

Condensed Consolidated Interim Financial Statements of

# **CHEMTRADE LOGISTICS INCOME FUND**

Three and nine months ended  
September 30, 2021 and 2020  
(Unaudited)

# CHEMTRADE LOGISTICS INCOME FUND

Condensed Consolidated Interim Statements of Financial Position

(In thousands of Canadian dollars)

(Unaudited)

	Notes	September 30, 2021	December 31, 2020
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 16,768	\$ 12,511
Trade and other receivables		110,561	86,259
Inventories		103,783	111,536
Income taxes receivable		5,533	5,372
Prepaid expenses and other assets		6,394	7,605
Assets held for sale	4	199,837	199,739
<b>Total current assets</b>		<b>442,876</b>	<b>423,022</b>
<b>Non-current assets</b>			
Property, plant and equipment		978,731	1,050,307
Right-of-use assets		147,891	151,923
Other assets		6,808	7,022
Intangible assets	8	703,294	748,070
Deferred tax assets	14	151,974	119,982
<b>Total non-current assets</b>		<b>1,988,698</b>	<b>2,077,304</b>
<b>Total assets</b>		<b>\$ 2,431,574</b>	<b>\$ 2,500,326</b>
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>			
<b>Current liabilities</b>			
Trade and other payables		\$ 208,722	\$ 207,948
Distributions payable	7	5,218	4,677
Provisions	11	16,850	17,880
Lease liabilities		48,727	47,501
Liabilities directly associated with assets held for sale	4	18,251	17,049
<b>Total current liabilities</b>		<b>297,768</b>	<b>295,055</b>
<b>Non-current liabilities</b>			
Long-term debt	5	710,174	776,914
Convertible unsecured subordinated debentures	6	535,900	445,895
Other long-term liabilities		44,003	40,915
Long-term lease liabilities		107,858	113,982
Employee benefits		22,350	51,363
Provisions		146,046	156,958
Deferred tax liabilities	14	17,005	13,429
<b>Total non-current liabilities</b>		<b>1,583,336</b>	<b>1,599,456</b>
<b>Total liabilities</b>		<b>1,881,104</b>	<b>1,894,511</b>
<b>Unitholders' equity</b>			
Units	7	1,539,226	1,465,029
Contributed surplus		9,720	9,720
Deficit		(1,181,360)	(1,101,455)
Accumulated other comprehensive income		182,884	232,521
<b>Total unitholders' equity</b>		<b>550,470</b>	<b>605,815</b>
<b>Total liabilities and unitholders' equity</b>		<b>\$ 2,431,574</b>	<b>\$ 2,500,326</b>

For subsequent events, see Note 18.

# CHEMTRADE LOGISTICS INCOME FUND

Condensed Consolidated Interim Statements of Comprehensive Income

(In thousands of Canadian dollars, except per unit amounts)

(Unaudited)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
Revenue	10	\$ 365,003	\$ 345,850	\$ 1,014,713	\$ 1,060,285
Cost of sales and services	8,13	(319,995)	(338,461)	(924,509)	(1,041,330)
Gross profit		45,008	7,389	90,204	18,955
Selling and administrative expenses	11	(38,262)	(27,213)	(92,575)	(76,996)
Operating income (loss)		6,746	(19,824)	(2,371)	(58,041)
Net finance costs	12	(18,657)	(46,121)	(59,277)	(116,279)
Loss before income tax		(11,911)	(65,945)	(61,648)	(174,320)
Income tax (expense) recovery	14				
Current		(2,659)	(3,526)	(1,368)	(5,297)
Deferred		(5,589)	21,153	8,331	37,923
		(8,248)	17,627	6,963	32,626
Net loss		\$ (20,159)	\$ (48,318)	\$ (54,685)	\$ (141,694)
Other comprehensive (loss) income					
<b>Items that may subsequently be reclassified to earnings:</b>					
(Loss) gain on net investment hedge of foreign operations, net of tax recovery of \$1,957 and \$1,310 (2020 - recovery of nil and \$636)	5,15	(11,845)	15,067	4,706	(12,314)
Foreign currency translation differences for foreign operations		22,392	(18,193)	3,917	28,627
Effective portion of change in the fair value of cash flow hedges, net of tax recovery of \$23 and expense of \$1,098 (2020 - expense of \$621 and recovery of \$5,739)		28	1,728	3,128	(12,788)
Cash flow hedges reclassified to earnings, net of tax expense of \$437 and \$874 (2020 - nil and nil)	12	1,270	—	2,540	—
<b>Items that will not be reclassified to earnings:</b>					
Defined benefit plan adjustments, net of tax expense of \$473 and \$6,821 (2020 - expense of \$2,981 and \$460)		1,479	9,245	20,562	1,047
Change in fair value of convertible debentures due to credit risk, net of tax recovery of \$5,297 and \$24,987 (2020 - expense of \$6,801 and \$38,010)	6	58	18,609	(63,928)	102,156
Other comprehensive income (loss)		13,382	26,456	(29,075)	106,728
Total comprehensive loss		\$ (6,777)	\$ (21,862)	\$ (83,760)	\$ (34,966)
Net loss per unit	7				
Basic net loss per unit		\$ (0.19)	\$ (0.52)	\$ (0.54)	\$ (1.53)
Diluted net loss per unit		\$ (0.19)	\$ (0.52)	\$ (0.54)	\$ (1.53)

# CHEMTRADE LOGISTICS INCOME FUND

Condensed Consolidated Interim Statements of Changes in Unitholders' Equity

(In thousands of Canadian dollars)

(Unaudited)

	Notes	Units	Contributed surplus	Deficit	Cumulative translation account*	Unrealized (gains) losses on cash flow and net investment hedges*	Change in fair value of convertible debentures due to credit risk*	Total unitholders' equity
<b>Balance at January 1, 2021</b>		\$ 1,465,029	\$ 9,720	\$ (1,101,455)	\$ 160,953	\$ (12,700)	\$ 84,268	\$ 605,815
Issuance of units for cash, net of transaction costs	7	67,586	—	—	—	—	—	67,586
Issuance of units under the Distribution Reinvestment Plan ("DRIP")	7	6,611	—	—	—	—	—	6,611
Net loss		—	—	(54,685)	—	—	—	(54,685)
Other comprehensive income (loss)		—	—	20,562	3,917	10,374	(63,928)	(29,075)
Distributions	7	—	—	(45,782)	—	—	—	(45,782)
<b>Balance at September 30, 2021</b>		\$ 1,539,226	\$ 9,720	\$ (1,181,360)	\$ 164,870	\$ (2,326)	\$ 20,340	\$ 550,470

	Notes	Units	Contributed surplus	Deficit	Cumulative translation account*	Unrealized gains on cash flow and net investment hedges*	Change in fair value of convertible debentures due to credit risk*	Total unitholders' equity
<b>Balance at January 1, 2020</b>		\$ 1,462,116	\$ 9,720	\$ (870,874)	\$ 171,893	\$ (17,381)	\$ 4,102	\$ 759,576
Issuance of units under the DRIP	7	855	—	—	—	—	—	855
Net loss		—	—	(141,694)	—	—	—	(141,694)
Other comprehensive income (loss)		—	—	1,047	28,627	(25,102)	102,156	106,728
Distributions	7	—	—	(50,981)	—	—	—	(50,981)
<b>Balance at September 30, 2020</b>		\$ 1,462,971	\$ 9,720	\$ (1,062,502)	\$ 200,520	\$ (42,483)	\$ 106,258	\$ 674,484

\* Accumulated other comprehensive income.

# CHEMTRADE LOGISTICS INCOME FUND

Condensed Consolidated Interim Statements of Cash Flows  
(In thousands of Canadian dollars)  
(Unaudited)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2021	2020	2021	2020
<b>Cash flows from operating activities:</b>					
Net loss		\$ (20,159)	\$ (48,318)	\$ (54,685)	\$ (141,694)
Adjustments for:					
Depreciation and amortization	13	56,590	64,640	179,554	197,566
Net (gain) loss on disposal and write-down of property, plant and equipment		(132)	19,829	423	19,360
Impairment of goodwill	8	—	—	—	56,000
Change in environmental liability		—	—	—	3,743
Income tax expense (recovery)		8,248	(17,627)	(6,963)	(32,626)
Net finance costs	12	18,657	46,121	59,277	116,279
Unrealized foreign exchange loss	11	4,049	5	10,239	2,430
		67,253	64,650	187,845	221,058
Decrease (Increase) in working capital	17	29,294	43,219	(13,573)	19,131
Interest paid		(12,341)	(13,824)	(46,402)	(47,533)
Interest received		165	88	496	278
Net income tax paid		(3,011)	(2,405)	(2,556)	(3,972)
<b>Net cash flows from operating activities</b>		<b>81,360</b>	<b>91,728</b>	<b>125,810</b>	<b>188,962</b>
<b>Cash flows from investing activities:</b>					
Additions to property, plant and equipment		(21,303)	(18,089)	(46,629)	(42,727)
<b>Net cash flows used in investing activities</b>		<b>(21,303)</b>	<b>(18,089)</b>	<b>(46,629)</b>	<b>(42,727)</b>
<b>Cash flows from financing activities:</b>					
Distributions to unitholders, net of distributions reinvested	7	(13,387)	(13,064)	(38,630)	(54,734)
Issuance of convertible debentures	6	—	86,250	—	86,250
Transaction costs related to the issuance of convertible debentures	6,12	—	(4,013)	—	(4,013)
Issuance of units	7	—	—	70,070	—
Unit issuance costs	7	—	—	(3,672)	—
Repayment of lease liability net of sub-lease receipts		(13,100)	(14,256)	(38,799)	(42,418)
Repayment of convertible debentures	6	—	(100,000)	—	(174,584)
Net change in revolving credit facility	5	(31,431)	(22,035)	(63,369)	49,603
Financing transaction costs	5	—	—	(584)	(1,324)
<b>Net cash flows used in financing activities</b>		<b>(57,918)</b>	<b>(67,118)</b>	<b>(74,984)</b>	<b>(141,220)</b>
<b>Increase in cash and cash equivalents</b>		<b>2,139</b>	<b>6,521</b>	<b>4,197</b>	<b>5,015</b>
Cash and cash equivalents, beginning of the period		14,295	12,326	12,511	13,466
Effect of exchange rates on cash held in foreign currencies		334	(266)	60	100
<b>Cash and cash equivalents, end of the period</b>		<b>\$ 16,768</b>	<b>\$ 18,581</b>	<b>\$ 16,768</b>	<b>\$ 18,581</b>

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
(Unaudited)

Three and nine months ended September 30, 2021 and 2020

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## 1. CORPORATE INFORMATION:

Chemtrade Logistics Income Fund (the "Fund") is a publicly listed Income Trust formed in Ontario, Canada and its units are listed on the Toronto Stock Exchange ("TSX"). The term "Chemtrade" refers to the Fund and its consolidated subsidiaries. Chemtrade commenced operations on July 18, 2001 when it completed an initial public offering. Chemtrade operates in four reportable segments: Sulphur Products & Performance Chemicals ("SPPC"), Water Solutions & Specialty Chemicals ("WSSC"), Electrochemicals ("EC") and Corporate ("Corp"). For additional information regarding Chemtrade's reportable segments, see note 16.

Chemtrade is an entity domiciled in Canada. The head office, principal address, and registered and records office of the Fund are located at 155 Gordon Baker Road, Suite 300, Toronto, Ontario, M2H 3N5.

Chemtrade's financial statements include all of its controlled subsidiaries and have been prepared on a going concern basis, which contemplates the realization of assets and settlements of liabilities in the normal course of business.

## 2. BASIS OF PREPARATION:

### (a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, using the same accounting policies and standards as were used for Chemtrade's 2020 annual consolidated financial statements, except as discussed in note 3. Certain amendments and interpretations apply for the first time in 2021, but do not have an impact on these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements should be read in conjunction with Chemtrade's 2020 annual consolidated financial statements.

The condensed consolidated interim financial statements were authorized for issue by the Board of Trustees (the "Board") on November 10, 2021.

### (b) Basis of measurement:

The condensed consolidated interim financial statements have been prepared on the historical cost basis, except for the following material items in the condensed consolidated interim statements of financial position:

- Derivative financial instruments are measured at fair value;

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Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
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Three and nine months ended September 30, 2021 and 2020

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## 2. BASIS OF PREPARATION (continued):

- Convertible unsecured subordinated debentures are measured at fair value;
- Liabilities for cash settled share-based payment arrangements are measured at fair value;
- The defined benefit liability is recognized as the present value of the defined benefit obligation net of the fair value of the plan assets; and
- Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to temporary differences when they reverse.

### (c) Presentation currency:

These condensed consolidated interim financial statements are presented in thousands of Canadian dollars, except for net loss per unit information which is presented in Canadian dollars.

## 3. SIGNIFICANT ACCOUNTING POLICIES:

### (a) Standards and interpretations adopted during the period:

#### Interest Rate Benchmark ("IBOR") Reform – Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

Chemtrade adopted IBOR reform - Phase 2 - Amendments to IFRS 9, *Financial Instruments* ("IFRS 9"), IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"), IFRS 7, *Financial Instruments: Disclosures* ("IFRS 7"), IFRS 4, *Insurance Contracts* ("IFRS 4") and IFRS 16, *Leases* ("IFRS 16") (the "Phase 2 amendments") from January 1, 2021.

Chemtrade applied the Phase 2 amendments retrospectively. However, in accordance with the exceptions permitted in the Phase 2 amendments, Chemtrade has elected not to restate the prior period to reflect the application of these amendments, including not providing additional disclosures for 2020. There is no impact on opening unitholders' equity balances as a result of retrospective application.

The amendments provide temporary reliefs which address the financial reporting effects when an IBOR is replaced with an alternative nearly risk-free interest rate ("RFR"). The amendments include the following practical expedients:

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
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Three and nine months ended September 30, 2021 and 2020

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## 3. SIGNIFICANT ACCOUNTING POLICIES (continued):

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

While uncertainty persists in the timing or amount of the IBOR-based cash flows of the hedged item or hedging instrument, Chemtrade continues to apply the existing accounting policies.

These amendments had no impact on the condensed consolidated interim financial statements of Chemtrade. Chemtrade intends to use the practical expedients in future periods if they become applicable. Chemtrade will actively monitor the IBOR reform and consider circumstances as it becomes party to new or revised financial instruments.

### (b) Standards and interpretations not yet adopted:

The International Accounting Standards Board ("IASB") has issued the following new standards and amendments to existing standards that will become effective in future years.

- Amendments to IAS 16, *Property, Plant and Equipment: Proceeds before intended use*, prohibiting reducing the cost of property, plant, and equipment by proceeds while bringing an asset to capable operations (effective for annual periods beginning on or after January 1, 2022).
- Amendments to IFRS 3, *Business Combinations - Updating a Reference to the Conceptual Framework* (effective for annual periods beginning on or after January 1, 2022).
- IAS 37, *Provisions, Contingent Liabilities and Contingent Assets - Onerous Contracts*, specifying costs an entity should include in determining the "cost of fulfilling" a potential onerous contract (effective for annual periods beginning on or after January 1, 2022).
- Amendments to IAS 1, *Presentation of Financial Statements - Disclosure of Accounting Policies*, requiring entities to disclose material, instead of significant, accounting policy information (effective for annual periods beginning on or after January 1, 2023).



# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
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Three and nine months ended September 30, 2021 and 2020

## 3. SIGNIFICANT ACCOUNTING POLICIES (continued):

- Amendments to IAS 8, *Accounting Policies - Changes in Accounting Estimates and Errors*, clarifying the definition of "accounting policies" and "accounting estimates" (effective for annual periods beginning on or after January 1, 2023).
- Amendments to IAS 1, *Presentation of Financial Statements - Classification of Liabilities as Current or Non-current*, clarifying requirements for the classification of liabilities as non-current (effective for annual periods beginning on or after January 1, 2023).
- Amendments to IAS 12, *Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction*, narrowing the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences (effective for annual periods beginning on or after January 1, 2023).

Chemtrade is assessing the impacts, if any, the amendments to existing standards will have on its consolidated financial statements.

## 4. ASSETS HELD FOR SALE:

During 2019, management decided to pursue the sale of two specialty chemicals related assets (potassium chloride and vaccine adjuvants) within the WSSC segment. During the third quarter of 2021, Chemtrade announced it entered into a definitive agreement to sell these assets. For additional information, see note 18.

The following are details regarding the assets held for sale and the associated liabilities as at September 30, 2021 and December 31, 2020:

<b>Assets held for sale</b>	<b>September 30, 2021</b>	<b>December 31, 2020</b>
Trade and other receivables	\$ 8,824	\$ 7,762
Inventories	5,600	7,045
Prepaid expenses and other assets	120	105
Property, plant and equipment ("PPE")	57,784	56,902
Right-of-use ("ROU") assets	159	124
Intangible assets	127,350	127,801
<b>Total</b>	<b>\$ 199,837</b>	<b>\$ 199,739</b>
<b>Liabilities directly associated with assets held for sale</b>		
Trade and other payables	\$ 3,315	\$ 3,124
Lease liabilities	98	130
Deferred tax liabilities	14,838	13,795
<b>Total</b>	<b>\$ 18,251</b>	<b>\$ 17,049</b>

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
(Unaudited)

Three and nine months ended September 30, 2021 and 2020

## 5. LONG-TERM DEBT:

Changes in long-term debt are as follows:

	Term bank debt (US\$ denominated)	Revolving credit (US\$ denominated) <sup>(1)</sup>	Revolving credit (Cdn\$ denominated) <sup>(1)</sup>	Transaction costs	Total
Maturity	October 24, 2024	October 24, 2024	October 24, 2024		
Credit limit US\$ <sup>(2)</sup>	325,000	525,000			850,000
Drawn US\$	325,000	199,000			524,000
Balance at January 1, 2021	\$ 413,563	\$ 328,692	\$ 39,000	\$ (4,341)	\$776,914
Net change	—	(74,132)	10,763	—	(63,369)
Gain on net investment hedge of foreign operations	(1,463)	(1,933)	—	—	(3,396)
Foreign exchange rate changes	—	(295)	—	—	(295)
Financing transaction costs <sup>(3)</sup>	—	—	—	(584)	(584)
Accretion expense on financing transaction costs	—	—	—	904	904
Balance at September 30, 2021	\$ 412,100	\$ 252,332	\$ 49,763	\$ (4,021)	\$710,174

<sup>(1)</sup> At September 30, 2021, Chemtrade had committed a total of \$19,667 of the revolving credit facility towards standby letters of credit.

<sup>(2)</sup> At September 30, 2021, Cdn\$ limit of the senior credit facilities ("Credit Facilities") was \$1,077,800, consisting of a term bank debt of \$412,100 and a revolving credit facility of \$665,700.

<sup>(3)</sup> In May 2021, Chemtrade modified certain terms of its Credit Facilities including negotiating an amended covenant package on its Credit Facilities to provide Chemtrade with additional covenant room until 2023. The transaction costs related to the modification have been deferred and are being amortized to finance costs in comprehensive income using the effective interest method.

	Term bank debt (US\$ denominated)	Revolving credit (US\$ denominated) <sup>(1)</sup>	Revolving credit (Cdn\$ denominated) <sup>(1)</sup>	Transaction costs	Total
Maturity	October 24, 2024	October 24, 2024	October 24, 2024		
Credit limit US\$ <sup>(2)</sup>	325,000	525,000			850,000
Drawn US\$	325,000	277,000			602,000
Balance at January 1, 2020	\$ 421,948	\$ 318,601	\$ 7,724	\$ (3,999)	\$744,274
Net change	—	42,327	7,276	—	49,603
Loss on net investment hedge of foreign operations	10,920	2,030	—	—	12,950
Foreign exchange rate changes	—	5,978	—	—	5,978
Financing transaction costs <sup>(3)</sup>	—	—	—	(1,324)	(1,324)
Accretion expense on financing transaction costs	—	—	—	699	699
Balance at September 30, 2020	\$ 432,868	\$ 368,936	\$ 15,000	\$ (4,624)	\$812,180

<sup>(1)</sup> At September 30, 2020, Chemtrade had committed a total of \$11,939 of the revolving credit facility towards standby letters of credit.

<sup>(2)</sup> At September 30, 2020, Cdn\$ limit of the Credit Facilities was \$1,132,116, consisting of a term bank debt of \$432,868 and a revolving credit facility of \$699,248.

<sup>(3)</sup> During the second quarter of 2020, Chemtrade modified certain terms of its Credit Facilities including negotiating an amended covenant package on its Credit Facilities to provide Chemtrade with additional covenant room until 2022 in light of the uncertain economic climate arising from the COVID-19 pandemic. The transaction costs related to the modification have been deferred and are being amortized to finance costs in comprehensive income using the effective interest method.

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
(Unaudited)

Three and nine months ended September 30, 2021 and 2020

## 5. LONG-TERM DEBT (continued):

The Credit Facilities are secured by substantially all of Chemtrade's assets. At September 30, 2021, the weighted average effective interest rate of the facilities was 4.2% (December 31, 2020 - 4.3%). Interest rates on the Credit Facilities are based on US LIBOR and Canadian Bankers' Acceptance rates, adjusted by Chemtrade's credit spread.

Chemtrade is subject to certain covenants pursuant to its Credit Facilities, which include a Net Debt to EBITDA ratio and an Interest Coverage ratio (as such terms are defined in the credit agreement). Chemtrade monitors these ratios and reports them to its lenders on a quarterly basis. As at September 30, 2021, Chemtrade was in compliance with all covenants.

## 6. CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES:

Changes in convertible unsecured subordinated debentures are as follows:

	Convertible unsecured subordinated debentures <sup>(1)</sup>				Total
	Fund 2016 5.00% Debentures	Fund 2017 4.75% Debentures	Fund 2019 6.50% Debentures	Fund 2020 8.50% Debentures	
Maturity	August 31, 2023	May 31, 2024	October 31, 2026	September 30, 2025	
Interest rate	5.00 %	4.75 %	6.50 %	8.50 %	
Principal outstanding at January 1, 2021	143,750	201,115	100,000	86,250	<b>531,115</b>
Principal outstanding at September 30, 2021	143,750	201,115	100,000	86,250	<b>531,115</b>
Balance at January 1, 2021	126,500	156,870	78,000	84,525	<b>445,895</b>
Change in fair value recognized in profit or loss	3,031	4,229	(2,558)	(3,612)	<b>1,090</b>
Change in fair value due to own credit risk <sup>(2)</sup>	14,362	33,983	23,158	17,412	<b>88,915</b>
Balance at September 30, 2021	143,893	195,082	98,600	98,325	<b>535,900</b>

<sup>(1)</sup> The Fund 2016 5.00% Debentures, the Fund 2017 4.75% Debentures, the Fund 2019 6.50% Debentures, the Fund 2020 8.50% Debentures and the Fund 2014 5.25% Debentures, which were redeemed during 2020 are collectively referred to as the "Fund Debentures". The Fund Debentures and the Chemtrade Electrochem Inc. ("CEI") Series VI Debentures (which were redeemed during the first quarter of 2020) are collectively referred to as the "Debentures". Chemtrade has designated the Debentures as financial liabilities at fair value through profit or loss.

<sup>(2)</sup> The change in fair value of the Debentures due to Chemtrade's own credit risk has been presented in other comprehensive income, net of taxes, rather than net earnings.

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
(In thousands of Canadian dollars, except per unit amounts)  
(Unaudited)

Three and nine months ended September 30, 2021 and 2020

## 6. CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES (continued):

	Convertible unsecured subordinated debentures <sup>(1)</sup>						Total
	Fund 2014 5.25% Debentures	Fund 2016 5.00% Debentures	Fund 2017 4.75% Debentures	Fund 2019 6.50% Debentures	Fund 2020 8.50% Debentures	CEI Series VI Debentures	
Maturity	June 30, 2021	August 31, 2023	May 31, 2024	October 31, 2026	September 30, 2025	December 31, 2021	
Interest rate	5.25 %	5.00 %	4.75 %	6.50 %	8.50 %	6.50 %	
Principal outstanding at January 1, 2020	126,500	143,750	201,115	100,000	—	74,584	<b>645,949</b>
Principal outstanding at September 30, 2020	26,500	143,750	201,115	100,000	86,250	—	<b>557,615</b>
Balance at January 1, 2020	127,525	132,250	178,992	95,578	—	74,584	<b>608,929</b>
Issuance <sup>(2)</sup>	—	—	—	—	86,250	—	<b>86,250</b>
Redemption <sup>(3)(4)</sup>	(100,000)	—	—	—	—	(74,584)	<b>(174,584)</b>
Change in fair value recognized in profit or loss	13,650	15,185	20,344	7,972	(4,960)	—	<b>52,191</b>
Change in fair value due to own credit risk <sup>(5)</sup>	(14,714)	(36,747)	(51,517)	(33,540)	(3,648)	—	<b>(140,166)</b>
Balance at September 30, 2020	26,461	110,688	147,819	70,010	77,642	—	<b>432,620</b>

<sup>(1)</sup> Chemtrade has designated the Debentures as financial liabilities at fair value through profit or loss.

<sup>(2)</sup> During the third quarter of 2020, Chemtrade completed a public offering of the Fund 2020 8.50% Debentures, at a price of \$1,000 per debenture. The Fund 2020 8.50% Debentures are convertible, at the option of the holder, into trust units of the Fund at a conversion price of \$7.35 per unit. Chemtrade incurred transaction costs of \$4,013 which included underwriters' fees and other expenses relating to the offering.

<sup>(3)</sup> During the first quarter of 2020, Chemtrade redeemed all of the outstanding CEI Series VI Debentures at a total aggregate redemption price of \$74,624, being equal to 100% of the principal amount of debentures outstanding, plus accrued and unpaid interest to, but excluding, the redemption date. Chemtrade used its Credit Facilities to fund the redemption.

<sup>(4)</sup> During the third quarter of 2020, Chemtrade redeemed \$100,000 principal amount of the Fund 2014 5.25% Debentures at a total aggregate redemption price of \$101,305, being equal to the principal amount of debentures redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. Chemtrade used a portion of the net proceeds from the Fund 2020 8.5% Debentures offering and its Credit Facilities to fund the redemption.

<sup>(5)</sup> The change in fair value of the Debentures due to Chemtrade's own credit risk has been presented in other comprehensive income, net of taxes, rather than net earnings.

For the three and nine months ended September 30, 2021, interest expense of \$7,705 and \$22,875 (2020 - \$8,212 and \$23,123) relating to the Debentures was recognized in net finance costs.

# CHEMTRADE LOGISTICS INCOME FUND

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## 7. UNITS AND OTHER COMPONENTS OF EQUITY:

### (a) Units:

Chemtrade has authorized an unlimited number of units. Chemtrade's units have no par value. The following table presents the number of units outstanding:

	2021		2020	
	Number of Units	Amount	Number of Units	Amount
Balance – January 1	93,169,158	\$ 1,465,029	92,601,062	\$ 1,462,116
Issuance of units for cash	9,800,000	70,070	—	—
Issuance costs, net of tax recovery of \$1,188	—	(2,484)	—	—
Issuance of units under the DRIP	948,292	6,611	160,056	855
Balance – September 30	<b>103,917,450</b>	<b>1,539,226</b>	92,761,118	\$ 1,462,971

On March 10, 2021, Chemtrade completed an equity offering of 9,800,000 units at a price of \$7.15 per unit, resulting in total gross proceeds of \$70,070. Chemtrade incurred issuance costs of \$2,484, net of tax recovery of \$1,188, which included underwriters' fees and other expenses relating to the offering. Proceeds from the offering were used to repay outstanding indebtedness under the Credit Facilities and for general trust purposes.

### (b) Distributions:

On March 11, 2020, Chemtrade announced a reduction of its monthly distributions to \$0.05 per unit.

On July 13, 2020, Chemtrade announced the commencement of a DRIP. Under the terms of the DRIP, eligible Unitholders may elect to reinvest all or a portion of their regular monthly distributions in additional units of Chemtrade, without paying any commissions, service charges or brokerage fees under the DRIP. Units purchased for participants under the DRIP may be newly issued by Chemtrade from treasury or may be existing units purchased on the open market through the facilities of a stock exchange. Under the DRIP, the Board determines which of these two sources will be used and currently the units are issued from treasury. Currently, the participants receive bonus distributions of Units equal to 3% of the amount of the cash distribution reinvested, as determined by the Board.

Distributions paid for the three and nine months ended September 30, 2021 were \$15,622 and \$45,241, respectively, (2020 - \$13,919 and \$55,589, respectively) or \$0.15 and \$0.45 per unit, respectively, (2020 - \$0.15 and \$0.60 per unit, respectively). Of the distributions paid for the three and nine months ended September 30, 2021, \$13,387 and \$38,630, respectively, (2020 - \$13,064 and \$54,734, respectively) were in cash and \$2,235 and \$6,611, respectively, (2020 - \$855 and \$855, respectively) were reinvested in additional units pursuant to the DRIP. All of Chemtrade's distributions are discretionary and subject to Board approval.

# CHEMTRADE LOGISTICS INCOME FUND

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## 7. UNITS AND OTHER COMPONENTS OF EQUITY (continued):

Distributions declared, including the DRIP bonus distributions for the three and nine months ended September 30, 2021 were \$15,637 and \$45,782, respectively, (2020 - \$13,941 and \$50,981, respectively,) or \$0.15 and \$0.45 per unit, respectively, (2020 - \$0.15 and \$0.55 per unit, respectively).

As at September 30, 2021, Chemtrade had \$5,218 distributions payable. On October 26, 2021, distributions of \$4,450 were paid in cash and \$768 were reinvested in additional units pursuant to the DRIP. On October 20, 2021, Chemtrade declared a cash distribution of \$0.05 per unit for the month of October 2021 payable on November 25, 2021 to Unitholders of record at the close of business on October 29, 2021.

### (c) Net loss per unit:

Net loss per unit has been calculated on the basis of the weighted average number of units outstanding. The following tables provide a breakdown of the numerator and denominator used in the calculation of net loss per unit, and diluted net loss per unit:

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Numerator</b>				
Net loss	\$ (20,159)	\$ (48,318)	\$ (54,685)	\$ (141,694)
Net interest and fair value adjustment on the Debentures <sup>(1)</sup>	—	—	—	—
Net fair value adjustment on deferred unit plan <sup>(1)</sup>	—	—	—	—
<b>Diluted net loss</b>	<b>\$ (20,159)</b>	<b>\$ (48,318)</b>	<b>\$ (54,685)</b>	<b>\$ (141,694)</b>

<sup>(1)</sup> For the three and nine months ended September 30, 2021 and 2020, the potential conversion of the Debentures and deferred units have not been included as the effect on net loss per unit would be anti-dilutive.

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Denominator</b>				
Weighted average number of units	103,723,574	92,629,003	100,953,210	92,610,444
Weighted average Debentures dilutive units <sup>(1)</sup>	—	—	—	—
Weighted average deferred unit plan dilutive units <sup>(1)</sup>	—	—	—	—
<b>Weighted average number of diluted units</b>	<b>103,723,574</b>	<b>92,629,003</b>	<b>100,953,210</b>	<b>92,610,444</b>

<sup>(1)</sup> For the three and nine months ended September 30, 2021 and 2020, the potential conversion of the Debentures and deferred units have not been included as the effect on net loss per unit would be anti-dilutive.

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## 8. GOODWILL IMPAIRMENT:

During the first quarter of 2020, as a result of changes in macro-economic conditions which resulted in a significant increase in discount rates, combined with consideration of historic and forecast performance of each cash-generating unit ("CGU") and CGU group, Chemtrade performed a test for goodwill impairment for the water solutions CGU group in WSSC. Although the water solutions CGU group's operating performance had been improving, as a result of applying the higher discount rate, this CGU group's carrying value exceeded its recoverable amount by \$56,000 and therefore an impairment loss of \$56,000 was fully allocated to goodwill and recognized in cost of sales and services. Following the impairment recognized in the water solutions CGU group, its recoverable amount equalled its carrying value.

The impairment test in the first quarter of 2020 was performed using a pre-tax discount rate of 12.8% and a terminal growth rate of 2.5%. Assumptions used in the operating cash flows and maintenance and other expenditures consider financial budgets, past experience, future growth trends such as GDP growth and inflation, associated economic risk assumptions, assumptions regarding the speed of COVID-19 economic recovery and estimates of achieving key operating initiatives, covering a five year period.

During the three and nine months ended September 30, 2021, there were no indicators of impairment identified; therefore, Chemtrade did not perform a test for goodwill impairment.

## 9. SHARE-BASED PAYMENTS:

Chemtrade operates a Long Term Incentive Plan ("LTIP"), which grants cash awards based on certain criteria. The 2019 - 2021, 2020 - 2022 and 2021 - 2023 LTIP awards have a performance based component and a restricted share unit ("RSU") component. The performance based component of the 2019 - 2021 LTIP awards is based on total Unitholder return over a performance period, EBITDA growth and total return to Chemtrade's Unitholders relative to the total return of companies comprising the S&P/TSX Dividend Composite Index. The performance based component of the 2020 - 2022 and 2021 - 2023 LTIP awards is based on return on investment capital improvement and total return to Chemtrade's Unitholders relative to the total return of companies comprising the S&P/TSX Dividend Composite Index. Total Unitholder return consists of changes in unit price and distributions paid to Unitholders. The RSU component of the LTIP awards is a phantom plan which is payable in cash at the end of the performance period.

As at September 30, 2021, a liability of \$31,403 (December 31, 2020 - \$19,384) has been recorded, of which \$7,433 (December 31, 2020 - \$5,126) is included in trade and other payables and \$23,970 (December 31, 2020 - \$14,258) is included in other long-term liabilities.

# CHEMTRADE LOGISTICS INCOME FUND

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## 9. SHARE-BASED PAYMENTS (continued):

For the three and nine months ended September 30, 2021, Chemtrade recorded an expense of \$9,483 and \$18,464, respectively, (2020 - expense of \$2,770 and a recovery of \$2,411, respectively) in selling and administrative expenses related to the fair value adjustments on the LTIP.

Chemtrade has in place a deferred unit plan ("DUP") for non-employee trustees and directors ("Participants"), pursuant to which the Participants can elect to take all or a portion of their compensation in the form of deferred units of Chemtrade, with the remainder as a cash payment. On May 14, 2020, the DUP was amended. Prior to the amendment, deferred units could be redeemed for cash or units of the Fund purchased on the secondary market. Following the amendment, deferred units are settled in units of the Fund issued from treasury or in cash at the Participant's request. Currently, the Participants are required to take a minimum of 50% of their compensation in the form of deferred units of Chemtrade. As at September 30, 2021, 584,161 deferred units at a value of \$4,212 were outstanding (December 31, 2020 - 556,948 deferred units at a value of \$3,286).

### *Inputs for measurement of fair values*

The fair value of the share-based component of LTIP is measured based on the Monte Carlo simulation method. Base price is the average unit price for the first 20 business days at the beginning of each LTIP performance period. Expected volatility is estimated by considering historic average unit price volatility. The risk-free interest rate is based on Canadian government bonds and Canadian government treasury bills.

The inputs used in the measurement of the fair value of the share-based component of LTIP are as follows:

	September 30, 2021	December 31, 2020
Chemtrade units:		
Average base price	<b>\$10.15</b>	\$14.01
Period-end unit price	<b>\$7.16</b>	\$5.83
Average expected volatility	<b>33.16%</b>	57.18%
Average risk free interest rate	<b>0.12%</b>	0.10%
Average expected remaining term	<b>1.25 years</b>	1.50 years



# CHEMTRADE LOGISTICS INCOME FUND

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## 10. REVENUE:

The components of revenue are as follows:

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	2021	2020	2021	2020
Sales of products	\$ 320,743	\$ 300,845	\$ 895,715	\$ 936,107
Processing services	44,260	45,005	118,998	124,178
<b>Revenue</b>	<b>\$ 365,003</b>	<b>\$ 345,850</b>	<b>\$ 1,014,713</b>	<b>\$ 1,060,285</b>

## 11. SELLING AND ADMINISTRATIVE EXPENSES:

The components of selling and administrative expenses are as follows:

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	2021	2020	2021	2020
Wages, salaries and benefits, including bonuses and other	\$ 31,845	\$ 25,351	\$ 85,292	\$ 65,783
Realized foreign exchange loss (gain)	1,719	998	(902)	6,141
Unrealized foreign exchange loss	4,049	5	10,239	2,430
Depreciation (note 13)	780	859	2,608	2,642
Reserve for legal proceedings	—	—	1,091	—
Government grants	(131)	—	(5,753)	—
<b>Selling and administrative expenses</b>	<b>\$ 38,262</b>	<b>\$ 27,213</b>	<b>\$ 92,575</b>	<b>\$ 76,996</b>

### Reserve for legal proceedings

General Chemical (which was acquired by Chemtrade) was a subject of an investigation by the U.S. Department of Justice concerning alleged anti-competitive conduct in the water treatment chemicals industry, for which General Chemical obtained the benefit of conditional amnesty from criminal charges. General Chemical and Chemtrade were also defendants in class action lawsuits and a few civil proceedings relating to the same conduct. The main class action civil lawsuit was settled for US\$56,000 and was paid out during 2019. By the third quarter of 2019, additional settlements were negotiated and paid. The remaining ex-employee initiated derivative actions were settled in March 2021, at close to the amount previously reserved for this matter. The terms of the settlement are subject to finalization and approval by the courts. The reserve for legal proceedings is included as part of provisions and presented as current liabilities in the Condensed Consolidated Interim Statements of Financial Position.

# CHEMTRADE LOGISTICS INCOME FUND

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## 11. SELLING AND ADMINISTRATIVE EXPENSES (continued):

### Government grants

The Canada Emergency Wage Subsidy ("CEWS") was announced on March 27, 2020. Under this program, qualifying businesses can receive up to 75% of their employees' wages, with employers being encouraged to provide the remaining 25%. Although the legislation was finalized on April 11, 2020, interpretations and guidance continue to emerge.

The Canada Emergency Rent Subsidy ("CERS") provides rent and mortgage support to businesses affected by COVID-19. Under this program, businesses that experience a revenue drop will be eligible to claim a subsidy on eligible expenses. CERS is administered by the Canada Revenue Agency on a period-by-period basis. Each CERS claim period is four weeks, and businesses can generally submit a claim the day after the period has ended. The subsidy is available on a sliding scale (with a maximum amount of 65%) for businesses that can demonstrate a revenue loss from September 27, 2020 to October 23, 2021.

During the three and nine months ended September 30, 2021, Chemtrade received CEWS of \$1,848 and \$7,604, respectively, and CERS of \$60 and \$381, respectively. As at September 30, 2021, Chemtrade had recorded CEWS and CERS receivables of nil and \$162, respectively, (December 31, 2020 - \$2,395 and nil, respectively) in trade and other receivables in the condensed consolidated interim statement of financial position.

# CHEMTRADE LOGISTICS INCOME FUND

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## 12. NET FINANCE COSTS:

The components of net finance costs are as follows:

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	2021	2020	2021	2020
Interest expense on long-term debt	\$ 8,811	\$ 8,916	\$ 26,800	\$ 26,892
Interest expense on convertible debentures (note 6)	7,705	8,212	22,875	23,123
Transaction costs on issuance of convertible debentures (note 6)	—	4,013	—	4,013
Change in the fair value of convertible debentures (note 6)	(855)	21,769	1,090	52,191
Interest expense on lease liabilities	1,706	2,006	5,127	6,350
Ineffective portion of change in the fair value of cash flow hedges	(1,284)	—	(2,495)	—
Loss reclassified from other comprehensive income due to termination of original swaps	1,707	—	3,414	—
Accretion expense on financing transaction costs (note 5)	325	281	904	699
Accretion of provisions	469	624	1,347	2,117
Pension interest	238	388	711	1,172
Interest income	(165)	(88)	(496)	(278)
<b>Net finance costs</b>	<b>\$ 18,657</b>	<b>\$ 46,121</b>	<b>\$ 59,277</b>	<b>\$ 116,279</b>

## 13. DEPRECIATION AND AMORTIZATION:

The components of depreciation expense of PPE and ROU assets and amortization expense of intangible assets are as follows:

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	2021	2020	2021	2020
<b>Cost of sales and services:</b>				
Depreciation expense on PPE	\$ 31,851	\$ 34,947	\$ 98,082	\$ 108,638
Depreciation expense on ROU assets	11,880	12,438	35,566	37,156
Amortization expense	12,079	16,396	43,298	49,130
<b>Selling and administrative expenses (note 11):</b>				
Depreciation expense on PPE	340	399	1,277	1,237
Depreciation expense on ROU assets	440	460	1,331	1,405
<b>Total depreciation and amortization expense</b>	<b>\$ 56,590</b>	<b>\$ 64,640</b>	<b>\$ 179,554</b>	<b>\$ 197,566</b>

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## 14. INCOME TAXES:

Chemtrade is a mutual fund trust and a specified investment flow-through trust (“SIFT”) for income tax purposes. Chemtrade is subject to current income taxes at the top marginal tax rate applicable to individuals of approximately 53.5% on all taxable income not distributed to Unitholders.

Chemtrade is also subject to current income taxes on all taxable income, other than dividends, earned from Canadian corporate and flow-through subsidiaries (other than Canadian subsidiaries that earn certain investment income) at a tax rate similar to the corporate tax rate. Chemtrade will not be subject to tax on income received from non-Canadian subsidiaries, provided that the income is distributed to Unitholders during the year. Based on the current organization of Chemtrade and its subsidiaries, Chemtrade expects that its income distributed to Unitholders will not be subject to SIFT tax.

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year applied to the pre-tax income of the interim period. Chemtrade calculates the consolidated estimated effective annual tax rate by determining the amount of current and deferred income taxes as a percentage of income before tax. Chemtrade's consolidated estimated effective tax rate for the three and nine months ended September 30, 2021 was (69.2)% and 11.3%, respectively, (2020 - 26.7% and 18.7%), compared to a statutory rate of 25.6% (2020 - 26.3%).

The effective tax rate for the first nine months of 2021 differs from the statutory tax rate primarily due to the deduction of taxable income distributed to Unitholders, differences in domestic corporate and trust tax rates, international income tax differences, including the U.S. Base Erosion and Anti-Abuse Tax, valuation allowance for deferred tax assets associated with certain non-capital losses in Canada and certain permanent differences. The difference in the effective tax rate for the third quarter of 2021 is due to the factors noted above, however, the valuation allowance for deferred tax assets associated with certain non-capital losses in Canada has a more significant impact.

Chemtrade is subject to tax audits from various tax authorities on an ongoing basis. As a result, from time to time, tax authorities may disagree with the positions and conclusions taken by Chemtrade in its tax filings or legislation could be amended or interpretations of current legislation could change, any of which events could lead to reassessments.

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## 15. FINANCIAL INSTRUMENTS:

### (a) Derivatives and hedging:

	September 30, 2021			December 31, 2020		
	Notional Amount	Fair Value		Notional Amount	Fair Value	
		Asset	Liability		Asset	Liability
<b>Derivatives designated in a formal hedging relationship</b>						
Interest rate swaps	US\$ 325,000	\$ —	\$ 15,536	US\$ 575,000	\$ —	\$ 22,164
Cash-settled share swaps	—	\$ 452	\$ —	\$ —	\$ —	\$ —
<b>Derivatives not designated in a formal hedging relationship</b>						
Foreign exchange contracts <sup>(1)</sup>	—	—	986	—	—	—
<b>Total</b>		<b>\$ 452</b>	<b>\$ 16,522</b>		<b>\$ —</b>	<b>\$ 22,164</b>

<sup>(1)</sup> See below for notional amounts.

On January 24, 2019, Chemtrade entered into swap arrangements which fixed the LIBOR components of its interest rates on US\$175,000 of its outstanding term bank debt until December 2023. Chemtrade entered into additional swap arrangements which were effective August 24, 2019 and which fixed the LIBOR components of its interest rates on US\$150,000 of its outstanding term bank debt until December 2023. On April 24, 2020, Chemtrade entered into a swap arrangement which fixed the LIBOR components of its interest rates on up to US\$250,000 of its outstanding revolving credit under its long term debt until it expired on April 24, 2021. These swaps are formally designated as cash flow hedges at the date of inception and any changes in the fair value of the effective portion of the swaps are recognized in other comprehensive income.

During the first quarter of 2021, Chemtrade blended and extended its existing US\$175,000 and US\$150,000 interest rate swaps on its outstanding term bank debt. Effective March 24, 2021, the terms of these swaps were extended until October 2024 to align with the maturity date of the term bank debt. Chemtrade recognizes the blend and extend as a termination of the original swaps and execution of new swaps. As a result, hedge accounting on the original swaps were discontinued prospectively. To continue the benefits of hedge accounting, Chemtrade designated the new blend and extend swaps in new hedge relationships. Since the interest payments that are being hedged are still expected to occur, the fair values of the original swaps as of the termination date will remain in accumulated other comprehensive income and reclassified into net earnings over the term of original swaps.

Chemtrade hedges its investment in foreign operations that use the U.S. dollar as their functional currency by Chemtrade's U.S. dollar-denominated long-term debt. Any foreign currency gains and losses arising from the U.S. dollar-denominated debt will be offset by the foreign currency gain or loss arising from the investment in the foreign operations. The gains and losses on the foreign currency translation of the designated amount of U.S. dollar-

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## 15. FINANCIAL INSTRUMENTS (continued):

denominated debt and investment in foreign operations are recognized in other comprehensive income.

For the three and nine months ended September 30, 2021, a foreign exchange loss of \$13,802 and gain of \$3,396, respectively, (2020 - gain of \$15,067 and loss of \$12,950, respectively) on the revaluation of the U.S. dollar-denominated debt related to this hedging strategy was recognized in other comprehensive income, net of tax.

During the third quarter of 2021, Chemtrade entered into cash-settled share swap arrangements which fixed the unit price on a portion of the RSU component of its LTIP awards. The RSU component of the LTIP awards is a phantom plan which is payable in cash at the end of the performance period. The arrangements are based on a portion of RSUs outstanding for all its existing LTIP awards. As at September 30, 2021, the notional number of units hedged was 2,536,886 with maturity dates ranging between March 2022 and March 2024. Distributions on the hedged units are reinvested in these swap arrangements. These swaps are formally designated as cash flow hedges at the date of inception and any changes in the fair value of the unvested portion of the RSUs are recognized in other comprehensive income.

Chemtrade has entered into foreign exchange contracts to manage some of its exposure to foreign currencies. Chemtrade buys and sells specific amounts of currencies at pre-determined dates and exchange rates, which are matched with the anticipated operational cash flows. Contracts in place at September 30, 2021 include future contracts to sell the following amounts for periods through to December 2022:

<b>Amount</b>	<b>Maturity</b>	<b>Exchange rate range</b>
US\$24,247	Q4 2021	\$1.21 - \$1.24
US\$18,046	Q1 2022	\$1.25 - \$1.26
US\$15,000	Q2 2022	\$1.26 - \$1.28
US\$9,247	Q3 2022	\$1.26 - \$1.27
US\$5,000	Q4 2022	\$1.27 - \$1.29

### (b) Fair values of financial instruments:

Fair value is the value that would be agreed upon in an arm's length transaction between willing and knowledgeable counter-parties. The carrying amounts of cash and cash equivalents, trade and other receivables, trade and other payables and distributions payable approximate their fair values because of the short-term maturity of these financial instruments. The carrying amount of long-term debt, excluding transaction costs, approximates fair value as the debt accrues interest at variable interest rates.

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## 15. FINANCIAL INSTRUMENTS (continued):

For fair value estimates relating to the Debentures and derivatives, Chemtrade classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

*Level 1* - Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

*Level 2* - Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

*Level 3* - Significant unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Debentures are classified within Level 1 because they are actively traded on the TSX and the fair value is based on the quoted prices on the TSX. Any changes in the fair value of the Debentures are recognized in net earnings except for changes due to the Fund's own credit risk which are recorded in other comprehensive income.

All of Chemtrade's derivative financial instruments are classified within Level 2 because they are based on rates quoted by banks and other public data sources. These derivatives are recorded in prepaid expenses and other assets, trade and other payables, and other long-term liabilities on the statements of financial position.

The fair value of the foreign exchange contracts is the difference between the forward exchange rate and the contract rate. Any changes in the fair value of these contracts are recognized in net earnings.

The fair value of the interest rate swap arrangements is the difference between the forward interest rates and the contract rates discounted. The liability is recorded in other long-term liabilities in the statement of financial position. Any changes in the effective portion of fair value of these arrangements are recognized in other comprehensive income.

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
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## 15. FINANCIAL INSTRUMENTS (continued):

### (c) Risks associated with financial instruments

#### (i) Credit risk

Credit risk arises from the non-performance by counter-parties of their contractual financial obligations. Chemtrade manages credit risk for trade and other receivables through established credit monitoring activities. Chemtrade does not have a significant concentration of credit risk with any single counter-party. The primary counter-parties related to the foreign exchange forward contracts and interest rate swaps carry investment grade ratings. Chemtrade believes its credit risk of counterparty non-performance continues to be relatively low, notwithstanding the impact of the COVID-19 pandemic. Chemtrade is in regular contact with its customers, suppliers and logistics providers, and to date has not experienced significant counter-party non-performance. However, if a key supplier or customer experiences financial difficulties or fails to comply with their contractual obligations, which may occur as the pandemic continues, this could result in a significant financial loss to Chemtrade. Chemtrade's maximum exposure to credit risk at the reporting date is the carrying value of its receivables and derivative assets.

#### (ii) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Chemtrade manages liquidity risk by maintaining adequate cash and cash equivalent balances, and by appropriately utilizing its lines of credit. Chemtrade believes that cash flows from operating activities, together with cash on hand, cash from receivables and borrowings available under the revolving credit facility are sufficient to fund its currently anticipated financial obligations, and will remain available in the current environment, notwithstanding the impact of the COVID-19 pandemic.

#### (iii) Currency risk

Chemtrade is exposed to fluctuations in the exchange rate of the US dollar relative to the Canadian dollar as a portion of Chemtrade's earnings are in US dollars, with earnings positively affected when the US dollar strengthens relative to the Canadian dollar. Chemtrade cannot predict changes in currency exchange rates, the impact of exchange rate changes on Chemtrade's operating results, nor the degree to which Chemtrade will be able to manage the impact of currency exchange rate changes. Such changes, including negative impacts on currency exchange rates related to the COVID-19 pandemic, could have an impact on Chemtrade's business, results of operations and financial condition.



# CHEMTRADE LOGISTICS INCOME FUND

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## 15. FINANCIAL INSTRUMENTS (continued):

### (iv) *Unit price risk*

Unit price risk is the risk that changes in Chemtrade's own unit price affect earnings and cash flows. Earnings and cash flows from operating activities are affected when outstanding cash-settled RSUs, issued under Chemtrade's LTIP awards, are revalued each period based on Chemtrade's unit price. Net cash flows from operating activities are affected when these cash-settled RSUs are ultimately settled. Chemtrade enters into cash-settled share swap arrangements to fix the unit price on a portion of the RSU component of its LTIP awards to mitigate a portion of the unit price risk.

### (v) *Interest rate risk*

Chemtrade's Credit Facilities consist of long-term debt and operating lines of credit which bear variable rates of interest. As at September 30, 2021, on an unhedged basis, a change in interest rates of 1% per annum would have an impact of approximately \$7,100 on Chemtrade's net earnings per annum. As at September 30, 2021, Chemtrade had fixed interest rates on 57.7% of its senior debt until October 2024.

### *Managing interest rate benchmark reform and associated risks*

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some IBORs with alternative nearly RFR. Chemtrade has exposures to IBORs on its financial instruments that will be replaced or reformed as part of these market-wide initiatives. There is uncertainty over the timing and the methods of transition in some jurisdictions that Chemtrade operates in.

The IBOR reform impacts Chemtrade's operational and risk management processes and hedge accounting. The main risks to which Chemtrade is exposed as a result of the IBOR reform are operational. This includes renegotiating borrowing contracts through bilateral negotiation with counterparties, implementing new fallback clauses with its derivative counterparties, updating contractual terms and revising operational controls related to the reform. Financial risk is predominantly limited to interest rate risk. Hedging relationships may experience ineffectiveness due to uncertainty about when and how replacement may occur with respect to the relevant hedged item and hedging instrument or the difference in the timing of a replacement.

Chemtrade monitors the progress of transition from IBORs to new benchmark rates by reviewing the total amounts of contracts that have yet to transition to an alternative benchmark rate and the amounts of such contracts that include an appropriate fallback clause. Chemtrade considers that a contract is not yet transitioned to an alternative benchmark rate when interest under the contract is indexed to a benchmark rate that is

# CHEMTRADE LOGISTICS INCOME FUND

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## 15. FINANCIAL INSTRUMENTS (continued):

still subject to IBOR reform, even if it includes a fallback clause that deals with the cessation of the existing IBOR (referred to as an 'unreformed contract').

### *Derivatives*

Chemtrade holds interest rate swaps for risk management purposes which are designated in cash flow hedging relationships. The interest rate swaps have floating legs that are indexed to 1-month LIBOR. Chemtrade's derivative instruments are governed by contracts based on the International Swaps and Derivatives Association (ISDA)'s master agreements.

ISDA is currently reviewing its standardized contracts in the IBOR reform and plans to amend certain floating-rate options in the 2006 ISDA definitions to include fallback clauses that would apply on the permanent discontinuation of certain key IBORs. ISDA is expected to publish an IBOR fallback supplement to amend the 2006 ISDA definitions and an IBOR fallback protocol to facilitate multilateral amendments to include the amended floating-rate options in derivative transactions that were entered into before the date of the supplement. Chemtrade will adhere to the protocol if and when it is finalized and monitor whether its counterparties will adhere. If this plan changes or there are counterparties who will not adhere to the protocol, Chemtrade will negotiate with them bilaterally about including new fallback clauses.

### *Hedge accounting*

Chemtrade's hedged items and hedging instruments continue to be indexed to 1-month LIBOR. These benchmark rates are quoted each day and the IBOR cash flows are exchanged with counterparties as usual.

Chemtrade's exposure to 1-month LIBOR designated in hedging relationships is US\$325,000 nominal amount at September 30, 2021, representing both the nominal amount of the hedging interest rate swap and the principal amount of the hedged USD denominated secured bank loan liability maturing in October 2024.

The IBOR reform had no impact on the condensed consolidated interim financial statements of Chemtrade. Chemtrade intends to use the RFR for its risk management and hedge accounting in future periods if it becomes applicable. Chemtrade will actively monitor the IBOR reform and consider circumstances as it becomes party to new or revised interest rate swaps.

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## 16. REPORTABLE SEGMENTS:

Chemtrade operates in four reportable segments: SPPC, WSSC, EC, and Corp. The reportable segments of Chemtrade are strategic business groups that offer products and services to target markets, as described below.

SPPC markets, removes and/or produces merchant, regenerated and ultra pure sulphuric acid, sodium hydrosulphite, elemental sulphur, liquid sulphur dioxide, hydrogen sulphide, sodium bisulphite, and sulphides, and provides other processing services. These products are marketed primarily to North American customers.

WSSC manufactures and markets a variety of inorganic coagulants used in water treatment, including aluminum sulphate, aluminum chlorohydrate, polyaluminum chloride, and ferric sulphate; and a number of specialty chemicals, including sodium nitrite, potassium chloride (KCl), phosphorus pentasulphide and vaccine adjuvants. These products are marketed primarily to North American customers.

EC manufactures and markets sodium chlorate and chlor-alkali products including caustic soda, chlorine and hydro-chloric acid (HCl), largely for the pulp and paper, oil and gas and water treatment industries. These products are marketed primarily to North American and South American customers.

Corp is a non-operating segment that provides centralized services, such as treasury, finance, information technology, human resources, legal and risk management, and environmental, health and safety support.

### Three months ended September 30, 2021

	SPPC	WSSC	EC	Corp	Total
Revenue	\$ 109,231	\$ 119,383	\$ 136,389	\$ —	\$ 365,003
Inter-segment revenues	8,171	—	969	—	9,140
Operating income (loss)	14,973	16,754	4,749	(29,730)	6,746
Net finance costs					(18,657)
Income tax expense					(8,248)
Net loss					(20,159)
Depreciation and amortization	18,445	9,271	28,874	—	56,590
Net loss (gain) on disposal and write-down of PPE	76	(291)	83	—	(132)
Capital expenditures	5,799	6,743	8,281	480	21,303

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
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Three and nine months ended September 30, 2021 and 2020

## 16. REPORTABLE SEGMENTS (continued):

### Three months ended September 30, 2020

	SPPC	WSSC	EC	Corp	Total
Revenue	\$ 105,351	\$ 119,789	\$ 120,710	\$ —	\$ 345,850
Inter-segment revenues	4,998	—	919	—	5,917
Operating (loss) income <sup>(1)</sup>	(10,860)	16,828	(5,688)	(20,104)	(19,824)
Net finance costs					(46,121)
Income tax recovery					17,627
Net loss					(48,318)
Depreciation and amortization	22,952	11,477	30,211	—	64,640
Net loss (gain) on disposal and write-down of PPE <sup>(2)</sup>	18,949	894	(14)	—	19,829
Capital expenditures	6,945	3,195	7,697	252	18,089

<sup>(1)</sup> Realized foreign exchange loss of \$85 relating to Chemtrade's Brazil subsidiary has been reclassified from Corporate to EC segment to align with current period presentation.

<sup>(2)</sup> Net loss (gain) on disposal and write-down of PPE includes a write-down of \$17,596 in the SPPC segment as a result of the decision to rationalize sulphuric acid capacity and has been recorded in cost of sales and services.

### Nine months ended September 30, 2021

	SPPC	WSSC	EC	Corp	Total
Revenue	\$ 306,391	\$ 326,761	\$ 381,561	\$ —	\$1,014,713
Inter-segment revenues	19,894	—	2,955	—	22,849
Operating income (loss)	29,567	40,648	(2,540)	(70,046)	(2,371)
Net finance costs					(59,277)
Income tax recovery					6,963
Net loss					(54,685)
Depreciation and amortization	62,070	30,418	87,066	—	179,554
Net loss (gain) on disposal and write-down of PPE	320	(15)	118	—	423
Capital expenditures	12,094	13,536	20,139	860	46,629

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
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## 16. REPORTABLE SEGMENTS (continued):

### Nine months ended September 30, 2020

	SPPC	WSSC	EC	Corp	Total
Revenue	\$ 322,333	\$ 346,583	\$ 391,369	\$ —	\$1,060,285
Inter-segment revenues	13,045	—	3,292	—	16,337
Operating income (loss) <sup>(1)</sup>	7,538	(13,971)	373	(51,981)	(58,041)
Net finance costs					(116,279)
Income tax recovery					32,626
Net loss					(141,694)
Depreciation and amortization	70,817	35,936	90,813	—	197,566
Net loss (gain) on disposal and write-down of PPE	18,932	437	(9)	—	19,360
Capital expenditures	13,345	7,146	21,648	588	42,727
Change in environmental liability	—	3,743	—	—	3,743
Impairment of goodwill	—	56,000	—	—	56,000

<sup>(1)</sup> Realized foreign exchange loss of \$2,384 relating to Chemtrade's Brazil subsidiary has been reclassified from Corporate to EC segment to align with current period presentation.

<sup>(2)</sup> Net loss (gain) on disposal and write-down of PPE includes a write-down of \$17,596 in the SPPC segment as a result of the decision to rationalize sulphuric acid capacity and has been recorded in cost of sales and services.

### September 30, 2021

	SPPC	WSSC	EC	Corp	Other	Total
Total assets	\$ 830,901	\$ 586,101	\$ 868,045	\$ (5,447)	\$ 151,974	\$ 2,431,574
Total liabilities	211,933	158,196	193,101	54,795	1,263,079	1,881,104
Intangible assets	346,395	161,185	195,714	—	—	703,294

### December 31, 2020

	SPPC	WSSC	EC	Corp	Other	Total
Total assets	\$ 862,605	\$ 607,728	\$ 906,249	\$ 3,762	\$ 119,982	\$ 2,500,326
Total liabilities	220,755	172,240	215,235	50,043	1,236,238	1,894,511
Intangible assets	361,469	169,939	216,662	—	—	748,070

### Geographic segments:

Chemtrade operates primarily in Canada, the United States and South America. Revenue is attributed to customers based on location of sale.

# CHEMTRADE LOGISTICS INCOME FUND

Notes to Condensed Consolidated Interim Financial Statements  
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## 16. REPORTABLE SEGMENTS (continued):

### Revenue

	<u>Three months ended</u> <u>September 30,</u>		<u>Nine months ended</u> <u>September 30,</u>	
	2021	2020	2021	2020
Canada	\$ 113,210	\$ 110,844	\$ 326,040	\$ 342,835
United States	234,715	219,525	639,322	669,239
South America	17,078	15,481	49,351	48,211
	<b>\$ 365,003</b>	<b>\$ 345,850</b>	<b>\$ 1,014,713</b>	<b>\$ 1,060,285</b>

### PPE, ROU assets and intangible assets

	<u>September</u> <u>30, 2021</u>	<u>December 31,</u> <u>2020</u>
Canada	\$ 931,181	\$ 997,912
United States	790,476	834,705
South America	108,259	117,683
	<b>\$ 1,829,916</b>	<b>\$ 1,950,300</b>

## 17. RECLASSIFICATION OF PRIOR PERIOD PRESENTATION:

Certain amounts reported in prior periods in the financial statements have been reclassified to conform to the current period's presentation.

## 18. SUBSEQUENT EVENTS:

### *Assets held for sale*

On September 30, 2021, Chemtrade announced it entered into a definitive agreement to sell its potassium chloride (KCl) and vaccine adjuvants businesses to Vertellus Holdings LLC, a manufacturer of specialty products for various consumer goods, food and agriculture, healthcare and industrial markets, for approximately US\$155,000. The sale closed on November 2, 2021.

### *Lawsuit Settlement*

Subsequent to the end of the third quarter of 2021, Chemtrade settled a lawsuit relating to Canexus Corporation's North American Terminal Operations (NATO) assets for \$21,000.