Q2 2021 Investor Review

July 29, 2021

Disclaimer

Unless otherwise indicated, all references in this presentation to ''GFL,'' ''we,'' ''our,'' ''us,'' the "Company'' or similar terms refer to GFL Environmental Inc. and its consolidated subsidiaries.

Forward-looking Statements

This presentation contains "forward-looking statements" within the meaning of applicable U.S. and Canadian securities laws. Forward-looking statements may relate to our future outlook, financial guidance and anticipated events or results and may include statements regarding our financial performance, financial condition or results, business strategy, growth strategies, budgets, operations and services. Particularly, statements regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "believes", or variations of such words. In addition, any statements that refer to expectations, intentions, projections, potential or other characterizations of future events or circumstances contain forward-looking statements. Forward-looking statements are not historical facts nor assurances of future performance but instead represent management's expectations, estimates and projections regarding future events or circumstances. Forward-looking statements are based on our opinions, estimates and assumptions in light of our experience, track record and perception of historical trends, current conditions, growth opportunities and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Certain assumptions set out herein in the section titled "Updated Full Year 2021 Guidance", as well as in respect of our ability to obtain and maintain existing financing on acceptable terms; our ability to source and execute on acquisitions on terms acceptable to us; our ability to find purchasers for non-core assets on terms acceptable to us; currency exchange and interest rates; the impact of competition; the changes and trends in our industry or the global economy; and the changes in laws, rules, regulations, and global standards, our ability to close the acquisition of Terrapure Environmental Ltd. prior to the fourth quarter and a CAD/US exchange rate of 1.27 are material factors considered in preparing forward-looking statements and management's expectations. Other factors that could materially affect our forward-looking statements can be found under the heading "Risk Factors" in our annual report filed on Form 20-F and in our other public filings filed with Canadian securities regulators and the U.S. Securities and Exchange Commission. Shareholders, potential investors and other readers are urged to consider these risks carefully in evaluating our forward-looking statements and are cautioned not to place undue reliance on such statements.
The forward-looking statements contained herein are subject to a number of risks and uncertainties, including those referred to above, that could cause actual results, events or conditions to differ materially from those expressed or implied by the forward-looking statements. There can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. In particular, it is difficult to predict the duration and severity of the COVID-19 pandemic, including variants, and its impact on the economy, the North American financial markets, our operations, our M&A pipeline and our financial results.

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this presentation represents our expectations as of the date of this presentation (or as the date they are otherwise stated to be made), and are subject to change after such date. However, we disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable U.S. or Canadian securities laws.

The purpose of disclosing our financial outlook set out in this presentation is to provide investors with more information concerning the financial impact of our business initiatives and growth strategies.

Non-IFRS Measures

This presentation makes reference to certain measures that are not recognized under International Financial Reporting Standards ("IFRS") and do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. It should be noted that companies calculate non-IFRS measures differently; as a result, the non-IFRS measures presented herein may not be comparable to similarly titled measures reported by other companies. We use non-IFRS measures, including Acquisition EBITDA, Adjusted EBITDA, EBITDA, Adjusted Cash Flows from Operating Activities, Adjusted Free Cash Flow, Adjusted Net Income (Loss), Net Leverage, Run Rate EBITDA, Adjusted Free Cash Flow Margin and Adjusted EBITDA Margin. These non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Our management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. See the appendix for definitions and reconciliations of the non-IFRS measures used herein.

In addition, the Company's projected full year 2021 Adjusted EBITDA, Adjusted Free Cash Flow and Adjusted Free Cash Flow Margin are anticipated to exclude the effects of other events or circumstances in 2021 that are not representative or indicative of the Company's results of operations. Such excluded items are not currently determinable, but may be significant, such as changes in the foreign exchange rate, the mark to market (gain) loss on the purchase contracts (the "Purchase Contracts") forming part of the Company's tangible equity units (the "TEUs"), the cost of refinancings and acquisition, integration, rebranding and other costs. Due to the uncertainty of the likelihood, amount and timing of any such items, the Company does not have information available to provide a quantitative reconciliation of such projections to the comparable IFRS measure.

Certain Other Matters

Any graphs, tables or other information demonstrating our historical performance contained in this presentation are intended only to illustrate past performance and are not necessarily indicative of future performance.

All amounts are presented in millions of Canadian dollars unless otherwise stated.

Q2 Highlights

- ***Q2: Financial Results***
  - Revenue of $1,314.3M, increase of 32.3%
  - Adjusted EBITDA[1] of $353.0M, increase of 35.0%
    - Adjusted EBITDA margin[1] of 26.9%, 60 bps increase over prior period
  - Adjusted Free Cash Flow[1] of $159.8M, inclusive of USD$52.2M proceeds on non-core asset disposal

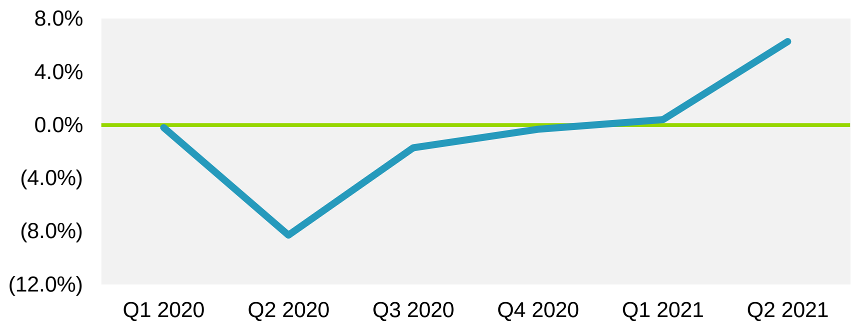
- ***Delivered on Growth Strategies***
  - 11.2% organic solid waste growth on strong price retention and accelerating volume recovery despite continued delay in Canadian reopening activities (~40% of revenue derived in Canada)
  - Significant margin expansion highlighting effectiveness of strategies
  - Contribution from 2020 M&A exceeded plan
  - Meaningfully advanced preparation for Terrapure acquisition
  - Closed nine acquisitions
  - Refinanced 8.5% notes to yield ~$17.0M on annual interest saving
  - Realized ~$60.0M from sale of non-core solid waste assets

- ***Updating Full Year 2021 Guidance***
  - Revenue is estimated to be between $5,225M - $5,275M
  - Adjusted EBITDA is estimated to be between $1,400M - $1,415M
  - Adjusted Free Cash Flow estimated to be between $510M - $520M (an increase of 10% on constant currency basis)

(1) For a reconciliation of non-IFRS measures to its nearest IFRS equivalent, please refer to the appendix in this presentation.

Q2 Revenue Growth

	Three months ended June 30, 2021			
	Contribution from Acquisitions	Organic Growth	Foreign Exchange	Total Revenue Growth
Solid waste:				
Canada	1.8%	12.1%	0.0%	13.9%
USA	59.6%	10.5%	(12.6%)	57.5%
Total solid waste	**36.4%**	**11.2%**	**(7.5%)**	**40.1%**
Infrastructure and soil remediation	4.8%	(1.9%)	(1.0%)	1.9%
Liquid waste	3.6%	13.6%	(4.6%)	12.6%
Total	**29.0%**	**9.7%**	**(6.4%)**	**32.3%**



- ***Solid Waste***
  - 11.2% positive organic growth (610 bps sequential increase from Q1-21), exceeding expectations
    - 4.1% net price vs 3.7% in Q2-20
    - 6.3% positive volume
    - 0.8% from improved commodity price
  - Volume recovery continues to accelerate
    - Volume recovery varies by region depending on pace of reopening activities
    - Period over year comparison impacted by prior year comparatives
  - F/X shifts reduce CAD equivalent of USD revenue
- ***Infrastructure and Soil Remediation***
  - Material sequential improvement over Q1-21 during which organic growth was (17.9%)
    - Revenue concentrated in regions where reopening activities continue to lag
    - Period over period comparison impacted by delayed shut down of this segment in 2020 (3.7% organic growth in Q2-20)
- ***Liquid Waste***
  - Material sequential improvement over Q1-21 during which organic growth was (8.0%)

Operating Segment Breakdown

(C$ millions unless otherwise noted)

	Three months ended June 30,					
	2021			2020		
	Revenue	Adjusted EBITDA[1]	Adjusted EBITDA Margin[2]	Revenue	Adjusted EBITDA[1]	Adjusted EBITDA Margin[2]
Solid waste:						
Canada	349.2	105.0	30.1%	306.4	87.8	28.7%
USA	720.7	225.3	31.3%	457.5	147.1	32.2%
Total solid waste	**1,069.9**	**330.3**	**30.9%**	**763.9**	**234.9**	**30.8%**
Infrastructure and soil remediation	133.8	25.8	19.3%	131.2	26.7	20.4%
Liquid waste	110.6	31.1	28.1%	98.2	22.9	23.3%
Corporate	-	(34.2)	-	-	(23.0)	-
Total	**$1,314.3**	**$353.0**	**26.9%**	**$993.3**	**$261.5**	**26.3%**

	Six months ended June 30,					
	2021			2020		
	Revenue	Adjusted EBITDA[1]	Adjusted EBITDA Margin[2]	Revenue	Adjusted EBITDA[1]	Adjusted EBITDA Margin[2]
Solid waste:						
Canada	651.5	188.0	28.9%	579.3	153.7	26.5%
USA	1,403.1	447.5	31.9%	892.4	282.0	31.6%
Total solid waste	**2,054.6**	**635.5**	**30.9%**	**1,471.7**	**435.7**	**29.6%**
Infrastructure and soil remediation	242.2	39.8	16.4%	261.9	48.2	18.4%
Liquid waste	204.1	48.2	23.6%	191.0	39.8	20.8%
Corporate	-	(63.9)	-	-	(39.4)	-
Total	**$2,500.9**	**$659.6**	**26.4%**	**$1,924.6**	**$484.3**	**25.2%**

- ***Solid Waste***
  - 10 bps margin expansion vs Q2-20
    - Organic margin expansion in both geographies
    - Net impact from commodities, F/X and fuel reduced margins ~15 bps
    - M&A contribution margin neutral for Solid Canada, ~140 bps negative impact for USA and 65 bps negative impact for Total Solid Waste
    - Over 90 bps of organic margin expansion realized from pricing, procurement, productivity and cost control initiatives
- ***Infrastructure and Soil Remediation***
  - 530 bps sequential margin expansion over Q1-21
  - Margins continue to be impacted by revenue mix
    - Reduced volumes from low volume/high frequency customers
  - Segment positioned for further sequential margin expansion as volume recovers
- ***Liquid Waste***
  - 980 bps sequential margin expansion over Q1-21 and 480 bps expansion over prior period
    - Cost control measures
    - Improved net UMO pricing
    - Segment positioned for margin expansion as volume recovers

1) *For a reconciliation of non-IFRS measures to its nearest IFRS equivalent, please refer to the appendix in this presentation. Please refer to the Definitions in the appendix of this presentation.*
2) *Please refer to the Definitions in the appendix of this presentation.*

Cash Flow Highlights

(C$ millions unless otherwise noted)

	Three months ended June 30,		Change	
	2021	**2020**	***$***	***%***
Cash flows from operating activities	**177.5**	**132.2**	***45.3***	***34.3%***
IPO related costs (1)	-	4.9	*(4.9)*	*(100.0%)*
Prepayment penalties for early note redemption	49.3	-	*49.3*	*100.0%*
Transaction & acquisition integration costs (2)	19.9	9.2	*10.7*	*116.3%*
M&A related net working capital investment	-	13.9	*(13.9)*	*(100.0%)*
Tax refund from CARES Act	(1.5)	-	*(1.5)*	*(100.0%)*
Cash interest paid on TEUs	1.0	0.5	*0.5*	*100.0%*
Adjusted Cash Flows from Operating Activities (3)	**246.2**	**160.7**	***85.5***	***53.2%***
Net capital expenditures (4)	(86.4)	(115.8)	*29.4*	*25.4%*
Adjusted Free Cash Flow	**$159.8**	**$44.9**	***$114.9***	***255.9%***

	Six months ended June 30,		Change	
	2021	**2020**	***$***	***%***
Cash flows from operating activities	**390.2**	**82.0**	***308.2***	***375.9%***
IPO related costs (1)	-	152.8	*(152.8)*	*(100.0%)*
Prepayment penalties for early note redemption	49.3	-	*49.3*	*100.0%*
Transaction & acquisition integration costs (2)	35.5	28.1	*7.4*	*26.3%*
M&A related net working capital investment	-	(0.6)	*0.6*	*100.0%*
Tax refund from CARES Act	(1.5)	-	*(1.5)*	*100.0%*
Cash interest paid on TEUs	2.3	0.5	*1.8*	*360.0%*
Other	-	1.0	*(1.0)*	*(100.0%)*
Adjusted Cash Flows from Operating Activities (3)	**475.8**	**263.8**	***212.0***	***80.4%***
Net capital expenditures (4)	(213.9)	(215.6)	*1.7*	*0.8%*
Adjusted Free Cash Flow	**$261.9**	**$48.2**	***$213.7***	***443.4%***

- ***Adjusted Free Cash Flow***
  - 53% increase in Adjusted Cash Flows from Operating Activities as compared to Q1-20
  - Results inclusive of non-linear cash interest cadence
    - $85.7M[5] of cash interest during Q2-21
  - Net working capital $18.6M better than Q2-20 despite significant ramp up in activity in current period
  - Net capital expenditures includes proceeds from divested assets
    - Capital expected to be reinvested into incremental growth initiatives in 2021

1) *Comprised of IPO related debt repayments and IPO transaction costs.*
2) *Comprised of Transaction costs and Acquisition, rebranding and other integration costs*
3) *Please refer to the Definitions in the appendix of this presentation. For a reconciliation of non-IFRS measures to its nearest IFRS equivalent, please refer to the appendix in this presentation..*
4) *Comprised of purchases of property and equipment and intangible assets net of proceeds on disposal of assets, including $63.1M proceeds on divestiture of certain landfill assets, as well as hauling and ancillary operations.*
5) *Excludes $49.3M of prepayment penalties for early note redemption*

Net Leverage

(C$ millions unless otherwise noted)

	June 30, 2021	**December 31, 2020**
Total long-term debt	6,529.6	6,166.1
Deferred finance costs and other adjustments	133.9	58.5
Total long-term debt excluding fair value, deferred finance costs and other adjustments	**6,395.7**	**6,107.6**
Less cash	(310.4)	(27.2)
	6,085.3	**6,080.4**
Trailing twelve months Adjusted EBITDA[(1)]	1,252.0	1,076.7
Acquisition EBITDA Adjustments[(1)]	113.4	238.3
Run Rate EBITDA[(1)]	**$1,365.4**	**$1,315.0**
Net Leverage[(1)]	**4.46x**	**4.62x**

- ***Other Cash Flow and Liquidity Items***
  - Deployed ~$135M for nine tuck-in acquisitions
  - ~$187M net cash position at quarter end
  - Reduction in Net Leverage as compared to Q4-20

1) *Please refer to the Definitions in the appendix of this presentation. For a reconciliation of non-IFRS measures to its nearest IFRS equivalent, please refer to the appendix in this presentation.*

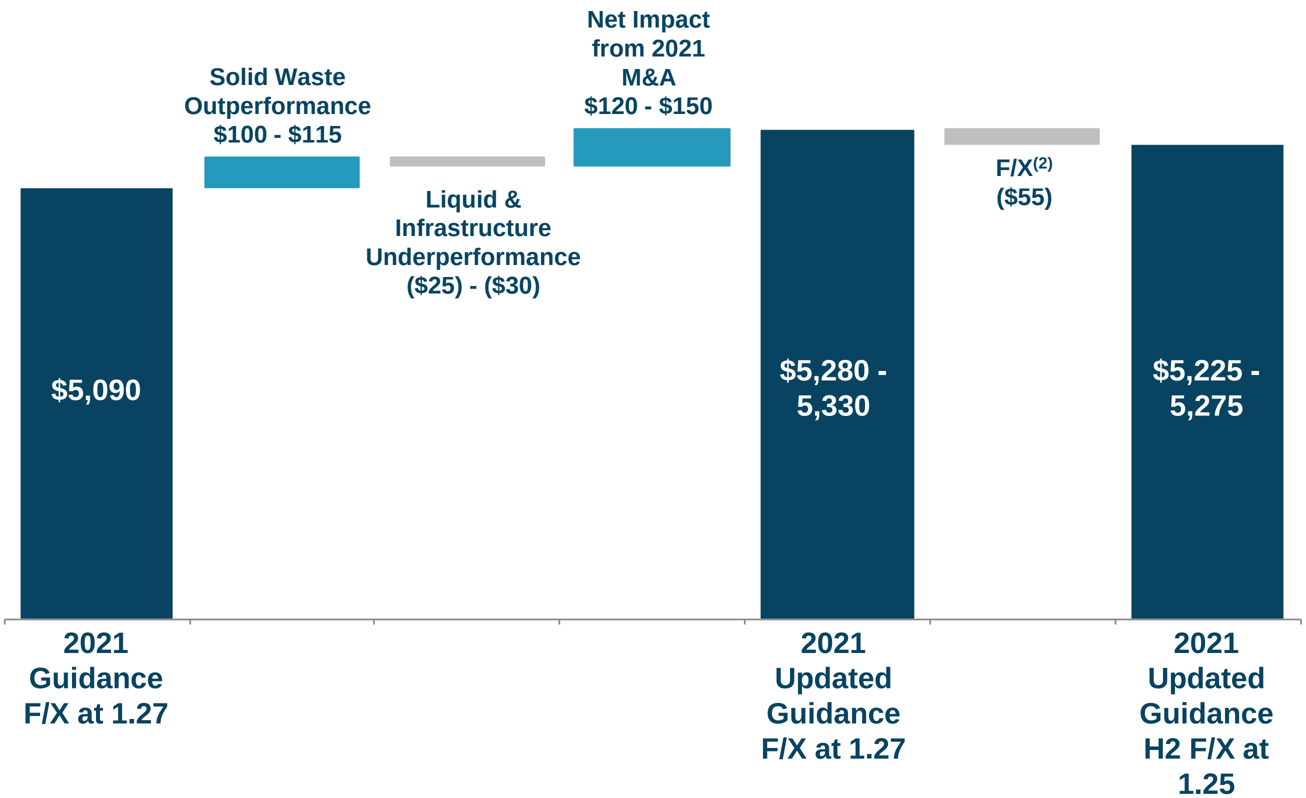
Updated Full Year 2021 Guidance

Updated Full Year 2021 Guidance – Revenue Bridge

Increasing revenue guidance $215M, an incremental 5.1% growth over prior year(1)

Anticipate Adjusted EBITDA of $1,400M - $1,415M

Adjusted Free Cash Flow guidance increases by 10% on constant currency basis (1)



Note: CAD$ millions unless otherwise noted.

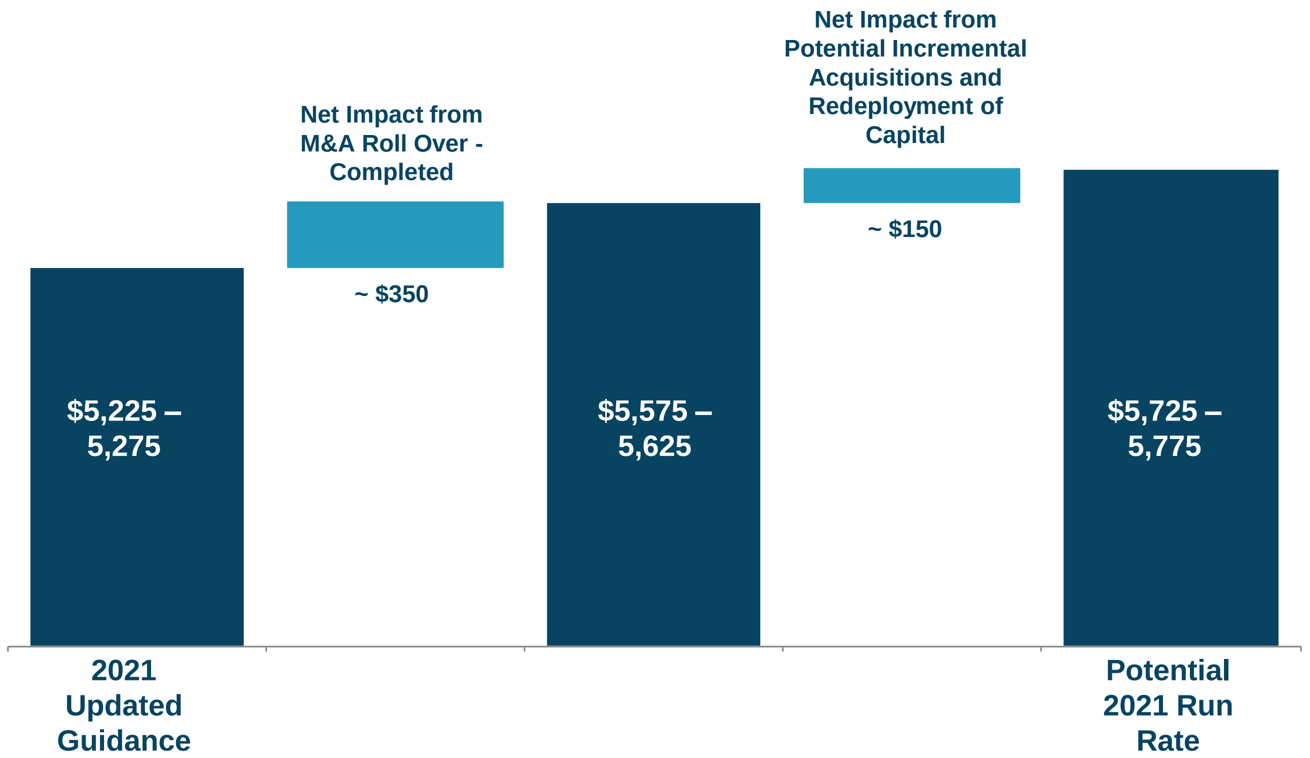
1) Amounts represent the midpoint of the range presented.

2) 2021 Updated Guidance based on CAD/USD six month actual exchange rate and the remaining six month 2021 exchange rate of 1.25.

2021 Revenue – Potential Run Rate

Potential 2021 Run Rates Inclusive of Terrapure and Upside Opportunities (1)

Revenue	***$5,750M***
Adj. EBITDA(2)	***$1,545M***
Adj. FCF (2)	***$610M***



Note: CAD$ millions unless otherwise noted.

1) *Amounts represent the midpoint of the range presented.*

2) *Due to the uncertainty of the likelihood, amount and timing of effects of events or circumstances to be excluded from these measures, the Company does not have information available to provide a quantitative reconciliation of such projections to the comparable IFRS measure.*

Appendix

Adjusted EBITDA Reconciliation

(C$ millions unless otherwise noted)

	Three months ended June 30,		Six months ended June 30,	
	2021	**2020**	**2021**	**2020**
Net income (loss)	**25.2**	**(115.5)**	**(201.0)**	**(393.5)**
Interest and other finance costs	139.8	95.4	231.9	364.8
Depreciation of property and equipment	221.8	123.6	425.4	246.3
Amortization of intangible assets	110.2	111.1	221.2	210.2
Income tax recovery	15.4	(38.3)	(73.9)	(126.0)
EBITDA	**512.4**	**176.3**	**603.6**	**301.8**
(Gain) loss on foreign exchange [1]	(37.3)	(8.4)	(76.3)	97.6
Loss on sale of property and equipment	0.2	0.5	1.0	2.1
MTM loss on fuel hedge	-	0.6	-	1.8
MTM (gain) loss on Purchase Contracts [2]	(117.3)	74.2	111.0	(14.2)
Share-based payments [3]	10.6	4.2	20.3	19.9
Gain on divestiture [4]	(35.5)	-	(35.5)	-
Transaction costs [5]	13.3	7.7	25.4	18.9
IPO transaction costs [6]	-	4.9	-	46.2
Acquisition, rebranding and other integration costs [7]	6.6	1.5	10.1	9.2
Deferred purchase consideration	-	-	-	1.0
Adjusted EBITDA	**$353.0**	**$261.5**	**$659.6**	**$484.3**
Adjusted EBITDA margin	*26.9%*	*26.3%*	*26.4%*	*25.2%*

1. ***(Gain) loss on foreign exchange:*** *Consists of (i) non-cash gains and losses on foreign exchange and interest rate swaps entered into in connection with our debt instruments, and (ii) gains and losses attributable to foreign exchange rate fluctuations.*

2. ***MTM (gain) loss on Purchase Contracts:*** *This is a non-cash item that consists of the fair value "mark-to-market" adjustment on the Purchase Contracts.*

3. ***Share-based payments:*** *This is a non-cash item and consists of the amortization of the estimated fair market value of share-based options granted to certain members of management under share-based option plans.*

4. ***Gain on divestiture:*** *Consists of gain resulting from the divestiture of certain landfill assets, as well as hauling and ancillary operations.*

5. ***Transaction costs:*** *Consists of acquisition, integration and other costs such as legal, consulting and other fees and expenses incurred in respect of acquisitions and financing activities completed during the applicable period. We expect to incur similar costs in connection with other acquisitions in the future and, under IFRS, such costs relating to acquisitions are expensed as incurred and not capitalized. This is part of SG&A.*

6. ***IPO transaction costs:*** *Consists of costs associated with the IPO, such as legal, audit, regulatory and other fees and expenses incurred in connection with the IPO, as well as underwriting fees related to the TEUs that were expensed as incurred.*

7. ***Acquisition, rebranding and other integration costs:*** *Consists of costs related to the rebranding of equipment acquired through business acquisitions. We expect to incur similar costs in connection with other acquisitions in the future. This is part of cost of sales.*

Adjusted Free Cash Flow Reconciliation

(C$ millions unless otherwise noted)

	Three months ended June 30,		Six months ended June 30,	
	2021	**2020**	**2021**	**2020**
Cash flows from operating activities	**177.5**	**132.2**	**390.2**	**82.0**
Costs associated with IPO related debt repayments [(1)]	-	-	-	106.6
Prepayment penalties for early note redemption [(2)]	49.3	-	49.3	-
IPO transaction costs [(3)]	-	4.9	-	46.2
Transaction costs [(4)]	13.3	7.7	25.4	18.9
Acquisition, rebranding and other integration costs [(5)]	6.6	1.5	10.1	9.2
M&A related net working capital investment	-	13.9	-	(0.6)
Tax refund from CARES Act	(1.5)	-	(1.5)	-
Deferred purchase consideration	-	-	-	1.0
Cash interest paid on TEUs [(6)]	1.0	0.5	2.3	0.5
Adjusted Cash Flows from Operating Activities	**246.2**	**160.7**	**475.8**	**263.8**
Proceeds on disposal of assets [(7)]	65.4	4.0	69.2	4.4
Purchase of property and equipment and intangible assets	(151.8)	(119.8)	(283.1)	(220.0)
Adjusted Free Cash Flow	**$159.8**	**$44.9**	**$261.9**	**$48.2**

1. ***Costs associated with IPO related debt repayments:*** *Consists of costs associated with the IPO, such as legal, audit, regulatory and other fees and expenses incurred in connection with the IPO, as well as underwriting fees related to the TEUs that were expensed as incurred. Also includes costs associated with the extinguishment of our 11.000% paid-in-kind notes ("PIK Notes"), 5.625% USD senior unsecured notes due 2022 ("2022 Notes"), and our 5.375% USD senior unsecured notes due 2023 ("2023 Notes"), the termination of the swap arrangements associated with the 2022 Notes and the 2023 Notes, and accelerated interest payments of the PIK Notes, the 2022 Notes and the 2023 Notes.*

2. ***Prepayment penalties for early note redemption:*** *Consists of prepayment penalty costs associated with the early redemption of the 2027 Notes.*

3. ***IPO transaction costs:*** *Consists of costs associated with the IPO, such as legal, audit, regulatory and other fees and expenses incurred in connection with the IPO, as well as underwriting fees related to the TEUs that were expensed as incurred*

4. ***Transaction costs:*** *Consists of acquisition, integration and other costs such as legal, consulting and other fees and expenses incurred in respect of acquisitions and financing activities completed during the applicable period. We expect to incur similar costs in connection with other acquisitions in the future and, under IFRS, such costs relating to acquisitions are expensed as incurred and not capitalized. This is part of SG&A.*

5. ***Acquisition, rebranding and other integration costs:*** *Consists of costs related to the rebranding of equipment acquired through business acquisitions. We expect to incur similar costs in connection with other acquisitions in the future. This is part of cost of sales.*

6. ***Cash interest paid on TEUs:*** *Consists of interest paid in cash on the Amortizing Notes.*

7. ***Proceeds on disposal of assets:*** *Consists of proceeds on disposal of assets, including $63.1M proceeds on divestiture of certain landfill assets, as well as hauling and ancillary operations. Amount has been included in Adjusted Free Cash Flow on basis that the proceeds with be organically redeployed into the business before year end and will therefore yield a nil impact.*

Adjusted Net Income Reconciliation

(C$ and shares in millions unless otherwise noted)

	Three months ended June 30,		Six months ended June 30,	
	2021	**2020**	**2021**	**2020**
Net income (loss)	**25.2**	**(115.5)**	**(201.0)**	**(393.5)**
Amortization of intangibles [1]	110.2	111.1	221.2	210.2
ARO discount rate depreciation adjustment [2]	10.2	-	10.2	-
Incremental depreciation of property and equipment due to recapitalization	4.7	4.7	9.4	9.4
IPO transaction costs [3]	-	4.9	-	46.2
Loss on extinguishment of debt [4]	49.3	-	49.3	133.2
Amortization of deferred financing costs	7.3	2.9	10.1	22.6
MTM loss on Purchase Contracts [5]	(117.3)	74.2	111.0	(14.2)
Gain on divestiture	(35.5)	-	(35.5)	-
(Gain) loss on foreign exchange [6]	(37.3)	(8.4)	(76.3)	97.6
Transaction costs [7]	13.3	7.7	25.4	18.9
Acquisition, rebranding and other integration costs [8]	6.6	1.5	10.1	9.2
TEU amortization expense	0.4	0.9	1.0	1.1
Tax effect [9]	(1.7)	(72.2)	(86.8)	(138.2)
Adjusted Net Income	**$35.4**	**$11.8**	**$48.1**	**$2.5**
Weighted average number of shares, basic [10]	360.7	360.4	360.6	360.4
Weighted average number of shares, diluted [10]	362.5	360.4	360.6	360.4
Adjusted earnings (loss) per share, basic and diluted ($)	0.10	0.03	0.13	0.01

1. ***Amortization of intangible assets:*** *This is a non-cash item and consists of the amortization of intangible assets such as customer lists, municipal contracts, non-complete agreements, trade name and other licenses*
2. ***ARO discount rate depreciation adjustment:*** *This is a non-cash item and consists of depreciation expense related to the difference between the ARO calculated using the credit adjusted risk-free discount rate required for measurement of the ARO through purchase accounting compared to the risk-free discount rate required for quarterly valuations.*
3. ***IPO transaction costs:*** *Consists of costs associated with the IPO, such as legal, audit, regulatory and other fees and expenses incurred in connection with the IPO, as well as underwriting fees related to the TEUs that were expensed as incurred.*
4. ***Loss on extinguishment on debt:*** *This consists of costs associated with the early redemption of the 2027 Notes and interest and penalties related to loss on extinguishment of the PIK Notes and the redemption of the 2022 Notes and the 2023 Notes in their entirety and partial early repayment of the 2026 Notes.*
5. ***MTM loss (gain) on Purchase Contracts:*** *This is a non-cash item that consists of the fair value "mark-to-market" adjustment on the Purchase Contracts.*
6. ***(Gain) loss on foreign exchange:*** *Consists of (i) non-cash gains and losses on foreign exchange and interest rate swaps entered into in connection with our debt instruments, (ii) and gains and losses attributable to foreign exchange rate fluctuations.*
7. ***Transaction costs:*** *Consists of acquisition, integration and other costs such as legal, consulting and other fees and expenses incurred in respect of acquisitions and financing activities completed during the applicable period. We expect to incur similar costs in connection with other acquisitions in the future and, under IFRS, such costs relating to acquisitions are expensed as incurred and not capitalized. This is part of SG&A.*
8. ***Acquisition, rebranding and other integration costs:*** *Consists of costs related to the rebranding of equipment acquired through business acquisitions. We expect to incur similar costs in connection with other acquisitions in the future. This is part of cost of goods sold.*
9. ***Tax effect:*** *Consists of the tax effect of the adjustments to net income/loss.*
10. ***Weighted average number of shares:*** *includes 31,790,167 subordinate voting shares, representing the minimum conversion of the TEUs as at June 30, 2021 and 33,991,500 subordinate voting shares, representing the minimum conversion of the TEUs as at June 30, 2020.*

Definitions

- **Adjusted EBITDA:** Is calculated by adding and deducting, as applicable, certain expenses, costs, charges or benefits incurred in such period which in management's view are either not indicative of underlying business performance or impact the ability to assess the operating performance of our business, including: (a) (gain) loss on foreign exchange, (b) loss on sale of property and equipment, (c) mark-to-market loss on fuel hedges, (d) mark-to-market loss (gain) on Purchase Contracts, (e) share-based payments, (f) gain on divestiture (g) transaction costs, (h) IPO transaction costs, (i) acquisition, rebranding and other integration costs (included in cost of sales related to acquisition activity), and (j) deferred purchase consideration. We use Adjusted EBITDA to facilitate a comparison of our operating performance on a consistent basis reflecting factors and trends affecting our business.
- **Adjusted EBITDA margin:** Represents Adjusted EBITDA divided by revenue. We use Adjusted EBITDA margin to facilitate a comparison of the operating performance of each of our operating segments on a consistent basis reflecting factors and trends affecting our business.
- **Acquisition EBITDA:** Represents, for the applicable period, management's estimates of the annual Adjusted EBITDA of an acquired business, based on its most recently available historical financial information at the time of acquisition, as adjusted to (a) give effect to the elimination of expenses related to the prior owners and certain other costs and expenses that are not indicative of the underlying business performance, if any, as if such business had been acquired on the first day of such period ("Acquisition EBITDA Adjustments"), and (b) give effect to contract and acquisition annualization for contracts entered into and acquisitions completed by such acquired business prior to our acquisition. Further adjustments are made to such annual Adjusted EBITDA to reflect estimated operating cost savings and synergies, if any, anticipated to be realized upon acquisition and integration of the business into our operations. We use Acquisition EBITDA for the acquired businesses to adjust our Adjusted EBITDA to include a proportional amount of the Acquisition EBITDA of the acquired businesses based upon the respective number of months of operation for such period prior to the date of our acquisition of each such business.
- **Run Rate EBITDA:** Represents Adjusted EBITDA for the applicable period as adjusted to give effect to management's estimates of (a) Acquisition EBITDA Adjustments and (b) the impact of annualization of certain new municipal and disposal contracts and cost savings initiatives, entered into, commenced or implemented, as applicable, in such period, as if such contracts or costs savings initiatives had been entered into, commenced or implemented, as applicable, on the first day of such period. Run Rate EBITDA has not been adjusted to take into account impact of the cancellation of contracts and cost increases associated with these contracts. These adjustments reflect monthly allocations of Acquisition EBITDA for the acquired businesses based on straight line proration. As a result, these estimates do not take into account the seasonality of a particular acquired business. While we do not believe the seasonality of any one acquired business is material when aggregated with other acquired businesses, the estimates may result in a higher or lower adjustment to our Run Rate EBITDA than would have resulted had we adjusted for the actual results of each of the acquired businesses for the period prior to our acquisition. Run Rate EBITDA as presented herein is calculated in accordance with the terms of our revolving credit agreement.
- **Net Leverage:** Is equal to our total long-term debt, as adjusted for fair value, deferred financings and other adjustments and reduced by our cash, divided by Run Rate EBITDA.
- **Adjusted Net Income (Loss):** Represents net loss adjusted for (a) amortization of intangibles, (b) ARO discount rate depreciation adjustment, (c) property and equipment depreciation due to recapitalization, (d) the IPO transaction costs, (e) loss on the extinguishment of debt, (f) amortization of deferred financing costs, (g) mark-to-market loss (gain) on Purchase Contracts, (h) (gain) loss on foreign exchange, (i) transaction costs, (j) acquisition, rebranding and other integration costs, (k) TEU amortization expense, and (l) the tax impact of the forgoing. Adjusted earnings (loss) per share is defined as Adjusted Net Income (Loss) divided by the weighted average shares in the period.
- **Adjusted Cash Flows from Operating Activities:** Represents cash flows from operating activities adjusted for (a) costs associated with IPO related debt repayments, (b) IPO transaction costs, (c) transaction costs, (d) acquisition, rebranding and other integration costs, and (e) cash interest paid on TEUs.
- **Adjusted Free Cash Flow:** Represents adjusted cash flow from operating activities adjusted for (a) proceeds on disposal of assets and (b) purchase of property and equipment and intangible assets.