our operating costs are variable and can be 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 considered 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 a "rate stabilization" mechanism.

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We adjust our net income (loss) through transfers to or from the rate stabilization account, based on variations from the amounts used when establishing customer service charges. If actual revenues are higher than planned or actual expenses are lower than planned, such excess is reflected as a credit to the rate stabilization account. Conversely, if actual revenues are less than planned or actual expenses are higher than planned, such shortfall is reflected as a debit to the rate stabilization account. A credit balance in the rate stabilization account represents amounts returnable through reductions in future customer service charges, while a debit balance represents amounts recoverable through future customer service charges (see “RESULTS OF OPERATIONS – Movements in Rate Stabilization Account”).

The following shows the balance of the rate stabilization account at the end of each fiscal year:



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 certain transactions where the timing of recognition for rate setting purposes differs from the accounting recognition before applying rate regulated accounting, 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. (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 and given that our costs are predominantly fixed, 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)”.

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Significant Financial Matters¹

The following items have significant financial importance to the Company:

1. Air Traffic and Customer Service Charges

During the three months ended November 30, 2024, 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 3.6% as compared to the same period in fiscal 2024. The annual budget for the year ending August 31, 2025 (fiscal 2025) reflects year-over-year air traffic growth of 2.4%.

On December 19, 2024, the Company announced a revision of its customer service charges effective January 1, 2025, increasing overall charges by an average of 3.73%. The revised rates enable continued investment in safety and service delivery while supporting the industry by continuing to recover the Rate Stabilization Account shortfall over an extended time frame.

2. Rate Stabilization Account

As at November 30, 2024, the rate stabilization account had a debit balance of \$152. During the first quarter of fiscal 2025, the rate stabilization account debit balance decreased by \$23 due to \$15 of net favourable variances from planned results and the \$8 initially approved adjustment to the rate stabilization account resulting from the planned recovery in fiscal 2025. 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 2025, a new collective agreement was ratified with the Association of Canadian Financial Officers (ACFO) (1% of our represented workforce), for the five-year period ending February 6, 2029. Subsequent to November 30, 2024, a new collective agreement was ratified with the Canadian Air Navigation Specialists Association (CANSAs) (6% of our represented workforce), for a five-year period ending June 30, 2028.

As of the date of this MD&A, the Company has expired agreements with two unions, comprising 7% of our represented workforce (April 30, 2022 with the Canadian Federal Pilots Association (CFPA) (1%) and December 31, 2023, with the Public Service Alliance of Canada (PSAC) (6%)). The Company is currently in active negotiations with both unions.

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

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Financial Highlights

Results of Operations

Three months ended November 30	2024	2023	\$ Change
Revenue	\$ 449	\$ 464	\$ (15)
Operating expenses	428	381	47
Other (income) and expenses	(4)	17	(21)
Net income, before net movement in regulatory deferral accounts	25	66	(41)
Rate stabilization adjustments:			
Favourable variances from planned results	(15)	(31)	16
Initial approved adjustment ⁽¹⁾	(8)	(26)	18
	<u>(23)</u>	<u>(57)</u>	<u>34</u>
Other regulatory deferral account adjustments:			
Employee benefit pension costs	17	12	5
Other employee benefits	(1)	(1)	-
Investment in preferred interests	(21)	(1)	(20)
Other	3	2	1
	<u>(2)</u>	<u>12</u>	<u>(14)</u>
Net movement in regulatory deferral accounts ⁽²⁾	<u>(25)</u>	<u>(45)</u>	<u>20</u>
Net income (loss), after net movement in regulatory deferral accounts	\$ -	\$ 21	\$ (21)

⁽¹⁾ To achieve breakeven results of operations after the application of rate regulated accounting, the Board approved the fiscal 2025 budget with a decrease to the debit position of the rate stabilization account as a result of a planned recovery of \$21 (fiscal 2024 - \$102), which is being reflected in the rate stabilization account throughout the fiscal year based on planned results.

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

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Cash flows

Three months ended November 30	2024	2023	\$ Change ⁽¹⁾
Cash flows from (used in)			
Operating	\$ 125	\$ 135	\$ (10)
Investing	(41)	(36)	(5)
Financing	(1)	(1)	-
Cash flows from operating, investing and financing activities	83	98	(15)
Effect of foreign exchange on cash and cash equivalents	1	1	-
Increase in cash and cash equivalents	84	99	(15)
Cash and cash equivalents, beginning of period	647	586	61
Cash and cash equivalents, end of period	\$ 731	\$ 685	\$ 46
Free cash flow (non-GAAP financial measure) ⁽²⁾			
Cash flows from (used in) ⁽³⁾			
Operations	\$ 125	\$ 135	\$ (10)
Capital expenditures	(34)	(36)	2
Investment in regulatory assets	(8)	(3)	(5)
Government grants received	1	3	(2)
Payment of lease liabilities	(1)	(1)	-
Free cash flow	\$ 83	\$ 98	\$ (15)

(1) See "FINANCIAL AND CAPITAL MANAGEMENT – Cash Flows" for a 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 Holdings LLC (together with its wholly owned subsidiary Aireon LLC, "Aireon"), equity related investments, principal payments of lease liabilities and income tax payments. 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 2025 financial statements.

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RESULTS OF OPERATIONS

Revenue

The following table provides a summary of revenue by category. Our fiscal 2024 AIF and the notes to our fiscal 2024 financial statements provide more information about the different categories of our customer service charges.

Three months ended November 30	2024	2023	\$ Change
Enroute	\$ 213	\$ 230	\$ (17)
Terminal	189	178	11
Daily / annual / quarterly	13	13	-
North Atlantic and international communication	27	32	(5)
Total customer service charges	442	453	(11)
Other ⁽¹⁾	7	11	(4)
	\$ 449	\$ 464	\$ (15)

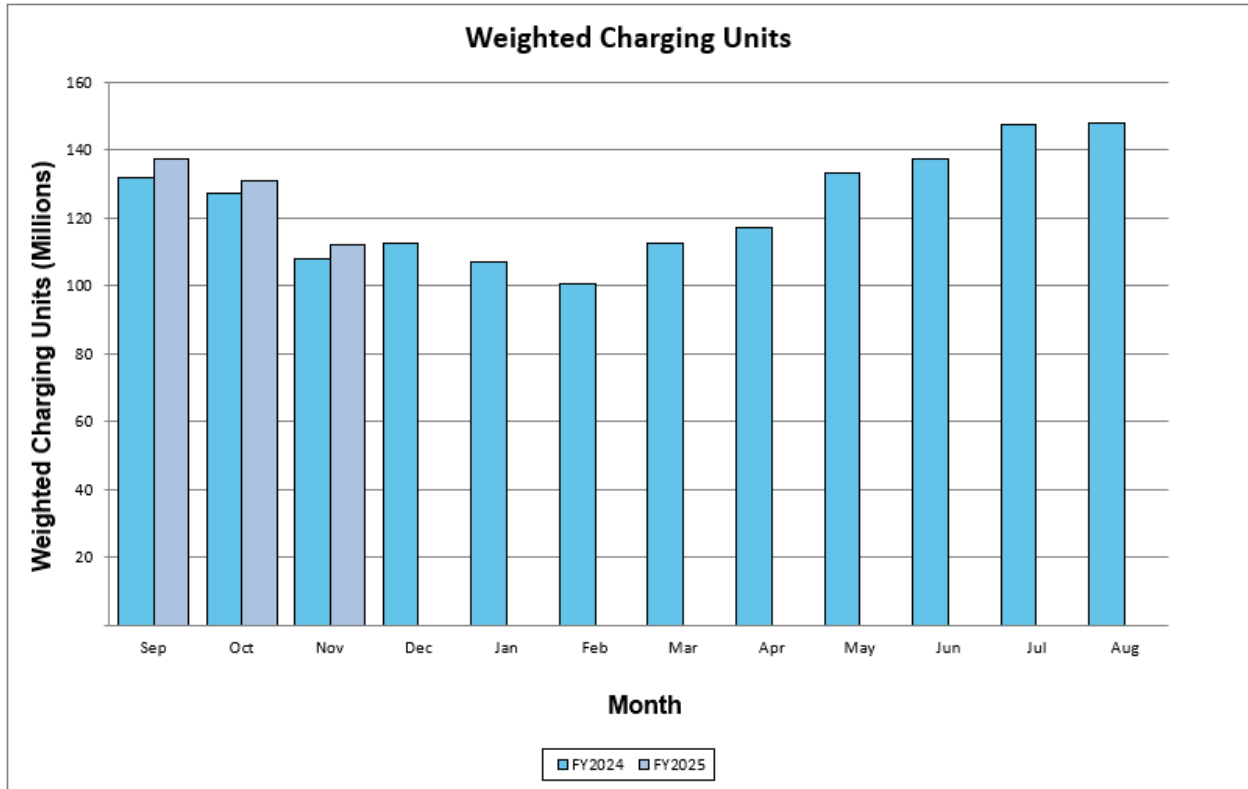
⁽¹⁾ Other revenue consists of service and development contracts, the sale of civil aeronautical publications and miscellaneous revenue.

Revenue from customer service charges during the three months ended November 30, 2024 decreased by \$11 compared to the same period in fiscal 2024. The decrease in revenue reflects increased air traffic levels of 3.6%, partially offset by the average 5.57% decrease in customer service charges effective January 1, 2024.

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Air Traffic

As discussed in "INTRODUCTION – Significant Financial Matters", air traffic levels (as measured in WCUs) increased by 3.6% compared to the same period of fiscal 2024 as illustrated below.



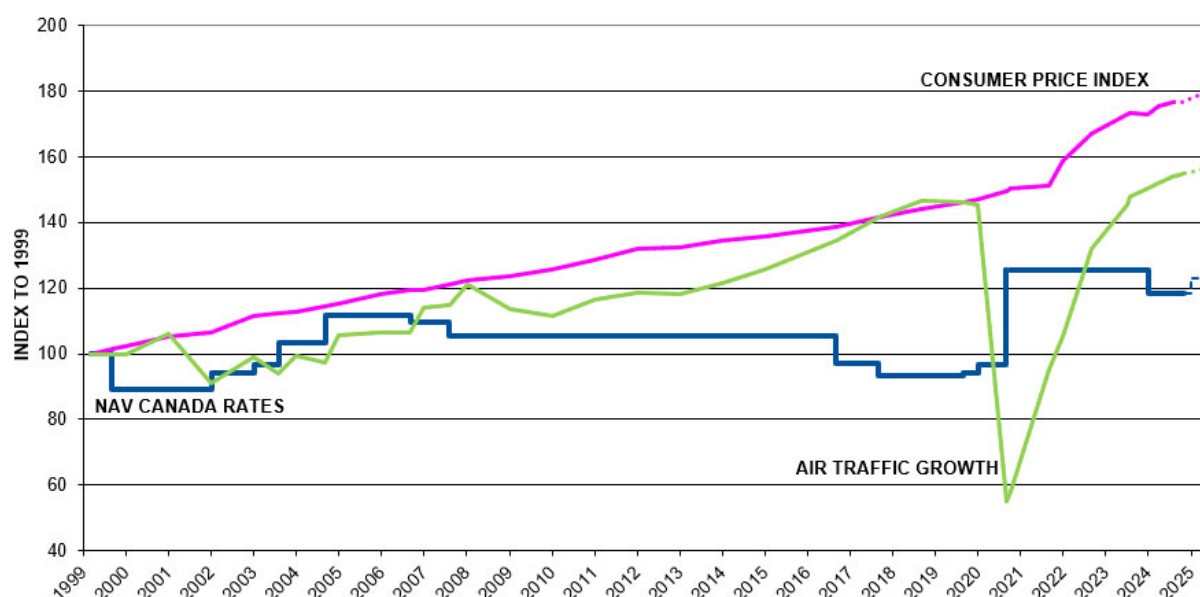
Future air traffic levels may be influenced by numerous factors, including epidemics or pandemics, rates of economic growth or decline, changing air passenger demand or willingness to fly, aircraft capacity utilization levels, fuel costs, changes in air carrier operations and behaviours, general aviation 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.

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Customer Service Charges

On December 19, 2024, the Company revised its customer service charges effective January 1, 2025, increasing overall charges by an average of 3.73% (see “INTRODUCTION – Significant Financial Matters”). Including this revision, service charges are on average 22.9% higher than when they were fully implemented in 1999. The cumulative change in customer service charges since 1999 remains more than 50% below the change in the Consumer Price Index.

**HISTORY OF NAV CANADA RATE CHANGES⁽¹⁾
AND AIR TRAFFIC GROWTH⁽²⁾ VERSUS CONSUMER PRICE INDEX⁽³⁾**



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.

Operating Expenses

Three months ended November 30	2024	2023	\$ Change
Salaries and benefits	\$ 303	\$ 273	\$ 30
Technical services	50	41	9
Facilities and maintenance	16	15	1
Depreciation and amortization	35	33	2
Other	24	19	5
	\$ 428	\$ 381	\$ 47

Salaries and benefits expense during the three months ended November 30, 2024 increased by \$30 compared to the same period in fiscal 2024 primarily due to increased staffing levels to support service delivery and infrastructure maintenance and modernization, increases in salary and wage levels, and higher pension current service costs of \$5 as a result of fluctuations in discount rate.

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Technical services expense during the three months ended November 30, 2024 increased by \$9 compared to the same period in fiscal 2024 primarily due to increased costs related to system maintenance and development.

Other (Income) and Expenses

Three months ended November 30	2024	2023	\$ Change
Finance income	\$ (22)	\$ (11)	\$ 11
Net interest expense relating to employee benefits	8	9	1
Other finance costs	18	20	2
Other	(8)	(1)	7
	<u>\$ (4)</u>	<u>\$ 17</u>	<u>\$ 21</u>

Finance income increased by \$11 in the three months ended November 30, 2024 primarily due to a \$13 increase in the fair value of the investment in Aireon.

Other gains and losses increased by \$7 during the three months ended November 30, 2024 due to the impact of changes in the exchange rate between Canadian dollar and U.S. dollar on the investment in Aireon.

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 2024 financial statements. The table below shows the net movements in the rate stabilization account.

Three months ended November 30	2024	2023	\$ Change
Debit balance, beginning of period	<u>\$ (175)</u>	<u>\$ (342)</u>	<u>\$ 167</u>
Variances from planned results:			
Revenue (lower) than planned	(6)	12	(18)
Operating expenses lower than planned	18	19	(1)
Other net expenses lower than planned	22	5	17
Net movement in other regulatory deferral accounts	(19)	(5)	(14)
Total variances from planned results	15	31	(16)
Initial approved adjustment	8	26	(18)
Net movement recorded in net income (loss)	<u>23</u>	<u>57</u>	<u>(34)</u>
Debit balance, end of period	<u>\$ (152)</u>	<u>\$ (285)</u>	<u>\$ 133</u>

The rate stabilization account debit balance decreased by \$23 during the three months ended November 30, 2024 primarily due to:

- operating expenses that were \$18 lower than planned, primarily due to lower professional services, travel, overtime and depreciation expense;
- other net expenses that were \$22 lower than planned, primarily due to the fair value adjustment related to the investment in Aireon; and
- the planned adjustment of \$8, representing the anticipated net income for the three months ended November 30, 2024 per the fiscal 2025 budget;

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partially offset by:

- lower than planned revenue of \$6, due to lower than planned air traffic growth and lower project related revenue; and
- net movement in other regulatory deferral accounts that was \$19 lower than planned, primarily due to the regulatory adjustments to offset the calculated increase in the fair value of the investment in Aireon and the impact of the unrealized foreign exchange gain on this investment, partially offset by \$5 of regulatory adjustments related to the accounting pension current service costs.

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	2024	2023	\$ Change
Rate stabilization account ⁽¹⁾	\$ (23)	\$ (57)	\$ 34
Other regulatory deferral accounts			
Employee benefit pension costs	17	12	5
Other employee benefits	(1)	(1)	-
Investment in preferred interests	(21)	(1)	(20)
Other	3	2	1
	\$ (25)	\$ (45)	\$ 20

⁽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 employee benefit pension costs deferrals, which represents the adjustment required to reflect the pension cash contributions to be recovered through rate setting, is largely due to relative changes to discount rates used for pension accounting and going concern funding purposes.

The increase in regulatory adjustments related to the investment in Aireon are to offset the increase in fair value recorded in Q1 fiscal 2025 and the more significant impact of foreign exchange between Canadian and U.S. dollar compared to the same period in fiscal 2024.

FINANCIAL AND CAPITAL MANAGEMENT

Our fiscal 2024 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, 2024.

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Cash Flows

Three months ended November 30	2024	2023	\$ Change
Cash flows from (used in)			
Operating	\$ 125	\$ 135	\$ (10)
Investing	(41)	(36)	(5)
Financing	(1)	(1)	-
Cash flows from operating, investing and financing activities	83	98	(15)
Effect of foreign exchange on cash and cash equivalents	1	1	-
Increase in cash and cash equivalents	84	99	(15)
Cash and cash equivalents, beginning of period	647	586	61
Cash and cash equivalents, end of period	\$ 731	\$ 685	\$ 46

Lower cash inflows from operations for the three months ended November 30, 2024 were primarily due to higher payments to employees and suppliers, largely due to increases in operating costs.

Higher cash outflows from investing activities for the three months ended November 30, 2024 were as a result of higher capital investments.

Liquidity and Financing Strategy

As at November 30, 2024, we had total liquidity of \$1,663 along with letter of credit facilities for pension obligations of \$860, of which \$23 was undrawn.

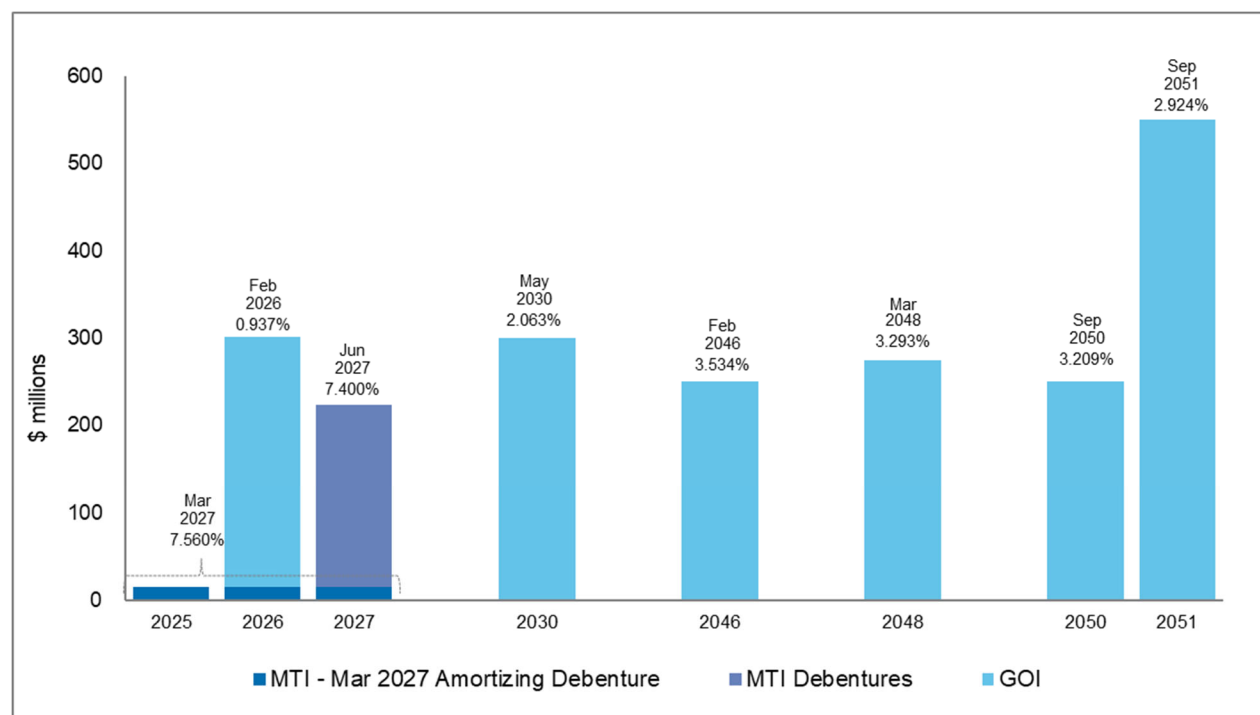
We are exposed to refinancing risk with respect to our bond and note maturities, including the \$16 annual amortizing payment due on the Series 97-2 amortizing revenue bonds. We mitigate this risk by maintaining committed credit facilities in an amount sufficient to meet our refinancing needs in the 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 investment profile.

	November 30 2024	August 31 2024
LONG-TERM DEBT		
Bonds and notes payable		
Under the Master Trust Indenture	\$ 255	\$ 255
Under the General Obligation Indenture	1,910	1,910
	2,165	2,165
Adjusted for deferred financing costs	(10)	(10)
Total bonds and notes payable	2,155	2,155
Less: current portion of long-term debt	(16)	(16)
Total long-term debt	\$ 2,139	\$ 2,139
LIQUIDITY		
Cash and cash equivalents	\$ 731	\$ 647
Debt service reserve fund	82	81
Undrawn committed borrowing capacity	850	850
Total Liquidity	\$ 1,663	\$ 1,578

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The chart below shows our debt maturity profile as at November 30, 2024:



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

As at November 30	2024
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⁾	<u>(372)</u>
Available for unrestricted use	\$ 478
Credit facilities for pension obligations:	
Letter of credit facilities for pension obligations ⁽⁴⁾	\$ 860
Less: Outstanding letters of credit for pension obligations ⁽⁴⁾	<u>(837)</u>
Undrawn committed letter of credit facilities	\$ 23

(1) The Company's credit facility with a syndicate of Canadian financial institutions comprises two equal tranches maturing on March 26, 2027 and March 26, 2029, 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 term Canadian Overnight Repo Rate Average (CORRA), 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.

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

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- (3) The operations and maintenance reserve may be used to pay operating and maintenance expenses, if required.
- (4) The four letter of credit facilities for pension obligations total \$860 as at November 30, 2024 (August 31, 2024 - \$860). During the three months ended November 30, 2024, two letter of credit facilities were extended by one year to mature on December 31, 2025. As at November 30, 2024, \$795 was drawn for solvency funding (August 31, 2024 - \$795) for the registered pension plan and \$42 for supplemental retirement arrangements (August 31, 2024 - \$42). Subsequent to November 30, 2024, the remaining two letter of credit facilities were extended by one year to mature on December 31, 2026, whereby \$450 will mature on December 31, 2025 and \$410 will mature on December 31, 2026.

Contractual Obligations and Commitments

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

Contractual Obligations

A breakdown of contractual obligations as at November 30, 2024, 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	2025	2026	2027	2028	2029	Thereafter
Long-term debt (including current portion) ^{(1), (2)}	\$ 2,165	\$ 16	\$ 301	\$ 223	\$ -	\$ -	\$ 1,625
Interest payments ⁽²⁾	1,135	48	67	65	48	48	859
Capital commitments ⁽³⁾	258	134	65	35	10	9	5
Lease liability	53	2	3	3	3	3	39
Related party loan ⁽⁴⁾	15	15	-	-	-	-	-
Total contractual obligations	\$ 3,626	\$ 215	\$ 436	\$ 326	\$ 61	\$ 60	\$ 2,528

- (1) Payments represent principal of \$2,165. 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 2024 financial statements.
- (3) The Company has commitments for the acquisition of property, plant and equipment and intangible assets amounting to \$258 as at November 30, 2024 (August 31, 2024 - \$253).
- (4) The Company has an 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 "FINANCIAL AND CAPITAL MANAGEMENT – Liquidity and Financing Strategy".

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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 2024 annual MD&A.

	November 30 2024	August 31 2024
Bonds and notes payable	\$ 2,155	\$ 2,155
Equity:		
Retained earnings	28	28
Regulatory deferral accounts:		
Debit balances	(1,135)	(1,139)
Credit balances	467	444
Employee benefits:		
Long-term disability asset	(2)	(1)
Liability for funded pension benefits	364	348
Liability for accumulating sick leave	19	19
Total capital	<u>\$ 1,896</u>	<u>\$ 1,854</u>

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 2024 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 2024 annual MD&A.

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Insurance

Our aviation liability insurance program was renewed on November 15, 2024. This insurance provides broad coverage for our ANS liabilities to third parties. The Company also carries other lines of insurance at levels deemed 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 September 18, 2024, S&P reaffirmed the Company's AA long-term issuer credit and senior secured debt ratings, and its AA- subordinated debt rating 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 NAV CANADA to maintain strong debt service coverage and a debt burden of less than 10.0x EBIDA in the next two fiscal years.

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QUARTERLY RESULTS

Quarterly Financial Information (unaudited)

	Three months ended			
	Q1	Q4	Q3	Q2
	November 30 2024	August 31 2024	May 31 2024	February 29 2024
Revenue	\$ 449	\$ 510	\$ 433	\$ 393
Operating expenses	428	404	418	435
Other (income) and expenses	(4)	20	19	24
	25	86	(4)	(66)
Income tax expense	-	-	1	-
Net income (loss) before net movement in regulatory deferral accounts	25	86	(5)	(66)
Net movement in regulatory deferral accounts				
Rate stabilization adjustments	(23)	(45)	(39)	(26)
Other regulatory deferral account adjustments	(2)	6	12	56
	(25)	(39)	(27)	30
Net income (loss) after net movement in regulatory deferral accounts	\$ -	\$ 47	\$ (32)	\$ (36)

	Three months ended			
	Q1	Q4	Q3	Q2
	November 30 2023	August 31 2023	May 31 2023	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)

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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	2024	2023
Net earnings	\$ (21)	\$ 31
Interest costs	<u>81</u>	<u>79</u>
Consolidated earnings ⁽¹⁾ before interest	\$ 60	\$ 110
Depreciation and amortization expense	<u>\$ 145</u>	<u>\$ 140</u>
Consolidated earnings ⁽¹⁾ before interest and depreciation	\$ 205	\$ 250
Earnings coverage ratio	0.74	1.39
Cash flow coverage ratio	2.53	3.16

⁽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 2024 annual MD&A.

Accounting Policies

Material accounting policies applied in the Q1 fiscal 2025 financial statements are disclosed in note 3 of the fiscal 2024 financial statements.

Critical Accounting Estimates and Judgments

The preparation of our Q1 fiscal 2025 financial statements requires management to make estimates and judgments about the future.

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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 2024 financial statements.

The Company's critical accounting estimates and judgments applied in the preparation of the Company's Q1 fiscal 2025 financial statements are consistent with those applied and disclosed in our fiscal 2024 financial statements and as described in the fiscal 2024 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, 2024 that have materially affected or are reasonably likely to materially affect the Company's ICFR.